



**CAHYA MATA SARAWAK**  
**CAHYA MATA SARAWAK BERHAD**  
Registration No. 197401003655 (21076-T)  
(Incorporated in Malaysia)

**NOTICE OF 45<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 45<sup>th</sup> Annual General Meeting (“AGM”) of Cahya Mata Sarawak Berhad (“CMS” or “the Company”) will be held at the **Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** on **Thursday, 18 June 2020** at **10:00 a.m.** via remote participation and voting (“RPV”) facilities for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.
2. To declare a first and final tax exempt (single-tier) dividend of 3.0 sen per ordinary share in respect of the financial year ended 31 December 2019. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 111 of the Company’s Constitution:
  - a) Y Bhg Dato Sri Mahmud Abu Bekir Taib **Ordinary Resolution 2**
  - b) Y Bhg Datuk Seri Yam Kong Choy **Ordinary Resolution 3**
4. To re-elect the following Directors who retire pursuant to Article 113 of the Company’s Constitution:
  - a) Y Bhg Dato Isaac Lugun **Ordinary Resolution 4**
  - b) Y Bhg Datuk Ir Kamarudin bin Zakaria **Ordinary Resolution 5**
5. To approve the payment of Directors’ fees amounting to RM150,000 per annum for the Non-Executive Chairman, RM150,000 per annum for the Non-Executive Deputy Chairman and RM100,000 per annum for each of the Non-Executive Directors for the financial year ended 31 December 2019. **Ordinary Resolution 6**
6. To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors up to an amount of RM5,500,000 from the date of the forthcoming AGM to the next AGM of the Company. **Ordinary Resolution 7**

7. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration.

**Ordinary  
Resolution 8**

## **AS SPECIAL BUSINESS**

To consider and if thought fit, pass the following Ordinary Resolutions:

8. **Authority to Allot and Issue Shares Pursuant to Section 76 of the Companies Act 2016**

“THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

**Ordinary  
Resolution 9**

9. **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate for RRPT”)**

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in the Circular to Shareholders dated 19 May 2020 (“Circular”) which are necessary for the CMS Group’s day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders; and
- (b) disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders’ Mandate for RRPT will be disclosed in the Integrated Annual Report for the said financial year AND that such approval shall continue to be in force until:
  - (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;

- (ii) the expiration of the period within which the next Annual General Meeting of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate for RRPT.

AND THAT the estimated value given on the recurrent related party transactions specified in Sections 2.4 and 2.5 of the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.8 of the Circular.”

**Ordinary  
Resolution 10**

10. **Proposed Renewal of Shareholders’ Mandate in respect of the Authority for Purchase by the Company of its Own Shares (“Proposed Shareholders’ Mandate for Share Buy-Back”)**

“THAT subject to Section 127 of the Companies Act 2016, provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Forty-Fourth Annual General Meeting of the Company held on 30 April 2019, authorising the Directors of the Company to exercise the power of the Company to purchase such amount of ordinary shares in the Company from time to time through Bursa Securities subject further to the following:

- (a) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company (“Purchased Shares”) at the point of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the Company’s audited retained profits as at 31 December 2019 amounted to RM60,422,448; and
- (c) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
  - (i) the conclusion of the next Annual General Meeting of the Company;

- (ii) the expiration of the period within the next Annual General Meeting of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever occurs first.

(d) Upon the completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:

- (i) to cancel the Purchased Shares so purchased; or
- (ii) to retain the Purchased Shares so purchased as treasury shares for distribution as dividend to the shareholders, resell in accordance with the relevant rules of Bursa Securities, transfer for the purposes of or under an employees’ share scheme, transfer as purchase consideration, cancel the shares and/or sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; or
- (iii) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
- (iv) to deal in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement, finalise and give full effect to the Proposed Shareholders’ Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company.”

**Ordinary  
Resolution 11**

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a Member who shall be entitled to participate, speak and vote at the 45<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 77(2) of the Company’s Constitution to issue a General Meeting Record of Depositors (“ROD”) as at 10 June 2020. Only a Depositor whose name appears in the Register of Members/ROD as at 10 June 2020 shall be entitled to participate at the said meeting or appoint a proxy to participate, speak and vote on his/her behalf.

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the 45<sup>th</sup> AGM of the Company to be held on 18 June 2020 for the payment of the first and final dividend under single-tier system in respect of the financial year ended 31 December 2019 (“Dividend”) under Ordinary Resolution 1, the Dividend will be paid on 17 September 2020 to Depositors whose names appear in the ROD on 1 September 2020.

Depositors shall be only entitled to the Dividend in respect of:

- (a) securities transferred into the Depositor’s Securities Account before 4:30 p.m. on 1 September 2020 for ordinary transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### **BY ORDER OF THE BOARD**

**DENISE KOO SWEE PHENG**

SSM PC No.: PC202008001018 (MAICSA 0960470)

Group Company Secretary

Kuching, Sarawak

19 May 2020

## Notes:

### 1. Audited Financial Statements for financial year ended 31 December 2019

Agenda 1 is for discussion at the meeting and no voting is required.

### 2. First and final tax exempt (single-tier) dividend

Pursuant to Section 131 of the Companies Act 2016 (“Act”), a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 26 February 2020, the Board had considered the amount of dividend and recommended the same for the shareholders’ approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 17 September 2020 in accordance with the requirements under Section 132(2) and (3) of the Act.

### 3. Re-election of Directors who retire by rotation in accordance with Article 111

Article 111 of the Company’s Constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. Pursuant to Paragraph 7.26(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Main Market Listing Requirements”), all the Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. Y Bhg Dato Sri Mahmud Abu Bekir Taib and Y Bhg Datuk Seri Yam Kong Choy are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election. Details of the assessment of the directors standing for re-election are on pages 125 and 126 of the Corporate Governance Framework in the Integrated Annual Report 2019.

### 4. Re-election of Directors who retire in accordance with Article 113

Article 113 of the Company’s Constitution provides that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Company’s Constitution. Any Director so appointed shall hold office until the next AGM of the Company and when he shall retire, he shall be eligible for re-election. Y Bhg Dato Isaac Lugun and Y Bhg Datuk Ir Kamarudin bin Zakaria who were appointed as Directors of the Company on 18 October 2019 and 26 November 2019 respectively are standing for re-election as Directors of the Company in accordance with Article 113 of the Company’s Constitution and being eligible have offered themselves for re-election. Details of the assessment of the directors standing for re-election are on page 126 of the Corporate Governance Framework in the Integrated Annual Report 2019.

### 5. Directors’ Remuneration

Section 230(1) of the Act provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this regard, the Board has proposed to seek shareholders’ approval for Directors’ remuneration in two (2) separate resolutions as follows:

- Ordinary Resolution 6 on payment of Directors' fees for the year ended 31 December 2019
- Ordinary Resolution 7 on payment of Directors' remuneration (excluding Directors' fees) from the date of the forthcoming AGM to the next AGM of the Company

The Directors' remuneration (excluding Directors' fees) comprises the allowances and other emoluments payable to the Non-Executive Chairman, Deputy Chairman, members of the Board, Board Committees and subsidiaries of CMS. The current Non-Executive Director ("NED")s' remuneration policy is as set out below:

#### **Cahaya Mata Sarawak Berhad ("CMS")**

Description	Chairman	Deputy Chairman	NED who is Chairman of subsidiary company
Monthly Fixed Allowance	RM50,000	RM40,000	Nil
Other Benefits	Driver, motor vehicle, petrol	Driver, motor vehicle, petrol	Driver, motor vehicle, petrol

<b>Board Committee Fees</b>	<b>Chairman</b>	<b>NED/Member</b>
Group Audit Committee	RM24,000	RM16,000
Nomination and Remuneration Committee	RM16,000	RM12,000
Group Risk Committee	RM16,000	RM12,000
Digital Transformation Committee	RM16,000	RM12,000

<b>Type of Meeting Allowance (per meeting)</b>	<b>Chairman</b>	<b>NED/Member</b>
Board of CMS	RM2,000	RM2,000
General meeting of CMS	RM2,000	RM2,000
Board Committee	RM2,000	RM2,000
Board of Subsidiary	RM3,000	RM2,000

Directors' fees are paid in arrears on a monthly basis to directors of subsidiary companies of CMS.

The Executive Director is not entitled to Directors' fees or meetings allowances for Board and Board Committee meetings that he attends and is a member of. The Executive Director who is appointed as nominated representative on the Boards of subsidiary companies is also not entitled to Directors' fees and/or meetings allowances paid to the Boards of subsidiary companies. However, he is entitled to Directors' fees and/or meetings allowances paid to the Boards of listed and/or selected unlisted associate companies of the Group in view of his duties, responsibilities and time commitment on them.

The current Directors' fee policy for subsidiary companies in the Group is set out in the table below:

<b>Subsidiary Company Directors' fee (per annum)</b>	<b>Chairman</b>	<b>NED/Member</b>
Subsidiary company which achieves an annual turnover of RM90 million and over	RM18,000	RM12,000

The estimated total amount of remuneration (excluding Directors' fees) for the NEDs is based on number of meetings of the Board, Board Committees, subsidiary Boards as well as the number of NEDs involved in these meetings and also includes gratuity to the former Group Executive Director, Y Bhg Datuk Syed Ahmad Alwee Alsree, who stepped down from the Board on 18 October 2019. The estimated amount is derived for the period from the forthcoming AGM up to April 2021 where the next AGM is provisionally scheduled. Payment of the said remuneration (excluding Directors' fees) is made by CMS or its subsidiaries on a monthly basis and/or as and when incurred subject to Ordinary Resolution 7 being passed by shareholders at the 45<sup>th</sup> AGM. The Board's view is that it is equitable for the NEDs to be paid Directors' remuneration (excluding Directors' fees) after they have rendered their services to the Company and/or its subsidiaries and discharged their duties and responsibilities.

## **6. Re-appointment of Auditors**

The Board at its meeting held on 13 March 2020 approved the recommendation by the Group Audit Committee on the re-appointment of Messrs Ernst & Young PLT ("EY") as Auditors of the Company. The Board and Group Audit Committee had considered and collectively agreed that EY has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements.

## **7. Abstention from Voting**

All the NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolution 6 and Ordinary Resolution 7 concerning Directors' fees and Directors' remuneration (excluding Directors' fees) at the 45<sup>th</sup> AGM. Any Director referred to in Ordinary Resolutions 2, 3, 4 and 5 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election as a Director at the 45<sup>th</sup> AGM.

## **8. Renewal of Authority to Allot and Issue Shares Pursuant to Section 76 of the Companies Act 2016**

The proposed Ordinary Resolution 9, if passed, will give a renewed mandate to the Directors of the Company, pursuant to Section 76 of the Companies Act 2016 ("Renewed Mandate") for such purposes as the Directors may deem fit and in the interest of the Company. The Renewed Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next AGM of the Company.

As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the 44<sup>th</sup> AGM held on 30 April 2019 and the said mandate will lapse at the conclusion of the forthcoming 45<sup>th</sup> AGM.

The Company is seeking the approval from the shareholders on the Renewed Mandate for the purpose of a possible fund raising exercise including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisitions and to avoid any delay and cost in convening general meetings to specifically approve such an issue of shares.



## **9. Proposed Shareholders' Mandate for RRPT**

The proposed Ordinary Resolution 10, if passed, will allow the CMS Group to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements. The authority under this resolution will expire at the conclusion of the next AGM or the expiry of the period within which the next AGM is required by law to be held, or the same is revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first. Further information on the Proposed Shareholders' Mandate for RRPT is set out in the Circular to Shareholders dated 19 May 2020 which is available on the Company's website [www.cmsb.my](http://www.cmsb.my).

## **10. Proposed Shareholders' Mandate for Share Buy-Back**

The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the total number of issued shares of the Company for the time being. The authority under this resolution will expire at the conclusion of the next AGM or the expiry of the period within which the next AGM is required by law to be held, or the same is revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first. The Proposed Shareholders' Mandate for Share Buy-Back is set out in the Statement Accompanying Notice of AGM which is enclosed together with the Company's Notice of 45<sup>th</sup> AGM.

## **11. Proxy and Entitlement of Participation**

- i. A member entitled to participate and vote at the meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorised representative) to vote in his stead. If the proxy is not a member, he shall be any person and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- ii. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint a proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- iii. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- iv. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- v. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 6, Wisma Mahmud, Jalan Sungai Sarawak, 93100 Kuching, Sarawak or at Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any

adjournment thereof. Alternatively, the Form of Proxy can be lodged electronically via “Boardroom Smart Investor Portal” at <https://www.boardroomlimited.my>.

- vi. Only members whose names appear in the Record of Depositors as at 10 June 2020 shall be entitled to participate at the meeting.

## **12. Poll Voting**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll. Please refer to the details in the Administrative Guide.

## **13. Publication of AGM Notice on the Company’s Website**

Pursuant to Section 320 of the Companies Act 2016, the Notice of the Company’s 45<sup>th</sup> AGM is also available on the Company’s website [www.cmsb.my](http://www.cmsb.my) throughout the period beginning from the date of notice until the conclusion of the 45<sup>th</sup> AGM.

**CAHYA MATA SARAWAK BERHAD**  
**Registration No. 197401003655 (21076-T)**  
**(Incorporated in Malaysia)**

**Statement accompanying Notice of 45<sup>th</sup> Annual General Meeting  
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa  
Malaysia Securities Berhad)**

- A. The profiles of the Directors who are standing for re-election as per Agenda 3 and Agenda 4 of the Notice of 45<sup>th</sup> Annual General Meeting (“AGM”) are stated on pages 107 to 110 of the Company’s Integrated Annual Report 2019.
- B. The profiles of the Directors are stated on pages 106 to 112 of the Company’s Integrated Annual Report 2019. Their shareholdings in the Company and subsidiary company are set out on page 156 of the Company’s Integrated Annual Report 2019.
- C. Details on the authority to allot and issue shares in the Company pursuant to Section 76 of the Companies Act 2016 are set out in Note 8 of the Notice of 45<sup>th</sup> AGM.

## FORM OF PROXY

Number of shares held:

CDS Account No.:



**CAHYA MATA SARAWAK**  
**CAHYA MATA SARAWAK BERHAD**  
*Registration No. 197401003655 (21076-T)*  
*(Incorporated in Malaysia)*

I/We (full name) \_\_\_\_\_ NRIC/Passport/Co. No. \_\_\_\_\_  
of (full address) \_\_\_\_\_

being a member/members of Cahya Mata Sarawak Berhad (“the Company”) hereby appoint  
(full name & NRIC/Passport No.) \_\_\_\_\_ of  
(full address) \_\_\_\_\_

or, failing him, the Chairman of the Meeting as my/our proxy to participate and vote for me/us  
and on my/our behalf at the 45<sup>th</sup> Annual General Meeting of the Company to be held at the  
Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,  
46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 June 2020 at 10:00 a.m. via  
Remote Participation and Voting (“RPV”) facilities and at any adjournment thereof and to vote  
as indicated below:

No.	Ordinary Resolutions	For	Against
1.	Declaration of first and final tax exempt (single-tier) dividend		
2.	Re-election of Y Bhg Dato Sri Mahmud Abu Bekir Taib as Director		
3.	Re-election of Y Bhg Datuk Seri Yam Kong Choy as Director		
4.	Re-election of Y Bhg Dato Isaac Lugun as Director		
5.	Re-election of Y Bhg Datuk Ir Kamarudin bin Zakaria as Director		
6.	Approval of Payment of Directors’ fees 2019		
7.	Approval of Payment of Directors’ remuneration (excluding Directors’ fees)		
8.	Re-appointment of Messrs Ernst & Young PLT as Auditors		
9.	Authority to Directors to allot and issue shares		
10.	Proposed Shareholders’ Mandate for RRPT		
11.	Proposed Shareholders’ Mandate for Share Buy-Back		

Date: ..... 2020

Signature: .....

**Notes:****Proxy and/or Authorised Representatives**

1. A member entitled to participate and vote at the meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorised representative) to vote in his stead. If the proxy is not a member, he shall be any person and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint a proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 6, Wisma Mahmud, Jalan Sungai Sarawak, 93100 Kuching, Sarawak or at Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. Alternatively, the Form of Proxy can be lodged electronically via “Boardroom Smart Investor Portal” at <https://www.boardroomlimited.my>.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll. Please refer to the details in the Administrative Guide.

**Members entitled to Participate**

For the purpose of determining a Member who shall be entitled to participate, speak and vote at the 45<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 77(2) of the Company’s Constitution to issue a General Meeting Record of Depositors (“ROD”) as at 10 June 2020. Only a Depositor whose name appears in the Register of Members/ROD as at 10 June 2020 shall be entitled to participate at the said meeting or appoint a proxy to participate, speak and vote on his/her behalf.



## Administrative Guide

45<sup>th</sup> Annual General Meeting (“AGM”) of Cahya Mata Sarawak Berhad

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Date : Thursday, 18 June 2020  
Time : 10:00 a.m.  
Broadcast Venue : Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan

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### Coronavirus Disease (COVID-19) Outbreak

1. This year, due to the coronavirus (COVID-19) outbreak and out of the Company's concern to the well being and safety of its Shareholders, the 45<sup>th</sup> AGM of the Company shall be conducted via live webcast and Remote Participation and Voting (“RPV”) facilities.
2. The broadcast venue is strictly for the purpose of compliance with Section 327 (2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM and in accordance with Section 327 (1) of the Companies Act 2016 which allows a general meeting to be held at more than one venue, using any technology or method that enables the Shareholders of the Company to participate and to exercise their right to speak and vote at the general meeting. No Shareholders from the public should be physically present nor admitted at the broadcast venue on the day of the AGM.

### Entitlement to Participate and Vote

3. Only a member whose name appears on the Record of Depositors as at 10 June 2020 shall be entitled to participate and vote at the AGM or appoint a proxy to participate and/or vote on his/her behalf.

### Lodgement of Form of Proxy

4. If you are unable to participate at the AGM via RPV facilities on 18 June 2020, you can appoint the Chairman of the Meeting as your proxy to vote on your behalf.
5. Please ensure that the original Form of Proxy is deposited at the Company's Registered Office or our Share Registrar's office as follows, not less than 48 hours before the time appointed for holding the Meeting:

CAHYA MATA SARAWAK BERHAD  
c/o Boardroom Share Registrars Sdn Bhd  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

OR

CAHYA MATA SARAWAK BERHAD  
Level 6 Wisma Mahmud  
Jalan Sungai Sarawak  
93100 Kuching  
Sarawak

6. We do not acknowledge receipt of the Form of Proxy.
7. Alternatively, the Form of Proxy can be lodged electronically via “Boardroom Smart Investor Portal” at <https://www.boardroomlimited.my> not less than 48 hours before the time set for holding the meeting or at any adjournment thereof. *[Please refer to item 9 of this guide]*
8. If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy 48 hours before the meeting.



### Electronic Lodgement of Form of Proxy

9. The Form of Proxy may now be lodged by electronic means via “Boardroom Smart Investor Portal” at <https://www.boardroomlimited.my>. Kindly read and follow the guidelines below:

#### Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. eProxy lodgement.]*

- a. Access Boardroom’s website at <https://www.boardroomlimited.my>.
- b. Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom’s email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

#### Step 2 – eProxy Lodgement

- a. Access Boardroom’s website at <https://www.boardroomlimited.my>.
- b. Login with your user ID (i.e. email address) and password.
- c. Go to “E-PROXY LODGEMENT” and browse the Meeting List for “Cahaya Mata Sarawak Berhad, Forty Fifth Annual General Meeting (45<sup>th</sup> AGM)” and click “APPLY”.
- d. Read the Terms and Conditions and confirm the Declaration.
- e. Enter your CDS Account number and indicate the number of securities for your proxy to vote on your behalf.
- f. Appoint your proxy or the Chairman of the Meeting and enter the required particulars for your proxy.
- g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.
- h. Review and confirm your proxy appointment.
- i. Click SUBMIT.
- j. Download or print the eProxy form acknowledgement.

### Voting Procedures

10. The voting will be conducted by way of electronic polling (“e-polling”) in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the e-polling and an independent scrutineer to verify and validate the poll results.
11. During the AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-polling housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
12. For the purposes of the AGM, e-polling will be carried out via personal smart mobile phones, tablets or personal computer/laptops.
13. There are three (3) methods for Shareholders and Proxies who wish to use their personal voting device to vote remotely. The methods are:

Download the free <b>Lumi AGM</b> from Apple App Store or Google Play Store prior to the meeting	OR	Use QR Scanner Code given to you in the email	OR	Go to the website with URL <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a>
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14. Upon the conclusion of the poll session by the Chairman, the Independent scrutineer will verify and announce the poll results followed by the Chairman whether the resolutions put to the vote were successfully carried or not.

### Remote Participation and Voting

15. All Shareholders including individual shareholders, corporate shareholders, authorised nominee and exempt authorised nominee shall use the RPV facilities to participate and vote remotely at the AGM.
16. Shareholders will be able to view a live webcast of the AGM proceedings, ask questions in the chat box and submit your votes in real-time whilst the meeting is in progress.



17. Kindly follow the steps below on the usage of RPV facilities:

**Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]*

- a. Access Boardroom's website at <https://www.boardroomlimited.my>.
- b. Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- c. Complete registration and upload softcopy of MyKad (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

**Step 2 – Submit Request for Remote Participation User ID and Password**

*[Note: The registration for remote access will be opened on 19 May 2020 (Date of Notice of 45<sup>th</sup> AGM).]*

**Individual Members**

- Login to <https://www.boardroomlimited.my> using your user ID and password.
- Select "Hybrid/Virtual Meeting" from main menu and select the correct Corporate Event "Cahaya Mata Sarawak Berhad, Forty Fifth Annual General Meeting (45<sup>th</sup> AGM)".
- Enter your CDS Account.
- Read and agree to the terms & condition and thereafter submit your request.

**Corporate Shareholders**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Please provide a copy of Corporate Representative's MyKad (Front and Back) as well as his/her email address.

**Authorised Nominee and Exempt Authorised Nominee**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.
- Please provide a copy of Proxy holder's MyKad (Front and Back) as well as his/her email address.

- a. You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified.
- b. Upon system verification against the General Meeting Record of Depositories as at 10 June 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- d. Please note that the closing time to submit your request is at 10:00 a.m. on 16 June 2020 (48 hours before the commencement of the AGM).

**Step 3 – Login to Meeting Portal**

*[Please note that the quality of the connectivity to Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. The Meeting Portal will be open for login starting one (1) hour before the commencement of AGM on 18 June 2020 at 9:00 a.m.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Meeting Portal. *[Refer to Step 2 above]*
- c. The steps will also guide you how to view live webcast, ask questions and vote.
- d. Once the Chairman of the Meeting announces the closure of the AGM, the live webcast will end and the Messaging window will be disabled.
- e. You can then logout from Meeting Portal.





18. Shareholders who are unable to participate in the AGM are encouraged to appoint the Chairman of the Meeting to vote on their behalf.

**Door Gift**

19. There will be no door gift for Shareholders/Proxies who participate in the AGM.

**Integrated Annual Report 2019**

20. The Integrated Annual Report 2019 is made available online and can be downloaded from the Company's website at [www.cmsb.my](http://www.cmsb.my).  
21. Shareholders may request for the printed Integrated Annual Report 2019 by completing and submitting the Request Form provided to you.

**Communication Guidance**

22. Shareholders are advised to monitor the Company's website for announcement of changes to the 45<sup>th</sup> AGM arrangements, if any.

**Enquiry**

23. If you have any enquiry prior to the AGM, please contact the following persons during office hours:

(a) **Cahya Mata Sarawak Berhad**

Level 6, Wisma Mahmud  
Jalan Sungai Sarawak  
93100 Kuching, Sarawak

Telephone Number:	082-238888
(1) Ms Shirly Ann Clarke	082-257078
(2) Ms Denise Koo	082-235953
Facsimile Number:	082-341719
Email:	<a href="mailto:www@cmsb.my">www@cmsb.my</a>

(b) **Boardroom Share Registrars Sdn Bhd**

11<sup>th</sup> Floor, Menara Symphony  
No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan

Telephone Number:	03-7890 4700
(1) Puan Rozleen Monzali	03-7890 4739
(2) Encik Zulkernaen Abdul Samad	03-7890 4741
Facsimile Number:	03-7890 4670
Email:	<a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a>

**Personal Data Privacy**

24. By registering for the AGM via RPV facilities and/or submitting the instrument appointing a proxy and/or representative, the Shareholder of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.