

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting (“AGM”) of the Company will be held at Ballroom 2, LG Level, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 28 July 2022 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 January 2022 together with the Directors’ and Auditors’ Reports thereon. *(Please see Note 1 of Explanatory Notes on Ordinary Business)*
2. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company (“the Constitution”):-
 - (a) Madam Tang Sook Kuen *Resolution 1*
 - (b) Ms Chen Wai Ling *Resolution 2*
3. To re-elect Ms Gan Kok Ling who retires pursuant to Clause 78 of the Constitution. *Resolution 3*
4. To approve the Non-Executive Directors’ fees of RM468,000 for the period commencing on 1 February 2022 up to the date of the next AGM to be held in 2023. *Resolution 4*
5. To approve the Directors’ benefits of RM30,000 payable to the Non-Executive Directors for the period commencing on the date immediately after the date of the Twenty-Second AGM up to the date of the next AGM to be held in 2023. *Resolution 5*
6. To re-appoint Mazars PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 6*
7. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Constitution.

By Order of the Board

KUAN HUI FANG (MIA 16876)

SSM PC No. 202008001235

THAM WAI YING (MAICSA 7016123)

SSM PC No. 202008001181

Company Secretaries

Kuala Lumpur

Dated this 27th day of May, 2022

Notes:

1. For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors **as at 20 July 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member who is entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his/her place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, speak and vote instead of the member at the AGM.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
 - (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the Twenty-Second AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is **Tuesday, 26 July 2022 at 10.00 a.m.**

12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
- (i) Identity card (NRIC) (Malaysian), or
 - (ii) Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - (iii) Passport (Foreigner).
13. For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative to the meeting if it has not been deposited with the Share Registrar.
- The certificate of appointment of authorised representative should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
14. **It is important that you read the Administrative Guide for the Twenty-Second AGM.**
15. Shareholders are advised to check the Company's website at www.cylcorporation.com and announcements from time to time for any changes to the administration of the Twenty-Second AGM.

Explanatory Notes on Ordinary Business

1. Agenda item no. 1 is meant for discussion only as the provisions of 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Resolutions 1 to 3

Madam Tang Sook Kuen, Ms Chen Wai Ling and Ms Gan Kok Ling are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-Second AGM.

Please refer to the Statement accompanying the Notice of AGM for further information.

3. Resolution 4

The proposed Resolution 4 is to facilitate the payment of Non-Executive Directors' fees based on the current Board size. In the event the Non-Executive Directors' fees proposed are insufficient (e.g. due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Payment of the Non-Executive Directors' fees will be made by the Company and its subsidiary on a monthly basis and as and when incurred for the period commencing on 1 February 2022 up to the date of the next AGM to be held in 2023. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid with the Directors' fees on a monthly basis and as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiary throughout the period stated in the resolution.

4. Resolution 5

The proposed Resolution 5 for the Directors' benefits are calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period commencing on the date immediately after the date of the Twenty-Second AGM up to the date of the next AGM to be held in 2023. In the event the proposed amount is insufficient (e.g. due to additional meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

5. Resolution 6

The Board has through the Audit Committee, considered the re-appointment of Mazars PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Twenty-Second AGM are disclosed in the Corporate Governance Overview Statement of the Annual Report 2022.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Directors standing for election

As at date of this notice, there are no individuals who are standing for election or appointment as Directors at the Twenty-Second Annual General Meeting ("AGM").

Directors who are seeking re-election at the Twenty-Second AGM are:

- (i) Madam Tang Sook Kuen;
- (ii) Ms Chen Wai Ling; and
- (iii) Ms Gan Kok Ling;

("the Retiring Directors").

The details of the Retiring Directors are set out in their respective profiles on pages 8 to 11 of the Annual Report 2022. The details of their interest in the securities of the Company can be found on page 80.

Based on the annual assessment conducted for the financial year ended 31 January 2022, the Nomination Committee ("NC") is satisfied with the performance and contribution of the Retiring Directors.

The Retiring Directors who are Independent Non-Executive Directors, have provided their confirmation that they fulfil the independence criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. They have also confirmed that they do not have any existing or potential conflict of interest, business, family or other special relationship within or outside of the Company that could affect the execution of their role as Directors.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election at the NC and Board meetings) supports the re-election of the Retiring Directors as it believes that the Retiring Directors' contribution has been, and will continue to be important to the long-term sustainable goals and success of the Company.