



CAHYA MATA SARAWAK

CAHYA MATA SARAWAK BERHAD

(Registration No. 197401003655 (21076-T))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Cahya Mata Sarawak Berhad (“**CMSB**” or the “**Company**”) will be held at Colosseum 2, Level 2, Pullman Kuching, No 1A, Jalan Mathies, 93100 Kuching, Sarawak on Friday, 26 August 2022 at 3:00 p.m. or any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED DISPOSALS BY SAMALAJU INDUSTRIES SDN. BHD. (“SISB”), A WHOLLY-OWNED SUBSIDIARY OF CAHYA MATA SARAWAK BERHAD, OF ITS ENTIRE 25% EQUITY INTERESTS IN OM MATERIALS (SARAWAK) SDN. BHD. (“OM SARAWAK”) AND OM MATERIALS (SAMALAJU) SDN. BHD. (“OM SAMALAJU”) TO OM MATERIALS (S) PTE. LTD. (“OMS”) FOR A TOTAL CASH CONSIDERATION OF USD120,000,000, INCLUDING THE SETTLEMENT OF ALL THE SHAREHOLDER’S LOANS, INCLUDING INTEREST, EXTENDED BY SISB TO OM SARAWAK AND OM SAMALAJU (“SHAREHOLDER’S LOANS”) (“PROPOSED DISPOSALS”)

“THAT subject to the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Disposals, approval be and is hereby given to SISB to dispose of the following:-

- (i) 165,594,162 ordinary shares in OM Sarawak, representing 25% of the issued share capital of OM Sarawak, and 43,690,300 irredeemable convertible preference shares (“**ICPS**”) in OM Sarawak, representing 25% of the ICPS of OM Sarawak in issue; and
- (ii) 32,077,500 ordinary shares in OM Samalaju, representing 25% of the issued share capital of OM Samalaju,

for a total cash consideration of USD120,000,000, including the settlement of the Shareholder’s Loans and subject to the terms and conditions as set out in the conditional share sale agreement in relation to the Proposed Disposals dated 14 June 2022 entered into between SISB and OMS;

AND THAT the Directors of CMSB be and are hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit, expedient or in the best interest of the Company to implement, finalise and give full effect to the Proposed Disposals with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposals and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Disposals as may be required by the relevant regulatory authorities.”

BY ORDER OF THE BOARD

SAMANTHA TAI YIT CHAN

SSM PC No.: PC 202008001023 (MAICSA 7009143)
Company Secretary

4 August 2022

Notes:

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, 11th 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. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, the Resolution set out in this Notice will be put to vote by poll.
7. For the purpose of determining a Member who shall be entitled to participate, speak and vote at the EGM, 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 19 August 2022. Only a Depositor whose name appears in the Register of Members/ROD as at 19 August 2022 shall be entitled to participate at the said meeting or appoint a proxy to participate, speak and vote on his/her behalf.
8. Pursuant to Section 320 of the Act, this Notice is also available on the Company’s website www.cmsb.my throughout the period beginning from the date of notice until the conclusion of the EGM.
9. By 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.