



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting ("AGM") of the Company will be held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Tuesday, 23 May 2023 at 10.00 a.m.

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon. Explanatory Note 1
- To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM200,000/-, from 23 May 2023 until the conclusion of the next Annual General Meeting of the Company. Ordinary Resolution 1
- To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM30,000/-, from 23 May 2023 until the conclusion of the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect the following Directors who retire pursuant to Clause 97 of the Company's Constitution:-
 - Ms Ooi Youk Lan Ordinary Resolution 3
 - Datuk Iskandar Bin Sarudin Ordinary Resolution 4
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

Special Business

To consider and, if thought fit, to pass the following ordinary resolutions:

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** Ordinary Resolution 6

"**THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury 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 pursuant to Section 85 of the Act read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier."

- PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE TOTAL ISSUED ORDINARY SHARES OF CLASSIC SCENIC BERHAD ("CSCENIC" OR "COMPANY") ("CSCENIC SHARE(S)" OR "SHARE(S)") THROUGH BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") IN ACCORDANCE WITH SECTION 127(1) OF THE COMPANIES ACT, 2016 ("ACT") ("PROPOSED SHARE BUY-BACK")** Ordinary Resolution 7

"**THAT** subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, Main Market Listing Requirements of Bursa Securities and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Board of Directors of CSCenic ("Board") be and is hereby authorised to purchase the Company's Shares as may be determined by the Board from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit, necessary and expedient in the interest of the Company, provided that:

- the maximum number of Shares which may be purchased by the Company shall not exceed 10% of the total issued Shares at any point in time;
- the maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the total retained profits of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:
 - the conclusion of the next annual general meeting ("**21st AGM**") of the Company following the 20th AGM, at which such resolution was passed at which time the said authority will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the 21st AGM of the Company after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in a general meeting,whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own Shares, the Board be and is hereby authorised to deal with the Shares so purchased ("**Purchased Shares**") in their absolute discretion in the following manner:

- to cancel the Purchased Shares;
- to retain the Purchased Shares as treasury shares for:
 - distribution to the shareholders of CSCenic as share dividends;
 - resale through Bursa Securities in accordance with the relevant rules of Bursa Securities;
 - transfer under employees' share scheme or as purchase consideration;
 - cancellation subsequently; or
 - sale, transfer or otherwise use for such other purposes as may be prescribed by the relevant authorities; or
- to retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares.

AND THAT the Board be and is hereby authorised to take all such steps as necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Board may in their absolute discretion deem necessary and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD,

WONG YOUN KIM
(MAICSA 7018778) / SSM PC No. 201908000410
Company Secretary

Kuala Lumpur
19 April 2023

Notes:

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. There shall be no restriction as to the qualification of proxy.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee ("EAN") 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 EAN may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the instrument appointing the proxy shall be given under its Common Seal or under the hand of a duly authorised officer or attorney and supported by a notarially certified copy of that power or authority.
- The Form of Proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at G Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for the holding of the Twentieth (20th) AGM or any adjournment thereof.
- Only members whose names appear on the Record of Depositors as at 16 May 2023 ("General Meeting Record of Depositors") shall be entitled to attend, speak or vote at this AGM or appoint proxy(ies) to attend and/or vote in his/her behalf.
- All the Resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes on Special Business

- Item 1 of the Agenda**
The Audited Financial Statements are for discussion only as it does not require members/shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016 and hence, will not be put for voting.
- Ordinary Resolutions 3 and 4 - Re-election of Directors**
The Nomination and Remuneration Committee ("NRC") has considered the performance and contribution of each of the retiring Directors, namely Datuk Iskandar Bin Sarudin and Ms Ooi Youk Lan and has also assessed the independence of the Independent Non-Executive Director standing for re-election.
Based on the results of the evaluation on the effectiveness of the Board conducted for the financial year ended 31 December 2022, Datuk Iskandar Bin Sarudin (who had confirmed his independence) and Ms Ooi Youk Lan were found to possess the character, required mix of skills, experience, expertise, competence and time to effectively discharge their role as directors as well as the right business knowledge to contribute towards the growth of the Company.
In addition, Datuk Iskandar Bin Sarudin, through his past working experience, possesses broad perspective in various capacities which is beneficial for the Group's business expansion and development. The NRC is also of the view that Datuk Iskandar, being the Board Chairman, has been leading the Board effectively and adequately and had discharged his duties in corporate governance accountability, provided independent, impartial and unbiased views in ensuring the interest of the Company is protected.
Ms Ooi Youk Lan is well-experienced in the areas of audit, taxation, finance, accounting, treasury and corporate exercises. With her vast experience in financial industry and professional qualifications from the Association of Chartered Certified Accountant ("ACCA") and MIA, Ms Ooi is able to continue to contribute to the Company with meaningful views and opinions.
The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of Datuk Iskandar Bin Sarudin and Ms Ooi Youk Lan, who had abstained from deliberations and decisions on their respective re-election at the NRC and Board meetings.
The profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 5 and 8 of this Annual Report.
- Ordinary Resolution 6 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 6 is a renewal of the previous year's general mandate and if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company without convening a general meeting.
The proposed Ordinary Resolution 6, if passed, shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 54 of the Company's Constitution and would allow the Directors of the Company to issue new shares to any person under the proposed general mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance which will result in a dilution to their shareholding percentage in the Company.
This authority unless revoked or varied at a general meeting will expire at the next AGM.
The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investments, projects, working capital and/or acquisition as deemed necessary.
As at the date of this Notice, no shares have been issued pursuant to the general mandate granted at the last AGM of the Company.
- Ordinary Resolution 7 - Proposed Share Buy-Back**
The proposed Ordinary Resolution 7, if passed will allow the Company to purchase its own shares up to a limit of 10% of the total number of issued shares of the Company by utilizing the funds allocated which shall not exceed the total retained profits of the Company.
Please refer to the Share Buy-Back Statement dated 19 April 2023 for further information.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purpose"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.