

NOTICE OF FORTY-SIXTH ANNUAL GENERAL MEETING

C.I. HOLDINGS BERHAD
197801000889 (37918-A)



NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting of the Company will be conducted on a virtual basis through live streaming from the broadcast venue at the Boardroom, Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur on Wednesday, 6 November 2024 at 9:30 a.m. for the purpose of considering the following:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees of RM275,000 for the financial year ended 30 June 2024. *Ordinary Resolution 1*
- To approve the payment of Directors' benefits up to an amount of RM189,000 for the period from 7 November 2024 until the next Annual General Meeting of the Company to be held in 2025. *Ordinary Resolution 2*
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 100 of the Constitution of the Company and being eligible offer themselves for re-election:
 - Dato' Sukumaran s/o Ramasamy *Ordinary Resolution 3*
 - Sharina Binti Saidon *Ordinary Resolution 4*
- To re-elect Amir Nashrin Bin Johari who is retiring pursuant to Clause 103 of the Constitution of the Company and being eligible offer himself for re-election. *Ordinary Resolution 5*
- To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year. *Ordinary Resolution 6*

AS SPECIAL BUSINESS

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

- Authority under Sections 75 and 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares** *Ordinary Resolution 7*

"THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, read together with Clause 18 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from issuance of new shares pursuant to this Mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."
- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD
C.I. HOLDINGS BERHAD

ON POOI FONG (MAICSA 7018189/SSM PC No. 202208000204)
TAI YUEN LING (LS 0008513/SSM PC No. 202008001075)
LIM LEE TZE (MAICSA 7065751/SSM PC No. 201908002274)
Secretaries

Kuala Lumpur
Date: 8 October 2024

NOTES:

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("the Act"), which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders will not be allowed to attend the Forty-Sixth Annual General Meeting in person at the broadcast venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely via Remote Participation and Electronic Voting ("RPEV") facilities provided by Boardroom Share Registrars Sdn Bhd using the online meeting platform, <https://meeting.boardroomlimited.my>.

Kindly refer to the Administrative Guide for the Forty-Sixth Annual General Meeting for further information.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 30 October 2024. Only a member whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting or appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of Section 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the

Company's Registered Office at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur Malaysia or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (Please follow the procedures as stipulated in the Administrative Guide) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the Annual General Meeting or Adjourned Annual General Meeting.

- For any corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative, executed in the manner as stated in the proxy form at the Registered Office at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur.
- The last date and time for lodging the proxy form is **Monday, 4 November 2024 at 9:30 a.m.**
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of any general meeting will be put to vote by way of poll. Independent Scrutineer who is independent of the person undertaking the polling process, will be appointed to verify the results of the poll.

EXPLANATORY NOTES:

(i) Agenda No. 1 – Audited Financial Statements

This Agenda item is meant for discussion only as it does not require shareholders' approval pursuant to the provision of Section 340(1)(a) of the Act. Hence, this item on the Agenda is not put forward for voting.

(ii) Ordinary Resolutions 1 and 2 - Directors' fees and benefits payable to Directors

Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Non-Executive Directors of the Company shall be approved at a general meeting.

The details of the proposed payment of Directors' fees for the financial year ended 30 June 2024, are as disclosed in the Corporate Governance Overview Statement of the Annual Report 2024.

In determining the estimated total amount of Directors' benefits payable, the Board has considered the anticipated number of meetings for the Board and Board Committees based on the existing Board composition. The Directors' benefit payable is also inclusive of allocation of expenses to be incurred for continuing education programmes for the Directors. Approval will be sought at the next Annual General Meeting ("AGM") for additional Directors' benefit, should there be any shortfall.

(iii) Ordinary Resolutions 3 to 5 - Re-election of Directors

The profiles of the Directors who are standing for re-election as per Agenda items 4 and 5 are set out in the Profile of Directors of the Annual Report 2024.

The Board had through the Nomination and Remuneration Committee, carried out the necessary assessment of the retiring Directors, namely Dato' Sukumaran s/o Ramasamy, Sharina Binti Saidon and Amir Nashrin Bin Johari (collectively referred to as "Retiring Directors") and concluded that the Retiring Directors have:

- met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors;
- met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy adopted; and
- the Independent Director named above remains independent.

All the Retiring Directors have no conflict of interest with the Company. Save for Amir Nashrin Bin Johari, who is the son of Datuk Seri Johari Bin Abdul Ghani, a major shareholder of the Company, the remaining Retiring Directors have no family relationship with any Director and/or major shareholder of the Company.

The Board, save for the Directors named above, who have abstained from the deliberation and decision on the proposed re-election of themselves at the relevant Nomination and Remuneration Committee Meeting and Board of Directors' Meeting, is supportive of re-election of the Retiring Directors.

(iv) Ordinary Resolution 6 – Re-appointment of Auditors

The Board had, through the Audit, Risk Management and Sustainability ("ARMS") Committee, considered the re-appointment of BDO PLT as the Auditors of the Company. The factors considered by the ARMS Committee are disclosed in the ARMS Committee Report of the Annual Report 2024.

(v) Ordinary Resolution 7 - Authority pursuant to Sections 75 and 76 of the Act for the Directors to Allot and Issue Shares

The Ordinary Resolution 7 proposed under item 7 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

The Company did not allot and issue any shares pursuant to the general mandate granted by the shareholders at the previous AGM.

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 "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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.