

CYL CORPORATION BERHAD (516143-V)

NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting 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 Monday, 22 July 2019 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 2019 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 are retiring pursuant to Article 83 of the Company's Articles of Association, comprising part of the Constitution of the Company ("the Constitution"):-
 - (a) Tan Sri Abu Talib Bin Othman Resolution 1
 - (b) Mr Chen Yat Lee Resolution 2
3. To re-elect Madam Tang Sook Kuen who is retiring pursuant to Article 90 of the Constitution of the Company. Resolution 3
4. To approve the Directors' fees of RM264,000 for the financial year ending 31 January 2020. Resolution 4
5. To approve the Directors' benefits of RM20,000 for the period from 23 July 2019 until the next Annual General Meeting of the Company. Resolution 5
6. To consider and if thought fit, to pass the following resolution:-

"THAT Mazars PLT having consented to act, be hereby appointed as the Auditors of the Company in place of the retiring Auditors, Deloitte PLT, and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to determine their remuneration."

Resolution 6

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolution and Special Resolution with or without modifications:-

7. Ordinary Resolution

Authority for Madam Seow Nyoke Yoong to continue in office as Independent Non-Executive Director

"THAT authority be and is hereby given to Madam Seow Nyoke Resolution 7

Yoong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

8. Special Resolution

Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution (“Proposed Alteration”)

“THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix 1 with effect from the date of passing this special resolution.

Special Resolution

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

9. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

KUAN HUI FANG (MIA 16876)
THAM WAI YING (MAICSA 7016123)
Secretaries

31 May 2019
Kuala Lumpur

Notes on the appointment of Proxy

- i) *A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, vote and speak instead of him/her. A proxy may but need not be a member of the Company.*
- ii) *A member of the Company, who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, can 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.*
- iii) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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) *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.*
- v) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or an attorney duly authorised.*
- vi) *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority shall be deposited at the office of the Company’s*

Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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, not less than 48 hours before the time for holding the meeting or adjourned meeting. A member shall not be precluded from attending and voting in person at any general meeting after lodging the instrument of proxy but however such attendance shall automatically revoke the proxy's authority.

- vii) 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 12 July 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
- viii) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all resolutions set out in this Notice will be put to vote by way of poll.

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

Tan Sri Abu Talib Bin Othman, Mr Chen Yat Lee and Madam Tang Sook Kuen, who are standing for re-election as Directors and being eligible, have offered themselves for re-election at the Nineteenth Annual General Meeting.

The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria prescribed by Paragraph 2.20A of the MMLR on character, experience, integrity, competence and time to effectively discharge their role as Directors.

3. Resolutions 4 and 5

The proposed Resolution 4 is to facilitate payment of Directors' fees on a current financial year basis, calculated based on the current Board size. In the event the Directors' fees proposed are insufficient (e.g. due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Payment of the Directors' fees will be made by the Company and its subsidiary on a monthly basis and as and when incurred if the proposed Resolution 4 is passed at the Nineteenth Annual General Meeting. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid 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.

The proposed Resolution 5 for the Directors' benefits (being meeting allowances) are calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period from 23 July 2019 up to the next Annual General Meeting to be held in 2020. 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 Annual General Meeting for the shortfall.

4. Resolution 6

The Company's existing Auditors, Deloitte PLT will hold office until the conclusion of the forthcoming Nineteenth Annual General Meeting of the Company to be held on 22 July 2019.

The Board and the Audit Committee had considered the profile, resources, experience, fee and engagement proposal as well as the size of the Group's operations and recommended that Mazars PLT, who has given their consent to act as Auditors of the Company, be appointed as the Auditors of the Company.

Explanatory Notes on Special Business

1. Resolution 7

The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Madam Seow Nyoke Yoong (“Madam Seow”), who has served as Independent Non-Executive Director (“INED”) of the Company for a cumulative term of more than nine years, and recommended her to continue to act as INED of the Company based on the following justifications:-

- (a) she fulfilled the criteria under the definition of “Independent Director” stated in the MMLR;
- (b) a director’s independence should not be determined arbitrarily with reference to a set period of time. Madam Seow’s length of service as INED does not impair her independence, her judgement or her ability to act in the best interests of the Company;
- (c) she has a good understanding of the Company’s business operations;
- (d) she has participated actively in Board and Board Committees’ discussions and has continuously provided her views to the Board from an independent perspective, bringing an element of objectivity to the Board’s decision making;
- (e) she is highly committed and has devoted sufficient time to carry out her duties and responsibilities as an INED of the Company as evidenced by her full attendance at all Board and Board Committee meetings held during the financial year ended 31 January 2019; and
- (f) she has no business dealings or conflict of interest with the Group.

Voting on Resolution 7 will be carried out through a two-tier voting process.

2. Special Resolution

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant amendments of Chapter 7 and other Chapters of the MMLR, the relevant provision of the Companies Act 2016 and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Appendix 1 despatched together with the Notice of the Nineteenth Annual General Meeting and the Annual Report 2019.