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<p><b><u>CAHYA MATA SARAWAK BERHAD</u></b>  <b>(Company No. 21076-T)</b>  <b>(Incorporated in Malaysia)</b></p> <p><b>MINUTES OF THE FORTY-FOURTH ANNUAL GENERAL MEETING ("AGM") OF CAHYA MATA SARAWAK BERHAD HELD AT MEETING ROOM 14, BORNEO CONVENTION CENTRE KUCHING, THE ISTHMUS, SEJINGKAT, 93050 KUCHING, SARAWAK ON TUESDAY, 30 APRIL 2019 AT 10:00 A.M.</b></p>																						
<p><b><u>PRESENT</u></b></p> <p><b>Board of Directors</b></p> <table border="0"> <tr> <td>Y. Bhg. Tan Sri Abdul Rashid bin Abdul Manaf</td> <td>(Chairman)</td> </tr> <tr> <td>Y. Bhg. Dato Sri Mahmud Abu Bekir Taib</td> <td>(Deputy Chairman)</td> </tr> <tr> <td>Y. Bhg. Datuk Syed Ahmad Alwee Alsree</td> <td>(Group Executive Director)</td> </tr> <tr> <td>Y. Bhg. Datu Hubert Thian Chong Hui</td> <td></td> </tr> <tr> <td>Y. Bhg. Datuk Seri Yam Kong Choy</td> <td></td> </tr> <tr> <td>Mr Chin Mui Khiong</td> <td></td> </tr> <tr> <td>Madam Umang Nangku Jabu</td> <td></td> </tr> </table> <p><b>Group Company Secretary</b> Ms Denise Koo Swee Pheng</p> <p>The attendance of the Board of Directors, Group Company Secretary and Senior Management is attached and marked herewith as APPENDIX I.</p> <p><b><u>IN ATTENDANCE</u></b></p> <table border="0"> <tr> <td>External auditors</td> <td>: Messrs Ernst &amp; Young</td> </tr> <tr> <td>Poll administrators</td> <td>: Boardroom Share Registrars Sdn Bhd</td> </tr> <tr> <td>Scrutineers</td> <td>: Malaysian Issuing House Sdn Bhd</td> </tr> </table> <p>The attendance of the Members/Corporate Representative/Proxies is attached and marked herewith as APPENDIX II.</p>			Y. Bhg. Tan Sri Abdul Rashid bin Abdul Manaf	(Chairman)	Y. Bhg. Dato Sri Mahmud Abu Bekir Taib	(Deputy Chairman)	Y. Bhg. Datuk Syed Ahmad Alwee Alsree	(Group Executive Director)	Y. Bhg. Datu Hubert Thian Chong Hui		Y. Bhg. Datuk Seri Yam Kong Choy		Mr Chin Mui Khiong		Madam Umang Nangku Jabu		External auditors	: Messrs Ernst & Young	Poll administrators	: Boardroom Share Registrars Sdn Bhd	Scrutineers	: Malaysian Issuing House Sdn Bhd
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<p><b><u>CHAIRMAN OF THE MEETING</u></b></p> <p>Y. Bhg. Tan Sri Abdul Rashid bin Abdul Manaf ("Tan Sri Chairman") presided as Chairman of the 44<sup>th</sup> Annual General Meeting ("Meeting").</p> <p><b><u>QUORUM</u></b></p> <p>There being a quorum, the Meeting was duly convened.</p> <p><b><u>NOTICE OF MEETING</u></b></p> <p>The Notice convening the Meeting was tabled and taken as read.</p> <p>cms-44agmmin</p>																						
		<p>CHAIRMAN'S INITIALS</p> <p>L</p>																				

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<p style="text-align: right;"><i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 Cahaya Mata Sarawak Berhad</i></p> <p><b><u>CHAIRMAN'S OPENING ADDRESS</u></b></p> <p>1.0 As at 23 April 2019, being the cut-off date for determining who was entitled to attend and vote at the Meeting, the Company had 4,651 depositors and the total issued share capital of the Company stood at 1,074,375,720 ordinary shares, inclusive of 2,751,100 ordinary shares purchased by the Company and held as treasury shares pursuant to the Share Buy-Back exercise. There were one hundred and sixteen (116) Members present in person or by proxy at the commencement of the Meeting.</p> <p>2.0 Tan Sri Chairman introduced the Board members, Group Chief Executive Officer ("CEO") – Corporate, Group CEO – Operations, Group Chief Financial Officer ("CFO") and Group Company Secretary who were in attendance and welcomed the representatives of Minority Shareholders Watch Group ("MSWG"), Employees Provident Fund Board and external auditors as well as Dato Sri Sulaiman Abdul Rahman Taib ("Dato Sri Sulaiman"), former chairman of the Board and a substantial shareholder and Y.D.H. Dato' Richard Curtis, former Group Managing Director ("MD") and a shareholder of the Company.</p> <p>3.0 Tan Sri Chairman, in his opening remarks, said that the Company did exceptionally well to turn in record performance and profit despite going through the most challenging year in 2018. The results were mainly attributable to contribution by the Group's associate companies, namely OM Materials (Sarawak) Sdn Bhd, SACOFA Sdn Bhd, KKB Engineering Berhad and Kenanga Investment Bank Berhad. He said that the Board is determined to continue to leverage on its proven strategies to achieve long term growth for CMS and will continue to focus on the Group's proven and sustainable businesses that revolve around, firstly, infrastructure and related services that support the State's growth and secondly, the energy-intensive industry sector. He added that the Board also remains committed to upholding and implementing strong standards of corporate governance as well as robust risk management framework and internal control measures. This will ensure the sustainable long-term growth of the Group's businesses, bolster investor confidence and ensure continued Shareholder value creation.</p> <p>On behalf of the Board, Tan Sri Chairman thanked the Shareholders for their unwavering trust and belief in CMS. He conveyed the Board's deep gratitude to the Group's employees, management and Boards of companies in the Group for their diligence, dedication and commitment. Tan Sri Chairman extended the Board's sincere appreciation to the valued customers, government agencies, vendors, suppliers, as well as external partners for their steadfast support and cooperation. He acknowledged the worthy contributions of his predecessor and former Group Chairman, Y A M Tan Sri Syed Anwar Jamalullail, as well as the former Group MD, Dato' Richard Curtis who both stepped down as Directors in 2018. Together they led CMS for many years and helped lay a solid ground for the next phase of the Group's transformational growth.</p> <p>4.0 Tan Sri Chairman informed that the Company received a letter from MSWG containing questions and comments for the Meeting on 12 April 2019. A copy of the said MSWG's letter together with the Company's written reply dated 18 April 2019 is attached and marked herewith as APPENDIX III.</p>		
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*Minutes of the 44<sup>th</sup> Annual General Meeting  
held on 30 April 2019  
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## GROUP CEO – CORPORATE’S PRESENTATION

Group CEO – Corporate, Dato Isaac Lugun (“Dato Isaac”), gave a presentation which covered the 2018 financial performance and Division/business overview as attached and marked herewith as APPENDIX IV. Dato Isaac read out the questions and points raised by MSWG in its letter to the Company on 12 April 2019 and the Company’s reply thereon.

## GENERAL INSTRUCTIONS ON MEETING PROCEDURES

Tan Sri Chairman briefed the Members, Corporate Representative and proxies present of their right to speak and vote on the resolutions set out in the Notice of the Meeting.

Tan Sri Chairman informed that pursuant to Article 89 of the Company’s Constitution (“Article 89”) and Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Para 8.29A”), any resolution put to vote at the general meeting shall be decided by poll. The voting on the Meeting would be conducted on a poll through electronic voting (“e-voting”). The Company had appointed Boardroom Share Registrars Sdn Bhd (“BSR”) as the Poll Administrators to conduct the polling process and Malaysian Issuing House Sdn Bhd (“MIH”) as independent Scrutineers to verify the poll results. The polling process for the resolutions was conducted upon completion of the deliberation on all items transacted at the Meeting. Tan Sri Chairman informed that only a proposer was required to move each motion as there was no legal requirement for a proposed resolution to be seconded before it can be moved for voting.

### **1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

1.1 Tan Sri Chairman tabled the Audited Financial Statements (“AFS”) for the year ended 31 December 2018 (“FY2018”) and Reports of the Directors and Auditors thereon.

1.2 Tan Sri Chairman declared that the AFS for FY2018 and Reports of the Directors and Auditors as tabled and received in accordance with Section 340(1)(a) of the Companies Act 2016. Tan Sri Chairman explained that the AFS for FY2018 was for discussion only as it did not require Shareholders’ approval and hence it was not put for voting.

1.3 Mr Joseph Chuo Kuong Liong (“Mr Chuo”), a shareholder of the Company, took the opportunity to welcome Tan Sri Chairman to Sarawak and acknowledged Dato’ Richard Curtis for his contribution during his tenure on the Board. He commented that the presentation delivered by Dato Isaac was well presented. Mr Chuo congratulated the Board for the exceptional financial results achieved in 2018 which was a record year adding that the Board had managed to diversify the Group’s businesses to other sectors and each of these sectors have yielded profits in 2018. He pointed out that CMS Group is now the largest synergised Group in Sarawak with a diverse portfolio of businesses.

Mr Chuo reiterated the success of CMSB’s employee share option scheme which has greatly enhanced the wealth of the Group’s employees adding that this has in turn translated into various education opportunities for their children.

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*Minutes of the 44<sup>th</sup> Annual General Meeting  
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Mr Chuo said he wished to honour the Group Executive Director, Datuk Syed Ahmad Alwee Alsree, for his vision and foresight in the numerous strategies employed over the years to bring CMS Group to where it is today. He also commended the Group CFO, Tuan Syed Hizam Alsagoff, who is a key officer in the Group's investor relations efforts as well as the person entrusted with the Group's finances.

- 1.4 Tan Sri Chairman concluded the questions and answers session on Agenda 1 and proceeded to the next agenda item.

**2. DECLARATION OF FIRST AND FINAL TAX EXEMPT (SINGLE-TIER) DIVIDEND OF 7.40 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2018**

- 2.1 With reference to the Notice of Dividend Entitlement and Payment dated 1 April 2019, Tan Sri Chairman informed that Shareholders' approval was sought for Ordinary Resolution 1 for the declaration of a first and final tax-exempt dividend of 7.40 sen per ordinary share under the single-tier system for FY2018. The dividend, if approved, would be paid to Shareholders on 24 May 2019 based on the Record of Depositors as at 15 May 2019.

- 2.2 Ordinary Resolution 1 as set out in the Notice of the Meeting was proposed by Ms Sherlene Png Lee Huei.

- 2.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.

**3. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S CONSTITUTION**

- 3.1 Tan Sri Chairman informed that three (3) Directors retired by rotation pursuant to Article 111 of the Company's Constitution at the Meeting and were eligible for re-election. The retiring Directors who offered themselves for re-election under Ordinary Resolutions 2, 3 and 4 respectively were as follows:

- (a) Y. Bhg. Datuk Syed Ahmad Alwee Alsree (Ordinary Resolution 2)
- (b) Y. Bhg. Datu Hubert Thian Chong Hui (Ordinary Resolution 3)
- (c) Mr Chin Mui Khiong (Ordinary Resolution 4)

- 3.2 Ordinary Resolution 2 as set out in the Notice of the Meeting was proposed by Mr Joseph Chuo Kuong Liong. Y. Bhg. Datuk Syed Ahmad Alwee Alsree who is a Shareholder of the Company had abstained from voting on Ordinary Resolution 2.

- 3.3 Ordinary Resolution 3 as set out in the Notice of the Meeting was proposed by Mr Chong Swee Sin.

- 3.4 Ordinary Resolution 4 as set out in the Notice of the Meeting was proposed by Ms Betty Ling Lai Na. Mr Chin Mui Khiong who is a Shareholder of the Company had abstained from voting on Ordinary Resolution 4.

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<p style="text-align: right;"><i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 <u>Cahaya Mata Sarawak Berhad</u></i></p> <p>3.5 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolutions would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p> <p><b>4. RE-ELECTION OF DIRECTOR IN ACCORDANCE WITH ARTICLE 113 OF THE COMPANY'S CONSTITUTION</b></p> <p>4.1 Tan Sri Chairman highlighted that Ordinary Resolution 5 was a proposal which related to himself and invited the Deputy Group Chairman, Dato Sri Mahmud Abu Bekir Taib ("Dato Sri Mahmud"), to chair the Meeting in respect of the said resolution. Dato Sri Mahmud thanked Tan Sri Chairman and took the Chair.</p> <p>4.2 Dato Sri Mahmud informed that Article 113 of the Company's Constitution provides that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company and any Director so appointed shall hold office until the next AGM of the Company and when he/she shall retire, he/she shall be eligible for re-election. Y. Bhg. Tan Sri Abdul Rashid bin Abdul Manaf was appointed as a Director of the Company on 1 October 2018. As such he is standing for re-election as a Director of the Company in accordance with Article 113 of the Company's Constitution and, being eligible, has offered himself for re-election.</p> <p>4.3 Ordinary Resolution 5 as set out in the Notice of the Meeting was proposed by Mr David Ling Koah Wi.</p> <p>4.4 Dato Sri Mahmud informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting. He then handed the chairmanship to Tan Sri Chairman. Tan Sri Chairman thanked Dato Sri Mahmud and chaired the remaining items on the agenda.</p> <p><b>5. PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018</b></p> <p>5.1 Tan Sri Chairman informed that the Directors' fees proposed for the year ended 31 December 2018 was RM 150,000 per annum for the Non-Executive Chairman, RM 150,000 per annum for the Non-Executive Deputy Chairman and RM 100,000 per annum for each of the Non-Executive Directors ("NEDs"). There was no change to the said fees from the previous year.</p> <p>5.2 Ordinary Resolution 6 as set out in the Notice of the Meeting was proposed by Mr Bong King Huang. The NEDs who are Shareholders of the Company had abstained from voting on Ordinary Resolution 6.</p> <p>5.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p>		

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<p style="text-align: right;"><i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 Cahaya Mata Sarawak Berhad</i></p> <p><b>6. PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) TO THE NON-EXECUTIVE DIRECTORS</b></p> <p>6.1 Tan Sri Chairman informed that pursuant to Section 230 (1) of the Companies Act 2016, the 'fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this regard, the payment of Directors' remuneration (excluding Directors' fees) to the NEDs amounting to RM 2,650,000 as set out in Ordinary Resolution 7 was for the period from the date of this AGM until the next AGM of the Company in 2020. The details of the benefits were set out in the Board Remuneration policy and under Note 5 of the Notice of the Meeting and the breakdown of the amount of the Directors' remuneration for the financial year ended 31 December 2018 was disclosed under Note 10 in the Company's AFS for FY2018.</p> <p>6.2 Tan Sri Chairman added that the estimated amount was computed taking into account the fixed monthly allowance for the Chairman and Deputy Chairman as well as the Board Committee fees and meeting allowances, subsidiary companies Directors' fees and meeting allowances and other benefit-in-kind for the NEDs.</p> <p>6.3 Ordinary Resolution 7 as set out in the Notice of the Meeting was proposed by Mr Teo Khing Tnia. The NEDs who are Shareholders of the Company had abstained from voting on Ordinary Resolution 7.</p> <p>6.4 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p> <p><b>7. RE-APPOINTMENT OF AUDITORS</b></p> <p>7.1 Tan Sri Chairman informed the Board had recommended to the Shareholders to approve the re-appointment of Messrs Ernst &amp; Young as Auditors of the Company based on the Group Audit Committee's recommendation following an annual assessment of the external auditors.</p> <p>7.2 Ordinary Resolution 8 as set out in the Notice of the Meeting was proposed by Ms Sharon Liaw Li Ping.</p> <p>7.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p> <p><b>8. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016</b></p> <p>8.1 Tan Sri Chairman informed that Ordinary Resolution 9 was a proposal to seek a renewal of the mandate and approval from Shareholders for the Directors to issue shares pursuant to Section 76 of the Companies Act 2016. Ordinary Resolution 9 would provide flexibility to the Directors to undertake fund raising activities by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, and to avoid any delay and cost in convening a general meeting to specifically approve such an issue of</p>		

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<p style="text-align: right;"><i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 Cahaya Mata Sarawak Berhad</i></p> <p>shares. This authority would expire at the conclusion of the next AGM of the Company unless revoked or varied by the Company in a general meeting.</p> <p>8.2 Ordinary Resolution 9 as set out in the Notice of the Meeting was proposed by Madam Ang Siaw Luan.</p> <p>8.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p> <p><b>9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE FOR RRPT")</b></p> <p>9.1 Tan Sri Chairman informed that Ordinary Resolution 10 was a proposal to seek a renewal of and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. Details of the proposal were contained in the Circular to Shareholders sent together with the Abridged Integrated Annual Report 2018. The authority would expire at the conclusion of the next AGM of the Company unless revoked or varied by the Company in a general meeting.</p> <p>9.2 Ordinary Resolution 10 as set out in the Notice of the Meeting was proposed by Mr Desmond Foo Jin Sen. The related parties who are Shareholders of the Company had abstained from voting on Ordinary Resolution 10.</p> <p>9.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p> <p><b>10. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE IN RESPECT OF THE AUTHORITY FOR PURCHASE BY THE COMPANY OF ITS OWN SHARES ("PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK")</b></p> <p>10.1 Tan Sri Chairman informed that Ordinary Resolution 11 was a proposal to seek a renewal of Shareholders' Mandate in respect of the authority for purchase by the Company of its own shares. Details of the proposal were contained in Statement accompanying the AGM Notice on pages 44 to 52 of the Abridged Integrated Annual Report 2018. The authority would expire at the conclusion of the next AGM of the Company unless revoked or varied by the Company in a general meeting.</p> <p>10.2 Ordinary Resolution 11 as set out in the Notice of the Meeting was proposed by Mr Chong Wan Siang.</p> <p>10.3 Tan Sri Chairman informed that pursuant to Article 89 and Para 8.29A, the resolution would be voted by poll which would be conducted upon completion of the remaining business of the Meeting.</p>		
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<div style="text-align: right; margin-bottom: 10px;"> <i>Minutes of the 4<sup>th</sup> Annual General Meeting held on 30 April 2019 Cahaya Mata Sarawak Berhad</i> </div> <p><b><u>POLLING PROCESS</u></b></p> <p>Tan Sri Chairman declared that registration for attendance at the Meeting closed at 11:20 a.m. He informed that three (3) counters had been set up for the purpose of conducting the poll by way of e-voting. The voting process was expected to take approximately 20 minutes. The attendees were requested to return to their seats after e-voting for the declaration of the poll results at 11:40 a.m.</p> <p>Encik Ibnu Suffian Mas'on of BSR, the Poll Administrators, explained the procedures for the conduct of poll for the Meeting. Each polling station was equipped with a laptop and barcode reader. The Corporate Representative and each Shareholder/proxy was directed to the counter to scan his/her barcoded wristband which was issued during registration for the Meeting. The BSR tutorial video on the e-voting process was played prior to the commencement of the e-voting process. The results of the poll were verified by the independent Scrutineers, MIH.</p> <p><b><u>ANNOUNCEMENT OF POLL RESULTS</u></b></p> <p>At 11:40 a.m. Tan Sri Chairman called the Meeting to order for the declaration of poll results. The poll results received from BSR and MIH is attached and marked herewith as APPENDIX V. Tan Sri Chairman invited Encik Meor Faizhal Abd Halim ("Encik Faizhal") of MIH to read out the poll results to the Members, Corporate Representative and proxies present.</p> <p><b>1. DECLARATION OF FIRST AND FINAL TAX EXEMPT (SINGLE-TIER) DIVIDEND OF 7.40 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2018</b></p> <p>Encik Faizhal announced the poll result in respect of Ordinary Resolution 1 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin: 10px 0;"> <thead> <tr> <th rowspan="2">Resolution</th> <th colspan="2">FOR</th> <th colspan="2">AGAINST</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Ordinary Resolution 1</td> <td>723,830,946</td> <td>100.00</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Tan Sri Chairman declared that Ordinary Resolution 1 was unanimously passed as follows:</p> <p><b><u>ORDINARY RESOLUTION 1</u></b></p> <p>"<b>THAT</b> the declaration of a first and final tax exempt (single-tier) dividend of 7.40 sen per ordinary share in respect of the financial year ended 31 December 2018 be and is hereby approved."</p> <p><b>2. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S CONSTITUTION</b></p> <p>Encik Faizhal announced the poll result in respect of Ordinary Resolution 2 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin: 10px 0;"> <thead> <tr> <th rowspan="2">Resolution</th> <th colspan="2">FOR</th> <th colspan="2">AGAINST</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Ordinary Resolution 2</td> <td>623,082,994</td> <td>86.200376</td> <td>99,747,952</td> <td>13.799624</td> </tr> </tbody> </table> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <span>cms-44agmmin</span> <span>Page 8 of 14</span> </div>			Resolution	FOR		AGAINST		No. of Shares	%	No. of Shares	%	Ordinary Resolution 1	723,830,946	100.00	-	-	Resolution	FOR		AGAINST		No. of Shares	%	No. of Shares	%	Ordinary Resolution 2	623,082,994	86.200376	99,747,952	13.799624
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CHAIRMAN'S INITIALS



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<div style="text-align: right; margin-bottom: 20px;"> <i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 Cahaya Mata Sarawak Berhad</i> </div> <p>Tan Sri Chairman declared that Ordinary Resolution 2 was duly passed as follows:</p> <p><b><u>ORDINARY RESOLUTION 2</u></b></p> <p>“THAT Y. Bhg. Datuk Syed Ahmad Alwee Alsree who retired by rotation in accordance with Article 111 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”</p> <p>Encik Faizhal announced the poll result in respect of Ordinary Resolution 3 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 20px;"> <thead> <tr> <th rowspan="2">Resolution</th> <th colspan="2">FOR</th> <th colspan="2">AGAINST</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Ordinary Resolution 3</td> <td>598,773,191</td> <td>82.722795</td> <td>125,057,755</td> <td>17.277205</td> </tr> </tbody> </table> <p>Tan Sri Chairman declared that Ordinary Resolution 3 was duly passed as follows:</p> <p><b><u>ORDINARY RESOLUTION 3</u></b></p> <p>“THAT Y. Bhg. Datu Hubert Thian Chong Hui who retired by rotation in accordance with Article 111 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”</p> <p>Encik Faizhal announced the poll result in respect of Ordinary Resolution 4 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 20px;"> <thead> <tr> <th rowspan="2">Resolution</th> <th colspan="2">FOR</th> <th colspan="2">AGAINST</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Ordinary Resolution 4</td> <td>598,806,091</td> <td>82.734198</td> <td>124,964,855</td> <td>17.265802</td> </tr> </tbody> </table> <p>Tan Sri Chairman declared that Ordinary Resolution 4 was duly passed as follows:</p> <p><b><u>ORDINARY RESOLUTION 4</u></b></p> <p>“THAT Mr Chin Mui Khiong who retired by rotation in accordance with Article 111 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”</p> <p><b>3. RE-ELECTION OF DIRECTOR IN ACCORDANCE WITH ARTICLE 113 OF THE COMPANY’S CONSTITUTION</b></p> <p>Encik Faizhal announced the poll result in respect of Ordinary Resolution 5 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 20px;"> <thead> <tr> <th rowspan="2">Resolution</th> <th colspan="2">FOR</th> <th colspan="2">AGAINST</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Ordinary Resolution 5</td> <td>624,021,394</td> <td>86.214742</td> <td>99,777,552</td> <td>13.785258</td> </tr> </tbody> </table> <p>Tan Sri Chairman declared that Ordinary Resolution 5 was duly passed as follows:</p> <p><b><u>ORDINARY RESOLUTION 5</u></b></p> <p>“THAT Y. Bhg. Tan Sri Abdul Rashid bin Abdul Manaf who retired in accordance with Article 113 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”</p>			Resolution	FOR		AGAINST		No. of Shares	%	No. of Shares	%	Ordinary Resolution 3	598,773,191	82.722795	125,057,755	17.277205	Resolution	FOR		AGAINST		No. of Shares	%	No. of Shares	%	Ordinary Resolution 4	598,806,091	82.734198	124,964,855	17.265802	Resolution	FOR		AGAINST		No. of Shares	%	No. of Shares	%	Ordinary Resolution 5	624,021,394	86.214742	99,777,552	13.785258
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*[Handwritten Signature]*

HELD AT	ON	TIME

*Minutes of the 44<sup>th</sup> Annual General Meeting  
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Cahaya Mata Sarawak Berhad*

**7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

Encik Faizhal announced the poll result in respect of Ordinary Resolution 9 as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	513,427,891	82.575192	108,342,255	17.424808

Tan Sri Chairman declared that Ordinary Resolution 9 was duly passed as follows:

**ORDINARY RESOLUTION 9**

“**THAT** subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act 2016, to allot and issue shares in the Company at any time 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 issued does not exceed 10% of the total number of issued 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 Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

**8. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE FOR RRPT”)**

Encik Faizhal announced the poll result in respect of Ordinary Resolution 10 as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 10	482,954,285	100.00	-	-

Tan Sri Chairman declared that Ordinary Resolution 10 was unanimously passed as follows:

**ORDINARY RESOLUTION 10**

“**THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in the Circular to Shareholders dated 1 April 2019 (“Circular”) which are necessary for the CMS Group’s day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders; and

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*[Signature]*

HELD AT	ON	TIME

Minutes of the 44<sup>th</sup> Annual General Meeting  
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Cahaya Mata Sarawak Berhad

(b) disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders’ Mandate for RRPT will be disclosed in the Integrated Annual Report for the said financial year AND that such approval shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;

(ii) the expiration of the period within which the next Annual General Meeting of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate for RRPT.

AND THAT the estimated value given on the recurrent related party transactions specified in Sections 2.4 and 2.5 of the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.8 of the Circular.”

9. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE IN RESPECT OF THE AUTHORITY FOR PURCHASE BY THE COMPANY OF ITS OWN SHARES (“PROPOSED SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK”)

Encik Faizhal announced the poll result in respect of Ordinary Resolution 11 as follows:

Resolution	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 11	632,890,091	87.436175	90,940,855	12.563825

Tan Sri Chairman declared that Ordinary Resolution 11 was duly passed as follows:

ORDINARY RESOLUTION 11


“THAT subject to Section 127 of the Companies Act 2016, provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Forty-Third Annual General Meeting of the Company held on 25 April 2018,

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CHAIRMAN'S INITIALS



HELD AT	ON	TIME
<p style="text-align: right;"><i>Minutes of the 44<sup>th</sup> Annual General Meeting held on 30 April 2019 <u>Cahaya Mata Sarawak Berhad</u></i></p> <p>authorising the Directors of the Company to exercise the power of the Company to purchase such amount of ordinary shares in the Company from time to time through Bursa Securities subject further to the following:</p> <p>(a) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company ("Purchased Shares") at the point of purchase;</p> <p>(b) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the Company's audited retained profits as at 31 December 2018 amounted to RM 88,304,000; and</p> <p>(c) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:</p> <p>(i) the conclusion of the next Annual General Meeting of the Company;</p> <p>(ii) the expiration of the period within the next Annual General Meeting of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or</p> <p>(iii) revoked or varied by a resolution passed by the shareholders in general meeting,</p> <p>whichever occurs first.</p> <p>(d) Upon the completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:</p> <p>(i) to cancel the Purchased Shares so purchased; or</p> <p>(ii) to retain the Purchased Shares so purchased as treasury shares for distribution as dividend to the shareholders, resell in accordance with the relevant rules of Bursa Securities, transfer for the purposes of or under an employees' share scheme, transfer as purchase consideration, cancel the shares and/or sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; or</p> <p>(iii) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or</p> <p>(iv) to deal in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.</p> <p><b>AND THAT</b> the Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement, finalise and give full effect to the Proposed Shareholders' Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company."</p>		
cms-44agmmin	Page 13 of 14	<p>CHAIRMAN'S INITIALS</p> 

HELD AT	ON	TIME

*Minutes of the 44<sup>th</sup> Annual General Meeting  
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Cahaya Mata Sarawak Berhad*

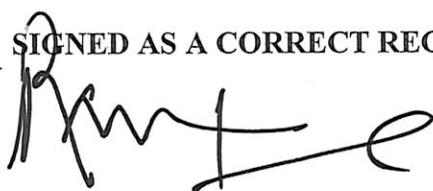
**ANY OTHER BUSINESS**

- Tan Sri Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Companies Act 2016.

**CLOSE OF MEETING**

There being no other business to be transacted, the Meeting ended at 11:50 a.m. with a vote of thanks to the Chair.

**SIGNED AS A CORRECT RECORD**



**Y. BHG. TAN SRI ABDUL RASHID BIN ABDUL MANAF  
CHAIRMAN**

Date: 6 May 2019

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