

NOTICE OF 47TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting (“AGM”) of Cahya Mata Sarawak Berhad (“CMS” or “the Company”) will be held at the **Meeting Room 14, Borneo Convention Centre Kuching, The Isthmus, Sejingkat, 93050 Kuching, Sarawak** on **Friday, 27 May 2022** at **10:00 a.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.
2. To declare a first and final tax exempt (single-tier) dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 December 2021. **Ordinary Resolution 1**
3. To re-elect YBhg Dato Sri Mahmud Abu Bekir Taib who retires pursuant to Article 111 of the Company’s Constitution and being eligible offers himself for re-election. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 113 of the Company’s Constitution and being eligible offer themselves for re-election:
 - a) YABhg General Dato’ Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Haji Zainuddin (Retired) **Ordinary Resolution 3**
 - b) YBhg Dato Sri Sulaiman Abdul Rahman b Abdul Taib **Ordinary Resolution 4**
 - c) Mr. Jeyabalan A/L S.K. Parasingam **Ordinary Resolution 5**
 - d) YBhg Dato’ Maznah binti Abdul Jalil **Ordinary Resolution 6**
5. To approve the payment of Directors’ fees amounting to RM150,000 per annum for the Non-Executive Chairman, RM150,000 per annum for the Non-Executive Deputy Chairman and RM120,000 per annum for each of the Non-Executive Directors for the financial year ended 31 December 2021. **Ordinary Resolution 7**
6. To approve the payment of Directors’ remuneration and benefits payable to Non-Executive Chairman, Non-Executive Deputy Chairman and Non-Executive Directors up to an amount of RM2,500,000 from 28 May 2022 until the next AGM of the Company. **Ordinary Resolution 8**
7. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to determine their remuneration. **Ordinary Resolution 9**

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AS SPECIAL BUSINESS

To consider and if thought fit, pass the following Ordinary Resolutions:

8. Authority to Directors to Issue Shares

“THAT subject to the Companies Act, 2016 (“the Act”), the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company’s Constitution, Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020 followed by the extension of another 12 months of the temporary relief measures for the increased general mandate of 20% for new issue of securities by way of private placement as announced by Bursa Securities on 23 December 2021, subject to the approvals of the relevant governmental/regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, at any time to such persons 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 pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time or any other limit set by Bursa Securities (“General Mandate”); AND THAT the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the General Mandate, if required; AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

Ordinary Resolution 10

9. Proposed Renewal of Share Buy-Back Authority

“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 46th Annual General Meeting of the Company held on 31 May 2021, 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:

- (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;
- (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 2021 amounted to RM604,307,432; and

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- (c) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
- (i) the conclusion of the next Annual General Meeting of the Company;
 - (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
 - (iii) revoked or varied by a resolution passed by the shareholders in general meeting,
- whichever occurs first.
- (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:
- (i) to cancel the Purchased Shares so purchased; or
 - (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
 - (iii) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
 - (iv) to deal in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT 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 Renewal of Share Buy-Back Authority 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.”

Ordinary Resolution 11

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FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a Member who shall be entitled to participate, speak and vote at the 47th AGM, 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 20 May 2022. Only a Depositor whose name appears in the Register of Members/ROD as at 20 May 2022 shall be entitled to participate at the said meeting or appoint a proxy to participate, speak and vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the 47th AGM of the Company to be held on 27 May 2022 for the payment of the first and final dividend under single-tier system in respect of the financial year ended 31 December 2021 ("Dividend") under Ordinary Resolution 1, the Dividend will be paid on 27 June 2022 to Depositors whose names appear in the ROD on 1 June 2022.

Depositors shall be only entitled to the Dividend in respect of:

- (a) securities transferred into the Depositor's Securities Account before 4:30 p.m. on 1 June 2022 for ordinary transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

SAMANTHA TAI YIT CHAN

SSM PC No.: PC 202008001023 (MAICSA 7009143)

Company Secretary

Kuching, Sarawak

27 April 2022

Notes:

1. Audited Financial Statements for financial year ended 31 December 2021

Agenda 1 is for discussion at the meeting and no voting is required.

2. Ordinary Resolution 1 – First and final tax exempt (single-tier) dividend

Pursuant to Section 131 of the Companies Act 2016 ("Act"), a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 25 February 2022, the Board had considered the amount of dividend and recommended the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 27 June 2022 in accordance with the requirements under Section 132(2) and (3) of the Act.

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3. Ordinary Resolution 2 – Re-election of Director who retires by rotation in accordance with Article 111

Article 111 of the Company's Constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. Pursuant thereto, two (2) Directors of the Company, namely YBhg Dato Sri Mahmud Abu Bekir Taib and YBhg Datuk Ir. Kamarudin bin Zakaria shall retire in accordance with Article 111 of the Company's Constitution. YBhg Datuk Ir. Kamarudin bin Zakaria has informed the Board of Directors of the Company that he does not wish to seek re-election in accordance with Article 111 of the Company's Constitution. Hence, he will retain office until the conclusion of the 47th AGM. YBhg Dato Sri Mahmud Abu Bekir Taib is standing for re-election as a Director of the Company and being eligible has offered himself for re-election. Details of the assessment of the director standing for re-election are on page 72 of the Corporate Governance Framework in the Annual Report 2021.

4. Ordinary Resolutions 3 to 6 – Re-election of Directors who retire in accordance with Article 113

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 either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Company's Constitution. 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. Pursuant thereto, YBhg Dato Sri Sulaiman Abdul Rahman b Abdul Taib and Mr. Jeyabalan A/L S.K. Parasingam who were appointed on 22 June 2021, YABhg General Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Haji Zainuddin (Retired) who was appointed on 9 August 2021 and YBhg Dato' Maznah binti Abdul Jalil who was appointed on 15 November 2021 are standing for re-election as Directors of the Company in accordance with Article 113 of the Company's Constitution and, being eligible have offered themselves for re-election. Details of the assessment of the directors standing for re-election are on page 72 of the Corporate Governance Framework in the Annual Report 2021.

5. Directors' Remuneration – fees and benefits payable to the Non-Executive Director ("NED")s

5.1 Section 230(1) of the Act provides amongst others, that "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 respect, the Board agreed that the shareholders' approval shall be sought at the 47th AGM on the Directors' remuneration in two (2) separate resolutions as below:

- (a) Ordinary Resolution 7 on payment of Directors' fees in respect of the preceding year 2021; and
- (b) Ordinary Resolution 8 on payment of Directors' remuneration and benefits from 28 May 2022 to the next AGM in 2023.

5.2 The Board Remuneration policy for the NEDs as set out in the table below:

Ordinary Resolution 7: Directors' fees to the NEDs

Directors' fee	Approved at 46 th AGM for Financial Year ("FY") 2020	Approval sought for FY2021
Non-Executive Chairman	RM150,000	RM150,000
Non-Executive Deputy Chairman	RM150,000	RM150,000
Non-Executive Director	RM120,000	RM120,000

The payment of the fees to the Non-Executive Chairman, Non-Executive Deputy Chairman and NEDs in respect of the financial year ended 31 December 2021 will only be paid if the proposed Ordinary Resolution 7 is passed at the 47th AGM.

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Ordinary Resolution 8: Remuneration and benefits payable to the NEDs

The remuneration and benefits payable to the NEDs comprise the allowances and other emoluments payable to the Chairman and members of the Board, Board of subsidiaries, Board Committees and such other committees as may be established by the Board.

Board Committee Fees		
Approved at 46th AGM and approval sought at 47th AGM	Chairman	NED/Member
Group Audit Committee	RM24,000	RM16,000
Nomination and Remuneration Committee	RM16,000	RM12,000
Group Risk Committee	RM16,000	RM12,000
Digital Transformation Committee	RM16,000	RM12,000
Employees' Share Option Scheme Committee	RM16,000	RM12,000

Type of Meeting Attendance Allowance (per meeting)		
Approved at 46th AGM and approval sought at 47th AGM	Chairman	NED/Member
Board of CMS	RM2,200	RM2,000
General meeting of CMS	RM2,200	RM2,000
Group Audit Committee	RM2,000	RM1,800
Nomination and Remuneration Committee	RM1,800	RM1,600
Group Risk Committee	RM1,800	RM1,600
Digital Transformation Committee	RM1,800	RM1,600
Employees' Share Option Scheme Committee	RM1,800	RM1,600

The NEDs' other remuneration and benefits are set out in the table below:

Description	Chairman	Deputy Chairman	NED
Monthly Fixed Allowance	RM50,000	RM40,000	-
Other Benefits	Driver, motor vehicle, petrol, medical coverage		Medical coverage

The Directors' fee policy for subsidiary companies in the Group is set out in the table below:

	Chairman	NED
Directors' fee for subsidiary company which achieves an annual turnover of RM90.0 million and/or a net assets size of RM100.0 million and over (per annum)	RM22,500	RM15,000
Subsidiary Company Directors' meeting attendance allowance (per meeting)	RM2,000	RM2,000

Payment of the remuneration and benefits to the NEDs will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred, if the proposed Ordinary Resolution 8 has been passed by shareholders at the 47th AGM. The Board's view is that it is equitable for the NEDs to be paid Directors' remuneration and benefits (excluding Directors' fees) after they have rendered their services to the Company and/or its subsidiaries and discharged their duties and responsibilities.

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6. Ordinary Resolution 9 – Re-appointment of Auditors

- 6.1 The Audit Committee (“AC”) at its meeting held on 12 April 2022 undertook an annual assessment of the objectivity, independence and quality of service delivery of the external auditors, Messrs Ernst & Young PLT (“EY”). In its assessment, the AC considered several factors which include the following:
- (a) Quality of EY’s performance and their communications with the AC and CMS group, based on feedback obtained via assessment questionnaires from personnel who had substantial contact with the external audit team and EY throughout the year;
 - (b) Adequacy of experience and resources provided to the Group by EY, in terms of the firm and the competency of the professional staff assigned to the audit; and
 - (c) Independence and objectivity of EY and the level of non-audit services rendered by EY to the Company for the FY2021.
- 6.2 The AC was satisfied with the suitability of EY based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by EY to the Company for the FY2021 did not in any way impair their objectivity and independence as external auditors of the Company.
- 6.3 The Board at its meeting held on 12 April 2022 approved the AC’s recommendation for the shareholders’ approval to be sought at the 47th AGM on the appointment of EY as external auditors of the Company for the FY2022, under Ordinary Resolution 9 in accordance with Section 340(1)(c) and Section 274(1)(a) of the Act.

7. Ordinary Resolution 10 – Authority to Directors to Issue Shares

The proposed Ordinary Resolution 10, if passed, will give a renewed mandate to the Directors of the Company, pursuant to Sections 75 and 76 of the Act (“Renewed Mandate”) for such purposes as the Directors may deem fit and in the interest of the Company. The Renewed Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next AGM of the Company.

Bursa Securities had vide its letter dated 16 April 2020, allowed a listed corporation to seek a higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities from the existing ten per centum (10%) to not more than twenty per centum (20%) of the total number of issued share capital of the Company (“General Mandate”) for such purposes as the Directors of the Company consider would be in the interest of the Company. Bursa Securities had on 23 December 2021 announced another 12 months extension on the implementation period of the General Mandate. This General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated. The Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this General Mandate is expected be used for the purpose of a possible fund raising exercise including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisitions and to avoid any delay and cost in convening general meetings to specifically approve such an issue of shares.

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The Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the General Mandate is in the best interest of the Company. As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 31 May 2021 and which will lapse at the conclusion of the 47th AGM. The Renewed Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises, or in the event of business opportunities, or other arising circumstances which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

8. Ordinary Resolution 11 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the total number of issued shares of the Company for the time being. The shareholders' mandate for the Proposed Renewal of Share Buy-Back Authority is subject to renewal on an annual basis. Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Share Buy-Back Statement dated 27 April 2022 which is despatched together with the Notice of 47th AGM.

9. Abstention from Voting

All the NEDs who are shareholders of the Company will abstain from voting on Ordinary Resolutions 7 and 8 concerning Directors' fees and Directors' remuneration and benefits (excluding Directors' fees) at the 47th AGM. Any Director referred to in Ordinary Resolutions 2, 3, 4, 5 and 6 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election as a Director at the 47th AGM.

10. Proxy and Entitlement of Participation

10.1 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.

10.2 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.

10.3 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.

10.4 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.

10.5 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.

10.6 Only members whose names appear in the Record of Depositors as at 20 May 2022 shall be entitled to participate at the meeting.

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11. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll. Please refer to the details in the Administrative Guide.

12. Publication of AGM Notice on the Company's Website

Pursuant to Section 320 of the Act, the Notice of the Company's 47th AGM 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 47th AGM.

13. Personal Data Policy

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.