

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 7th Annual General Meeting of CABNET HOLDINGS BERHAD will be conducted fully virtual through live streaming from the Broadcast Venue at the Company's Conference Room at No.18 (PLO 184) Jalan Angkasa Mas 6, Kawasan Perindustrian Tebrau II, 81100 Johor Bahru, Johor on Wednesday, the 1st day of June, 2022 at 9.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the Financial Year Ended 31 December 2021 ("FY2021") together with the Reports of the Directors and Auditors thereon. | (See Explanatory Note 1) |
| 2. | To re-elect the following Directors retiring by rotation pursuant to Clause 133 of the Company's Constitution.
i) Datuk Tan Kok Hong @ Tan Yi
ii) Mr. Vincent Wong Soon Choy
iii) Dato' Jeffrey Lai Jiun Jye | ORDINARY RESOLUTION 1
ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3 |
| 3. | To approve the payment of Directors' Fees of RM370,000.00 (FY2021: RM370,000) for the financial year ending 31 December 2022 ("FY2022"). | ORDINARY RESOLUTION 4
(See Explanatory Note 2) |
| 4. | To approve the payment of Directors' Benefits amounting to RM18,300.00 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting. | ORDINARY RESOLUTION 5
(See Explanatory Note 3) |
| 5. | To re-appoint Ecovis Malaysia PLT as Auditors of the Company for the FY2022 and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 6 |

AS SPECIAL BUSINESS

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

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| 6. | ORDINARY RESOLUTION
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016 ("General Mandate") | ORDINARY RESOLUTION 7
(See Explanatory Note 4) |
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"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("the Act"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the approval of the relevant regulatory authorities (if any), the Directors be and are hereby authorised to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions and for such purpose 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 allotted during the preceding twelve (12) months does not exceed twenty per centum (20%) of the total number of issued ordinary shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF 7TH ANNUAL GENERAL MEETING (CONT'D)

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

BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)

SSM Practicing Certificate No. 201908004010

IRENE JUAY YEE LUAN (MAICSA 7057249)

SSM Practicing Certificate No. 202008001193

JOY LIM XIE RU YI (MAICSA 7065780)

SSM Practicing Certificate No. 201908004060

Secretaries

Date: 28 April 2022

NOTES:

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument via TIH Online at <https://tih.online> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 26 May 2022, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

NOTICE OF 7TH ANNUAL GENERAL MEETING (CONT'D)

EXPLANATORY NOTES:

Ordinary Business:-

1. Item 1 of the Agenda – Audited Financial Statements for the Financial Year Ended 31 December 2021

This Audited Financial Statements is meant for discussion only as the provision for Section 248(2) and Section 340(1) of the Companies Act, 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Item 3 of the Agenda - Proposed Directors' Fees

The Proposed Ordinary Resolution 4, if passed, will authorise the payment of Directors' fees payable to the members of the Board, Board of subsidiaries and Board Committees.

3. Item 4 of the Agenda - Proposed Directors' Benefits

The Proposed Ordinary Resolution 5, if passed, will authorise and approve of the payment of Directors' benefits comprised of allowances payable to the members of the Board and Board Committees pursuant to the requirements of Section 230 of the Companies Act, 2016 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting.

Statement Regarding Effect of Resolutions under Special Business

4. Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Companies Act, 2016.

The Proposed Ordinary Resolution No. 7 proposed in Agenda 6 is to seek a renewal of the general mandate from the shareholder of the Company at the 7th Annual General Meeting held on 1st day of June, 2022.

As part of the initiative from Bursa Malaysia Securities Berhad ("Bursa Securities") to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had issued a letter dated 16 April 2021 on the Additional Temporary Relief Measure which allowed a listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities ("20% General Mandate").

Subsequently, Bursa Securities has via their letter dated 23 December 2021 granted an extension to the Additional Temporary Relief Measure to listed corporations. Pursuant to the 20% General Mandate, Bursa Securities has mandated that the 20% 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.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the renewal of the 20% General Mandate from its shareholders at the forthcoming 7th AGM of the Company.

The 20% General Mandate may be utilized by the Company to issue and allot new ordinary shares until 31 December 2022 and thereafter, the 10% General Mandate will be reinstated. This authorization, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The Company would like to seek for a renewal of the 20% General Mandate under Ordinary Resolution No. 7.

NOTICE OF 7TH ANNUAL GENERAL MEETING (CONT'D)

The general mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s) of the Group. The renewal of the general mandate is sought to avoid any delay arising from and cost in convening a general meeting to obtain approval of the shareholders for such issuance of shares, up to an amount not exceeding in total 20% of the issued and paid-up share capital of the Company. The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

The Company has not issued any new share pursuant to the general mandate which was granted at the last Annual General Meeting held in 28 May 2021.

At as the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

Virtual AGM

1. As part of the initiatives to curb the spread of COVID-19, the Annual General Meeting ("AGM") of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIH Online website at <https://tiah.online>. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely.
2. The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/ proxy(ies) from the public will be physically present at the meeting venue.

Voting by Poll

Pursuant to Rule 8.31A of Bursa Malaysia Securities Berhad's ACE Market Listing Requirements, all resolutions set out in this Notice are to be voted by poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO RULE 8.29(2) OF BURSA MALAYSIA SECURITIES BERHAD
ACE MARKET LISTING REQUIREMENTS)

1. The details of individuals who are standing for election as directors:-

There is no person seeking election as director of the Company at this Annual General Meeting.

2. The details of individuals who are standing for re-election as directors:-

Ordinary Resolution 1

– Datuk Tan Kok Hong @ Tan Yi (Independent Non-Executive Director)

Nationality/Age/Gender	Malaysian/70/Male
Date of Appointment	14 September 2015
Length of Service (As at 31 March 2022)	6 years 7 months
Date of Last Re-election	28 May 2019
Academic/Professional Qualification/Membership(s)	<ul style="list-style-type: none"> • Bachelor of Law (Honours) degree from the University of Buckingham, United Kingdom • Barrister-At-Law degree from the Inns of Court School of Law, Council for the Legal Education
Present Directorship(s):	Listed entity: <ul style="list-style-type: none"> • Nil Other public company: <ul style="list-style-type: none"> • Nil
Working experience and occupation	<ul style="list-style-type: none"> • Started career in 1976 with the Royal Malaysian Police and left in 1985. • Commenced legal practice in a legal firm in 1985 and left in 2004. • Appointed as the Johor State Executive Councillor as well as the Chairman of the Johor State Committee for International Trade and Industry, Energy, Water and Communications until May 2013. • Elected as a Johor State Assemblyman representing the Bekok constituency since 1995 until 2013.
Any interest in the securities of the listed issuer and its subsidiaries	343,750 ordinary shares
Family relationship with any director and/or major shareholder of CABNET	No
Conflict of interests with CABNET	No
Conviction for offences within the past 5 years, other than traffic offences	No

Datuk Tan Kok Hong @ Tan Yi satisfies the criteria of an independent director as defined under Bursa Malaysia Securities Berhad ACE Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO RULE 8.29(2) OF BURSA MALAYSIA SECURITIES BERHAD
ACE MARKET LISTING REQUIREMENTS) (CONT'D)

Ordinary Resolution 2

– Mr. Vincent Wong Soon Choy (Independent Non-Executive Director)

Nationality/Age/Gender	Malaysian/53/Male
Date of Appointment	9 April 2019
Length of Service (As at 31 March 2022)	3 years
Date of Last Re-election	28 May 2019
Academic/Professional Qualification/Membership(s)	<ul style="list-style-type: none"> • Bachelor of Commerce Degree majoring in Accountancy and minor in Internal Audit from Flinders University of South Australia, Adelaide, Australia • Member of Malaysia Institute of Accountants (MIA) • Member of Certified Practising Accountants (CPA) Australia.
Present Directorship(s):	Listed entity: <ul style="list-style-type: none"> • Nil Other public company: <ul style="list-style-type: none"> • Nil
Working experience and occupation	More than 27 years of working experience with exposure to corporate finance, auditing, compliance, tax planning, group accounts, corporate governance, corporate planning and restructuring garnered from his previous employment positions held including as Head of Operation for a leading stock broking company, Group Accountant for a public listed company, Group Financial Controller for a property development group and auditing experience with a big four audit firm.
Any interest in the securities of the listed issuer and its subsidiaries	No
Family relationship with any director and/or major shareholder of CABNET	No
Conflict of interests with CABNET	No
Conviction for offences within the past 5 years, other than traffic offences	No

Mr. Vincent Wong Soon Choy satisfies the criteria of an independent director as defined under Bursa Malaysia Securities Berhad ACE Market Listing Requirements, which include being independent of management, free from any business or other relationship which could interfere with the exercise of independent judgement, objectivity or the ability to act in the best interests of the Company, and also being independent of its major shareholders.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO RULE 8.29(2) OF BURSA MALAYSIA SECURITIES BERHAD
ACE MARKET LISTING REQUIREMENTS) (CONT'D)

Ordinary Resolution 3

– Dato' Jeffrey Lai Jiun Jye (Executive Director / Deputy Chief Executive Officer)

Nationality/Age/Gender	Malaysian/42/Male
Date of Appointment	3 September 2019
Length of Service (As at 31 March 2022)	2 years 7 months
Date of Last Re-election	26 June 2020
Academic/Professional Qualification/Membership(s)	<ul style="list-style-type: none"> Bachelor of Commerce and Management from Lincoln University, New Zealand
Present Directorship(s):	Listed entity: <ul style="list-style-type: none"> Paragon Globe Berhad Other public company: <ul style="list-style-type: none"> Nil
Working experience and occupation	<ul style="list-style-type: none"> Director in JB Paper Carton Sdn Bhd and JBP Packaging and Hardware Enterprise in 2000. Executive Director of Kuopacific Malaysia Sdn Bhd. Kuopacific Malaysia Sdn Bhd from 2014 onwards. Director and Chief Executive Officer of Paragon Private and International School located in Johor Bahru, Malaysia. Actively involved with the Johor Bahru Chinese Chamber of Commerce and Industry ("JBCCCI") in which he has held various official positions. JBCCCI 3rd Vice President and Chairman of Youth Committee, Johor Associated Chinese Chamber of Commerce and Industry ("JACCCI") Chairman of Youth Entrepreneur Section, and Vice Chairman of the Associated Chinese Chambers of Commerce and Industry of Malaysia ("ACCCIM") Young Entrepreneurs Committee.
Any interest in the securities of the listed issuer and its subsidiaries	No
Family relationship with any director and/or major shareholder of CABNET	No
Conflict of interests with CABNET	No
Conviction for offences within the past 5 years, other than traffic offences	No

3. A statement relating to general mandate for issue of securities in accordance with rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad: -

The general mandate for issue of shares is for the renewal of the general mandate obtained from the members at the 6th Annual General Meeting held on 28 May 2021.

No new shares of the Company have been issued pursuant to the general mandate obtained at the 6th Annual General Meeting held on 28 May 2021, and accordingly no proceeds were raised.

The purpose of this general mandate is to provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s) of the Group.