

# NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 5<sup>th</sup> Annual General Meeting of CABNET HOLDINGS BERHAD will be held at the Hop Sing II, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Friday, the 26<sup>th</sup> day of June, 2020 at 9.00 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 2019 ("FY2019") together with the Reports of the Directors and Auditors thereon.                       | <b>(See Explanatory Note 1)</b>                           |
| 2. | To re-elect the following Directors retiring by rotation pursuant to Clause 133 of the Company's Constitution.<br>i) Mr. Tan Boon Siang<br>ii) Mr. Abdul Mutalib Bin Idris                  | <b>ORDINARY RESOLUTION 1<br/>ORDINARY RESOLUTION 2</b>    |
| 3. | To re-elect Dato' Jeffrey Lai Jiun Jye, a Director retiring pursuant to Clause 118 of the Company's Constitution.   | <b>ORDINARY RESOLUTION 3</b>                              |
| 4. | To approve the payment of Directors' Fees of RM370,000 (FY2019: RM350,000) for the financial year ending 31 December 2020 ("FY2020").   | <b>ORDINARY RESOLUTION 4<br/>(See Explanatory Note 2)</b> |
| 5. | To approve the payment of Directors' Benefits amounting to RM20,000 for the period commencing after the date of this Annual General Meeting to the date of the next Annual General Meeting. | <b>ORDINARY RESOLUTION 5<br/>(See Explanatory Note 3)</b> |
| 6. | To re-appoint Messrs RSM Malaysia as Auditors of the Company for the FY2020 and to authorise the Directors to fix their remuneration.   | <b>ORDINARY RESOLUTION 6</b>                              |

### AS SPECIAL BUSINESS

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

- |    |   |   |
|----|---|---|
| 7. | <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF<br/>THE COMPANIES ACT, 2016</b> | <b>ORDINARY RESOLUTION 7<br/>(See Explanatory Note 4)</b> |
|----|---|---|

"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 5<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

8. 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 May 2020

## 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. Muffi, 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 to the following e-mail address [cabnet-proxy@cisgroup93.com] 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 19 June 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

# NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

## EXPLANATORY NOTES:

### Ordinary Business:-

#### 1. Item 1 of the Agenda – Audited Financial Statements for the FY 2019

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 4 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 5 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 7 is to seek a renewal of the general mandate from the shareholder of the Company at the 5<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> day of June, 2020.

The general mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company for any fund raising activities, including but not limited to the placing of shares, for working capital, funding future investments and/or funding of strategic development 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 twenty per centum (20%) of the total number of issued and paid-up share capital of the Company, as the Directors consider appropriate in the best interest of the Company. The authority under the general mandate, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

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 outbreak of Coronavirus Pandemic ("COVID-19") and Movement Control Order imposed by the Government, Bursa Securities had vide its letter dated 16 April 2020 allowed a listed issuer to seek for a higher general mandate under Rule 6.04 of the ACE Market Listing Requirement of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities.

The general mandate will provide flexibility to 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).

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.

# NOTICE OF 5<sup>TH</sup> ANNUAL GENERAL MEETING (CONT'D)

The Company has not issued any new share pursuant to the general mandate which was granted at the last Annual General Meeting held on 28 May 2019.

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.

## **Registration of Members/Proxies**

Registration of members/proxies attending the Meeting will start from 8.00 a.m. on the day of the Meeting and shall remain open until such time as may be determined by the Chairman of the Meeting. At the closure thereof, no person will be allowed to register for the Meeting nor enter the Meeting venue. Members/proxies are required to produce identification documents for registration.

## **Coronavirus Pandemic**

Your safety is the Company's priority. Due to the outbreak of the COVID-19 that affect various countries, as precautionary measure, we will be conducting temperature checks on all persons upon arrival at the Annual General Meeting venue. We would strongly advise for the member not to attend the meeting should the member have any COVID-19 symptoms.

## **Voting by Poll**

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

# CABNET HOLDINGS BERHAD

Registration No: 201401045803 (1121987-D)  
(Incorporated in Malaysia)

No. of Shares Held	CDS Account No.

## PROXY FORM

I/We \_\_\_\_\_ (NRIC No. \_\_\_\_\_) of (full address)

being a member / members of CABNET HOLDINGS BERHAD, hereby appoint:

Name of Proxy (Full Name)	NRIC No. / Passport No.	% of Shareholding to be Represented (Refer to Note 2)
<b>Address</b>		

\*and/or failing him/her,

Name of Proxy (Full Name)	NRIC No. / Passport No.	% of Shareholding to be Represented (Refer to Note 2)
<b>Address</b>		

\*or failing him/her, the Chairman of the meeting as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the 5<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 26<sup>th</sup> day of June, 2020 at 9.00 a.m. held at the Hop Sing II, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor and at every adjournment thereof to vote as indicated below in respect of the following Resolutions:-

ORDINARY BUSINESS		FOR	AGAINST
Ordinary Resolution 1	Re-election of Mr. Tan Boon Siang		
Ordinary Resolution 2	Re-election of Mr. Abdul Mutalib Bin Idris		
Ordinary Resolution 3	Re-election of Dato' Jeffrey Lai Jiun Jye		
Ordinary Resolution 4	Approval of Directors' Fees (FY2020)		
Ordinary Resolution 5	Approval of Directors' Benefits (for the period from 5 <sup>th</sup> AGM to 6 <sup>th</sup> AGM)		
Ordinary Resolution 6	Re-appointment of Auditors		
SPECIAL BUSINESS			
Ordinary Resolution 7	Authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act, 2016.		

(Please indicate with a "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

\* delete where applicable.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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\*Signature/Common Seal of member(s)

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- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- 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.
- 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. Mufli, 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.
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Affix  
Stamp

The Company Secretary

**CABNET HOLDINGS BERHAD**

Registration No. 201401045803 (1121987-D)

Registered Office

Suite 5.11 & 5.12, 5th Floor,

Menara TJB, No. 9, Jalan Syed Mohd. Mufti,

80000 Johor Bahru, Johor, Malaysia

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