

54th Annual General Meeting Administrative Guide

54th Annual General Meeting (“54th AGM”)

Day and Date	Tuesday, 26 April 2022, 2:00 p.m.
Mode	Fully virtual meeting
Meeting Platform	TIIH Online website at https://tiih.online

Dear Valued Shareholders,

Coronavirus Disease (COVID-19) Outbreak

In light of the COVID-19 outbreak and in support of the Government of Malaysia’s ongoing efforts to contain the spread of the COVID-19, the Company’s 54th AGM will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities. Your safety and that of our community are our foremost priority. By leveraging on the RPV facilities, Members may participate in the 54th AGM by viewing a live webcast of the meeting, asking questions online, and submitting votes in real time, without physically attending the meeting.

Members Entitled to Participate and Vote

Only a Member whose name appears in the Record of Depositors as at **20 April 2022** shall be eligible to participate and vote at the 54th AGM or appoint proxy/ies to participate and vote on his/her behalf. A voucher for refreshment will be provided to Members/Proxies who participate in the 54th AGM.

RPV Facilities

- The RPV facilities are available on Tricor’s TIIH Online website at <https://tiih.online>.
- A member or his/her/its proxy(ies)/corporate representative(s)/attorney(s) is/are to attend, participate (including to pose questions in the form of real time submission of typed texts) and vote remotely at the AGM using RPV facilities.
- Kindly refer to procedures and requirements for RPV as set out below.

Procedures to Remote Participation and Voting via RPV Facilities

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the AGM using the RPV facilities:

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Before the AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Please refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend AGM remotely	<ul style="list-style-type: none"> Registration is open from Monday, 28 March 2022 until the day of AGM on Tuesday, 26 April 2022. Member(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate at the AGM using the RPV facilities. Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) CYCLE & CARRIAGE BINTANG BERHAD AGM 2022. Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 20 April 2022 2022, the system will send you an e-mail after 24 April 2022 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV. Company and TIIH will not guarantee registration of new user and registration for RPV will be approved on time if the registration is submitted on the day of the 54th AGM).</p>

On the AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 54th AGM at any time from 1:00 p.m. (i.e. one (1) hour before the commencement of Meeting at 2:00 p.m.) on Tuesday, 26 April 2022.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: (Live Stream Meeting) CYCLE & CARRIAGE BINTANG BERHAD AGM 2022 to engage in the proceedings of the 54th AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the meeting. If there is time constraint, the responses will be published on the Company's website within 30 days from the date of the meeting.
iii. Online remote voting	<ul style="list-style-type: none"> Voting session commences from 2:00 p.m. on Tuesday, 26 April 2022 until a time when the Chairman announces the end of the voting session. Select the corporate event: (Remote Voting) CYCLE & CARRIAGE BINTANG BERHAD AGM 2022 or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the 54th AGM, the Live Streaming will end.

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Note to users of the RPV facilities:

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream AGM and to vote remotely. Your login to TIIH Online on the day of AGM will indicate your presence at the live stream AGM.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the AGM day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

- With reference to the Notice of AGM dated 28 March 2022, only members whose names appear on the Record of Depositors on 20 April 2022 shall be eligible to attend, participate and vote at the 54th AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
- Any member who has yet to appoint any proxy(ies) and wishes to appoint proxy(ies) is advised to deposit the Form of Proxy which was circulated together with the Notice of 54th AGM dated 28 March 2022.
- The appointment of a proxy may be made in hard copy form or by electronic form in the following manner and the Form of Proxy and/or documents relating to the appointment of proxy(ies)/corporate representative(ies)/attorney(s) for the 54th AGM must be received by the Administration and Polling Agent of the Company not later than **Sunday, 24 April 2022 at 2.00 p.m.:**
 - (i) In hard copy:
 - a) By hand or post to the office of the Administration and Polling Agent, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia; or
 - b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com; or

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(ii) By electronic form:

All members have the option to submit Form of Proxy electronically via TIIH Online at <https://tiih.online> and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the release of the Notice of AGM dated 28 March 2022 by the Company, login with your username (i.e. email address) and password. Select the corporate event: CYCLE & CARRIAGE BINTANG BERHAD AGM 2022 – "Submission of Proxy Form". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your votes. Review and confirm your proxy(ies) appointment. Print the Form of Proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password.
<p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>	
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online Select the corporate exercise name: CYCLE & CARRIAGE BINTANG BERHAD AGM 2022 – "Submission of Proxy Form". Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Form of Proxy" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxy(ies) by inserting the required data. Proceed to upload the duly completed proxy(ies) appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record.

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Revocation of Proxy

- Any member who has submitted the Form of Proxy but subsequently wishes to revoke his/her/its proxy(ies) must contact Tricor at +603-2783 9263 or +603-2783 7973 or e-mail to is.enquiry@my.tricorglobal.com **before 2:00 p.m. on Sunday, 24 April 2022.**
- In order to ensure the whole registration process of the 54th AGM is smooth, a member who wishes to attend, participate and vote at the 54th AGM himself/herself is advised not to submit any Form of Proxy.

Poll Voting

- The voting at the 54th AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as the Administration and Polling Agent to conduct the poll by way of electronic voting (e-voting).
- Members or proxies/corporate representatives/attorneys can proceed to vote on the resolution at any time from 2:00 p.m. on Tuesday, 26 April 2022 until the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the 54th AGM, the Independent Scrutineer will verify the poll results followed by the Chairman's declaration whether the resolution is duly passed.

Questions to the Directors or Management

The Board recognises that the AGM is a valuable opportunity for the Board to engage with members.

(a) Pre-Meeting

In order to enhance the efficiency of the proceedings of the 54th AGM, members may in advance, before the AGM, submit questions to the Board / Senior Management via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login and pose your questions and submit it electronically no later than 2:00 p.m. on Sunday, 24 April 2022.

(b) During the Meeting

Members/Proxies may use the Query Box facility to ask questions real time (in the form of typed text) during the meeting.

The Directors / Management will endeavour to respond to questions submitted pre-meeting and questions raised during the meeting on the day of the 54th AGM.

No Recording or Photography

STRICTLY NO voice and/or video recording or photography of the 54th AGM proceeding is allowed.

Enquiries

If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons :

Mohammad Amirul Iskandar

+603-2783 9263 | email : Mohammad.Amirul@my.tricorglobal.com

Mohamad Khairudin Bin. Tajudin

+603-2783 7973 | email : Mohamad.Khairudin@my.tricorglobal.com

Notice of 54th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 54th Annual General Meeting of **Cycle & Carriage Bintang Berhad** (“**Company**”) will be conducted fully virtual and live streamed through the online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tiih.online> on **Tuesday, 26 April 2022** at **2:00 p.m.** for the transaction of the following businesses:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
2. To approve the payment of Directors’ fees and benefits of up to RM384,000 for the financial year ending 31 December 2022. (2021: RM384,000). **Resolution 1**
Refer to Explanatory Note 2
3. To re-elect Mr. Anthony Albert Collingridge, who is retiring pursuant to Clause 98 of the Constitution of the Company. **Resolution 2**
Refer to Explanatory Note 3
4. To re-elect Mr. Wilfrid Foo Tsu-Jin, who is retiring pursuant to Clause 102 of the Constitution of the Company. **Resolution 3**
Refer to Explanatory Note 3
5. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**
Refer to Explanatory Note 4

As Special Business:

To consider and if thought fit, to pass the following resolution with or without modifications:

6. **Ordinary Resolution** **Resolution 5**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”)

“THAT subject to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 75 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this general mandate does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**Proposed 20% General Mandate**”).

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022. Thereafter, with effect from 1 January 2023, the general mandate limit shall revert to 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being, pursuant to Paragraph 6.03 of the Main Market Listing Requirements (“**Proposed 10% General Mandate**”).

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;

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- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter be referred to as the "**Proposed General Mandate**".)

THAT the Directors of the Company be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete, take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- 7. To transact any other business of which due notice shall be given.

By Order of the Board

Yeap Kok Leong (SSM PC No. 202008001750) (MAICSA 0862549)

Ong Wai Leng (SSM PC No. 202008003219) (MAICSA 7065544)

Lau Yen Hoon (SSM PC No. 202008002143) (MAICSA 7061368)

Company Secretaries

Kuala Lumpur

Dated: 28 March 2022

Notes:

1. In light of the COVID-19 pandemic and in support of the Government of Malaysia's ongoing efforts to manage the situation, the 54th Annual General Meeting of the Company ("**54th AGM**") will be conducted on a fully virtual basis through live streaming with online remote voting made possible using the Remote Participation and Voting ("**RPV**") facilities.
2. Please follow the procedures provided in the Administrative Guide for the 54th AGM in order to register, participate and vote remotely using the RPV facilities.
3. According to the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia. Further, the FAQs on Virtual General Meetings issued by the Companies Commission of Malaysia clarifies that in the case of fully virtual general meetings, the Chairman is deemed to be present at the main venue of the meeting by his presence if the URL of the online meeting platform is in Malaysia or the physical address of the Registrant is in Malaysia.

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4. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolutions set out in the Notice of the 54th AGM will be put to vote by way of poll.
 5. For the purpose of determining a Member who shall be entitled to participate in the 54th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 59(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act 1991 ("**SICDA**") to issue a General Meeting Record of Depositor as at **20 April 2022**. Only a depositor whose name appears therein shall be entitled to participate and/or vote at the said AGM or appoint a proxy(ies) to participate and/or vote in his/her stead.
 6. A Member of the Company entitled to participate and vote at the 54th AGM is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to participate and vote in his/her stead at the 54th AGM. A proxy need not be a Member of the Company and a Member shall appoint not more than two (2) proxies to participate and vote at the same meeting.
 7. Where a Member appoints more than one (1) proxy, the appointments shall be invalid unless such Member specifies the proportions of the Member's shareholdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to participate and vote at the 54th AGM.
 8. The Proxy Form must be signed under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation either under common seal or where a corporation does not have a seal, by any two (2) of its authorised officers or under the hand of the officer or attorney duly authorised and in the case of a corporation with a single director, it shall be signed by the single director and countersigned by the company secretary of the corporation.
 9. In the event a Member duly executes the Proxy Form but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the 54th AGM as his/her proxy.
 10. Any alterations in the Proxy Form must be initialled.
 11. **To be valid, the duly completed Proxy Form shall be deposited in the following manner not later than 2:00 p.m. on Sunday, 24 April 2022:**
 - (i) by hand or post to the Administration and Polling Agent's office at **Tricor Investor & Issuing House Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia** or alternatively, **Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;** or
 - (ii) by electronic means through TIH Online website at <https://tiih.online>.
- Please refer to the 54th AGM Administrative Guide for the detailed requirements and procedures for submission of Proxy Form.
12. Where a Member is an authorised nominee as defined under the SICDA, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
 13. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
 14. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

Explanatory Notes on Ordinary Business:

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

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.

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2. Item 2 of the Agenda – Proposed Resolution 1 Approval for Directors’ Fees and Benefits

Section 230(1) of the Act requires the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries to be approved at a general meeting. Pursuant thereto, shareholders’ approval will be sought at this 54th AGM for the fees and any benefits payable to the Directors for the financial year ending 31 December 2022.

Directors’ fees and benefits approved for the financial year ended 31 December 2021 was RM384,000.

The Directors’ fees and benefits proposed for the financial year ending 31 December 2022 are calculated based on the estimated number of Board and Board Committees meetings for the year 2022 and assuming that all Non-Executive Directors will hold office until the end of the financial year. Based on the remuneration structure of the non-executive directors, the meeting allowance for Chairman and members of the Board and Board Committees is RMI,000 per meeting.

This resolution is to facilitate payment of Directors’ fees and benefit on current financial year basis. In the event that the proposed Directors’ fees and benefits is insufficient (e.g. due to enlarged Board size or additional special Board and/or Board Committees meetings are held), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. Items 3 & 4 of the Agenda – Proposed Resolutions 2 & 3 Re-election of Directors

Clause 98 of the Constitution of the Company provides that one-third of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third with a minimum of one, shall retire from office at AGM PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall retain office until the close of the AGM at which he retires. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who become or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Mr. Anthony Albert Collingridge, who is retiring pursuant to Clause 98 of the Constitution of the Company, is eligible and has offered himself for re-election. His profile is available in the Directors’ Profile on page 21 of the Company’s Annual Report 2021.

Clause 102 of the Constitution of the Company provides that the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such General Meeting.

Mr. Wilfrid Foo Tsu-Jin, who is retiring pursuant to Clause 102 of the Constitution of the Company, is eligible and has offered himself for re-election. His profile is available in the Directors’ Profile on page 20 of the Company’s Annual Report 2021.

The Nomination and Remuneration Committee (“NRC”) had assessed and were satisfied with the performance and contribution of Mr. Anthony Albert Collingridge and Mr. Wilfrid Foo Tsu-Jin. The NRC had recommended and the Board of Directors (with the exception of the retiring Directors who have abstained from deliberation and decision-making on their respective re-election) had approved the NRC’s recommendation that the retiring Directors be re-elected as Directors of the Company at the forthcoming AGM.

4. Item 5 of the Agenda – Proposed Resolution 4 To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company

The Board had at its meeting held on 24 February 2022 approved the recommendation by the Audit Committee (“AC”) on the re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company. The Board and the AC collectively agreed that PricewaterhouseCoopers PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

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Explanatory Notes on Special Business:

5. Item 6 of the Agenda – Proposed Resolution 5 Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

Bursa Securities has via its letter dated 23 December 2021 extended the implementation period of several temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities from 10% to 20% of the total number of issued shares of the Company for the time being. This general mandate limit increase is only valid up till 31 December 2022 and thereafter, the 10% general mandate limit will be reinstated.

The proposed ordinary resolution is a new mandate sought for issue of securities and if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**Proposed 20% General Mandate**") up to 31 December 2022. With effect from 1 January 2023, the 10% general mandate limit according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities will be reinstated ("**Proposed 10% General Mandate**").

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

After due consideration of the financial position of the Company, future financial needs of the Company and the prevailing economic conditions in light of the global COVID-19 pandemic, the Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to raise funds expeditiously without having to incur additional costs and time, if the need arises. It enables the Directors to take swift action in case of a potential fund-raising exercise to fund current and/or future investment projects, working capital, day-to-day operational expenses and/or acquisitions, as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

Personal data privacy:

By registering for the remote participation and electronic voting or submitting an instrument appointing a proxy(ies), attorney(s) and/or representative(s) to attend, participate and vote at the 54th AGM and/or any adjournment thereof, a Member of the Company:

- (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies), attorney(s) and/or representative(s) appointed for the 54th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 54th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"),
- (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies), attorney(s) and/or representative(s) to the Company (or its agents), the Member has obtained the prior consent of such proxy(ies), attorney(s) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies), attorney(s) and/or representative(s) for the Purposes, and
- (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.

CDS Account No
No. of shares held

PROXY FORM

I/We _____ Tel.No. _____
 (Full name in block, NRIC No./Company No. and telephone number)

of _____

being a member/members of **Cycle & Carriage Bintang Berhad**, hereby appoint:-

Full Name (in Block)	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or (delete as appropriate)

Full Name (in Block)	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

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 **54th Annual General Meeting** of the Company ("**AGM**") which will be conducted fully virtual and live streamed through the online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tiih.online> on **Tuesday, 26 April 2022 at 2:00 p.m.** and at any adjournment thereof, on the following resolutions referred to in the Notice of 54th AGM.

My/our proxy is to vote as indicated below:

Resolutions	For	Against
1. Payment of Directors' fees and benefits for the financial year ending 31 December 2022.	Resolution 1	
2. Re-election of Mr. Anthony Albert Collingridge who retires pursuant to Clause 98 of the Constitution of the Company.	Resolution 2	
3. Re-election of Mr. Wilfrid Foo Tsu-Jin who retires pursuant to Clause 102 of the Constitution of the Company.	Resolution 3	
4. Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company.	Resolution 4	
5. Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Resolution 5	

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit and at his/her discretion.

Signed this _____ day of _____, 2022

 Signature of Shareholder/Common Seal

Notes:

- In light of the COVID-19 pandemic and in support of the Government of Malaysia's ongoing efforts to manage the situation, the 54th Annual General Meeting of the Company ("**54th AGM**") will be conducted on a fully virtual basis through live streaming with online remote voting made possible using the Remote Participation and Voting ("**RPV**") facilities.
- Please follow the procedures provided in the Administrative Guide for the 54th AGM in order to register, participate and vote remotely using the RPV facilities.
- According to the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia. Further, the FAQs on Virtual General Meetings issued by the Companies Commission of Malaysia clarifies that in the case of fully virtual general meetings, the Chairman is deemed to be present at the main venue of the meeting by his presence if the URL of the online meeting platform is in Malaysia or the physical address of the Registrant is in Malaysia.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the resolutions set out in the Notice of the 54th AGM will be put to vote by way of poll.
- For the purpose of determining a Member who shall be entitled to participate in the 54th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 59(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act 1991 ("**SICDA**") to issue a General Meeting Record of Depositor as at **20 April 2022**. Only a depositor whose name appears therein shall be entitled to participate and/or vote at the said AGM or appoint a proxy(ies) to participate and/or vote in his/her stead.
- A Member of the Company entitled to participate and vote at the 54th AGM is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to participate and vote in his/her stead at the 54th AGM. A proxy need not be a Member of the Company and a Member shall appoint not more than two (2) proxies to participate and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointments shall be invalid unless such Member specifies the proportions of the Member's shareholdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to participate and vote at the 54th AGM.
- The Proxy Form must be signed under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation either under common seal or where a corporation does not have a seal, by any two (2) of its authorised officers or under the hand of the officer or attorney duly authorised and in the case of a corporation with a single director, it shall be signed by the single director and countersigned by the company secretary of the corporation.
- In the event a Member duly executes the Proxy Form but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the 54th AGM as his/her proxy.
- Any alterations in the Proxy Form must be initialled.
- To be valid, the duly completed Proxy Form shall be deposited in the following manner not later than **2:00 p.m.** on **Sunday, 24 April 2022**:
 (i) by hand or post to the Administration and Polling Agent's office at **Tricor Investor & Issuing House Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia** or alternatively, the Customer Service Centre at **Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia**; or
 (ii) by electronic means through TIH Online website at <https://tiih.online>.
 Please refer to the 54th AGM Administrative Guide for the detailed requirements and procedures for submission of Proxy Form.
- Where a Member is an authorised nominee as defined under the SICDA, it may appoint not more than two (2) proxies 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 (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), a Member accepts and agrees to the personal data privacy terms set out in the Notice of 54th AGM dated 28 March 2022.

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THE ADMINISTRATION AND POLLING AGENT

Cycle & Carriage Bintang Berhad

(Registration Number: 196701000428 (7378-D))

Tricor Investor & Issuing House Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur,
Malaysia

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