

PROXY FORM

Number of Shares

I/We _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

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

Name	Designation	Proportion of Shareholding (%)

and/or (delete as appropriate)

Name	Designation	Proportion of Shareholding (%)

or failing him/her, the Chairman of the meeting, as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Eighteenth (18th) Annual General Meeting of the Company, to be held at the Soliu, Level 31, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Tuesday, 29 April 2025 at 11.30 a.m. and at any adjournment thereof.

My/Our proxy/proxies is/are to vote either on a show of hands or on a poll as indicated below with an “X”:

No.	Resolutions		For	Against
1.	Payment of Directors’ Fees from the 18 th to the 19 th AGM	(Ordinary Resolution No. 1)		
2.	Payment of Directors’ benefits comprising meeting allowances from the 18 th to the 19 th AGM	(Ordinary Resolution No. 2)		
3.	Re-election of Dato’ Bakarudin Ishak under Articles 23.5 and 23.6 of the Company’s Constitution	(Ordinary Resolution No. 3)		
4.	Re-election of Tan Sri Dr. Nik Norzrul Thani N. Hassan Thani under Articles 23.5 and 23.6 of the Company’s Constitution	(Ordinary Resolution No. 4)		
5.	Re-election of Dato’ Muzaffar Hisham under Article 23.2 of the Company’s Constitution	(Ordinary Resolution No. 5)		
6.	Re-election of Datin Fazlina Pawan Teh under Article 23.2 of the Company’s Constitution	(Ordinary Resolution No. 6)		
7.	To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration	(Ordinary Resolution No. 7)		

Dated this _____ day of _____ 2025

Signature of Member(s)

NOTES

1.

A member entitled to attend and vote at the meeting shall be entitled to appoint up to two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2.

Where a member appoints more than one (1) proxy, the appointments shall not be valid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
3.

The instrument appointing the proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4.

All Proxy Forms must be duly executed and deposited at the Registered Office of the Company at Level 32, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur or emailed to cosec@cagamas.com.my not less than 48 hours before the time appointed for holding the meeting or adjourned meeting as the case may be.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

(1) Ordinary Resolution 1 – Directors’ Fees

Section 230(1)(a) of the Companies Act, 2016 (“CA 2016”) provides that “the fees” of the Directors and “any benefits” payable to the Directors of a public company shall be approved at a general meeting.

The last revision of Directors’ fees was conducted in 2019. In view of the Director’s time commitment having to engage in detail deliberations on the business and operation and based on benchmarking against industry peers, a review on the Directors’ fees was undertaken.

The Board of Directors (“Board”) had, at its 69th meeting held on 14 June 2024, agreed to recommend for the shareholders’ approval, the following proposed fee structure:

	Current Fees (RM)	Proposed Fees (RM)
	(Approved at the 12 th AGM on 3 May 2019)	(Approval sought at the 18 th AGM)
Chairman’s Fees (RM/per annum)	100,000 (Chairman of the Board)	120,000 (Chairman of the Board)
Director’s Fees (RM/per annum)	70,000 (Chairman of the Board Committees/Directors)	85,000 (Chairman of the Board Committees/Directors)

(2) Ordinary Resolutions 3, 4, 5 and 6 – Re-election of Directors

The Board is satisfied with the fitness and propriety as well as the contributions of the Directors who are retiring and offering themselves for re-election at this AGM, based on their respective Directors’ Fit & Proper Declaration Forms and the annual assessment carried out by the Group Board Governance Committee.

The Directors who shall retire in accordance with the Articles of the Company’s Constitution and eligible for re-election are as follows:

- (i)

Articles 23.5 and 23.6:

Dato’ Bakarudin Ishak and Tan Sri Dr. Nik Norzrul Thani N. Hassan Thani, who have been the longest in office since their last election to retire and shall be eligible for re-election.
- (ii)

Article 23.2:

Dato’ Muzaffar Hisham who was appointed as Director on 1 May 2024, shall hold office until the 18th AGM and shall be eligible for re-election.

Datin Fazlina Pawan Teh who was appointed as Director on 1 January 2025, shall hold office until the 18th AGM and shall be eligible for re-election.

The profiles of the Directors seeking re-election are set out in the “Profile of the Board of Directors” in the Company’s 2024 Annual Report.

(3) Ordinary Resolution 7 – Re-appointment of Auditors

Being satisfied with the performance, competencies, audit approach and independence of Messrs. Ernst & Young PLT, the Group Board Audit Committee (“GBAC”) has recommended the appointment of Messrs. Ernst & Young PLT as external auditors of the Company and its subsidiaries for the financial year ending 31 December 2025.

The Board endorsed GBAC’s recommendation to seek shareholders’ approval to re-appoint Messrs. Ernst & Young PLT as external auditors of the Company and its subsidiaries until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remunerations.

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STAMP

Company Secretary
CAGAMAS HOLDINGS BERHAD
Level 32, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

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