



SASBADI

SASBADI HOLDINGS BERHAD

(Company No.: 1022660-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Sasbadi Holdings Berhad will be held at The Greens 3 Function Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 18 February 2016 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2015 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of a final single tier dividend of 2 sen per ordinary share of RM0.50 each for the financial year ended 31 August 2015. **Ordinary Resolution 2**
- To approve the payment of Directors' Fees of RM600,000 for the financial year ending 31 August 2016. **Ordinary Resolution 3**
- To re-elect Mr Lee Swee Hang as Director, who is retiring by rotation pursuant to Article 84 of the Company's Articles of Association. **Ordinary Resolution 3**
- To re-elect Mr Lim Hun Soon @ David Lim as Director, who is retiring by rotation pursuant to Article 84 of the Company's Articles of Association. **Ordinary Resolution 4**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

SPECIAL BUSINESS

To consider and if deemed fit, with or without any modification(s), to pass the following resolutions:-

- ORDINARY RESOLUTION**
PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH IN SASBADI HOLDINGS BERHAD INTO TWO (2) ORDINARY SHARES OF RM0.25 EACH IN SASBADI HOLDINGS BERHAD ("PROPOSED SHARE SPLIT") **Ordinary Resolution 6**

"THAT subject to the passing of Special Resolution 1 below and the approval of all relevant authorities being obtained, approval be and is hereby given to the Company to subdivide each of the ordinary share of RM0.50 each in the Company into two (2) ordinary shares of RM0.25 each ("Subdivided Shares") held by registered shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board of Directors.

THAT the Subdivided Shares shall, upon issuance and allotment, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Subdivided Shares were allotted on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

AND THAT the Board be and is hereby authorised to do all acts and things as may be required to give full effect to the Proposed Share Split with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

- SPECIAL RESOLUTION**
PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF SASBADI HOLDINGS BERHAD TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT ("PROPOSED AMENDMENT") **Special Resolution 1**

"THAT subject to the passing of Ordinary Resolution 6 above, the existing first sentence of Clause 5 of the Memorandum of Association of the Company be amended to as follows:

Existing Clause 5	Proposed Clause 5
The Authorised Capital of the Company is RM500,000,000 divided into 1,000,000,000 shares of RM0.50 each.	The Authorised Capital of the Company is RM500,000,000 divided into 2,000,000,000 shares of RM0.25 each.

AND THAT the Board be and is hereby authorised to do all acts and things as may be required to give full effect to the Proposed Amendment with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

- ORDINARY RESOLUTION**
AUTHORITY FOR DIRECTORS TO ISSUE SHARES **Ordinary Resolution 7**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the Main Market Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue new shares in the Company at any time, to such person or persons, 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 issued pursuant to this resolution does not exceed ten per cent (10%) of the nominal value of the total issued and paid-up share capital of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

FURTHER NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Third Annual General Meeting to be held on Thursday, 18 February 2016, a final single tier dividend of 2 sen per ordinary share of RM0.50 each for the financial year ended 31 August 2015 will be payable on 18 March 2016 to Depositors registered in the Record of Depositors on 24 February 2016.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 24 February 2016 in respect of ordinary transfer; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board
SASBADI HOLDINGS BERHAD

YEOH CHONG KEAT (MIA 2736)
TAN FONG SHIAN (MAICSA 7023187)
Secretaries

Kuala Lumpur
26 January 2016

Notes:

- A member may appoint up to two (2) proxies to attend and vote instead of him/her at the meeting. If the member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to 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 as defined under the Securities Industry (Central Depositories) Act 1991 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.
- Only a depositor whose name appears in the Company's Record of Depositors as at 12 February 2016 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his 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.
- The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of that power or authority shall be deposited at the Registered Office of the Company at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 6

The proposed Ordinary Resolution 6, if passed, is expected to enhance the marketability and trading liquidity of the ordinary shares of the Company on Bursa Securities as a result of the increase in the number of shares in issue. The Proposed Share Split will result in an adjustment to the market price of the Company's shares, making the shares more affordable and appealing to a wider group of public shareholders and/or investors to participate in the growth of the Company.

Special Resolution 1

The proposed Special Resolution 1, if passed, will amend the Memorandum of Association of the Company to facilitate the implementation of the Proposed Share Split.

Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company pursuant to Section 132D of the Companies Act, 1965 ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the nominal value of the total issued share capital of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company had been granted a general mandate by its shareholders at the Second AGM held on 11 February 2015 ("Previous Mandate"). As at the date of this Notice, the Company had placed out 12,700,000 new ordinary shares of RM0.50 each which raised a total proceeds of RM31,623,000 pursuant to the Previous Mandate through a private placement exercise ("Private Placement"). The proceeds raised are expected to be utilised in the following manner:

Details of utilisation	RM'000	Estimated timeframe for utilisation (from receipt of proceeds)
Part financing of future acquisition(s) of publishing / education / education-related business(es), or intellectual property rights	20,000	Within eighteen (18) months
Part repayment of bank borrowings	6,000	Within three (3) months
Working capital	5,103	Within six (6) months
Estimated expenses in relation to the Private Placement	520	Within one (1) month
Total	31,623	

The purpose to seek the General Mandate is to enable the Company to raise funds expediently for the purpose of funding future investment project(s), working capital, repayment of borrowings and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.