



NOTICE OF THE TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23rd) Annual General Meeting ("AGM") of the Company will be held at Ballroom, Bukit Mewah Club, Jalan Bukit Indah 2, Taman Bukit Mewah, 43000 Kajang, Selangor on Tuesday, 8 January 2019 at 10.00 a.m. for the following purposes:-

- To receive the Audited Financial Statements for the financial year ended 31 July 2018 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note A)*
- To approve the payment of Directors' Fees to the Non-Executive Directors up to RM114,000 for the financial year ended 31 July 2018. *(Ordinary Resolution 1)*
- To approve the payment of Directors' Benefits to the Non-Executive Directors of the Company up to an amount of RM70,000 from 1 February 2018 until the conclusion of the next AGM of the Company. *(Ordinary Resolution 2)*
- To re-elect the following Directors who are retiring by rotation pursuant to Article 106 of the Company's Articles of Association:-
(i) Dato' Sri Chee Hong Leong, JP
(ii) Dato' Mohamad Azmi Bin Ali *(Ordinary Resolution 3)*
(Ordinary Resolution 4)
- To re-elect the following Directors who are retiring pursuant to Article 93 of the Company's Articles of Association:-
(i) Dato' Abdul Rashid Bin Mat Amin *(Ordinary Resolution 5)*
(ii) Dato' Wong Gian Kui *(Ordinary Resolution 6)*
- To re-appoint Messrs. UHY as Auditors of the Company for ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 7)*

As Special Business

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *(Ordinary Resolution 8)*
"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit ("General Mandate"), provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

- PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS FROM THE FUNDS RAISED PURSUANT TO THE DISPOSAL BY SYF RESOURCES BERHAD ("SYF") OF THE ENTIRE ISSUED SHARE CAPITAL IN GREAT PLATFORM SDN BHD ("GREAT PLATFORM") TO MIECO CHIPBOARD BERHAD ("MIECO") TOGETHER WITH THE SETTLEMENT BY MIECO OF THE SHAREHOLDER'S ADVANCES OWED BY GREAT PLATFORM TO SYF ("DISPOSAL"), WHICH WAS COMPLETED ON 27 FEBRUARY 2018 ("PROPOSED VARIATION")** *(Ordinary Resolution 9)*

"THAT approval be and is hereby granted to the Company to vary the intended manner of utilisation of the proceeds raised from the Disposal as set out in Section 2.1 of the Statement/Circular to shareholders of the Company dated 30 November 2018 in the manner and to the extent set out in Section 2.1 of this Statement/Circular to shareholders of the Company dated 30 November 2018; AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation."

- PROPOSED RENEWAL OF RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") SHAREHOLDERS' MANDATE ("PROPOSED RENEWAL RRPT MANDATE") AND PROPOSED NEW RRPT SHAREHOLDERS' MANDATE ("PROPOSED NEW RRPT MANDATE") FOR RRPT ("COLLECTIVELY, PROPOSED RRPT MANDATE")** *(Ordinary Resolution 10)*

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in the Statement/Circular to Shareholders dated 30 November 2018, provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations;
 - are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
 - are not detrimental to the minority shareholders of the Company.
- AND THAT such approval, shall continue to be in force until:
- the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
 - the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is earlier;

AND THAT the estimated aggregate value of the transactions conducted pursuant to the Proposed RRPT Mandate during a financial year will be disclosed, in accordance with the Listing Requirements, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate."

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** *(Ordinary Resolution 11)*

"THAT, subject to the Companies Act, 2016 ("the Act"), the provisions of the Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
 - the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
 - the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;
- AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")** *(Special Resolution 1)*

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Statement/Circular to Shareholders dated 30 November 2018 be and is hereby adopted as the Company's Constitution AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board

SYF RESOURCES BERHAD

Tan Tong Lang (MAICSA 7045482)

Thien Lee Mee (LS0009760)

Company Secretaries

Kuala Lumpur

30 November 2018

NOTES:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company.
- Where a member of the Company appoints a maximum of two (2) proxies to attend and vote at the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- 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 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 29 December 2018 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

1. EXPLANATORY NOTES ON ORDINARY BUSINESS

Explanatory Note A - Audited Financial Statements for The Financial Year Ended 31 July 2018

This agenda item is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 8 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed adoption of the Ordinary Resolution No. 8, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("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 total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Second (22nd) AGM held on 8 January 2018 and which will lapse at the conclusion of the Twenty-Third (23rd) AGM.

Ordinary Resolution 9 – Proposed Variation

For Further information on this resolution, please refer to the Statement/Circular to Shareholders dated 30 November 2018 which is despatched together with the Annual Report 2018.

Ordinary Resolution 10 – Proposed RRPT Mandate

Ordinary Resolution 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Statement/Circular to Shareholders dated 30 November 2018, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 30 November 2018 which is despatched together with the Annual Report 2018.

Ordinary Resolution 11 – Proposed Renewal of Share Buy-Back Authority

Ordinary Resolution 11, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will be expired at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 30 November 2018 which is despatched together with the Annual Report 2018.

Special Resolution 1 – Proposed Adoption

The proposed Special Resolution 1 if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016, Bursa Securities Main Market Listing Requirements and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular/Statement to Shareholders dated 30 November 2018.