

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of SBC Corporation Berhad will be held at the SBC Sales Gallery, Lot PT 9076, Jalan 4/18A, Off Jalan Ipoh, Batu 5½, Taman Mastiara, 51200 Kuala Lumpur on Thursday, 26 September 2019 at 10.00 a.m. to transact the following business -

AGENDA

As Ordinary Business

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended 31 March 2019 together with the Auditors' Report thereon. (Ordinary Resolution 1)
2. To declare a first and final single tier dividend of 1 sen per share for the year ended 31 March 2019. (Ordinary Resolution 2)
3. To approve the following payment to Directors –
 - (a) Fees totalling RM112,000 payable for the year ending 31 March 2020. (Ordinary Resolution 3)
 - (b) Benefits of up to RM100,000 from this Annual General Meeting until the next annual general meeting of the Company. (Ordinary Resolution 4)
4. To re-elect the following Directors retiring by rotation pursuant to Article 77 of the Articles of Association (Constitution) of the Company –
 - (a) YBhg. Datuk Sia Teong Heng (Ordinary Resolution 5)
 - (b) YBhg. Dato' Lim Cheang Nyok (Ordinary Resolution 6)
5. To re-appoint Crowe Malaysia PLT (converted from a conventional partnership, Crowe Malaysia) as Auditors of the Company and to authorize the Directors to fix their remuneration. (Ordinary Resolution 7)

As Special Business, to consider and, if thought fit, to pass the following resolutions –

6. **AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES** (Ordinary Resolution 8)

“THAT subject always to the Companies Act, 2016, the Articles of Association (Constitution) of the Company and the approval from the Bursa Malaysia Securities Berhad and other governmental/regulatory bodies, where such approval shall be necessary, the Directors be and are hereby authorised pursuant to Section 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as they 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 total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

7. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** (Ordinary Resolution 9)

“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 (“the Act”), the provisions of the Company’s Memorandum and Articles of Association (Constitution) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority, approval be and is hereby given to renew the authority for the Company to purchase its own shares through Bursa Securities, subject to the following –

- (a) the maximum number of shares which may be purchased by the Company (which includes the shares already purchased and held as treasury shares) shall be 25,812,905 representing 10% of the total number of issued shares of the Company as at 21 June 2019;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the audited retained profits of the Company as at 31 March 2019 of RM13.28 million;
- (c) the authority conferred by this Ordinary Resolution will be effective immediately upon the passing of this Ordinary Resolution and will expire at the conclusion of the next annual general meeting or the expiry of the period within which the next annual general meeting is required by law to be held, whichever occurs first (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and in any event, in accordance with the provisions of the requirements issued by Bursa Securities or any other relevant authorities;
- (d) upon completion of the purchase by the Company of its own shares, the shares shall be dealt with in the following manner –
 - (i) to cancel the shares so purchased; or
 - (ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders of the Company and/or resell through Bursa Securities and/or subsequently cancel the treasury shares and/or transfer the treasury shares for the purposes of or under an employees’ share scheme or as purchase consideration; or
 - (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder,

and in any other manner as prescribed by Section 127 of the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

8. **PROPOSED ALTERATION OF THE WHOLE OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION** (Special Resolution 1)

“THAT the existing Memorandum and Articles of Association of the Company be and are hereby altered by deleting the same in their entirety and replaced with a new Constitution of the Company marked as Appendix I to the Circular to Shareholders dated 31 July 2019 AND THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give full effect to the new Constitution of the Company with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in such manner as may deem fit, expedient and in the best interest of the Company, to implement, finalise and give full effect to the new Constitution of the Company.”

9. To consider any other business for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Twenty-Ninth Annual General Meeting of the Company, the first and final single tier dividend of 1 sen per share for the year ended 31 March, 2019 will be paid on 5 November, 2019 to Depositors registered in the Record of Depositors on 17 October, 2019.

A Depositor shall qualify for entitlement only in respect of :

- a) shares transferred into the Depositor’s Securities Account before 4.30 p.m. on 17 October, 2019 in respect of ordinary transfers; and
- b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

CHONG FOOK SIN
KAN CHEE JING
Company Secretaries

Kuala Lumpur
31 July 2019

NOTES -

(1) A member whose name appear in the Record of Depositors as at 19 September 2019 shall be regarded as a member entitled to attend, speak and vote at the meeting.

(2) **Proxy -**

A member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof. If the appointor is a corporation, this Form must be executed under its common seal or under the hand of its attorney.

Where a member of the Company 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

(3) **Ordinary Resolution 4 -**

The Directors’ benefits comprise the following –

- (a) Meeting allowance of RM300 per meeting; and
- (b) Training benefits and directors & officers liability insurance coverage.

(4) **Ordinary Resolution 8 -**

This resolution, if passed, will give the Directors authority to issue and allot new ordinary shares up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting.

The approval is a renewed general mandate and is sought to provide flexibility and to avoid delay and cost in convening a general meeting for such issuance of shares.

Should there be a decision to issue new shares after the authority is sought, the Company will make an announcement of the actual purpose and utilization of proceeds arising from such issuance of shares.

As at the date of this Notice, 23,298,268 new ordinary shares in the Company were issued at RM0.46 per share by way of Private Placement pursuant to the authority granted to the Directors at the last Annual General Meeting held on 26 September 2018 and which will lapse at the conclusion of the Twenty-Ninth Annual General Meeting.

Further information on the purpose and utilization of proceeds from the Private Placement is set out under the Additional Compliance Information section on page 39 of the Annual Report 2019.

(5) Ordinary Resolution 9 -

The detailed text on this resolution on the Proposed Renewal of Authority for Share Buy-Back is included in the Statement to Shareholders dated 31 July 2019 which is enclosed together with the Annual Report 2019.

(6) Special Resolution 1 -

The detailed text on this resolution on the Proposed Alteration of the whole of the existing Memorandum and Articles of Association by replacing with a new Constitution is included in the Circular to Shareholders dated 31 July 2019 which is enclosed together with this Annual Report.

This resolution, if approved, will bring the Constitution of the Company to be in line with the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.