



SERBA DINAMIK
HOLDINGS BERHAD
(Company No. 1167905-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Serba Dinamik Holdings Berhad ("SDHB" or "Company") will be held at Shah Alam Convention Centre, Room 4, Level 1, No. 4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor on Monday, 18 November 2019 at 9.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED SHARE SPLIT INVOLVING A SUBDIVISION OF EVERY TWO EXISTING ORDINARY SHARES IN SDHB ("SDHB SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD OF DIRECTORS OF SDHB ("BOARD") AND ANNOUNCED AT A LATER DATE ("ENTITLEMENT DATE") INTO THREE SDHB SHARES ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")

"THAT subject to the approval of all relevant authorities and/or parties (if required) being obtained, authority be and is hereby given to the Board to subdivide every two existing SDHB Shares held by all entitled shareholders of the Company whose name appear in the Record of Depositors of SDHB as at the close of business day on the Entitlement Date into three Subdivided Shares;

THAT the fractional entitlements arising from the Proposed Share Split, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT such Subdivided Shares will, upon allotment and issuance, rank equally in all respects with each other;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Share Split and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposed Share Split."

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 881,100,000 NEW SDHB SHARES ("BONUS SHARES") ON THE BASIS OF TWO BONUS SHARES FOR EVERY FIVE SUBDIVIDED SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED SHARE SPLIT ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approval of all relevant authorities and/or parties (if required) being obtained, authority be and is hereby given to the Board to allot and issue up to 881,100,000 Bonus Shares to the entitled shareholders of SDHB whose name appear in the Register of Depositors of SDHB as at the close of business day on the same Entitlement Date as the Proposed Share Split, on the basis of two Bonus Shares for every five Subdivided Shares;

THAT the Board be and is hereby authorised to issue the Bonus Shares as fully paid, at no consideration and without capitalisation of the Company's reserves;

THAT the fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT such Bonus Shares will, upon allotment and issuance, rank equally in all respects with existing SDHB Shares as at the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Bonus Issue of Shares and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 881,100,000 FREE WARRANTS IN SDHB ("WARRANTS") ON THE BASIS OF TWO WARRANTS FOR EVERY FIVE SUBDIVIDED SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED SHARE SPLIT ("PROPOSED ISSUE OF FREE WARRANTS")

"THAT subject to the approval of all relevant authorities and/or parties (if required) being obtained, authority be and is hereby given to the Board to allot and issue up to 881,100,000 Warrants on the basis of two Warrants for every five Subdivided Shares held on the same Entitlement Date as the Proposed Share Split;

THAT the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("Deed Poll") and to do all acts, deeds and things as they may deem fit and expedient, to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants ("Additional Warrants") as may be required or permitted to be issued as a consequence of any adjustment under the provisions of the Deed Poll, and where required, to adjust from time to time the exercise price and/or the number of the Warrants to which the holders of the Warrants ("Warrantholders") are entitled to be issued in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new SDHB Shares, allotted as fully paid-up, to the Warrantholders arising from the exercise of the Warrants and Additional Warrants, if any, by the Warrantholders pursuant to the provisions of the Deed Poll;

THAT fractional entitlements arising from the Proposed Issue of Free Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the Board be and is hereby authorised to utilise the proceeds raised from the exercise of the Warrants for such purpose and in such manner as set out in Section 2.5 of the circular to shareholders of the Company dated 24 October 2019 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject (if required) to the approval of the relevant authorities and in the best interest of the Company;

THAT the new SDHB Shares to be issued from the exercise of the Warrants and/or the Additional Warrants ("Exercised Shares") will, upon allotment and issuance, rank equally in all respects with the existing SDHB Shares as at the date of allotment of the Exercised Shares, save and except that the new SDHB Shares to be issued from the exercise of the Warrants and/or the Additional Warrants will not be entitled to any dividends, rights, allotments and/or other forms of distribution which relevant entitlement date is before the date of allotment of the Exercised Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Issue of Free Warrants and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposed Issue of Free Warrants."

By Order of the Board

MUHAMMAD HAFIZ BIN OTHMAN (MIA 37218)

NADIAH ILI BINTI ADNAN (MAICSA 7062952)

Company Secretaries

Kuala Lumpur

24 October 2019

Notes:

- (1) A member of the Company who is entitled to attend and vote at the meeting shall be entitled to appoint any person as his proxy to attend and vote instead of him.*
- (2) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint 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.*
- (3) A member of the Company who 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- (4) Where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
- (5) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.*
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.*
- (7) Where a member appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxy.*
- (8) The instrument of proxy must be deposited at the Share Registrar's Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
- (9) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 11 November 2019 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.*