



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at Ballroom III, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 04 December 2019 at 11 a.m for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and allowances up to RM500,000 for the financial year ending 30 June 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 96 of the Company's Article of Association:-
 - Mr. Yeoh Kim Wah **(Ordinary Resolution 2)**
 - Dato' Chua Tia Guan **(Ordinary Resolution 3)**
 - Ms. Chan Foong Ping **(Ordinary Resolution 4)**
- To approve the re-appointment of the retiring Auditors, Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

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

- Authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 6)**

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional ordinary shares so issued in Bursa Malaysia Securities Berhad and such authority shall continue in force until the conclusion of the next annual general meeting of the Company"
- Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")** **(Ordinary Resolution 7)**

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be hereby given for the renewal of the shareholders' mandate for the Company and its subsidiaries ("STC Group") to enter into and to give effect to specified RRPT and with specified class of the Related Parties as stated in Section 2.4 of the Circular to Shareholders dated 31 October 2019, which are necessary for its day-to-day operations, to be entered into by the STC Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate"); THAT the Proposed Renewal of Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until:-

 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which time the Proposed Renewal of Shareholders' Mandate has been passed, at which time they will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the 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 a resolution passed by the shareholders in general meeting, whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate."
- Proposed renewal of Share Buy-Back Authority** **(Ordinary Resolution 8)**

"THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be hereby unconditionally and generally authorised, to the extent permitted by the laws to purchase such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

 - the aggregate number of Shares so purchased and/or held pursuant to this resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up capital of the Company; and
 - the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the retained profits of the Company;

THAT the Directors be hereby unconditionally and generally authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;

AND FURTHER THAT the Directors of the Company be hereby unconditionally and generally authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to implement, finalise and give full effect to this mandate."
- Proposed renewal of authority for the Company to allot and issue parts in the Company ("STC Shares") for the purpose of Dividend Reinvestment Scheme ("DRS") that provides shareholders of the Company the option to elect and reinvest their cash dividend entitlements into new STC Shares** **(Ordinary Resolution 9)**

"THAT pursuant to the DRS as approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 21 November 2016, approval be hereby given to the Company to allot and issue such number of new STC Shares pursuant to the DRS from time to time until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion deem fit and in the best interest of the Company PROVIDED THAT the issue price of the new STC Shares shall be fixed by the Directors at a discount of not more than ten percent (10%) to the five (5)-day volume weighted average market price ("VWAMP") of the STC Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price. AND THAT the Directors of the Company be hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the DRS as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments by the Directors as they may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company."
- Proposed adoption of new Constitution of the Company to replace the existing Memorandum and Articles of Association** **(Special Resolution 1)**

"THAT the existing Memorandum and Articles of Association of the Company be hereby replaced in its entirety with a new Constitution as set out in Appendix II of the Circular to Shareholders dated 31 October 2019."
- To transact any other ordinary business of which due notice shall have been given.

By order of the Board
PANG KAH MAN (MIA 18831)
Company Secretary
Kuala Lumpur
31 October 2019

Notes:

- Only depositors whose names appear in the Record of Depositors as at 27 November 2019 shall be regarded as members and be entitled to attend, participate, speak and vote at the Fifteenth Annual General Meeting ("AGM").
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 37-2, 2nd Floor, Jalan Radin Bagus, Bandar Baru Sri Petaling, 57000 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Fifteenth AGM to vote by poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 340(1) (a) of the Companies Act 2016 ("the Act") does not require a formal of the shareholders and hence, is not put forward for voting.
- Item 2 of the Agenda – Ordinary Resolution no. 1**

Approval of Directors' fees for the financial year ending 30 June 2020
Directors' fees and benefits (including meeting allowance) approved for the financial year ended 30 June 2019 was RM408,400. The Directors' fees proposed for the financial year ending 30 June 2020 are calculated based on the number of scheduled Board and Committee Meetings for 2020 and assuming that all Non-Executive Directors will hold office until the conclusion of the next annual general meeting.
This resolution is to facilitate payment of Directors' fees on monthly basis and/or when required. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees to meet the shortfall.
- Item 5 of the Agenda – Ordinary Resolution no. 6**

Authority to Allot and Issue Shares pursuant to the Companies Act 2016

 - The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Fifteenth Annual General Meeting to allot and issue new ordinary shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued capital of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.
 - The General Mandate is a renewal from the previous mandate obtained at the last annual general meeting held on 03 December 2018 which will expire at the conclusion of the Fifteenth Annual General Meeting of the Company.
 - As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last annual general meeting.
 - The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.
- Item 6 of the Agenda – Ordinary Resolution no. 7**

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")
The proposed Ordinary Resolution 7, if passed, will authorise the Company and/or its subsidiaries ("STC Group") to enter into RRPT which are necessary for the STC Group's day-to-day operations with the respective specified class of the Related Parties, subject to the transactions are entered into on terms which are not more favorable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company.

Further details are set out in the Circular to Shareholders dated 31 October 2019.

- Item 7 of the Agenda – Ordinary Resolution no. 8**

Proposed Renewal of Share Buy-Back Authority
The proposed resolution, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

Further details are set out in the Statement to Shareholders dated 31 October 2019.

- Item 8 of the Agenda – Ordinary Resolution no. 9**

Proposed renewal of authority for the Company to allot and issue shares pursuant the Dividend Reinvestment Scheme ("DRS")
The proposed resolution, if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

- Item No. 9 of the Agenda – Special Resolution 1**

Proposed adoption of new Constitution
The proposed adoption of new Constitution is intended to align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and the Main Market Listing Requirements. Please refer to Appendix II of the Circular to Shareholders dated 31 October 2019 for further information.

- Annual Report**
The Annual Report for the financial year ended 30 June 2019 is in CD-ROM format. For request a hardcopy of the Annual Report please forward the Request Form to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at fax no. : 603-2783 9222 or e-mail at is.enquiry@my.tricorglobal.com. Alternatively, you may request at <https://tith.online> by selecting "Request for Annual Report" under the "Investor Services". The hardcopy of the annual report shall be provided to you soonest possible from the date of receipt of the verbal or written request. The Annual Report can also be downloaded at the Company's corporate website, www.stcgroup.com.my. Shareholders who wish to receive the printed Annual Report and/or require assistance in viewing the CD-ROM, kindly contact our Share Registrar at Tel no. 03-27839299 or email to isenquiry@my.tricorglobal.com.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR
No individual is seeking election as a Director at the Fifteenth Annual General Meeting of the Company