

SERBA DINAMIK HOLDINGS BERHAD (201501042584) (1167905-P)

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of the Company will be held entirely through live streaming from the broadcast venue at 4th Floor, Menara Serba Dinamik, Presint 3.4, Persiaran Perbandaran Seksyen 14, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 2 July 2020 at 10.00 a.m., to transact the following businesses:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note 4 below)
2. To re-elect the following Directors who are retiring by rotation pursuant to Article 111 of the Constitution of the Company and who being eligible offer themselves for re-election:
 - (i) Hasman Yusri Bin Yusoff **Resolution 1**
 - (ii) Datuk Abdul Kadier Sahib **Resolution 2**
 - (iii) Tengku Dato' Seri Hasmuiddin Tengku Othman **Resolution 3**
3. To approve payment of Directors' Fees and Benefits from 3 July 2020 until the conclusion of the next Annual General Meeting of the Company to be held in Year 2021, of up to a total amount not exceeding RM2,400,000. **Resolution 4**
4. To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business:

To consider and if thought fit, to pass the following as Ordinary Resolutions:

5. **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 6**

"THAT, approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Section 2.2.2 under Part A of the Circular to Shareholders dated 29 May 2020 ("the Circular"), with the related parties falling within the classes of persons set out in Section 2.2.2 under Part A of the Circular, such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to the public and are not

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detriment of the minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this ordinary resolution."

(Please refer to Explanatory Note 5 below)

6. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back by the Company** **Resolution 7**

"THAT subject to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Board from time to time on Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the time of purchase(s) and an amount not exceeding the retained profits of the Company based on the latest audited accounts of the Company as at 31 December 2019, at the time of purchase(s).

THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares or distribute them as share dividend and/or subsequently cancel them.

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AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including executing all such documents as may be required) and to enter into any agreements and arrangements with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company."

(Please refer to Explanatory Note 6 below)

7. **Proposed Renewal of Authority to Issue & Allot Shares pursuant to Sections 75 & 76 of the Companies Act 2016** **Resolution 8**

"THAT, subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental / regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Please refer to Explanatory Note 7 below)

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

MUHAMMAD HAFIZ BIN OTHMAN (SSM PC No. 202008003349) (MIA 37218)
NADIAH ILI BINTI ADNAN (SSM PC No. 202008001698) (MAICSA 7062952)
Company Secretaries

Kuala Lumpur
Dated: 29 May 2020

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NOTES:

1. In view of the COVID-19 outbreak and as part of the safety measures, the Fourth Annual General Meeting ("AGM") will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities via Tricor Investor & Issuing House Services Sdn. Bhd.'s ("Tricor") **TIIH Online** website at <https://tiih.online>. Shareholders may exercise their rights to participate (including to post questions to the Board) and vote at the Fourth AGM by using the RPV facilities. Please follow the procedures provided in the Administrative Notes for the Fourth AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the Fourth AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **NO SHAREHOLDERS/PROXY(IES) WILL BE ALLOWED TO BE PHYSICALLY PRESENT AT THE BROADCAST VENUE.**
3. **Appointment of Proxy**
 - (a) A member of the Company entitled to attend, participate, speak and vote is entitled to appoint not more than two proxies to attend, participate, speak and vote instead of him. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
 - (b) A Member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - (c) Where a Member of the Company is an Exempt Authorised Nominee as defined under SICDA 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.
 - (d) Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - (e) 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.
 - (f) 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.
 - (g) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Information For Shareholders on the procedures for electronic lodgement of proxy form via TIIH Online.

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- (h) For the purpose of determining a Member who shall be entitled to participate and vote at the meeting via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 25 June 2020 and only a member whose name appears on the Record of Depositors shall be entitled to participate in the meeting via RPV or appoint proxies to participate and vote in his stead.

4. **Agenda Item No. 1**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

EXPLANATORY NOTES ON SPECIAL BUSINESS:-

5. **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 6 is to seek for Shareholders' Mandate to allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Listing Requirement for the Main Market of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the ordinary resolution until the next AGM of the Company. For further information, please refer to the Circular to Shareholders dated 29 May 2020 accompanying the Company's Annual Report for the financial year ended 31 December 2019.

6. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back by the Company**

The proposed Resolution 7, if passed, will empower the Directors of the Company to purchase up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

For further information, please refer to the Share Buy-Back Statement dated 29 May 2020 accompanying the Company's Annual Report for the financial year ended 31 December 2019.

7. **Proposed Renewal of Authority to Issue & Allot Shares pursuant to Sections 75 & 76 of the Companies Act 2016**

The Resolution 8 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above AGM, authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

This general mandate is a renewal of the last general mandate granted to the Directors at the Third AGM held on 20 June 2019 and which will lapse at the conclusion of the Fourth AGM.

The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

The Company had on 4 May 2020 issued and allotted a total of 306,507,000 new ordinary shares at RM1.49 per share under a private placement ("Placement") pursuant to the general mandate which was approved by the shareholders at the Company's Third AGM held on 20 June 2019. The total proceeds raised from the Placement exercise as at 13 May 2020 is RM456,695,430 and the utilisation of the said proceeds are as follows:

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<u>Utilisation purposes</u>	<u>Proposed utilisation (RM'mil)</u>	<u>Actual utilisation (RM'mil)</u>	<u>Balance (RM'mil)</u>	<u>Expected utilisation timeframe</u>
Partial repayment of bank borrowings	200.00	0.00	200.00	24 months
Working capital	245.55	0.00	245.55	12 months
Estimated expenses in relation to the Proposed Private Placement	11.14	7.22	3.92	Immediate
Total estimated proceeds	<u>456.69</u>	<u>7.22</u>	<u>449.47</u>	

The utilisation of the proceeds as disclosed above should be read in conjunction with the announcement made by the Company on 23 April 2020.

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ADMINISTRATIVE NOTES FOR THE FOURTH ANNUAL GENERAL MEETING

Day/Date : Thursday, 2 July 2020
Time : 10.00 a.m.
Broadcast Venue : 4th Floor, Menara Serba Dinamik, Presint 3.4
Persiaran Perbandaran Seksyen 14
40000 Shah Alam
Selangor Darul Ehsan

REMOTE PARTICIPATION AND VOTING (RPV)

In view of the COVID-19 outbreak and as part of the safety measures, the Fourth Annual General Meeting ("AGM") will be conducted entirely through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities via Tricor Investor & Issuing House Services Sdn. Bhd.'s ("Tricor") **TIIH Online** website at <https://tiih.online>. Shareholders may exercise their rights to participate (including to pose questions to the Board) and vote at the Fourth AGM by using the RPV facilities.

The broadcast venue of the Fourth AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **NO SHAREHOLDERS/PROXY(IES) WILL BE ALLOWED TO BE PHYSICALLY PRESENT AT THE BROADCAST VENUE.**

Shareholders/Proxies/Corporate Representatives are strongly advised to participate and vote remotely at the AGM using the RPV Facilities which are available on Tricor Investor & Issuing House Service Sdn Bhd's ("Tricor") TIIH Online website at <https://tiih.online>.

Proxies or Corporate Representatives who wish to use the RPV facilities at the AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are to be submitted to Tricor **not later than Tuesday, 30 June 2020 at 10.00 a.m.** The appointed proxy or Corporate Representative to attend, participate, speak and vote at this AGM via RPV must register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

To administer the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions for the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than 10.00 a.m. 30 June 2020. The Board of Directors will endeavor to address the questions received at the AGM.

RPV FACILITIES

Shareholders/proxies/corporate representatives who wish to participate the AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

Procedure	Action
BEFORE THE AGM DAY	
(a)	Register as a
	• Using your computer, access the website at

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	user with TIH Online	<p>https://tiah.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.</p> <ul style="list-style-type: none"> If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.
(b)	Submit your Request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. Friday, 29 May 2020 up to 10.00 a.m. Tuesday, 30 June 2020. Login in with your user ID and password and select the corporate event: “(REGISTRATION) SERBA DINAMIK HOLDINGS BERHAD FOURTH AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 25 June 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE AGM DAY		
(c)	Login to TIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the Fourth AGM at any time from 9.40 a.m. i.e. 20 minutes before the commencement of meeting at 10.00 a.m. on 2 July 2020.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) SERBA DINAMIK HOLDINGS BERHAD FOURTH AGM” to engage in the proceedings of the Fourth AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will try to respond to all relevant questions submitted by remote participants during the Fourth AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on 2 July 2020 until a time when the Chairman announces the completion of the voting session of the Fourth AGM. Select the corporate event: “(REMOTE VOTING) SERBA DINAMIK HOLDINGS BERHAD FOURTH”

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		<p>AGM”.</p> <ul style="list-style-type: none"> • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the Fourth AGM, the Live Streaming will end.

Note to users of the RPV facilities:

1. Should your application to join the meeting be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance

PROXY

Since the AGM will be conducted via a virtual meeting, a Shareholder can appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.

The Proxy Form can be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than Tuesday, 30 June 2020 at 10.00 a.m.

You may also submit the proxy appointment electronically via TIH Online website at <https://tiih.online> not later than Tuesday, 30 June 2020 at 10.00 a.m. Please do read and follow the following procedures to submit Proxy Form electronically:

Procedure		Action
(a)	Register as a User with TIH Online	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIH Online, you are not required to register again.
(b)	Proceed with submission of e-Proxy Form	<ul style="list-style-type: none"> • After the release of the Notice of AGM by the Company, login with your user name (i.e. email address) and password.

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	<ul style="list-style-type: none">• Select the corporate event: "Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print e-proxy form for your record.
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DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers during the Fourth AGM due to virtual meeting.

ENQUIRY

If you have any enquiries prior to the Fourth AGM, please contact the following persons during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Officers : 1) Puan Ros Sakila bt Bahari

+603-2783 9277 (sakila@my.tricorglobal.com)

2) Encik Mohammad Amirul Iskandar bin Azizan

+603-2783 9263 (Mohammad.Amirul@my.tricorglobal.com)