

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (20th) Annual General Meeting of SWS Capital Berhad will be held at 3rd Floor, Plot 243A (Lot Lama 7064), Jalan Perindustrian Bukit Minyak 3, Bukit Minyak Industrial Park, 14100 Seberang Perai Tengah, Penang on Wednesday, 22 July 2020 at 11:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 31 December 2019 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and monthly allowances as per Table A for the period commencing from 1 July 2020 up to the next Annual General Meeting.
- To re-elect the following Directors who retire in accordance with Clause 21.5(a) of the Company's Constitution:-
 - Tan Sri Dato' Seri Dr. Tan King Tai @ Tan Khoon Hai
 - Tan Kok Tiam
 - Dr Loh Yee Feei
- To approve the re-appointment of retiring Auditors, Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

(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 Section 75 of the Companies Act 2016 ("the Act")**

"THAT, subject always to the Act, the Constitution of the Company and the approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act, to allot and issue new ordinary 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 (excluding treasury shares, if any) 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."

(Ordinary Resolution 6)

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")**

"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 ("SWSCAP Group") to enter into and to give effect to specified RRPT and with specified class of the related parties as stated in Section 3.3 of the Circular to Shareholders dated 23 June 2020, which are necessary for its day-to-day operations, to be entered into by the SWSCAP 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");

(Ordinary Resolution 7)

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."

- Special Resolution Proposed amendments to the Constitution of the Company**

(Special Resolution 1)

"THAT the proposed amendments to the Constitution of the Company ("Proposed Amendments") as set out in the Appendix 1 attached to the Annual Report 2019 be hereby approved AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments."

- To transact any other ordinary business of which due notice shall have been given.

By order of the Board

NG MEI WAN (MIA 28862)
TAN HUI KHIM (LS 0009936)
Company Secretaries

Muar, Johor Darul Takzim
Dated this 23 June 2020

Notes:

- Only depositors whose names appear in the Record of Depositors as at 15 July 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the Twentieth 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 Act. 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 appointor or his/her attorney duly authorised in writing. If the appointor 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 No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim 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 Twentieth 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 Act does not require a formal approval 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 31 December 2020
Directors' fees approved for the financial period ended 31 December 2019 was RM602,000.

The Directors' fees and allowance proposed for the financial year ending 31 December 2020 are in the best interest of the Company and in accordance with the remuneration framework of the Group. The details of the Directors' fees and monthly allowance proposed are as per Table A below and assuming that all Non-Executive Directors will hold office until the calculation of the next AGM.

	Directors' Fees per annum per pax (RM)	Monthly Allowance per pax (RM)
Non-Executive Deputy Chairman	20,000	6,000
Non-Executive Directors	20,000	3,000

This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees to meet the shortfall.

- Item 5 of the Agenda - Ordinary Resolution no. 6**
Authority to allot and issue shares pursuant to Section 75 of the Act
 - The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Twentieth Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (10%) of the issued share 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 of the previous mandate obtained at the last annual general meeting held on 18 January 2019 which will expire at the conclusion of the Twentieth 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 RRPT

The proposed Ordinary Resolution 7, if passed, will authorise the SWSCAP Group to enter into RRPT which are necessary for the SWSCAP Group's day-to-day operations with the respective specified class of the related parties, subject to the transactions are to be 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 on the Proposed Renewal of Shareholders' Mandate for RRPT are provided in the Circular to Shareholders dated 23 June 2020.

- Item 7 of the Agenda - Special Resolution 1**
Proposed Amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will authorise the Directors of the Company to delete the Clause 4.4 of the Constitution of the Company as set out in the Appendix 1 attached to the Annual Report 2019, following to the abortion of the following proposals which the mandate was obtained at the Extraordinary General Meeting held on 29 July 2019:

- Proposed acquisition of 5,250,000 ordinary shares in Ee Jia Housewares (M) Sdn. Bhd. ("Ee Jia"), representing the entire equity interest in Ee Jia for a purchase consideration of RM64,000,000;
- Proposed Renounceable Rights Issue of up to 547,031,166 new Irredeemable Convertible Preference Shares ("ICPS") at an issue price of RM0.07 each in the Company ("Rights ICPS") on the basis of two (2) Rights ICPS for every one (1) existing share of the Company held at an entitlement date to be determined later;
- Proposed Private Placement of up to 143,000,000 new ICPS in the Company ("Placement ICPS") at an issue price to be determined later, representing up to approximately 26.14% of the Rights ICPS to be issued pursuant to the Proposed Rights Issue of ICPS; and
- Proposed amendments to the Constitution of the Company.

- ANNUAL REPORT**

The Annual Report for the financial period ended 31 December 2019 is now available at the Company's corporate website, www.swscap.com. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholders who wish to receive the printed Annual Report may request at <https://tjih.online> by select "Request for Annual Report" under the "Investor Services" to submit the request form electronically or contacting Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)] at 03-27839299 or email your request to is.enquiry@my.tricorglobal.com.

ADMINISTRATIVE Guide for the Shareholders of SWS CAPITAL BERHAD [199901027346 (502246-P)]

Date : Wednesday, 22 July 2020
Time : 11.00 a.m.
Meeting Venue : 3rd Floor, Plot 243A (Lot Lama 7064), Jalan Perindustrian Bukit Minyak 3, Bukit Minyak Industrial Park, 14100 Seberang Perai Tengah, Penang

Dear Valued Shareholders,

RE: TWENTIETH ANNUAL GENERAL MEETING ("20TH AGM") OF SWS CAPITAL BERHAD [199901027346 (502246-P)] ("THE COMPANY")

COVID-19 Outbreak Safety Measures

- In view of the COVID-19 outbreak, your safety remains our utmost priority. This Administrative Guide is necessary to introduce safety measures and control for the well-being of our shareholders as well as to enable the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.

Public Health Precaution and Preventive Measures

- In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests could take all the necessary precaution and preventive measures as issued by the Ministry of Health when attending the 20th AGM.
- If you have travelled overseas, especially to the affected countries in the past 14 days from the date of the 20th AGM or have been in contact with a COVID-19 affected person or if you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please quarantine yourself at home. Under such circumstances, your attendance in person at the 20th AGM will be denied. You are hereby strongly advised and encouraged to submit your Proxy Form prior to the 20th AGM.

Pre-Registration to attend the 20th AGM

- Further to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission Malaysia as revised on 11 June 2020, please find the additional guidance below on the requirements and method of participating in the 20th AGM:
 - Shareholders are required to register ahead of the 20th AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.
 - Registration is open and continue to be opened until 11.00 a.m., Tuesday, 21 July 2020.**
 - Please do read and follow the following procedures to pre-register your physical attendance at the 20th AGM via the TIH Online website at <https://tjih.online> :
 - Login in to TIH Online website with your user name (i.e. e-mail address) and password under the "e-Services". If you have not registered as a user of TIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
 - Select the corporate event: "(REGISTRATION) SWS CAPITAL BERHAD 20TH AGM".
 - Read and agree to the Terms & Conditions and confirm the Declaration.
 - Select "REGISTER FOR PHYSICAL ATTENDANCE AT MEETING VENUE".
 - Review your registration and proceed to register.
 - System will send an e-mail to notify that your registration for "PHYSICAL ATTENDANCE AT MEETING VENUE" is received and will be verified.
 - After verification of your registration against the 20th AGM's Record of Depositors, the system will send you an e-mail after 15 July 2020 to approve or reject your registration to attend physically at the Meeting Venue.
 - Please note that only a depositor whose name appears on the Record of Depositor as at **15 July 2020** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 20th AGM.

Before the 20th AGM

- At the entrance of 3rd Floor, Plot 243A (Lot Lama 7064), Jalan Perindustrian Bukit Minyak 3, Bukit Minyak Industrial Park, 14100 Seberang Perai Tengah, Penang and before a shareholder, proxy or an invited guest can proceed to the registration counter, he/she will have to go through a compulsory body temperature screening and will be required to provide his/her health declaration, specifically to facilitate the Company in preventing any potential spread of COVID-19.

Procedures to be observed:

- You will NOT be allowed to enter 3rd Floor, Plot 243A (Lot Lama 7064), Jalan Perindustrian Bukit Minyak 3, Bukit Minyak Industrial Park, 14100 Seberang Perai Tengah, Penang if your body temperature is above 37.5°C or if you experience any symptoms of being unwell.
 - You will be required to provide health declaration prior to entering 3rd Floor, Plot 243A (Lot Lama 7064), Jalan Perindustrian Bukit Minyak 3, Bukit Minyak Industrial Park, 14100 Seberang Perai Tengah, Penang.
- Wearing a face mask in advance and throughout the 20th AGM proceedings is highly encouraged. Please be informed that the Company will not be providing face masks.
 - We strongly advise you to frequently wash your hands and use the hand sanitiser before and after the 20th AGM. Hand sanitiser will be provided by the Company.

Proxy

- As a precautionary measure and due to safety reason, the shareholders are unable to present at the 20th AGM on 22 July 2020 and hence he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. Please submit your Proxy Form to the Company's Registered Office at No. 7 (1st Floor) Jalan Pesta 1/1 Taman Tun Dr. Ismail 1 Jalan Bakri 84000 Muar Johor not later than Tuesday, 21 July 2020 at 11.00 a.m.

Door Gift and Refreshment

- To ensure social and physical distancing as well as a measure to reduce the number of crowd or attendees at the 20th AGM in accordance with the guidelines issued by the Ministry of Health in relation to the COVID-19 outbreak, there will be no distribution of door gifts and there will be no refreshment provided to shareholders, proxies and invited guests who attend the 20th AGM.

Enquiry

- If you have any enquiry prior to the 20th AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

SWS Capital Berhad	Telephone Number	: 04-5023 511
	Fax Number	: 04-5023 588
	Email address	: chlee@eliance.com
Tricor Investor & Issuing House Services Sdn. Bhd.	Telephone Number	: 03-27839277
	Fax Number	: 03-27839222
	Email address	: Sakila@my.tricorglobal.com

Thank you.

NG MEI WAN (MIA 28862)
TAN HUI KHIM (LS 0009936)
Company Secretaries

Muar, Johor Darul Takzim
23 June 2020