



SYCAL VENTURES BERHAD

(Registration No: 200101011895) (547651-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN the 19th Annual General Meeting of the Company will be held at Hotel Pullman Kuala Lumpur Bangsar, Studio III, Level 3, Jalan Pantai Baru, 58000 Kuala Lumpur on 6th August 2020 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1 on Ordinary Business)
2. To re-elect the following Directors who retire by rotation pursuant to Article 79 of the Company's Articles of Association:-
 - 2.1 Dato' Seow Yong Chin Resolution 1
 - 2.2 Mr Chin Kok Wah Resolution 2
 - 2.3 Dato' Magaret Ting Thien Hung Resolution 3
3. To approve the payment of Directors' fees for the financial year ended 31 December 2019. Resolution 4
4. To re-appoint Messrs. RSM Malaysia as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix the Auditors' remuneration. Resolution 5

AS SPECIAL BUSINESS

5. To consider and if though fit, to pass the following Ordinary Resolution:-

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act 2016, whichever is the earlier."

Resolution 6
6. To transact any other business of which due notice shall have been given.

By Order of the Board

Koh Kim Koon

Company Secretary

Kuala Lumpur
30th June 2020

Notes to Shareholders:-

1. Only depositors whose names appear on the Record of Depositor as at 29th July 2020 shall be entitled to attend, speak and vote at this meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an authorized 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 securities account.
5. Where a member of the Company is an exempt authorised nominee 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
7. The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 4.03A, 4th Floor, Plaza Prima, 4½ Miles, Jalan Kelang Lama, 58200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.

A. Explanatory Notes on Ordinary Business

1. Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.
2. Details of the Directors standing for re-appointment/re-election under Ordinary Resolutions 1 to 3 are stated in the Profile of Directors and their securities holdings in the Company are included in the Annual Report.

B. Explanatory Note on Special Business

Resolution pursuant to the Authority to Allot and Issue Shares

The proposed Ordinary Resolution 6 if passed, will allow the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company in order to avoid any delay and costs involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment/acquisition(s) or such other purposes as the Directors consider would be in the interest of the Company.