



SCC HOLDINGS BERHAD

Registration No. 200001008871 (511477-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting ("20th AGM") of **SCC HOLDINGS BERHAD** will be held at Function Room 4, Level 2, Hotel Sri Petaling, No. 3, Jalan Radin Anum, Bandar Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan (KL) on **Monday, 24 August 2020 at 2.30 p.m.** for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Directors' and Auditors' Reports thereon. **(See Explanatory Note 9)**
- To approve the payment of Directors' fees of RM72,000 for the financial year ended 31 December 2019. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees of RM10,000 for the financial year ending 31 December 2020. **(Ordinary Resolution 2)**
(See Explanatory Note 10)
- To re-elect the following Directors, who retire by rotation pursuant to Clause 165 of the Company's Constitution:-
 - Mr Cher Sew Seng **(Ordinary Resolution 3)**
 - Mr Goh Ah Heng @ Goh Keng Chin **(Ordinary Resolution 4)**
 - Dato' Ismail bin Hamzah **(Ordinary Resolution 5)**
- To re-elect Mr Tan Tian Wooi who retires pursuant to Clause 156 of the Company's Constitution. **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

7. Ordinary Resolution Proposed Retention of Independent Directors

To approve and retain the following Directors, each of whom will have served as an Independent Non-Executive Director for a cumulative term of more than 9 years, to continue to act as Independent Directors of the Company:-

- Dato' Ismail bin Hamzah **(Ordinary Resolution 8)**
 - Datuk Wira Dr. Goy Hong Boon **(Ordinary Resolution 9)**
- (See Explanatory Note 11)**

8. Ordinary Resolution Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") **(Ordinary Resolution 10)** **(See Explanatory Note 12)**

"**THAT** subject to Sections 75 and 76 of the CA 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 does not exceed twenty per centum (20%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on 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."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

By Order of the Board
SCC HOLDINGS BERHAD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC No. 202008002451)

Company Secretary
Kuala Lumpur

Date: 30 July 2020

Notes:-

- A shareholder is entitled to appoint a proxy or proxies to exercise all or any of the shareholder's rights to attend, speak and vote at General Meetings. The proxy appointed shall have the same rights as the shareholders to speak at General Meetings.
- If a shareholder appoints more than 1 proxy, they must specify the proportion of the shareholder's shareholdings to be represented by each proxy.
- A proxy need not be a shareholder.
- Where a shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronic means by way of submitting the instrument to the following e-mail address proxy@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 August 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Note on Ordinary Business

- Audited Financial Statements for financial year ended 31 December 2019**
The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Proposed Directors' Fees**
The Proposed Ordinary Resolution 2 in Agenda 3, if passed, will authorise and approve the payment of Directors' Fees for the Late Dato' Dr. Choong Tuck Yew for the period commencing January 2020 to May 2020.

Explanatory Notes on Special Business

- Proposed Retention of Independent Directors**
The Proposed Ordinary Resolutions 8 and 9 in Agenda 7, if passed, will allow Dato' Ismail and Datuk Wira Dr. Goy to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 15.02 of Bursa Malaysia's ACE Market Listing Requirements and in line with the recommendation No. 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Dato' Ismail and Datuk Wira Dr. Goy as Independent Directors are set out in the Board's Corporate Governance Overview Statement in the 2019 Annual Report.
- Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**
Ordinary Resolution 10 is proposed for the purpose of granting a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 76 of the CA 2016 to issue and allot new ordinary shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 20% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM of the Company held on 28 May 2019 and which will lapse at the conclusion of this 20th AGM. The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.