

# SEACERA

## GROUP BERHAD

[Registration No. 198701005080 (163751-H)]  
(Incorporated In Malaysia)

### NOTICE OF THIRTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fifth Annual General Meeting ("35<sup>th</sup> AGM") of the Company will be conducted on a fully virtual basis from the Broadcast Venue at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Wednesday, 2 December 2020 at 11.00 a.m. or at any adjournment thereof for the purpose of transacting the following businesses:-

#### AS ORDINARY BUSINESS

- |   |   |
|---|---|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon.             | <b>Please refer to Explanatory Notes to Ordinary Business</b> |
| 2. To approve the payment of Directors' fees of up to an amount of RM497,000 for the period from the 35 <sup>th</sup> AGM up to the 36 <sup>th</sup> AGM.             | <b>Ordinary Resolution 1</b>                                  |
| 3. To approve the payment of Directors' benefits up to an amount of RM132,000 for the period commencing from the 35 <sup>th</sup> AGM up to the 36 <sup>th</sup> AGM. | <b>Ordinary Resolution 2</b>                                  |
| 4. To re-elect the Mr Nicholas Wong Yew Khid, who retires pursuant to Article 67 of the Company's Articles of Association.  | <b>Ordinary Resolution 3</b>                                  |
| 5. To re-appoint Messrs Al Jafree Salihin Kuzaimi as External Auditors of the Company for the ensuring year and authorize the Directors to fix their remuneration.    | <b>Ordinary Resolution 4</b>                                  |

#### AS SPECIAL BUSINESS

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

- |   |                              |
|---|------------------------------|
| 6. Renewal authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 | <b>Ordinary Resolution 5</b> |
|---|------------------------------|

"THAT subject to passing of Special Resolution 1 and subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issue by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities;

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company".

- |  |                             |
|--|-----------------------------|
| 7. Proposed Adoption of New Constitution | <b>Special Resolution 1</b> |
|--|-----------------------------|

"THAT approval be and is hereby given for the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Appendix I to Shareholders accompanying the Company's Annual Report 2020 for the financial year ended 30 June 2020 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- |  |  |
|--|--|
| 8. To transact any other business of which due notice shall have been given. |  |
|--|--|

#### BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)  
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140)  
Company Secretaries

Kuala Lumpur  
Date: 31 October 2020

#### NOTES:

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 35<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.
- A member of the Company entitled to attend and vote at this meeting may appoint up to two (2) proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member 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 is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the proxy form duly completed must be deposited at the Company's Share Registrar Office at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 November 2020 shall be entitled to attend, speak and vote at this 35<sup>th</sup> AGM.

#### Explanatory Notes to Ordinary Business:

- (a) Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2020.  
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

#### Explanatory Notes to Special Business:

- (a) The proposed Ordinary Resolution 5 is a renewal general mandate and if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 20% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The previous mandate which was obtained at the last AGM held on 29 November 2019 was not utilised and therefore, no proceeds were raised.

The 20% General Mandate is pursuant to directive letter from Bursa Securities dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the Covid-19 pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%.

Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 35<sup>th</sup> AGM of the Company.

The Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company.

The Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.

- (b) Special Resolution 1- Proposed Adoption of New Constitution

The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 ("Act") which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and MMLR. The proposed new Constitution is set out in the Appendix I accompanying the Annual Report to shareholders. The special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

# SEACERA

## GROUP BERHAD

[Registration No.: 198701005080 (163751-H)]  
(Incorporated in Malaysia)

### ANNUAL GENERAL MEETING

#### ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
2 December 2020	11.00 a.m.	Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor

#### MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the Annual General Meeting (“AGM”) will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020, 9 June 2020 and 13 October 2020 respectively.

The Broadcast Venue is in line with Section 327 (2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the AGM.

All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the Remote Participation and Voting Facilities (“**RPV Facilities**”), the details of which is set out below. Hence, **No Shareholders/Proxies** will be allowed to be physically present at the Broadcast Venue on the day of the AGM.

#### RPV

1. The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Paragraph 4 below.

With the RPV Facilities, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“**Board**”) and vote at the AGM.

2. If a shareholders is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes 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 submitted to Boardroom.com Sdn Bhd at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than 30 November 2020 at 11.00 a.m.

4. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures	Action
<b>Before AGM</b>	
1. Register as participant in Virtual AGM	<ul style="list-style-type: none"> <li>Using your computer, access the registration website at <a href="https://rebrand.ly/SeaceraAGM">https://rebrand.ly/SeaceraAGM</a></li> <li>Click on the <b>Register</b> link to register for the AGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from 5.00 p.m. on 30 October 2020 and the registration will close at 11.00 a.m. on 30 November 2020.</li> <li>Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number(s) and indicate the number of shares you hold.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>25 November 2020</b>, the system will send you an email to notify you if your registration is approved or rejected after 26 November 2020.</li> <li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of AGM</b>	
3. Attending Virtual AGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2<sup>nd</sup> will be sent 1 hour before the AGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4. Participate with live video	<ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5. Online Remote Voting	<ul style="list-style-type: none"> <li>The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM.</li> <li>The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> </ul>

		<ul style="list-style-type: none"> <li>• Click on the <b>Submit</b> button when you have completed.</li> <li>• Votes cannot be changed once it is submitted.</li> </ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

### **Revocation of Proxy**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV Facilities, the Shareholder must contact Boardroom.com Sdn Bhd to revoke the appointment of his/her proxy no later than 11.00 a.m. on 30 November 2020.

### **Poll Voting**

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

### **No Recording or Photography**

Strictly NO recording or photography of the proceedings of the AGM is allowed.

### **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers,

### **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

#### **For Registration, logging in and system related:**

##### **Mlabs Research Sdn. Bhd.**

Name: Mr. Alvin Ng

Telephone No: 011-1303 3355

Email: [enquiry@mlabs.com](mailto:enquiry@mlabs.com)

#### **For Proxy matters:**

##### **Boardroom.com Sdn. Bhd.**

Name: Ms Jennie Wong / Mr. Rikki Tan

Telephone No: +603 2298 0263

Email: [registrar@boardroom.com.my](mailto:registrar@boardroom.com.my)