



SYF RESOURCES BERHAD

[Registration No. 199501035170 (364372-H)]
(Incorporated in Malaysia)

NOTICE OF THE TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting ("25th AGM") of the Company will be conducted on a fully virtual basis through live streaming and remote participation and voting ("RPV") from the Broadcast Venue at Meeting Room, No. 1, Block C, Jalan Indah 2/6, Taman Indah, Batu 11 Cheras, 43200 Selangor on Thursday, 7 January 2021 at 10.00 a.m. or at any adjournment thereof for the following purposes:-

- To receive the Audited Financial Statements for the financial year ended 31 July 2020 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note A)

AS ORDINARY BUSINESS

- To approve the payment of Directors' Fees to the Non-Executive Directors of the Company up to RM151,000 for the financial year ended 31 July 2020. **(Ordinary Resolution 1)**
- To approve the payment of Directors' Benefits to the Non-Executive Directors of the Company up to an amount of RM70,000 from 8 January 2021 until the conclusion of the next AGM of the Company. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire by rotation in accordance with the Clause 103(1) of the Company's Constitution and who being eligible offer themselves for re-election:-
(i) Dato' Sri Ng Ah Chai **(Ordinary Resolution 3)**
(ii) Dato' Mohamad Azmi Bin Ali **(Ordinary Resolution 4)**
- To re-appoint Messrs. UHY as Auditors of the Company for ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

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

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")** **(Special Resolution 1)**

"THAT proposed amendments to the Constitution of the Company as set out in the Appendix A, which is circulated together with the Notice of 25th AGM dated 30 November 2020, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendment for and on behalf of the Company."

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **(Ordinary Resolution 6)**

THAT subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued 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 commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to their letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE")** **(Ordinary Resolution 7)**

"THAT pursuant to Paragraph 10.09 of the MMLR of Bursa Securities, the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in the Statement/Circular to Shareholders dated 30 November 2020, provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations;
- are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not detrimental to the minority shareholders of the Company.

AND THAT such approval, shall continue to be in force until:

- the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of 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 ordinary resolution passed by the shareholders of the Company in general meeting, whichever is earlier;

AND THAT the estimated aggregate value of the transactions conducted pursuant to the Proposed Renewal of RRPT Mandate during a financial year will be disclosed, in accordance with the MMLR, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of RRPT Mandate."

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** **(Ordinary Resolution 8)**

"THAT, subject to the Act, the provisions of the Constitution of the Company, the MMLR of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

- RETENTION OF DATUK MOHAMED ARSAD BIN SEHAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Ordinary Resolution 9)**

"THAT Datuk Mohamed Arsad Bin Sehan, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof in accordance with the Malaysian Code on Corporate Governance 2017."

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

By Order of the Board
SYF RESOURCES BERHAD

Tan Tong Lang (MAICSA 7045482/PC NO. 20198002253)
Thien Lee Mee (LS0009760/PC NO. 20198002254)
Company Secretaries

Kuala Lumpur
30 November 2020

NOTES:-

- In light of the Coronavirus Disease 2019 (COVID-19) pandemic and as part of the safety measures, the 25th AGM will be held as a fully virtual meeting through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facility which are available on the website at www.propollutions.com.my ("Propoll Portal"). Please follow the procedures provided in the Administrative Details of 25th AGM in order to register, participate and vote remotely via the RPV.
- The Broadcast Venue of the 25th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman for the meeting to be at the main venue of the meeting. No shareholders/proxies from the public should be physically present at the Broadcast Venue on the day of the 25th AGM.
- Members may use the Question and Answer ("Q&A") platform in Zoom Cloud Meetings App to submit questions in real-time during the 25th AGM. Members may also submit questions to the Board of Directors prior to the 25th AGM to leoonekar@syf.com.my not later than 10.00 a.m. on 5 January 2021 or to use the Q&A platform in the Propoll Portal from 12.00 p.m. on 24 December 2020 up to 9.30 a.m. on 7 January 2021.
- Since the 25th AGM will be conducted via a virtual meeting, a member entitled to attend and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company.
- Where a member of the Company appoints more than one (1) proxy to attend and vote at the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- 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. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power of attorney or authority, shall be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof. You can also have the option to submit the proxy appointment electronically via TIH Online at website <https://tih.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Annexure to Form of Proxy.
- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 23 December 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

1. EXPLANATORY NOTE A

Audited Financial Statements for The Financial Year Ended 31 July 2020

This agenda item is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. EXPLANATORY NOTES ON SPECIAL BUSINESS

Special Resolution 1 – Proposed Amendments to the Constitution of the Company

"THAT proposed amendments to the Constitution of the Company as set out in the Appendix A, which is circulated together with the Notice of 25th AGM dated 30 November 2020, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendment for and on behalf of the Company."

Ordinary Resolution 6 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

In view of the COVID-19 pandemic outbreak, the Government of Malaysia had on 18 March 2020 implemented the Movement Control Order ("MCO") nationwide to curb the spread of the COVID-19 infection in Malaysia.

An additional relief measure has been granted by Bursa Securities vide its letter dated 16 April 2020 which allows a listed issuer to seek its shareholders' approval at a general meeting to issue new securities for a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("Extended Utilisation Period") and thereafter, the 10% general mandate will be reinstated.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.

The Company proposes to seek new shareholders' mandate to enable the Directors to issue and allot not more than 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being pursuant to the 20% General Mandate under Ordinary Resolution 5.

The proposed Ordinary Resolution 6, if passed, will provide additional flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purposes of funding the Company's future investment project(s), working capital, operational expenditure and/or acquisition(s) at any time as the Directors may deem fit without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Fourth Annual General Meeting held on 8 January 2020 and which will lapse at the conclusion of the 25th AGM.

The Board of Directors having considered the current and prospective financial position, needs and capacity of the Company, is of the view that the proposed Ordinary Resolution 6 is in the best interest of the Company and the shareholders of the Company as the 20% General Mandate will give the Directors the flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long term sustainability of the Company and safeguard the interest of the Company and the shareholders.

Ordinary Resolution 7 – Proposed Renewal of RRPT Mandate

The proposed Ordinary Resolution 7, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Statement/Circular to Shareholders dated 30 November 2020, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 30 November 2020.

Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will be expired at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 30 November 2020.

Ordinary Resolution 9 – Retention of Datuk Mohamed Arsad Bin Sehan as Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance 2017 ("MCCG"), it is recommended that approval of the shareholders be sought in the event the Company intends to retain an Independent Non-Executive Director who has served in that capacity for more than nine (9) years.

Datuk Mohamed Arsad Bin Sehan was appointed to the Board on 19 October 2011 and have therefore as at the date of this Notice, served the Company for more than nine (9) years. The Board of Directors has via the Nomination Committee ("NC") assessed the independence of Datuk Mohamed Arsad Bin Sehan and recommended that he continue to act as an Independent Non-Executive Director of the Company. Details of the Board's justifications and recommendations for the retention of Datuk Mohamed Arsad Bin Sehan are set out in the Corporate Governance Overview Statement of the Annual Report 2020.

The proposed Ordinary Resolution 9, if passed, will enable Datuk Mohamed Arsad Bin Sehan to continue to act as an Independent Non-Executive Director of the Company.

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the SYF Resources Berhad is proposed to be amended in the following manner: -

Clause No.	Existing Clauses	Clause No.	Proposed Amendment
3(1)	None	3(1)	“Document” means any document required to be sent under the Listing Requirements to every member.
21	Subject to the Listing Requirement, the Central Depositories Act and or the Rules, and notwithstanding the existence of a resolution pursuant to Act, the Company shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities, when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised and in the event that shares are offered to the public for subscription, the amount payable on application on each share offered shall not be less than five (5) per centum of the offer price of the share.	21	Subject to the Listing Requirements and without limiting the generality of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares except where the shares or securities are issued with the prior shareholders’ approval in a general meeting of the precise terms and conditions of the issue.
186(1)	A notice or other document may also be served by the Company or the Secretary on any Director in hard copy, in electronic form or partly in hard copy or partly in electronic form. Notices given in hard copy shall be sent to the Director personally or by post to the address supplied by the Director for such purpose, or if given in electronic form, transmitting to the electronic address provided by the Director for such purpose.	186(1)	A notice or other Document may also be served by the Company or the Secretary on any Director or members in hard copy, in electronic form or partly in hard copy and partly in electronic form. Notices given in hard copy shall be sent to the Director personally or by post to the address supplied by the Director for such purpose, or if given in electronic form, transmitting to the electronic address provided by the Director for such purpose.