



SCH GROUP BERHAD

Registration No. 201101044580 (972700-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting ("AGM") of SCH Group Berhad ("SCH" or "the Company") will be conducted virtually through live streaming from the broadcast venue at Lot 35, Jalan CJ 1/1, Kawasan Perusahaan Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan on Friday, 26 February 2021 at 2:00 p.m., for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 August 2020 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who are retiring pursuant to the Clause 103(1) of the Company's Constitution and being eligible, have offered themselves for re-election:
 - i. Gan Khong Aik
 - ii. Dato' Chan Choun Sien
3. To re-elect the following Directors who are retiring pursuant to Clause 110 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - i. Ong Tzu Chuen
 - ii. Ang Sui Aik, Benny
4. To approve the Directors' fees amounting of up to RM200,000.00 for the period from 27 February 2021 until the conclusion of the 10th AGM of the Company.
5. To approve the payment of Directors' benefits of up to RM50,000.00 for the period from 27 February 2021 until the conclusion of the 10th AGM of the Company.
6. To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESSES:

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

7. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/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 to be issued does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."

8. Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT, subject to the provisions of the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 31 December 2020 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties 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:-

- (a) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution for the Proposed Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (b) 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

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

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

Please refer to Explanatory Note 1

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

9. Proposed Change of Name of the Company from "SCH Group Berhad" to "Hextar Industries Berhad" ("Proposed Change of Name")

"THAT the name of the Company be hereby changed from "SCH Group Berhad" to "Hextar Industries Berhad" effective from the date of the Notice of Registration of New Name to be issued by the Companies Commission of Malaysia to the Company AND THAT the Constitution of the Company shall be amended to replace all references therein to "SCH Group Berhad" with "Hextar Industries Berhad" subject to and upon issuance of the relevant Certificate of Change of Name by the Companies Commission of Malaysia at a later date.

FURTHER THAT the Directors and/or the Secretary of the Company be hereby authorised to take all such necessary steps to give effect to the Proposed Change of Name and to carry out all the necessary formalities in effecting the Proposed Change of Name."

10. To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

TAN TONG LANG (MAICSA 7045482 /SSM PC No. 201908002253)
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140 /SSM PC No. 202008000925)
LEE KOK PING (MIA 44986 / SSM PC No. 202008004407)

Company Secretaries

Kuala Lumpur
31 December 2020

Notes

1. As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the 9th AGM entirely through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide enclosed separately.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the 9th AGM to be at the main venue of the meeting. No shareholders/proxies/corporate representatives from the public should be physically present at the Broadcast Venue on the day of 9th AGM.
3. A member/shareholder of the Company entitled to attend and vote at the 9th AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the 9th AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this 9th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIH Online at <https://tjh.online>. Please follow the Procedures for RPV in the Administrative Guide on this 9th AGM.
5. Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA 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.
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 9th AGM or adjourned general meeting at which the person named in the appointment proposes to vote
 - i. In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. By electronic form
The proxy form can be electronically lodged via TIH Online at <https://tjh.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIH Online.
8. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-
 - i. If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a. at least two (2) authorized officers, of whom one shall be a director; or
 - b. any director and/or authorized officers in accordance with the laws of the country under which the corporate member is incorporated.
9. For the purpose of determining a member who shall be entitled to attend the Ninth (9th) AGM, the Company shall request the Record of Depositors as at 19 February 2021. Only members whose name appears on the Record of Depositors as at 19 February 2021 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote and vote on his/her stead.

EXPLANATORY NOTES

1. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 August 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.
2. **Ordinary Resolution 8 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
The Ordinary Resolution 8, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting ("AGM").
The General Mandate 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) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a 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 Eighth (8th) AGM held on 14 February 2020 and which will lapse at the conclusion of the Ninth (9th) AGM.
3. **Ordinary Resolution 9 - Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate")**
The Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature 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.
This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.
For further information on this resolution, please refer to the Circular to Shareholders dated 31 December 2020 which is despatched together with the Annual Report 2020.
4. **Special Resolution 1 - Proposed Change of Name**
The proposed Change of Name is to reflect a new corporate identity under our flagship and further enhance the marketability of our product. The proposed name "Hextar Industries Berhad" was approved and reserved by the Companies Commission of Malaysia ("CCM") on 12 October 2020 ("Validity Period"). Subsequently, the Validity Period, at the request of the Company, was extended by the CCM on 6 November 2020.
This Special Resolution 1, if passed, will allow the Company to change its name from "SCH Group Berhad" to "Hextar Industries Berhad", with effect from the date of the issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia.

Special Resolution 1

ADMINISTRATIVE GUIDE FOR THE NINTH (9TH) ANNUAL GENERAL MEETING (“9th AGM”) OF SCH GROUP BERHAD

Date : Friday, 26 February 2021
Time : 2.00 p.m.
Broadcast Venue : Lot 35, Jalan CJ 1/1
Kawasan Perusahaan Cheras Jaya
43200 Cheras
Selangor Darul Ehsan

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the Ninth (9th) Annual General Meeting will be conducted on **a virtual basis through live streaming from the Broadcast Venue and online remote voting**. 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, including any amendment that may be made from time to time.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholder(s) or proxy(ies) or attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the 9th AGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 9th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. Please refer to Procedure for RPV.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this 9th AGM via RPV must request his/her proxy(ies) or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to Procedure for RPV.

As the 9th AGM is a fully virtual 9th AGM, shareholders who are unable to participate in this 9th AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate the 9th AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

	Procedure	Action
BEFORE THE 9th AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> Registration is open from Thursday, 31 December 2020 until the day of 9th AGM Friday, 26 February 2021. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 9th AGM to ascertain their eligibility to participate the 9th AGM using the RPV. Login with your user ID and password and select the corporate event: “(REGISTRATION) SCH GROUP BERHAD 9TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 19 February 2021, the system will send you an e-mail to approve your registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate the 9th AGM remotely).</i></p>
ON THE DAY OF THE 9th AGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 9th AGM at any time from 1.30 p.m. i.e. 30 minutes before the commencement of the 9th AGM on Friday, 26 February 2021 at 2.00 p.m.

(d)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) SCH GROUP BERHAD 9TH AGM” to engage in the proceedings of the 9th AGM remotely. • If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by you during the 9th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 2.00 p.m. on Friday, 26 February 2021 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) SCH GROUP BERHAD 9TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 9th AGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your registration for RPV be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 9th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor no later than **Wednesday, 24 February 2021 at 2.00 p.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiah.online> (applicable to individual shareholders only). Kindly refer to the Procedure for Electronic Submission of Proxy Form.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Wednesday, 24 February 2021 at 2.00 p.m.** to participate via RPV in the 9th AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Wednesday, 24 February 2021 at 2.00 p.m.** to participate via RPV in the 9th AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

	Procedure	Action
a	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiah.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.

		<ul style="list-style-type: none"> If you are already a user with TIIH Online, you are not required to register again.
b	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(s) appointment. Print proxy form for your record.

POLL VOTING

The voting at the 9th AGM will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from 2.00 p.m. on **Friday, 26 February 2021** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 9th AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 9th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 24 February 2021 at 2.00 p.m.**. The Board will endeavor to answer the questions received at the 9th AGM.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for attending the 9th AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 9th AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact persons : En. Mohammad Amirul Iskandar Bin Azizan
Contact number : +603 2783 9263
Email : Mohammad.Amirul@my.tricorglobal.com
Contact persons : Puan Ros Sakila Binti Bahari
Contact number : +603 2783 9277
Email : Sakila@my.tricorglobal.com



SCH GROUP BERHAD
Registration No. 201101044580 (972700-P)

NUMBER OF SHARES HELD	CDS ACCOUNT NO.

PROXY FORM

(Before completing this form please refer to the notes below)

I / We (Full Name in Block Letters) _____

NRIC No./Passport No./Company No. _____

of _____
being a member / members of SCH GROUP BERHAD [Registration No. 201101044580 (972700-P)], hereby appoint

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		

and / or failing him/her

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		

or failing him/her, the Chairman of the Meeting as *my/our proxy to attend and vote for *me/us and on my/our behalf at the Ninth (9th) Annual General Meeting of the Company to be conducted FULLY VIRTUAL vide live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities from the broadcast venue at Lot 35, Jalan CJ 1/1, Kawasan Perusahaan Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan on Friday, 26 February 2021 at 2.00 p.m. and at any adjournment thereof in the manner as indicate below:-

No.	Resolutions	For	Against
1.	Ordinary Resolution 1 To re-elect Gan Khong Aik as Director.		
2.	Ordinary Resolution 2 To re-elect Dato' Chan Choun Sien as Director.		
3.	Ordinary Resolution 3 To re-elect Ms Ong Tzu Chuen as Director		
4.	Ordinary Resolution 4 To re-elect Ang Sui Aik, Benny as Director		
5.	Ordinary Resolution 5 To approve the Directors' fees amounting of up to RM200,000.00 for the period from 27 February 2021 until the conclusion of the 10 th AGM of the Company.		
6.	Ordinary Resolution 6 To approve the payment of Directors' benefits of up to RM50,000.00 for the period from 27 February 2021 until the conclusion of the 10 th AGM of the Company.		
7.	Ordinary Resolution 7 To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
8.	Ordinary Resolution 8 To approve the authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016		
9.	Ordinary Resolution 9 Proposed New and Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
10.	Special Resolution 1 Proposed Change of Name of the Company		

(Please indicate with 'X' how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain from voting on the resolutions as he/she may think fit.)

Dated this _____ day of _____ 2020

Signature: _____
(If shareholder is a corporation, this form should be executed under seal)

NOTES:

1. As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the 9th AGM entirely through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide enclosed separately.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the 9th AGM to be at the main venue of the meeting. No shareholders/proxies/corporate representatives from the public should be physically present at the Broadcast Venue on the day of 9th AGM.
3. A member/shareholder of the Company entitled to attend and vote at the 9th AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the 9th AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this 9th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIH Online at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide on this 9th AGM.
5. Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA 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.
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 9th AGM or adjourned general meeting at which the person named in the appointment proposes to vote

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AFFIX
STAMP

THE SHARE REGISTRAR OF
SCH GROUP BERHAD
[Registration No. 201101044580 (972700-P)]
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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- i. In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.,
 - ii. By electronic form
The proxy form can be electronically lodged via TIH Online at <https://tiah.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy from via TIH Online.
8. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-
 - i. If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a. at least two (2) authorized officers, of whom one shall be a director; or
 - b. any director and/or authorized officers in accordance with the laws of the country under which the corporate member is incorporated.
 9. For the purpose of determining a member who shall be entitled to attend the Ninth (9th) AGM, the Company shall request the Record of Depositors as at 19 February 2021. Only members whose name appears on the Record of Depositors as at 19 February 2021 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote and vote on his/her stead.