



**SOLUTION GROUP BERHAD**  
Registration No. 200401016072 (654575-P)  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Solution Group Berhad (“SGB” or “Company”) will be conducted fully virtual through live streaming from the broadcast venue at PT 13796, Jalan Tekno Usahawan 2, Technology Park Malaysia, 57000 Kuala Lumpur, Federal Territory of Kuala Lumpur (“Broadcast Venue”) on Friday, 15 January 2021, at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any amendments:

### **ORDINARY RESOLUTION**

#### **PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF SGB AND ITS SUBSIDIARIES TO INCLUDE THE PHARMACEUTICAL RELATED BUSINESS**

“**THAT** subject to the provisions of the Constitution of the Company, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of all relevant authorities (if any), approval be and is hereby given to SGB to diversify its existing business to include the pharmaceutical related business, which might reasonably be expected to result in:

- (a) the diversion of 25% or more of the net assets of the listed issuer to an operation which differs widely from those operations previously carried on by the listed issuer; or
- (b) the contribution from such an operation of 25% or more of the net profits of the listed issuer, pursuant to Rule 10.13(1) of the Listing Requirements of Bursa Malaysia;

**THAT** the Board be and is hereby authorised and empowered to carry out, do all such acts, deeds and things and take all such steps it may consider necessary, and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary or required to give effect to the Proposed Diversification;

**AND THAT** the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Diversification.”

### **BY ORDER OF THE BOARD**

**SI EW SUET WEI (MAICSA 7011254)**  
**SSM Practicing Certificate No. 202008001690**  
**LIM YEN TENG (LS 0010182)**  
**SSM Practicing Certificate No. 201908000028**  
**Company Secretary**  
Kuala Lumpur

31 December 2020

## Notes:

- (1). *For preventing further propagation of Covid-19, the EGM will be conducted on a full virtual basis through a live streaming platform. Members are advised to refer to the Administration Guide for the remote participation access and electronic voting at the EGM.*
- (2). *The Broadcast Venue of the EGM 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 physically present at the main venue in Malaysia. No shareholders/proxies from the public shall be physically present at the Broadcast Venue on the meeting day.*
- (3). *Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide on EGM in order to participate remotely via RPV.*
- (4). *For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 8 January 2021 Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.*
- (5). *A member of the Company who is entitled to participate in the EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.*
- (6). *A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint not more than two (2) proxies in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.*
- (7). *Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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.*
- (8). *For a member of the Company who 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- (9). *Where a member or the authorized nominee appoints more than one (1) proxy, or where an exempt authorized nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.*
- (10). *The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.*
- (11). *If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.*
- (12). *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 for holding the EGM or any adjournment thereof -*
  - (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://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on EGM on the procedures for electronic lodgement of proxy form via TIIH Online.*
- (13). *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.*