



SILVER RIDGE HOLDINGS BHD.
[REGISTRATION NO. : 200401029277 (667785-W)]
NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Fifteenth (15th) Annual General Meeting (AGM) of Silver Ridge Holdings Bhd (‘SRHB’ or ‘the Company’) will be held and conducted by way of virtual meeting entirely through live-streaming via remote participation and voting facilities at the Broadcast Venue at 4 & 6, Jalan 28/70A, Desa Sri Hartamas, 50480, Kuala Lumpur, Wilayah Persekutuan on Friday, 26 March 2021 at 4.00 p.m. for the purpose of transacting the following businesses:-

A G E N D A

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon. *Please refer to Note A*
2. To approve the payment of Directors’ Fees as per Table amounting to RM450,000 for the financial year ended 30 June 2020. *Ordinary Resolution 1*
3. To re-elect the following Directors who were appointed during the year and are retiring in accordance with Clause 129 of the Constitution of the Company, and being eligible, have offered themselves for re-election:
 - (a) Dato’ Khoo Yik Chou (David) *Ordinary Resolution 2*
 - (b) Encik Muhammad Hiqmar Danial Bin Hidzir *Ordinary Resolution 3*
4. To re-elect the following Directors who shall retire by rotation in accordance with Clause 130 of the Constitution of the Company, and being eligible, have offered themselves for re-election:
 - (a) Encik Syakur Bin Dato’ Mohd Suhaimi *Ordinary Resolution 4*
 - (b) Mr. Voon Sze Lin (Alan) *Ordinary Resolution 5*
5. To re-appoint CAS Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. *Ordinary Resolution 6*

As Special Business

To consider and if thought fit, to pass the following resolutions with or without any modifications:-

6. **SPECIAL RESOLUTION:** *Special Resolution A*
Proposed Amendment to the Constitution of the Company (‘Proposed Amendment’)

‘THAT the Proposed Amendment to Clause 14 of the Constitution of the Company as set out below be approved and adopted:

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Clause No.	Existing Clause	Clause No.	Proposed Clause
14.	Notwithstanding the existence of a resolution pursuant to sections 75(1) and 76(1) of the Act and subject to the Listing Requirements, no shares or convertible Securities with rights of conversion to equity may be issued if the total number of those Shares or convertible Securities when aggregated with the total number of the shares or convertible Securities which the Company has issued during the preceding twelve (12) months, exceeds 10 per centum (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 Members in a meeting of Members of the precise terms and conditions of the issue.	14	Subject to Listing Requirements and without limiting the generality of Sections 75 and 76 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.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/or

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amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment. □

**7. ORDINARY RESOLUTION:
Authority to issue shares**

Ordinary Resolution 7

□THAT, subject always to the Companies Act, 2016, the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time 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 20% of the total number of issued shares 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company. □

**8. ORDINARY RESOLUTION:
Proposed new shareholders □ mandate for recurrent related party transactions of a revenue or trading nature:**

Ordinary Resolution 8

□THAT subject to the provisions of the Listing Requirement of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (□SRHB Group□) to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of SRHB Group (□Related Parties□) as specified in the Circular to Shareholders dated 3 March 2021 provided that such arrangements and/or transactions are:

- (i) Recurrent transactions of a revenue or trading nature;
- (ii) Necessary for the day-to-day operations;
- (iii) Carried out in the ordinary course of business on normal commercial terms which are not more favorable to Related Parties than those generally available to the public; and
- (iv) Are not to the detriment of minority shareholders,
(□Proposed New Shareholders □Mandate□);

AND THAT such authority conferred by the shareholders of the Company

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upon passing of this resolution pertaining to the Proposed New Shareholders Mandate will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act) (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered to complete and to 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 New Shareholders Mandate.

9. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

LEONG SUE CHING (MAICSA 7040814) (SSM PC No. 201908001823)
Company Secretary

Kuala Lumpur, Wilayah Persekutuan
3 March 2021

Explanatory Notes:

1. Item 6 of the Agenda Proposed Amendment to the Constitution of the Company

The Special Resolution proposed under item 6 is in line with Bursa Malaysia Securities Berhad's (Bursa Securities) letter dated 16 April 2020 as per of their initiative to grant several additional temporary relief measures to listed corporations, amongst others, to allow a listed corporation to seek a higher mandate under Chapter 6.04 of the ACE Market Listing Requirements from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities at the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency.

This Special Resolution needs a majority of not less than seventy-five (75%) of such members who are entitled to vote either in person or by proxy.

2. Item 7 of the Agenda - Authority to issue shares

The Company had not, during its Fourteenth Annual General Meeting (AGM) held on 29 November 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act.

The Ordinary Resolution 7 proposed under item 7 of the Agenda is a new general mandate for issuance of shares by the Company under Section 75 and section 76 of the Companies Act, 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and

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issue new shares speedily in the Company up to an amount not exceeding in total 20% of the issued share capital of the Company for any possible fundraising activities, including but not limited to placement of shares for purpose of funding investment(s), project, working capital and or acquisition as deemed necessary. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval from the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

Having considered the current economic climate arising from the global COVID-19 pandemic and the current and future financial needs of the Group, the Board would like to procure approval for the 20% general mandate pursuant to Section 75(1) of the Act from its shareholders at the 15th AGM of the Company. In the face of unprecedented challenges, further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings would allow the Company to preserve its cash flow and achieve a more optimal capital structure.

The Board is of the opinion that the 20% general mandate is in the best interest of the Company and its shareholders.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

3. Item 8 of the Agenda - Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 8, if passed, will allow the Group to enter into recurrent transactions involving the interests of Directors, major shareholders or persons connected with the Directors and/or major shareholders of SRHB Group, which are of a revenue or trading nature and necessary for the Group's day-to-day operations.

Further information on the Proposed New Shareholders' Mandate is set out in the Circular to Shareholders dated 3 March 2021.

Notes:-

- A. *This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.*

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1. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.*
2. *A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
3. *When a member is an Exempt Authorized Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
4. *The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, under its Common Seal or under the hand of an officer or attorney duly authorized.*
5. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with the Poll Administrator of the Company at Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or by email to agm-support.SRHB@megacorp.com.my, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.*
6. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 March 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*
7. *All resolutions as set out in this notice of AGM are to be voted by poll.*
8. *The Board wishes to highlight that the 15th AGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.*



[REGISTRATION NO. : 200401029277]

**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
15th ANNUAL GENERAL MEETING (“15th AGM”)**

Date	: 26 March 2021 (Friday)
Time	: 4.00 p.m.
Broadcast Venue	: Boardroom, 4 & 6, Jalan 28/70A, Desa Sri Hartamas 50480, Kuala Lumpur Wilayah Persekutuan

MODE OF MEETING

Reference is made to the Notice of 15th AGM dated 3 March 2021.

In the light of the COVID-19 outbreak and the continuation of MCO as announced by the Senior Minister (National Security), as part of our safety measures, the 15th AGM of Silver Ridge Holdings Bhd. (“Company”) will be conducted on a **fully virtual basis** via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (subsequently revised on 13 October 2020, 9 December 2020 and 12 January 2021).

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. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 15th AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual 15th AGM commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As **no shareholder/proxies should be physically present** at the Broadcast Venue, shareholders/proxies who wish to participate in the 15th AGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate in the 15th AGM online:

1. Open this link <https://vps.megacorp.com.my/mrJaSp> or scan the QR code above and submit all the details requested at least twenty-four (24) hours before the time set for the 15th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.

3. Alternatively, you may deposit your Form of Proxy at the office of the Poll Administrator, **Mega Corporate Services Sdn Bhd (“MegaCorp”) at Level 15-2, Bangunan Faber Imperial Court, Jln Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan** or email to agm-support.SRHB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the 15th AGM or at any adjournment thereof.
4. For corporate shareholder / nominee account holder, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF (for remote voting purposes)

POLL VOTING

The voting will be conducted by poll in accordance with Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 15th AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please read carefully the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 15th AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 15th AGM, the Scrutineers will verify the poll results after which the Chairman of the AGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE AGM

The date of Record of Depositors for attendance at the 15th AGM is 19 March 2021. As such, only members whose names appear in the Record of Depositors as at 19 March 2021 shall be eligible to attend, participate, speak and vote at the 15th AGM.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for the AGM of the Company.

ENQUIRY

If you have any enquiries prior to the 15th AGM, please contact the following persons during office hours:

Poll Administrator

Mega Corporate Services Sdn. Bhd.

Mr. Alfred Devan John or Encik Norhisham Abdul Hamid

Telephone No. : (03)2692 4271 / 26948984

Facsimile No. : (03)2732 5388

E-mail : agm-support.SRHB@megacorp.com.my

FORM OF PROXY

SILVER RIDGE HOLDINGS BHD
(Registration No. : 200401029277 (667785-W))
(Incorporated in Malaysia)

No. of Shares	
CDS account No.	

I/We _____ (name of shareholder as per NRIC/Passport, in capital letters), NRIC No./Co. No./CDS No. : _____ (new) _____ (old) of _____ (full address) being a member/members of **SILVER RIDGE HOLDINGS BHD** hereby appoint the following person(s):-

Name	Email Address	Mobile No.	NRIC/Passport No.	Proportion of shareholdings (%)
*And/or failing him/her (delete as appropriate)				
Name	Email Address	Mobile No.	NRIC/Passport No.	Proportion of shareholdings (%)

or failing *him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Fifteenth Annual General Meeting of the Company to be held and conducted by way of virtual meeting entirely through live-streaming via remote participation and voting facilities at the Broadcast Venue at 4 & 6, Jalan 28/70A, Desa Sri Hartamas, 50480, Kuala Lumpur, Wilayah Persekutuan on Friday, 26 March 2021 at 4.00 p.m. and at any adjournment thereat.

*My/our proxy/proxies *is/are to vote as indicated below:-

	Resolution	FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Ordinary Resolution 1	To approve the payment of Directors' Fees				
Ordinary Resolution 2	Re-election of Dato' Khoo Yik Chou (David) as Director				
Ordinary Resolution 3	Re-election of Encik Muhammad Hiqmar Danial Bin Hidzir as Director				
Ordinary Resolution 4	Re-election of Encik Syakur Bin Dato' Mohd Suhaimi as Director				
Ordinary Resolution 5	Re-election of Mr. Voon Sze Lin as Director				
Ordinary Resolution 6	Re-appointment of CAS Malaysia PLT as Auditors of the Company				
	SPECIAL BUSINESS				
Special Resolution A	Proposed Amendment to the Constitution of the Company				
Ordinary Resolution 7	Authority to allot and issue shares				
Ordinary Resolution 8	Proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature				

(Please indicate with a "✓" or "X" in the space provided how you wish your vote to be cast. If no specific direction as tot voting is given, the proxy will vote or abstain from voting at his discretion.)

* Delete where applicable.

Signature or Common Seal of Shareholder

Dated this day of 2021

Notes:-

1. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote on a show of hands or on a poll in his/her stead. Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.*
2. *A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
3. *When a member is an Exempt Authorized Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
4. *The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, under its Common Seal or under the hand of an officer or attorney duly authorized.*
5. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with the Poll Administrator of the Company at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or by email to agm-support.SRHB@megacorp.com.my, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.*
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