

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of SWS Capital Berhad (“SWS” or the “Company”) will be conducted on a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Digerati Technologies Sdn. Bhd. in Malaysia (“Digerati”) via its portal website at <https://agm.digerati.com.my/sws-online> (Domain Registration No. with MYNIC - D1A119533) on Friday, 30 July 2021 at 11.00 a.m. or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 97,046,000 NEW ORDINARY SHARES, REPRESENTING APPROXIMATELY 46% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES IN SWS CAPITAL BERHAD (“SWS”) (“SWS SHARE(S)” OR “SHARE(S)”) (“PROPOSED PRIVATE PLACEMENT”)

“THAT, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given to the Company to increase the share capital of SWS by way of private placement of up to 97,046,000 new SWS Shares (“Placement Shares”), representing approximately 46% of the Company’s existing issued Shares or 30% of its enlarged issued Shares to independent third party investor(s) to be identified, at an issue price for each tranche to be determined and fixed by the Board, which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price shall not be at a discount of more than 10% from the 5-day volume weighted average market price of the SWS Shares immediately preceding the price fixing date;

THAT, such Placement Shares will, upon allotment and issuance, rank equally with the existing SWS Shares, except that holders of the Placement Shares will not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared to the shareholders of the Company, which the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the Placement Shares;

AND THAT, the Board be and is hereby authorised to do all such acts and things that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Private Placement.”

BY ORDER OF THE BOARD OF SWS CAPITAL BERHAD

**TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 201908002253)
THIEN LEE MEE (LS0009760 / SSM PC NO. 201908002254)**

Company Secretaries

Selangor Darul Ehsan

14 July 2021

Notes:

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
2. The proxy form must be duly completed and deposited at the office of the Share Registrar of the Company, at Level 5, Block B, Dataran PHB, Saujana Resorts, Section U2, 40150 Shah Alam, Selangor or via email to admin.registrar@boardroom.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof, failing which, the proxy form shall not be treated as valid.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
5. The instrument to appoint a proxy shall be in writing under hand of the Member or his/her attorney duly authorised in writing. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
7. For purpose of determining 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 (“ROD”) as at 22 July 2021 and only a member whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.
9. The Meeting will be conducted on a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Digerati Technologies Sdn. Bhd. in Malaysia (“Digerati”) via its portal website at <https://agm.digerati.com.my/sws-online>. Please refer to the Administrative Guide on the registration and voting process for the Meeting.
10. In view of the constant evolving Covid-19 situation in Malaysia, we may be required to change the arrangement of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad’s and the Company’s [website at www.swscap.com](http://www.swscap.com) for the latest updates on the status of the EGM.

SWS Capital Berhad

(Registration No. 199901027346 (502246-P))

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

EXTRAORDINARY GENERAL MEETING OF SWS CAPITAL BERHAD

Date	: Friday, 30 July 2021
Time	: 11.00 a.m. or at any adjournment thereof
RPV Facilities / Online Meeting Platform	: https://agm.digerati.com.my/sws-online
Domain Registration Numbers with MYNIC	: D1A119533

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“Government”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“SC”) (“Guidance Note and FAQs”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 (“FMCO”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, SWS Capital Berhad (“SWS” or the “Company”) meeting will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities as provided by Digerati Technologies Sdn. Bhd. in Malaysia (“Digerati”) via its portal website at <https://agm.digerati.com.my/sws-online>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Digerati Technologies Sdn Bhd (“DIGERATI”) via its portal website at <https://agm.digerati.com.my/sws-online>.

PROCEDURES FOR RPV

Members/proxies/corporate representatives who wish to participate in the EGM remotely using RPV must follow the following procedures:-

Step	Action	Procedure
A	To register as an user using the Registrar website: https://agm.digerati.com.my/sws-online	<ul style="list-style-type: none">● Complete the registration form.● Upload your identity documents.● Submit your registration form.● You will receive an email for verification purpose. You need to complete the process to complete the registration. (Please check your spam mailbox if you do not receive the email)● You will receive an email upon successful or rejected registration.● You may skip this step if you are already a registered user
B	To request for RPV	<ul style="list-style-type: none">● Login your registered account through the Registrar website.● Select "SWSCAP EGM".● Read and agree to Terms & Conditions then confirm the Declaration.● Complete and submit the request form.● You may appoint proxy(s) in the request form.● You may pose your question, if any, to the Chairman/Board in the request form.● You will receive an email as the receipt of request form.● Registrar will verify your request against the ROD after closing time. Closing time for request submission will be 48 hours prior to the meeting. No request will be entertained after closing time.● You and your proxy(s) will receive a notification email upon approval or rejection of RPV.● In the case of approval, below links will be attached in the email.<ol style="list-style-type: none">1. Broadcast link2. E-Poll Form link

C	On the day of EGM	<ul style="list-style-type: none"> ● Login to the company website. ● Access to Broadcast and E-Poll Form using the website or through email links ● If you have any question for the Chairman/Board, you may use the Q&A section to text your question. If time permits, the Chairman/Board will try to respond to those relevant questions relating to the businesses which are submitted by remote participants. ● Submit your voting within a specific period of time once the Chairman announces that the voting is open. ● Voting will be closed upon the expiry of the voting period. ● Broadcast will be terminated upon the announcement of the poll result by the Chairman.
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Pre-Meeting submission of Question to the Board of Directors

Shareholders may submit questions for the Board in advance of the Meeting via email to sws_helpdesk@digerati.com.my . The Board will endeavor to answer the questions received at the Meeting.

*** No door gifts/vouchers**

There will be no distribution of door gifts/vouchers this year to members/proxies/corporate representatives who participate in the EGM.

*** No recording or photography**

Please note that no recording or photography of the EGM proceedings is allowed.

Enquiry

If you have any enquiry or require any assistance before or during the EGM, please contact the following officers during office hours on Mondays to Fridays except on public holidays:

- a) For registration, logging in and system related:

Digerati Technologies Sdn Bhd
Name : Mr. Danon Kung
Telephone : +6016-628 8103
Email : danon.kung@digerati.com.my

- b) For Proxy and other matters:

Boardroom.com Sdn. Bhd.
Level 5, Block B, Dataran PHB, Saujana Resort, Section U2,
40150 Shah Alam, Selangor.
Attention: Ms Jennie Wong/ Mr. Rikki Tan
Tel : +603-7890 0638
Fax : +603-7890 1032
Email : admin.registrar@boardroom.com.my