

# S.D.S

**SDS GROUP BERHAD**  
Registration No. 201701026951 (1241117-T)  
(Incorporated in Malaysia)

## NOTICE OF 4TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting ("AGM") of SDS Group Berhad will be conducted as a fully virtual meeting on Friday, 27 August 2021 at 10:00 a.m., or any adjournment thereof via livestreaming and online remote voting using Remote Participation and Voting ("RPV") facilities for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. **(Refer to Explanatory Note 1)**
- To approve the payment of Directors' Fees to Non-Executive Directors of the Company for the financial year ended 31 March 2021. **RESOLUTION 1**
- To approve the payment of Directors' Benefit up to an amount of RM25,000 for the period from the conclusion of the 4th AGM of the Company scheduled on 27 August 2021 until the date of the 5th AGM of the Company. **RESOLUTION 2**
- To re-elect the following Directors, who retire in accordance with Article 18.2 of the Company's Constitution and being eligible, have offered themselves for re-election:  
(i) Mr. Tan Yon Haw **RESOLUTION 3**  
(ii) Dato' Albert Ding Choo Earn **RESOLUTION 4**
- To re-appoint Messrs Crowe Malaysia PLT (LLP0018817-LCA & AF 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration. **RESOLUTION 5**

#### AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION - AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** **RESOLUTION 6**  
"THAT subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), 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 ten per centum (10%) of the total number of issued shares of the Company at any point in time; 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 on Bursa Securities; 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;"
- ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **RESOLUTION 7**  
"THAT approval be and is hereby given to the Company and its subsidiary ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 29 July 2021, provided that:  
(a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;  
(b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;  
(c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and  
(d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:  
(i) the related transacting parties and their respective relationship with the Company; and  
(ii) the nature of the recurrent transactions.  
THAT such authority shall continue to be in force until:  
(a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or  
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(c) revoked or varied by resolution passed by the shareholders in general meeting,  
Whichever is the earlier.  
AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."
- To transact any other business for which due notice shall have been given.

#### BY ORDER OF THE BOARD

**SIEW SUET WEI** (MAICSA 7011254)  
SSM Practising Certificate No. 202008001690  
**LIM YEN TENG** (LS0010182)  
SSM Practising Certificate No. 201908000028  
Company Secretaries  
Kuala Lumpur  
Date: 29 July 2021

#### NOTES:

- In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 August 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.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or e-mail to AGM-support.SDS@megacorp.com.my not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR"), voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

#### EXPLANATORY NOTES

- Audited Financial Statements for the financial year ended 31 March 2021**  
This Agenda No. 1 is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.
- Ordinary Resolution 1 & 2: Payment of Directors' Fees & Benefits**  
Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for financial year ended 31 March 2021 and Benefits to the Non-Executive Directors ("NEDs") for the period from 27 August 2021 until the conclusion of the next AGM of the Company. The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled and/or special Board and Board Committees' meetings.
- Ordinary Resolution 3 and 4: Re-election of Directors**  
Article 18.2 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, two (2) out of seven (7) Directors are to retire in accordance with Article 18.2 of the Constitution.  
Mr. Tan Yon Haw and Dato' Albert Ding Choo Earn are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election. The profiles of the Directors standing for re-election are set out in the Directors' Profile of this Annual Report 2021.
- Ordinary Resolution 5: Re-appointment of Auditors**  
The Board and Audit Committee had at their respective meetings on 25 June 2021 recommended the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 March 2022. Messrs Crowe Malaysia PLT have met the criteria prescribed under the Rule 5.21 of the ACE Listing Requirements and indicated their willingness to continue their services for the next financial year.
- Ordinary Resolution 6: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to Allot and Issue Shares**  
The proposed Resolution 6 is a renewal of mandate given by the shareholders at the previous AGM held on 28 August 2020, primarily to give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.  
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares.  
In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company. The renewed authority will provide flexibility to the Company for the issuance of shares for the purpose of the possible fund-raising activities for the purpose of funding future project/investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.  
No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 28 August 2020.
- Ordinary Resolution 7: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
For further information on the proposed Ordinary Resolution 7, please refer to the Circular to Shareholders dated 29 July 2021 accompanying the Annual Report 2021.

#### STATEMENT ACCOMPANYING NOTICE OF 4TH ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad)

- Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**  
No individual is seeking election as Director at the 4th AGM of the Company.
- General mandate for issue of securities in accordance with Rule 6.04 of the Listing Requirements of Bursa Securities**  
The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Rule 6.04(3) of the AMLR of Bursa Securities. Please refer to the Proposed Ordinary Resolution 6 as stated in the Notice of the 4th AGM of the Company for details.

# ADMINISTRATIVE GUIDE FOR THE 4TH ANNUAL GENERAL MEETING (“4TH AGM”)

Date : **Friday, 27 August 2021**  
 Time : **10.00 a.m.**  
 Meeting Platform : **megacorp.com.my**  
 MYNIC ID : **D1A018851**



## **Voting via Digital Ballot Form at a Fully Virtual 4th AGM**

1. This is a fully virtual meeting in adherence to the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia to curb the spiking of Covid-19. Shareholders who wish to participate at the 4th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/txKA3T> (please refer to para 4 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
2. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board/Management of the Company) and vote during the 4th AGM, at the comfort of your home or from any location.
3. Shareholders may use the **Questions’ Pane** facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the livestreaming solution. Shareholders may also submit questions before the meeting via email to [AGM-support.SDS@megacorp.com.my](mailto:AGM-support.SDS@megacorp.com.my) in relation to the agenda items for the 4th AGM.

## **Registration Procedures**

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the livestreaming session to participate and vote remotely during the AGM online:
  - a. Open this link <https://vps.megacorp.com.my/txKA3T>, or scan the QR code as stated above, and submit all the details requested at least 48 hours before the date of 4th AGM.
  - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the meeting.
  - c. Alternatively, you may deposit your proxy form, duly completed with the proxy’s email address and mobile phone number, at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to [AGM-support.SDS@megacorp.com.my](mailto:AGM-support.SDS@megacorp.com.my) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
  - d. For corporate shareholders/nominee accounts, please execute proxy form as per step (c) above.
  - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send you two emails:
    - i. **Meeting Link** - to join the livestreaming session
    - ii. **DBF** - for remote voting purposes.

## **Record of Depositors (“ROD”) for the 4th AGM**

5. The date of ROD for the 4th AGM is Friday, 20 August 2021. As such, only shareholders whose name appears in the ROD as at 20 August 2021 shall be entitled to participate, speak and vote at the 4th AGM or appoint proxy(ies)/corporate representative(s) to participate, speak and vote on his/her behalf.

# ADMINISTRATIVE GUIDE FOR THE 4TH ANNUAL GENERAL MEETING (“4TH AGM”)

## **Poll Voting**

6. The voting of the 4th AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of electronic voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders or proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 4th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

## **Enquiry**

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

### **Mega Corporate Services Sdn. Bhd.**

Level 15-2, Bangunan Faber Imperial Court

Jalan Sultan Ismail

50250 Kuala Lumpur

Tel No : +60 (3) 2692 4271

Email : AGM-support.SDS@megacorp.com.my

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