

SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD

(Registration No. 195801000191 (3327-U))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sungei Bagan Rubber Company (Malaya) Berhad (“Sg Bagan” or the “Company”) will be conducted entirely on a fully virtual basis through live streaming and online remote voting via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) (“Virtual Meeting Platform”) provided by Boardroom Share Registrars Sdn Bhd in Malaysia on Tuesday, 5 October 2021 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED TRANSFER BY SG BAGAN OF ITS ENTIRE 49% EQUITY INTEREST IN BALLAND PROPERTIES LIMITED, HELD THROUGH ITS WHOLLY-OWNED SUBSIDIARY, SPRINGVALE INTERNATIONAL LIMITED, AND 9.44% EQUITY INTEREST IN KUCHAI DEVELOPMENT BERHAD, IN EXCHANGE FOR 100% EQUITY INTEREST IN TORBRIDGE HOLDINGS LIMITED HELD BY THE NYALAS RUBBER ESTATES LIMITED AT AN AGREED EXCHANGE VALUE OF RM32,166,047

“THAT subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board of Directors of Sg Bagan (“Board”) to transfer:

- (i) 354,734 ordinary shares in Balland Properties Limited (“Balland”), held by Sg Bagan through its wholly-owned subsidiary, Springvale International Limited, representing its entire 49% equity interest in Balland, to The Nyalas Rubber Estates Limited (“Nyalas”) or to any of its wholly-owned subsidiaries as nominated by it; and
- (ii) 11,684,133 ordinary shares in Kuchai Development Berhad (“KDB”) held by Sg Bagan, representing its entire 9.44% equity interest in KDB, to Nyalas,

in exchange for 22,412 shares in Torbridge Holdings Limited (“Torbridge”) held by Nyalas, representing 100% equity interest in Torbridge, at an agreed exchange value of RM32,166,047 (“Proposed Exchange”), in accordance with the terms and conditions stipulated in the conditional agreement dated 7 May 2021 entered into between Sg Bagan and Nyalas for the Proposed Exchange, as supplemented by a letter dated 13 August 2021 (“Agreement”);

AND THAT approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement and give full effect to the Proposed Exchange, with full powers to amend and/or assent to any condition modification, variation and/or amendment in any manner as required by the relevant authorities or as the Board may deem fit in connection with the Proposed Exchange and/or the Agreement and in the best interest of the Company.”

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No.: 202008001023) (MAICSA 7009143)

SANTHI A/P SAMINATHAN (SSM PC No.: 201908002933) (MAICSA 7069709)

Company Secretaries

Johor Bahru

17 September 2021

Notes:

1. As part of the safety measures to curb the spread of the Coronavirus Disease 2019 (“COVID-19”) outbreak and pursuant to the Government of Malaysia’s official guidance on social distancing, the EGM of the Company will be conducted entirely on a fully virtual basis through the Virtual Meeting Platform provided by Boardroom Share Registrars Sdn Bhd in Malaysia. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate, speak and vote remotely via virtual meeting facilities.
2. The conduct of the fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“Revised Guidance Note and FAQs”). According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.
3. A member of the Company who is entitled to participate and vote at the EGM is entitled to appoint not more than two (2) proxies to participate 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 and the proxy shall have the same rights as the member.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
8. To be valid, 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 shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or deposited via electronic means at the Company’s Share Registrar’s website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 24 hours before the time for holding the EGM or any adjournment thereof. Please follow the procedures as stipulated in the Administrative Guide for the EGM.
9. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. 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.
10. If you have submitted your Proxy Form and subsequently decided to appoint another person or you wish to participate in the EGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy no later than **Monday, 4 October 2021 at 10:00 a.m.**, being 24 hours before the EGM.
11. Last date and time for lodging the Proxy Form is **Monday, 4 October 2021 at 10:00 a.m.**
12. For the purpose of determining who shall be entitled to participate in the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 19.6(b) of the Company’s Constitution to issue a Record of Depositors as at 27 September 2021. Only members whose names appear in the said Record of Depositors shall be eligible to participate, speak and vote at the EGM or appoint proxy(ies) to participate, speak and vote on his/her behalf.
13. Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the resolution set out in the Notice of EGM will be put to vote by poll. A Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.
14. The members are advised to refer to the Administrative Guide for the EGM on the registration process for the EGM. The Administrative Guide had taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affects the holding or conduct of general meetings. The Company will closely monitor the situation and reserve the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the EGM. Kindly check Bursa Securities’ website at <https://www.bursamalaysia.com> and the Company’s website at <https://www.sungeibagan.com> for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD

(Registration No. 195801000191 (3327-U))

(Incorporated in Malaysia)

Extraordinary General Meeting (“EGM”)

- Day and Date : **Tuesday, 5 October 2021**
- Time : **10:00 a.m.**
- Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC - D6A357657)
- Mode of Communication : 1) Typed text in the Meeting Platform
2) Shareholders may submit questions in relation to the agenda item prior to the EGM by logging in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, by selecting “Corporate Meeting” from main menu and select “SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD EXTRAORDINARY GENERAL MEETING” and click “Submit Questions” latest by Friday, 1 October 2021 at 10:00 a.m.
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Dear Shareholders,

As a precautionary measure amid the Coronavirus Disease 2019 (**COVID-19**) outbreak, the Company’s forthcoming EGM will be conducted entirely on a fully virtual basis via the virtual Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.

The conduct of a fully virtual meeting of members or general meeting is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“**Revised Guidance Note and FAQs**”). The Revised Guidance Note and FAQs states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings are prohibited.

According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

In line with the Malaysian Code on Corporate Governance, by conducting a virtual EGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the remote participation and electronic voting facilities (“**Virtual Meeting Facilities**”), you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to participate and vote on your behalf at the EGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual EGM has 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.

If you wish to appoint a proxy to participate and vote on your behalf at the EGM, you may deposit your Proxy Form electronically through Boardroom Smart Investor Portal by selecting “**Submit eProxy Form**”. Please refer to the **Administrative Guide for the EGM** enclosed herewith for further details.

Should you require any assistance on the above, kindly contact our service provider, Boardroom Share Registrars Sdn Bhd at 603-7890 4700 or bsr.helpdesk@boardroomlimited.com.

We would like to thank you for your continued support.

Yours faithfully,
For and on behalf of our Board
CHEW KHAT KHIAM ALBERT
Independent Non-Executive Chairman

17 September 2021

SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD
(Registration No. 195801000191 (3327-U))
(Incorporated in Malaysia)

Administrative Guide for the Extraordinary General Meeting (“EGM”)

Entitlement to Participate in the EGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 September 2021 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

Proxy Form

If you are unable to participate and vote at the EGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the instrument appointing a proxy (“**Proxy Form**”) in accordance with the notes and instructions printed therein.

The Proxy Form must be received by Boardroom Share Registrars Sdn Bhd (“**Boardroom**”) latest by **10:00 a.m. on Monday, 4 October 2021**. This Proxy Form may be deposited with Boardroom in the following manner:

- (i) **By Electronic means**
Through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting “Submit eProxy Form”. Please refer to Step 2 of Virtual Meeting Facilities below.
- (ii) **In Hardcopy Form**
By hand or post to the office of Boardroom at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia to the extent that is permissible to do so under any relevant movement control orders issued.

Revocation of Proxy

If you have submitted your Proxy Form and subsequently decided to appoint another person or you wish to participate in the EGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy no later than **Monday, 4 October 2021 at 10:00 a.m.**, being 24 hours before the EGM.

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by poll. The Company has appointed Boardroom Share Registrars Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify and validate the poll results.

No Recording or Photography



No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

Virtual Meeting Facilities

Kindly follow the steps below to participate and vote remotely: -

| Procedure | Action |
|---|--|
| <u>Before the day of the EGM</u> | |
| 1. Register Online with Boardroom Smart Investor Portal (for first time registration) | <i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i> a. Access website at https://investor.boardroomlimited.com b. Click “Register” to sign up as a user. |

| Procedure | Action |
|--|---|
| Before the day of the EGM | |
| | <ul style="list-style-type: none"> c. Complete registration and upload a softcopy of your MyKad (Front and Back) or Passport in JPEG, PNG or PDF format. d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be sent to you. |
| <p>2. Submit Request for Remote Participation User ID and Password</p> | <p>Registration for remote access will be opened on 17 September 2021, i.e. date of notice of EGM. Please note that the closing time to submit your request is on Monday, 4 October 2021 at 10:00 a.m. (24 hours before the commencement of the EGM).</p> <p>Individual Members</p> <ul style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select “SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD EXTRAORDINARY GENERAL MEETING” from the list of Corporate Meeting and click “Enter” c. Click on “Register for RPEV”. d. Read and agree to the General Terms and Conditions and enter your CDS Account Number and thereafter submit your request. <p>Appointment of Proxy</p> <ul style="list-style-type: none"> a. Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select “SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD EXTRAORDINARY GENERAL MEETING” from the list of Corporate Meeting and click “Enter”. c. Click on “Submit eProxy Form” d. Read and accept the General Terms and Conditions and enter your CDS Account Number to appoint proxy and insert proxy details and voting instructions. <p>Corporate Shareholders</p> <ul style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ul style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. |
| <p>3. Email Notification</p> | <ul style="list-style-type: none"> a. You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified. b. Upon system verification against the General Meeting Record of Depositories as at 27 September 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. c. You will receive your remote access user ID and password along with the email from Boardroom if your registration is approved. |

| Procedure | | Action |
|------------------------------|-----------------------------|---|
| On the day of the EGM | | |
| 4. | Login to Meeting Platform | a. The Meeting Platform will be open for login one (1) hour before the commencement of the EGM. b. The Meeting Platform can be accessed via one of the following:- > Scan the QR Code provided in the email notification; > Navigate to the website at https://meeting.boardroomlimited.my c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3 above. |
| 5. | Participate through Live | <p><i>[Note: Questions submitted online will be moderated before being sent to the Chairperson to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> a. If you would like to view the live webcast, select the broadcast icon.  b. If you would like to ask a question during the EGM, select the messaging icon, type your message within the chat box. Once completed, click "Send".  |
| 6. | Online Remote Voting | a. Once voting has been opened, the polling icon will appear with the resolution and your voting choices. b. To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. c. To change your vote, select another voting direction. d. If you wish to cancel your vote, please click "Cancel". |
| 7. | End of Remote Participation | Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the Messaging window will be disabled. |

Enquiry

If you have any enquiries prior to the EGM, please contact the following during office hours from Mondays to Fridays (except public holidays) (8:30 a.m. to 5:30. p.m.): -

Boardroom Share Registrars Sdn Bhd

Address : Ground Floor or 11th Floor, Menara Symphony
 No. 5, Jalan Professor Khoo Kay Kim
 Seksyen 13
 46200 Petaling Jaya
 Selangor Darul Ehsan
 Malaysia
 General Line : 603-7890 4700
 Fax Number : 603-7890 4670
 Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.