



## SAND NISKO CAPITAL BHD

(Registration No. 199501010609 (339810-A))  
(Incorporated in Malaysia under the Companies Act, 2016)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Sand Nisko Capital Berhad (“**SNC**” or “**Company**”) will be conducted fully via virtual online meeting platform at <https://bit.ly/3A5fS9l> on Monday, 25 October 2021 at 1.30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

#### **ORDINARY RESOLUTION 1**

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN THE COMPANY (“SNC SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER INTO 2 SHARES (“SUBDIVIDED SHARES”) (“PROPOSED SHARE SPLIT”)**

“**THAT** subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to subdivide each of every 1 existing ordinary share in the Company held by all entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board (“**Books Closure Date for Share Split**”), into 2 Subdivided Shares;

**THAT** the fractional entitlements arising from the Proposed Share Split, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

**THAT** the Subdivided Shares shall rank equally in all respects with one another, save and except that the holders of such Split Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company prior to the Books Closure Date for Share Split;

**AND THAT** the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interest of the Company, in order to finalise, implement and/or give effect to the Proposed Share Split with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities or deemed necessary or desirable by the Board.”

#### **ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF UP TO 115,830,000 FREE WARRANTS IN THE COMPANY (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT** subject to the passing of the Ordinary Resolution 1 and approval of all relevant authorities or parties having been obtained, where required, the Board be and is hereby authorised to issue and allot up to 115,830,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) by way of a bonus issue to all entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board (“**Entitlement Date for Bonus Warrants**”), on the basis of 1 Warrant for every 2 Shares held on the Entitlement Date for Bonus Warrants;

**THAT** the Board be and is hereby authorised to fix the exercise price of the Warrants at a later date and that the Board be and is hereby authorised to issue and allot the new Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the Deed Poll;

**THAT** the new Shares to be issued arising from the exercise of the Warrants shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;

**THAT** the Board be and is hereby authorised to disregard and/or deal with any fractional entitlements for the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in its absolute discretion deems fit and expedient and in the best interests of the Company;

**THAT** the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 8 October 2021 in relation to the Proposed Share Split and Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

By Order of the Board  
**SAND NISKO CAPITAL BERHAD**

**Wong Youn Kim (MAICSA 7018778)**  
**SSM Practising Certificate No. 201908000410**

Company Secretary  
Kuala Lumpur  
8 October 2021

#### NOTES:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting (“**EGM**”), the Company shall be requesting the Record of Depositors as at 18 October 2021. Only a depositor whose name appears on the Record of Depositors as at 18 October 2021 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to 2 proxies to attend, speak and vote in his/her stead. If a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney and supported by a notarially certified copy of that power or authority.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the multiple beneficial owners in one 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.
6. Where a member or the authorised nominee or an exempt authorised nominee appoints 2 or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy or 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 registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
8. If this Form of Proxy is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If this Form of Proxy is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Form of Proxy.

**SAND NISKO CAPITAL BERHAD**  
Registration No. 199501010609 (339810-A)  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE**

**IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING (“EGM”)  
TO BE HELD VIA AN ONLINE PLATFORM**

<b>DATE:</b>  Monday, 25 October 2021	<b>TIME:</b>  1.30 p.m.	<b>MEETING VENUE:</b>  Fully virtual via an online meeting platform at <a href="https://bit.ly/3A5fS9l">https://bit.ly/3A5fS9l</a> provided by HMC Corporate Services Sdn. Bhd. in Malaysia
--	-------------------------------	---

**General Meeting Record of Depositors**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 October 2021 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at the meeting or appoint proxy(ies) to participate and/or vote on his/her behalf.

**Proxy**


2. A member entitled to participate and vote remotely at the EGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the EGM via Virtual Meeting Facilities on 25 October 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not later than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Sunday, 24 October 2021 at 1.30 p.m. The appointed proxy(ies) must register themselves via the Registration Link in Item 10 below.**

**Poll Voting**

5. The voting at the EGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the EGM at 1.30 p.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the EGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to HMC Corporate Services Sdn Bhd **not later than Sunday, 24 October 2021 at 1.30 p.m.:**
- (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
- (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the EGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the EGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to HMC Corporate Services Sdn Bhd not later than **Sunday, 24 October 2021 at 1.30 p.m.** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE EGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose.</li> </ul> <p>Registration Link: <a href="https://bit.ly/3A5fS9l">https://bit.ly/3A5fS9l</a></p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/3FcpVNL">https://bit.ly/3FcpVNL</a> and to submit your questions accordingly:</li> </ul> 
ON THE EGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 1.30 p.m. on 25 October 2021.</li> <li>If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>Members or proxies may commence voting from 1.30 p.m. on 25 October 2021 until such time when the Chairman announces the closing of the voting session.</li> <li>After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The EGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

**No Door Gift**

11. There will be no distribution of door gifts for the participation of the EGM.

**No Recording or Photography**

12. Unauthorised recording and photography are strictly prohibited at the EGM.

**Enquiry**

13. If you have any enquiry or require any assistance before or during the EGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

**HMC CORPORATE SERVICES SDN BHD**  
**Registration No. 198201003810 (83556-P)**

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2281 5800

Mobile/WhatsApp: 017 388 3989

Fax : 603-2282 5022

Email : [office365support@hmc.my](mailto:office365support@hmc.my)

Contact Person: HMC Virtual Meeting Administrator