

**NOTICE OF TWENTY-NINETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth (29th) Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn Bhd on Monday, 27 June 2022 at 2.00 p.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Notes 1)
- To approve the payment of Directors' fees and benefits of not exceeding RM849,000.00 for the period from 1 January 2022 until the conclusion of the 30th AGM to be held in year 2023. Ordinary Resolution 1
- To re-elect Dato' Sri Anne Teo who retires pursuant to Clause 117 of the Constitution of the Company and being eligible, has offered herself for re-election. Ordinary Resolution 2
- To re-elect the following Directors who retire pursuant to Clause 116 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
  - Tengku Amir Nasser Ibni Tengku Ibrahim Ordinary Resolution 3
  - Lee Chin Cheh Ordinary Resolution 4
- To re-appoint Messrs. Mazars PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Ordinary Resolution 5

**AS SPECIAL BUSINESS**

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

- PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Ordinary Resolution 6

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

- To transact any other business of which due notice have been given in accordance with the Companies Act, 2016.

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)  
Company Secretary

Selangor  
Dated: 29 April 2022

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2022 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to participate, and vote at this meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- With the Remote Participation and Voting ("RPV") facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the AGM.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate via real time submission of typed texts through the RPV Q&A platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn Bhd during the live streaming of the AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) or technical support at 03-62011120 during the AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the AGM.

- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM of the Company shall have the same rights as the member to attend, participate, speak and vote at the AGM and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than twenty-four (24) hours before the time stipulated for holding the AGM or any adjournment thereof. Please follow the pre-register procedures as set out in the Administrative Guide of AGM. Please contact the poll administrator, ShareWorks Sdn Bhd, at 03-62011120 for further assistance.

**Explanatory Notes:**

- Audited Financial Statements for the financial year ended 31 December 2021**  
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act, 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolution 1 – Directors' fees and benefits**  
Section 230(1) of the Companies Act, 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.  
The proposed Ordinary Resolution 1, if approved, will authorise the payment of Directors' fees and benefits for the period from 1 January 2022 until the conclusion of the 30th AGM to be held in year 2023.
- Ordinary Resolution 2 – Re-election of Directors**  
Clause 117 of the Constitution of the Company provides that at the Annual General Meeting in every subsequent year, 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 once every three (3) years but shall be eligible for re-election.  
The performance of the Director who is recommended for re-election has been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Dato' Sri Anne Teo who is due for retirement as Director, and being eligible, has offered herself for re-election at the 29th AGM.
- Ordinary Resolutions 3 and 4 – Re-election of Directors**  
Pursuant to Clause 116 of the Company's Constitution, any Director appointed during the year shall hold office until the conclusion of the next AGM and shall be eligible for re-election at such meeting. A Director retiring pursuant to this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation.  
Tengku Amir Nasser Ibni Tengku Ibrahim and Mr Lee Chin Cheh who were appointed as the Independent Non-Executive Directors on 1 July 2021 and 2 August 2021 respectively are required to submit themselves for re-election at the 29th AGM pursuant to Clause 116 of the Company's Constitution.  
Tengku Amir Nasser Ibni Tengku Ibrahim and Mr Lee Chin Cheh who are due to retire pursuant to Clause 116 of the Company's Constitution and being eligible, have offered themselves for re-election at the 29th AGM of the Company.
- Ordinary Resolution 6 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 6, seeking a renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.  
As at the date of the Notice, 8,000,000 ordinary shares were issued and allotted pursuant to the general mandate granted to the Directors at the 28th AGM held on 28 June 2021 and which will lapse at the conclusion of the 29th AGM.