



**SDS GROUP BERHAD**

(Registration No. 201701026951 (1241117-T))

(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of SDS Group Berhad (“SDS” or “Company”) will be held and conducted on a fully virtual basis entirely through live streaming and online remote voting via Cloud EGM Platform operated by ARB Wemeet Sdn Bhd at <https://member.arbwemeet.com> (Domain registration numbers with MYNIC: D1A457700) on Thursday, 9 June 2022 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any amendments:

### **ORDINARY RESOLUTION**

#### **PROPOSED SPECIAL ISSUE OF UP TO 58,000,000 NEW ORDINARY SHARES IN SDS TO BUMIPUTERA INVESTORS TO BE IDENTIFIED AND/OR APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY (“MITI”) (“PROPOSED SPECIAL ISSUE”)**

“**THAT**, subject to the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to increase the share capital of the Company by way of special issue of up to 58,000,000 new ordinary shares in SDS (“**Special Issue Shares**”), representing 14.29% of the Company’s existing issued shares, to independent third party Bumiputera investor(s) to be identified and/or approved by MITI, where such investor(s) shall be person(s) qualified under Schedules 6 and 7 of the Capital Markets and Services Act, 2007;

**THAT** pursuant to Section 85 of the Companies Act 2016 read together with Article 13.2 of the Constitution of the Company, the pre-emptive rights of the members of the Company is waived arising from the Proposed Special Issue;

**THAT** the Board of Directors of SDS (“**Board**”) be and is hereby authorised to fix the issue price of the Special Issue Shares at a later date after obtaining the relevant approvals for the Proposed Special Issue, in one or several tranches. In any event, the issue price shall be at a discount of not more than 10% from the five (5)-day weighted average market price of SDS Shares immediately preceding the price-fixing date;

**THAT** the proceeds of the Proposed Special Issue be utilised for the purposes as set out in the Circular to shareholders of the Company dated 19 May 2022, and the Board be and is hereby authorised with full powers 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 (where required) to the approval of the relevant authorities;

**THAT** such Special Issue Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares in SDS, save and except that they will not be entitled to any rights, allotments, dividends and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the said Special Issue 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 Special Issue 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 it considers necessary or as may be required to give full effect to and complete the Proposed Special Issue.”

## **BY ORDER OF THE BOARD**

**SIEW SUET WEI (SSM PC No. 202008001690) (MAICSA 7011254)**  
**LIM YEN TENG (SSM PC No. 201908000028) (LS0010182)**

Company Secretaries  
Kuala Lumpur  
19 May 2022

### **Notes :**

- 1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he/she shall specify the proportion of his/her holdings to be represented by each proxy.*
- 2. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An "exempt authorized nominee" refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions subsection 25A(1) of SICDA.*
- 3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.*
- 4. The instrument appointing a proxy must be deposited at the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, , not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*
- 5. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 31 May 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.*
- 6. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution set out in this Notice of EGM will be put to vote by way of poll.*
- 7. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.*



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**ADMINISTRATIVE GUIDE  
FOR THE EXTRAORDINARY GENERAL MEETING**

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Date : **Thursday, 9 June, 2022**  
Time : **10.00 a.m.**  
Meeting Platform : **Cloud EGM Platform operated by ARB Wemeet Sdn Bhd at**  
<https://member.arbwemeet.com>  
MYNIC ID : **D1A457700**

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**").

In line with the Government's directive and the revised Guidance Note and Frequently Asked Question on the Conduct of General Meetings for Listed Issuers issued by Securities Commission dated 7 April 2022 ("**SC Guidance**"), the EGM of the Company will be held and conducted by way of fully virtual meeting entirely through live streaming and online voting via Cloud EGM Platform operated by ARB Wemeet Sdn Bhd at <https://member.arbwemeet.com>. An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327(2) of the Companies Act 2016, provided that the online platform located in Malaysia. Pursuant to the SC Guidance, all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

**Entitlement to Participate and Vote Remotely**

Only shareholders whose names appear on the Record of Depositors ("**ROD**") as at 31 May 2022 shall be eligible to participate and vote remotely in the meeting or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

## **PROCEDURES TO PARTICIPATE IN CLOUD EGM PLATFORM**

Please follow the procedures to participate in Cloud EGM Platform as summarised below:

### **\* BEFORE EGM DAY \***

<b>A: REGISTRATION</b>		
	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to Register with ARB Wemeet  ➤ Individual Shareholders	<p>a. Access website at <a href="https://member.arbwemeet.com/">https://member.arbwemeet.com/</a>.</p> <p>b. Select "<b>Sign Up</b>" to sign up as user.</p> <p>c. Read and indicate your acceptance of the 'Privacy Policy' and 'Terms &amp; Conditions' by clicking on a small box <input type="checkbox"/>. Then select "<b>Next</b>".</p> <p>d. Fill-in your details – (i) ensure your email address is valid &amp; (ii) create your own password &amp; (iii) add the CDS account. Then select "<b>OK</b>".</p> <p>e. Registration as user completed.</p> <p>f. An email notification will be sent to you.</p> <p>g. Click the link in the email to verify account.</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> <li>• <i>If you have already signed up/registered as a user previously, you are not required to register again.</i></li> <li>• <i>In order to be able to view the event, shareholders must add the related CDS in the profile (From the sign up or in the own profile).</i></li> </ul>

<b>B: REGISTRATION AS PROXY</b>		
	<b>Description</b>	<b>Procedure</b>
i.	Submit Proxy Form (hard copy)  ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	<p>The hard copy Form of Proxy must be deposited with the Company's Registered Office at 5-9A, The Boulevard Offices, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours (Tuesday, 7 June 2022 at 10.00 a.m.) before the time appointed for holding the EGM or at any adjournment thereof.</p> <p>a. Fill-in the details of the Proxy Form by providing the following information:</p> <ul style="list-style-type: none"> <li>○ Proxy(ies) &amp; Corporate Representative <ul style="list-style-type: none"> <li>• Name</li> <li>• Number of MyKAD for Malaysian or passport for non-Malaysian</li> <li>• Address and email address – ensure email address is valid</li> </ul> </li> </ul> <p>b. Corporate Representative only – deposit the hard copy of Proxy Form with Corporation's Common Seal or under the hand of an officer or attorney so authorised to the address as stated on the Proxy Form.</p> <p>c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form.</p> <p>d. Submitted Proxy Form will be verified.</p> <p>e. After verification, proxy(ies) and corporate representative will receive an email notification.</p> <p>f. Please refer to the steps stated in the email notification given to participants for their participations in the meeting.</p> <p>g. Please click the "WeMeet" button in the notification email and you will be directed to the login page at <a href="https://member.arbwemeet.com/">https://member.arbwemeet.com/</a>.</p> <p>h. You may login with your email and you will be prompted to change password.</p>

**\* ON EGM DAY \***

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud EGM Platform will be opened for log in **one (1) hour** before the commencement of the EGM you are attending at 9.00 a.m..
3. When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	<b>Description</b>	<b>Procedures</b>
i.	Livestream	a. Click on the " <b>Watch Live</b> " button to view the livestream.
ii.	Ask Question (real-time)	<p>a. Select "<b>Ask Question</b>" button to pose a question.</p> <p>b. Type in your question and select "<b>Submit</b>".</p> <p><i>Note:</i>  <i>The Chairman of the EGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the EGM.</i></p>
iii.	Remote Voting	<p>a. On the main page, scroll down and select "<b>Select CDS Account &amp; Vote Now</b>".</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select "<b>Next</b>" to continue voting for all resolutions.</p> <p>c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select "<b>Finish Voting</b>" to submit your vote.</p> <p><i>Note:</i>  <i>Once you have confirmed and submitted your votes, you are able to change your voting choices in "<b>View My Vote</b>" before the event ends.</i></p>
iv.	View Voting Results	a. On the main page, scroll down and select " <b>View My Vote</b> ".
v.	End of Cloud AGM Platform	<p>a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end.</p> <p>b. You may log out from <a href="https://member.arbwemeet.com">https://member.arbwemeet.com</a>.</p>

## **ADDITIONAL INFORMATION**

### **Voting Procedure**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed ARB Wemeet Sdn Bhd as the Poll Administrator to conduct the polling process and Aegis Communication Sdn Bhd as the independent scrutineers to verify the results of the poll.

### **No Recording or Photography**

Unauthorised recording and photography of the proceedings of the EGM are strictly prohibited.

### **No e-Voucher, Gift and Food Voucher**

There will be no e-Voucher, gift, or food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

### **Enquiry**

For enquiries relating to Cloud EGM Platform or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact ARB Wemeet helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : [supportsales@arbberhad.com](mailto:supportsales@arbberhad.com)  
Contact Number : +603-22761143