

SYF RESOURCES BERHAD [Registration No. 199501035170 (364372-H)] (Incorporated in Malaysia)

NOTICE OF THE TWENTY-SEVENTH (27TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting ("27th AGM") of the Company will be conducted on a fully virtual basis through live streaming and remote participation and voting ("RPV") from the Broadcast Venue at Meeting Room, No. 1, Block C, Jalan Indah 2/6, Taman Indah, Batu 11 Cheras, 43200 Selangor on Thursday, 5 January 2023 at 10.00 a.m. or at any adjournment thereof for the following purposes:-AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 July 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A) 1 AS ORDINARY BUSINESS
- To approve the payment of Directors' Fees to the Non-Executive Directors of the Company up to RM156,000 for the financial year ended 31 July 2022. (Ordinary Resolution 1) 2.
- To approve the payment of Directors' Benefits to the Non-Executive Directors of the Company up to an amount of RM70,000 from 5 January 2023 until the conclusion of the next AGM of the 3 to an amo Company. (Ordinary Resolution 2) 4.
- To re-elect the following Directors who retire by rotation in accordance with the Clause 103(1) of the Company's Constitution and being eligible, offer themselves for re-election: (i) Datuk Mohamed Arsad Bin Sehan (Ordinary Resolution 3)
- (ii) Ng Wei Ping

(Ordinary Resolution 4)

To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5) AS SPECIAL BUSINESS

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

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Ordinary Resolution 6)

"THAT pursuant to section 85 of the Companies Act 2016, read in conjunction with Clause 61 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the allotment and issuance of shares.

existing issued shares of the Company arising from the allotment and issuance of shares. THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being 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 and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the company.

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE") (Ordinary Resolution 7)

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Securities, the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in the Statement/Circular to Shareholders dated 30 November 2022, provided that such transactions and/or arrangements are:-

(a) necessary for the day-to-day operations;

(b) are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and

(c) are not detrimental to the minority shareholders of the Company.

AND THAT such approval, shall continue to be in force until: (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or

- (b) the expiration of the period within the next AGM of the Company after that date is requi be held pursuant to Section 340(2) of the Act (but shall not extend to such extension a be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Compageneral meeting, whichever is earlier; ny in

AND THAT the estimated aggregate value of the transactions conducted pursuant to th Proposed Renewal of RRPT Mandate during a financial year will be disclosed, in accordance wit the MMLR, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of RRPT Mandate."

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY") (Ordinary Resolution 8) 8.

"THAT, subject to the Act, the provisions of the Constitution of the Company, the MMLR of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase; i)
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and ii)
- iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to i) conditions; or

the expiration of the period within which the next AGM of the Company is required by law to be held; or ii)

iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting

whichever occurs first.

Whichever occurs first. AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto." RETENTION OF DATUK MOHAMED ARSAD BIN SEHAN AS INDEPENDENT NON-EXECUTIVE CHAIRMAN PURSUANT TO PRACTICE 5.3 OF THE MALAYSIAN CODE ON CORPORATE GOVERNANCE 2021 (Ordinary Resolution 9)

"THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Datuk Mohamed Arsad Bin Sehan who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Chairman of the Company until the conclusion of the next AGM."

10. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Act.

Order of the Board SYF RESOURCES BERHAD

Tan Tong Lang (MAICSA 7045482/PC NO. 202208000250) Thien Lee Mee (LS0010621/PC NO. 201908002254) Company Secretaries

Selangor Darul Ehsan 30 November 2022

NOTES.

- The Broadcast Venue of the 27th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman for the meeting to be at the main venue of the meeting. No shareholders/proxies from the public should be physically present at the Broadcast Venue on the day of the 27th AGM.
- Members may use the Question and Answer ("Q&A") platform in Zoom Cloud Meetings App to submit questions in real-time during the 27th AGM. Members may also submit questions to the Board of Directors prior to the 27th AGM to leeoonkar@syr.com.my not later than 10.00 a.m. on 3 January 2023 or to use the Q&A platform in the Propoll Portal from 12.00 p.m. on 31 December 2022 up to 9.30 a.m. on 5 January 2023. 2
- Since the 27th AGM will be conducted via a virtual meeting, a member entitled to attend and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company the Company.
- Where a member of the Company appoints more than one (1) proxy to attend and vote at the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- Tailing which the appointments shall be invalid. 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 Authorised Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- or attorney duly authonsed. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Soh Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof. You can also have the option to submit the proxy appointment electronically via TIIH Online at website https://tiih.online before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Annexure to Form of Proxy.
- 10. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 29 December 2022 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Re of Bursa Malaysia Securities Berhad, all the Resolutions set Notice will be put to vote by poll. 11. Pu this
- 1. EXPLANATORY NOTE A

Audited Financial Statements for The Financial Year Ended 31 July 2022 This agenda item is meant for discussion only as Section 340(1) (a) of the Act does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 6 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Sections / 3 and / 0 of the Companies Act 2010 Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Fifth (26th) AGM held on 6 January 2022 and which will lapse at the conclusion of the 27th AGM.

Ordinary Resolution 7 – Proposed Renewal of RRPT Mandate

Oraliary Resolution 7 – Proposed Renewal or RKP1 Mandate The proposed Ordinary Resolution 7, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Statement/ Circular to Shareholders dated 30 November 2022, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

For further information on this resolution, please refer to the Statement/ Circular to Shareholders dated 30 November 2022.

Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will be expired at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.

For further information on this resolution, please refer to the Statement/ Circular to Shareholders dated 30 November 2022.

Ordinary Resolution 9 – Retention of Datuk Mohamed Arsad Bin Sehan as Independent Non-Executive Chairman of the Company

as independent Non-Executive Chairman of the Company Pursuant to the Malaysian Code on Corporate Governance 2021, it is recommended that approval of shareholders be sought in the event that the Company intends to retain the independent director who has served in that capacity for more than nine (9) years. Following an assessment and recommendation by the Nomination Committee, the Board recommended that Datuk Mohamed Arsad Bin Sehan who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years to continue to be act anIndependent Non-Executive Chairman of the Company. Details of the Board's justifications and recommendations for the retention of Datuk Mohamed Arsad Bin Sehan are set out in the Corporate Governance Overview Statement of the Annual Report 2022. are set out in the Annual Report 2022

The proposed Ordinary Resolution 9, if passed, will enable Datuk Mohamed Arsad Bin Sehan to continue to act as an Independent Non-Executive Chairman of the Company.



ADMINISTRATIVE DETAILS FOR SHAREHOLDERS PARTICIPATING THE 27TH ANNUAL GENERAL MEETING OF SYF RESOURCES BERHAD ("27th AGM")

Date	:	Thursday, 5 January 2023	
Time	:	10:00 am	
Broadcast Venue	:	Meeting Room, No. 1, Block C, Jalan Indah 2/6, Taman Indah, Batu 11, 43200 Cheras, Selangor Darul Ehsan, Malaysia	
Meeting Platform	:	www.propollsolutions.com.my	

VIRTUAL MEETING

The 27th AGM of SYF will be conducted as a fully virtual meeting through live streaming and online remote voting using the Remote Participation and Voting ("**RPV**") Facility.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the 27th AGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS from the public shall be physically present nor admitted at the Broadcast Venue on the day of the 27th AGM.

RPV FACILITY

Shareholders are to participate, speak (in the form of real-time submission of typed texts) and vote remotely (collectively, "**participate**") at the 27th AGM using the RPV Facility provided by Propoll Solutions Sdn Bhd, the poll facilitator of the 27th AGM, via its website at <u>www.propollsolutions.com.my</u> ("Propoll Portal").

Shareholders may use the Q&A platform in Zoom Cloud Meetings App to submit questions in real time during the 27th AGM. Shareholders may also submit questions to the Board of Directors ("**Board**") prior to the 27th AGM by emailing to **leeonkar@syf.com.my** no later than 10:00 am on 3 January 2023 or via the Q&A platform in the Propoll Portal from 12:00 pm on 31 December 2022 up to 9:30 am on 5 January 2023. If there is time constraint in answering the questions during the 27th AGM, the answers will be published in SYF's corporate website at **www.syf.com.my** under Investor Relations' page, after the 27th AGM.

If you wish to submit your questions through the Q&A platform via the Propoll Portal, you must first register as a user at the Propoll Portal. Thereafter, you may select "My Virtual Meeting" under the Main Menu and click on the Q&A platform to post your question(s).

PROCEDURES FOR RPV FACILITY

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 27th AGM remotely using the RPV Facility, are to follow the requirements and procedures as summarised below:

	Procedures	Action
	Before the day of the 27 th AGM	
(i)	Register as a User	 Access the Propoll Portal at <u>www.propollsolutions.com.my</u> Click <<login register="">> followed by <<register new="" user="">> to register as a new user.</register></login> Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport. Read and agree to the terms & conditions and thereafter, submit your registration. Please enter a valid email address in order for you to receive the verification email from the Propoll Portal. Your registration will be verified and approved by the Propoll Portal. Once approved, an email notification will be sent to you. If you are already a user with the Propoll Portal, you are not
(ii)	Submit your Question	 required to register again. You may pre-submit your questions: (i) using the Propoll Portal from 12:00 pm on 31 December 2022 up to 9:30 am on 5 January 2023; or (ii) to the Board prior to the 27th AGM by emailing to leeonkar@syf.com.my no later than 10:00 am on 5 January 2023.
	On the day of the 27 th AGM	
(iii)	Login to Propoll Portal at <u>www.propollsolutions.com.my</u>	 Login with your user ID and password for remote participation at the 27th AGM at any time from 9.30 am, i.e. 30 minutes before the commencement of the 27th AGM. If you have forgotten your password, you can reset it by clicking on "Forgot Password".
(iv)	Participate through Live Streaming	 Select <<virtual meeting="">> under Main Menu.</virtual> Click <<join meeting="">> located next to the event.</join> Please click on the video link and key in the password provided to you in the email notification from the Propoll Portal in order to join the live streaming of the 27th AGM. If you have any question(s) during the 27th AGM, you may use the Q&A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman of the 27th AGM ("Chairman") / Board / Management will try to respond to all relevant questions submitted during the 27th AGM. If there is time constraint in answering the questions during the 27th AGM. If you are using a smartphone to participate in the 27th AGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the 27th AGM. Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
(v)	Online Remote Voting	 Please select the <<voting>> option located next to <<join Meeting>> to indicate your votes for the resolutions that are tabled for voting.</join </voting>

- Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.
- Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
- (vi) End of the RPV Facility
- The RPV Facility will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the 27th AGM.

Notes to users of the RPV Facility:

- (a) Should your registration to join the 27th AGM be approved, we will make available to you the rights to join the live streamed 27th AGM and to vote remotely using the RPV Facility. Your login to the Propoll Portal on the day of the 27th AGM will indicate your presence at the 27th AGM.
- (b) If you encounter any issue with your online registration at the Propoll Portal, please call +6016-439 7718/+6010-526 5490 or e-mail to propollsolution@gmail.com for assistance.

PROXY

- 1. The 27th AGM will be conducted on a fully virtual basis. If you are unable to participate the 27th AGM, you may appoint the Chairman as proxy and indicate the voting instructions in the Proxy Form.
- 2. If you wish to appoint proxy(ies) to participate in the 27th AGM using the RPV Facility, please submit your Proxy Form, either by hand or by post to the following address, not less than 48 hours before the time appointed for holding the 27th AGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid:

Tricor Investor & Issuing House Services Sdn Bhd Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur

- 3. You can also have the option to submit the proxy appointment electronically via TIIH Online at website https://tiih.online before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Annexure to Proxy Form.
- 4. Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative to Tricor Investor & Issuing House Services Sdn Bhd not less than 48 hours before the time appointed for holding the 27th AGM or any adjournment thereof, in order to participate in the 27th AGM via the RPV Facility.
- 5. Attorneys appointed by power of attorney are to deposit their power of attorney to Tricor Investor & Issuing House Services Sdn Bhd not less than 48 hours before the time appointed for holding the 27th AGM or any adjournment thereof, in order to participate in the 27th AGM via the RPV Facility.
- 6. Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 27th AGM via the RPV Facility must ensure that his/her proxy or attorney or authorised representative register himself/herself at the Propoll Portal prior to the 27th AGM.

POLL VOTING

1. The voting at the 27th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. SYF has appointed Propoll Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facility and Symphony Corporate Services Sdn Bhd as Scrutineers to verify the poll results.

- 2. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to item (v) for the online remote voting procedures using the RPV Facility.
- 3. Upon completion of the voting session, the Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the 27th AGM by yourself, please write in to **Tricor Investor & Issuing House Services Sdn Bhd** to revoke the earlier appointed proxy 48 hours before the time appointed for holding the 27th AGM.

RECORDING

Unauthorised recording of the proceedings of the 27th AGM is strictly prohibited.

RECORD OF DEPOSITORS ("ROD") FOR THE 27th AGM

Only shareholders whose names appear on the ROD as at 29 December 2022 shall be entitled to participate or appoint proxy(ies) to participate at the 27th AGM via the RPV Facility.

NO DOOR GIFT

There will be **NO** door gift to be provided for participating at the 27th AGM.

ENQUIRIES

If you have any enquiry relating to the 27th AGM, please contact any of the following persons during office hours from 9:00 am to 6:00 pm on Mondays to Fridays:

(a) Mr Eric Tan (Tel: +6016-439 7718/+6010-526 5490 or E-mail: propollsolution@gmail.com)

PERSONAL DATA PRIVACY

By lodging and subscribe for a user account with Propoll Portal for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the 27th AGM using the RPV Facility, the shareholder/proxy holder/representative(s) accepts and agrees to the personal data privacy terms.