



SAND NISKO CAPITAL BERHAD

(Registration No. 199501010609 (339810-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of Sand Nisko Capital Berhad (“Sand Nisko” or “Company”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting from the broadcast venue at Ground Floor Office 1, Tower 8 Avenue 5, The Horizon Phase 2, Bangsar South City, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia via online meeting platform at www.swsb.com.my provided by ShareWorks Sdn Bhd on Monday, 20 February 2023 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED PLACEMENT OF NEW ORDINARY SHARES IN SAND NISKO OF UP TO 20% OF SAND NISKO'S TOTAL NUMBER OF ISSUED SHARES (“PROPOSED PLACEMENT”)

THAT subject to the approval of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of Sand Nisko (“Board”) to allot and issue up to 71,301,700 new ordinary shares of Sand Nisko (“Sand Nisko Shares” or “Shares”) (“Placement Shares”), representing approximately 20% of the total number of issued Shares of the Company, to be implemented in one or more tranches within 6 months from the date of approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the Proposed Placement or any extended period as may be approved by Bursa Securities;

THAT approval be and is hereby given to the Board to determine the issue price of the Placement Shares at a later date after receipt of all relevant approvals for the Proposed Placement and the issue price of the Placement Shares shall be priced at up to 10% discount to the volume weighted average market price of the Shares for the 5 market days immediately before the price fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds of the Proposed Placement for such purposes and in such manner as set out in Section 2.4 of the circular to shareholders of the Company dated 3 February 2023 and that 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 to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect and to complete the Proposed Placement;

THAT approval be and is hereby given for the waiver of the pre-emptive rights of the existing shareholders of the Company to be offered new Shares in proportion to their shareholdings ranking equally to the existing issued Shares of the Company pursuant to Section 85 of the Companies Act 2016 and Clause 16 of the Constitution of the Company arising from any issuance of new Shares pursuant to the Proposed Placement;

THAT the Board be exempted from the obligation to offer such new Shares first to the existing shareholders of the Company arising from any issuance of new Shares pursuant to the Proposed Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Placement have duly allotted and issued in accordance with the terms of the Proposed Placement.”

BY THE ORDER OF THE BOARD

CHEN WEE SAM

(LS0009709)
(SSM PC No. 202008002853)
Company Secretary
Kuala Lumpur
3 February 2023

Notes:

- i. Pursuant to Section 85 of the Companies Act 2016 and Clause 16 of the Constitution of the Company, the existing shareholders of the Company have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the Company. By you voting in favour of the Ordinary Resolution, you will be waiving your statutory pre-emptive rights and the Ordinary Resolution, if passed, will exclude your statutory pre-emptive rights to be offered any new shares to be allotted and issued by the Company pursuant to the Proposed Placement, which will result in a dilution to your shareholdings in the Company.
- ii. A member of the Company may appoint not more than two (2) proxies to attend, participate (including pose questions to the Board of Directors of the Company) and vote in his/her/its stead. Where a member appoints two (2) proxies to attend, participate and vote at the EGM, he/she/it shall specify the proportion of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- iii. Please follow the procedures and timeframe as set out in the Administrative Guide of the EGM which is available from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com or the Company's website at <https://www.sncbhd.com.my> in order to register, participate and vote remotely.
- iv. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the EGM. No members/proxies/corporate representatives/attorneys from the public shall be physically present at the broadcast venue on the day of the EGM.
- v. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- vi. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- vii. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the share registrar office of the Company, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- viii. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or under the hand of its officer or attorney duly authorised.
- ix. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 13 February 2023. Only depositor whose name appears on the General Meeting Record of Depositors as at 13 February 2023 shall be entitled to attend, participate and vote at the EGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
- x. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.

Personal Data Privacy:

By submitting form(s) of proxy appointing proxy(ies) or corporate representative(s) or attorney(s) to attend, participate (including to pose questions to the Board of Directors of the Company) 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 proxy(ies) or corporate representative(s) or attorney(s) 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) or corporate representative(s) or attorney(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) or corporate representative(s) or attorney(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) or corporate representative(s) or attorney(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.



SAND NISKO CAPITAL BERHAD

(Registration No. 199501010609 (339810-A))

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING (“EGM”) OF SAND NISKO CAPITAL BERHAD (“SNC” OR “THE COMPANY”)

Date	: 20 February 2023 (Monday)
Time	: 11.00 a.m.
Meeting Platform	: www.swsb.com.my
Mode of Communication	: Members may submit questions to the Board of Directors (“Board”) prior to the EGM to info@sncbhd.com.my no later than 11.00 a.m. on 18 February 2023 or to use the Question and Answer (“Q&A”) Platform to transmit questions to the Board via Remote Participation and Voting (“RPV”) facilities during live streaming.
Broadcast Venue	: Ground Floor Office 1, Tower 8 Avenue 5, The Horizon Phase 2, Bangsar South City, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia

MODE OF MEETING

- The EGM of the Company will be held and conducted on a virtual basis through live streaming and online RPV.
- Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the EGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.
- The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM.
- NO Members or Proxy(ies)/Corporate Representative(ies)/Attorney(s) from the public shall be physically present at the Broadcast Venue on the day of the EGM.
- All Members of the Company, whether Individual Members, Corporate Members, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the EGM will have to register to attend, participate and vote remotely by using the RPV Facility, the details of which are set out below.
- Kindly check the latest updates via announcements on Bursa Malaysia Berhad’s website at www.bursamalaysia.com.

RPV FACILITY

1. Should you wish to attend the EGM, you are required to register yourself by using the RPV Facility in accordance with the instructions as set out under paragraph 5 below.

With the RPV Facility, you may exercise your rights as a Member to attend, participate (including to pose questions in the form of real-time submission of typed texts) to the Board of the Company) and vote remotely at the EGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facility to attend, participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facility for information. If an Individual Member is unable to participate in the online EGM, he/she is encouraged to appoint the Chairperson of the EGM as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. **Corporate Members** (through Corporate Representative(s) or appointed proxy(ies)) who wish to participate and vote remotely at the EGM must contact the poll administrator, **ShareWorks Sdn Bhd** ("**ShareWorks**") with the details set out below for assistance and will be required to provide the following documents to the Company **no later than 18 February 2023 at 11.00 a.m.:**
 - a. Certificate of Appointment of its Corporate Representative or Form of Proxy under the seal of the corporation or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of the corporation, please attach a copy of that corporation's constitution for verification;
 - b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back)/ Passport; and
 - c. Corporate Representative's or proxy's email address and mobile phone number.

The Corporate Members are encouraged to appoint the Chairman of the EGM as their proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

4. **Nominee Company Members** who wish to attend, participate and vote remotely at the EGM can request their Nominee Companies to appoint their proxy(ies) to attend, participate and vote remotely at the EGM. Please contact the poll administrator, **ShareWorks** with the details set out below for assistance and will be required to provide the following documents to the Company **no later than 18 February 2023 at 11.00 a.m.:**
 - a. Form of Proxy under the seal of the Nominee Company or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of the corporation, please attach a copy of that corporation's constitution for verification;
 - b. Copy of the proxy's identity card (MyKad) (front and back)/ Passport; and
 - c. Proxy's email address and mobile phone number.

The Nominee Company Members are encouraged to request their Nominee Companies to appoint the Chairman of the EGM as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

5. The procedures for the RPV in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
Before the EGM		
(i)	Register as a user	<ul style="list-style-type: none"> • If you have already registered an account on the website, you are not required to register again. • Access website www.swsb.com.my • Click “Login” and click “Register” to sign up as a user. The registration will be open from 11.00 a.m. on 3 February 2023 and close at 11.00 a.m. on 19 February 2023. • Complete the registration process and upload a softcopy of MyKAD (front and back) (for Malaysian members) or Passport (for non-Malaysian members). • Read and agree to the terms & conditions and thereafter submit your request. • Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. • Upon verification of the user ID, ShareWorks will send an email notification to approve you as a user. • After verification of your registration against the General Meeting Record of Depositors of the Company as of 13 February 2023, the system will send you an email to notify you if your registration is approved or rejected after 14 February 2023. • If your registration is rejected, you can contact ShareWorks for clarifications or to appeal.
On the day of the EGM		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 10.30 a.m. (30 minutes before the commencement of the EGM on 20 February 2023 at 11.00 a.m.)
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select “Virtual Meeting” from the main menu. • Click the “Join Meeting” located next to the event. You are required to provide your full name as per CDS records and your user registered email address. • Kindly click the video link and insert the password given to you in your email notification to join the live video streaming. • If you have any questions for the Board, you may use the Q&A platform to transmit your question. The Board will try to respond to all questions submitted by remote participants during the EGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the EGM ended. • Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

(iv)	Online remote voting	<ul style="list-style-type: none">• Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting.• Voting session will commence once the Chairman of the EGM declare that the voting platform is activated and will end once the Chairman announces the completion of the voting session.• 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.
(v)	End of RPV Facilities	<ul style="list-style-type: none">• The RPV facilities will end and the Messaging window will be disabled the moment the Chairman of the EGM announces the closure of the EGM.

APPOINTMENT OF PROXY

Only Member whose name appears on the General Meeting Record of Depositors on **13 February 2023** shall be eligible to attend, participate and vote at the EGM or appoint Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote on his/her/its behalf.

If a Member appoints his/her/its Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote at the EGM, please ensure the duly executed Form of Proxy or the Certificate of Appointment of its Corporate Representative are submitted to the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **not later than 18 February 2023 at 11.00 a.m.**

Please note that if an Individual Member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via RPV Facilities, the Individual Member shall proceed to contact **ShareWorks** to revoke the appointment of his/her/its proxy **no later than 18 February 2023 at 11.00 a.m.**

POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM shall be put to vote by way of a poll. The Company has appointed **ShareWorks** as Poll Administrator to conduct the poll by way of electronic means and **SharePolls Sdn Bhd** as Independent Scrutineers to verify the poll results.

The Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolution is duly passed.

NO RECORDING OR PHOTOGRAPHY

Strictly NO recording or photography of the proceedings of the EGM is allowed.

NO DOOR GIFTS OR E-VOUCHERS

There will be NO distribution of door gifts or e-vouchers.

DIGITAL COPIES OF EGM DOCUMENTS

The following items are now available at the corporate website at <https://www.sncbhd.com.my> or Bursa Malaysia Berhad's website at www.bursamalaysia.com:

- i. Circular to Shareholders dated 3 February 2023;
- ii. Notice of the EGM;
- iii. Form of Proxy; and
- iv. Administrative Guide.

ENQUIRY

If you have any enquiry prior to the virtual meeting, please contact Mr. Kou / Mr. Chan during office hours from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays:

ShareWorks Sdn Bhd

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
Malaysia

Telephone Number : 03-6201 1120
Email : ir@shareworks.com.my