



SFP TECH HOLDINGS BERHAD

(Registration No. 202101004713 (1405012-M))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("3rd AGM") of the Company will be conducted on a fully virtual basis through live streaming and online meeting platform of TIH Online provided by Tricor Investor & Issuing house Services Sdn Bhd in Malaysia via Remote Participation and Voting ("RPV") facilities at <https://tjh.online> on Friday, 7 June 2024 at 10.30 a.m.

AGENDA

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| <ol style="list-style-type: none"> To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 2 |
| As Ordinary Business | |
| <ol style="list-style-type: none"> To re-elect Dato' Hamzah bin Mohd Salleh retiring under the provision of Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered himself for re-election. To re-elect Dato' Cheok Lay Leng retiring under the provision of Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered herself for re-election. To approve the payment of Directors' fees of RM204,000.00 for the financial year ended 31 December 2023. To approve the payment of Directors' benefit in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM27,000.00 from 8 June 2024 until next AGM of the Company. To appoint Messrs PricewaterhouseCoopers PLT as the Auditors of the Company in place of the retiring auditors, Messrs Grant Thornton Malaysia PLT and to authorise the Directors to fix their remuneration. | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| As Special Business | |
| To consider and if thought fit, to pass with or without modifications the following resolutions: - | |
| <ol style="list-style-type: none"> Approval for issuance of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/ regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot new shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being and THAT the Board of Directors be and is also empowered to obtain the approval of the listing of and quotation for the additional shares so issued on Bursa Securities.
AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 12 of the Constitution of the Company, 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 arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016." To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. | Ordinary Resolution 6 |

By Order of the Board

LIM CHOO TAN (LS 0008888) (SSM PC No. 202008000713)
CHEW SIEW CHENG (MAICSA 7019191) (SSM PC No. 202008001179)
Secretaries

Date: 30 April 2024

Penang

Notes:

- Proxy**
 - The 3rd AGM will be conducted on fully virtual basis through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its TIH Online website at <https://tjh.online>. Members are to attend, speak (including posing questions to the Board of Directors of SFP Tech via real time submission of typed texts) and vote (collectively, "Participate") remotely at this AGM via Remote Participation and Voting ("RPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide for the 3rd AGM.
 - According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
 - For the purpose of determining who shall be entitled to participate at this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 31 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate at this AGM or appoint a proxy to participate on his/her/its behalf.
 - A member entitled to participate at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his place. A proxy may but need not be a member of the Company.
 - A member of the Company who is entitled to participate at a AGM of the Company may appoint not more than two (2) proxies to participate instead of the member at the meeting.
 - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang. In the case of electronic appointment, the proxy form must be submitted via TIH Online at <https://tjh.online>. Please refer to the Administrative Guide for 3rd AGM for further information on electronic submission. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this AGM or adjourned General Meeting at which the person named in the appointment proposes to vote.
 - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
 - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
 - Last date and time for lodging this proxy form is Wednesday, 5 June 2024 at 10.30 a.m.

2. Audited Financial Statements for the financial year ended 31 December 2023
This Agenda item is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

3. Re-election of retiring Directors
The details and profiles of the retiring Directors, Dato' Hamzah bin Mohd Salleh and Dato' Cheok Lay Leng who are standing for re-election at the 3rd AGM are set out in the Directors' profile of the Annual Report 2023.

The Board through the Nominating Committee ("NC") had conducted an annual assessment on the performance and contribution of the individual Directors including the retiring Directors for the financial year ended 31 December 2023 based on a set of prescribed criteria. Based on the results of the annual assessment, the performance of each individual Director was found to be satisfactory and the NC had assessed that each individual Director was fit and proper to continue to hold the position as a Director of the Company.
Premised on the satisfactory outcome of the assessments, the Board endorsed the recommendation of the NC to seek members' approval for the re-election of Dato' Hamzah bin Mohd Salleh and Dato' Cheok Lay Leng as Directors of the Company under the proposed Ordinary Resolution 1 and Ordinary Resolution 2.

4. Directors' Fees
This proposed Ordinary Resolution 3, if passed, will authorise the payment of Directors' fees amounting to RM204,000.00 for the financial year ended 31 December 2023.

5. Directors' Benefit
This proposed Ordinary Resolution 4, if passed, will authorise the payment of Directors' benefits amounting up to RM27,000.00 from 8 June 2024 until next AGM of the Company.

6. Appointment of Auditors
The Audit and Risk Management Committee ("Audit Committee") had on 18 April 2024 conducted an assessment of the suitability and independence of potential firms and subsequently recommended the appointment of Messrs PricewaterhouseCoopers PLT as the External Auditors of the Company in place of the retiring Auditors, Messrs Grant Thornton Malaysia PLT, for the financial year ending 31 December 2024.
The Board reviewed and concurred with the Audit Committee's recommendation and recommends the same for shareholders' approval at the forthcoming 3rd AGM of the Company. Messrs PricewaterhouseCoopers PLT have consented to act as the auditors of the Company. Upon approval of the shareholders, Messrs PricewaterhouseCoopers PLT shall hold office until the conclusion of the next AGM of the Company.

Explanatory Notes on Special Business

Approval for issuance of new ordinary shares

The Board is desirous of seeking a general mandate for issuance of shares ("the Mandate") at the 3rd AGM.
This proposed Ordinary Resolution 6, if passed, will provide flexibility for the Company and empower the Directors of the Company to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment projects, working capital and/or acquisition.

By voting in favour of this Ordinary Resolution, the shareholders of the Company would also be waiving their statutory pre-emptive right.
This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.



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(Registration No. 202101004713 (1405012-M))

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ADMINISTRATIVE GUIDE FOR THE THIRD ANNUAL GENERAL MEETING (“3RD AGM”) OF SFP TECH HOLDINGS BERHAD

Day & Date : Friday, 7 June 2024
 Time : 10.30 a.m.
 Meeting Platform : TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its website at <https://tiih.online>

MODE OF MEETING

The 3rd AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiihonline>.

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 and all meeting participants including the chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 3rd AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its TIIH Online website at <https://tiih.online>.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this 3rd AGM via RPV must request his/her proxy(ies) or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to Procedure for RPV.

As the 3rd AGM is a fully virtual, shareholders who are unable to participate in this 3rd AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate the 3rd AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

	Procedure	Action
BEFORE THE 3RD AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”, select the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.

(b)	Submit your request to attend AGM remotely	<ul style="list-style-type: none"> • Registration is open from Tuesday, 30th April 2024 until the day of 3rd AGM on Friday, 7th June 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 3rd AGM to ascertain their eligibility to participate in the 3rd AGM using the RPV. • Login with your user ID (i.e. email address) and password and select the corporate event: “(REGISTRATION) SFP TECH HOLDINGS BERHAD 3RD AGM” • Read and agree to the Terms & Conditions and confirm the Declaration. • Select “Register for Remote Participation and Voting”. • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors dated 31st May 2024, the system will send you an e-mail on 5th June 2024 to approve or reject your reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV)</i></p>
ON THE DAY OF THE 3RD AGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the 3rd AGM at any time from 9.30 a.m. i.e. 1 hour before the commencement of the 3rd AGM on Friday, 7th June 2024 at 10.30 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) SFP TECH HOLDINGS BERHAD 3RD AGM” to engage in the proceedings of the 3rd AGM remotely. • If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by you during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 10.30 a.m. on Wednesday, 7th June 2024 until a time when the Chairman announces the end of the session. • Select the corporate event: “(REMOTE VOTING) SFP TECH HOLDINGS BERHAD 3RD AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 3rd AGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your application to join the meeting be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose name appear on the Record of Depositors as at 31st May 2024 shall be eligible to attend, speak and vote at the 3rd AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

In view that the 3rd AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.

If you wish to participate in the 3rd AGM yourself, please do not submit any Proxy Form for the 3rd AGM. You will not be allowed to participate in the 3rd AGM together with a proxy appointed by you.

Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/ attorney for the 3rd AGM whether in a hard copy form or by electronic means shall be deposited or submitted in the following manner not later than Wednesday, 5 June 2024 at 10.30 a.m.:

(i) In hard copy form

By hand or post to the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang

(ii) By electronic form

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarized below:

PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:-

Procedure	Action
i. Steps for Individual Shareholders	
(a) Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services" by selecting "Create Account by Individual Holder". Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: "SFP TECH HOLDINGS BERHAD 3RD AGM-SUBMISSION OF PROXY FORM".• Read and agree to the Terms & Conditions and confirm the Declaration.

		<ul style="list-style-type: none"> • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. • Review and confirm your proxy(ies) appointment. • Print proxy form for your record.
ii. Steps for Corporate or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: “SFP TECH HOLDINGS BERHAD 3RD AGM - SUBMISSION OF PROXY FORM” • Agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate event: “SFP TECH HOLDINGS BERHAD 3RD AGM – SUBMISSION OF PROXY FORM”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

POLL VOTING

The voting at the 3rd AGM will be conducted by poll in accordance with Rule 8.31A of Ace Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(es) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from **Friday, 7th June 2024 at 10.30 a.m.** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 3rd AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 3rd AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 5th June 2024 at 10.30 a.m.** The Board will endeavor to answer the questions received at the 3rd AGM.

DOOR GIFT/VOUCHER

There will be no door gifts or vouchers for attending the 3rd AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 3rd AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd		
Telephone Number	General Line	603-2783 9299
Contact Person	Mr Ashvinder Singh	603-2783 7962 ashvinder.singh@my.tricorglobal.com
	Mr Muhammad Asyran	603-2783 9249 muhammad.asyran@my.tricorglobal.com
Fax Number	603-2783 9222	
Email	is.enquiry@my.tricorglobal.com	