



SKYWORLD DEVELOPMENT BERHAD
Registration No. 200601034211 (753970-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of SkyWorld Development Berhad (“**SkyWorld Development**” or “**the Company**”) will be conducted fully virtual through live streaming from the online meeting platform and online remote voting via the Remote Participation and Voting (“**RPV**”) facilities at <https://tjih.online> on **Friday, 28 June 2024 at 12.30 p.m.** or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modification(s):-

ORDINARY RESOLUTION

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN (“LTIP”) COMPRISING AN EMPLOYEE SHARE OPTION SCHEME (“PROPOSED ESOS”) AND A PERFORMANCE SHARE GRANT PLAN (“PROPOSED PSGP”) INVOLVING UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE LTIP (“PROPOSED LTIP”)

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised for the following:

- (i) to establish the Proposed LTIP comprising a Proposed ESOS and a Proposed PSGP, involving up to 10% of the total number of issued shares of the Company (excluding treasury shares, if any) from time to time for the Chief Executive Officer of SkyWorld Development (“**CEO**”) and eligible employees who hold senior management positions and key roles within SkyWorld Development and its subsidiaries (excluding those which are dormant), who fulfil the eligibility criteria for participation in the Proposed LTIP (“**Eligible Persons**”) in accordance with the draft by-laws governing the Proposed LTIP (“**By-Laws**”) as set out in Appendix II of the Circular;
- (ii) to establish, appoint and authorise a committee (“**LTIP Committee**”) to implement and administer the Proposed LTIP for the benefit of the Eligible Persons, in accordance with the By-Laws;
- (iii) to allot and issue and / or procure the transfer of such number of ordinary shares in the Company (“**SkyWorld Share(s)**” or “**Share(s)**”) as may be required from time to time pursuant to the Proposed LTIP, **PROVIDED THAT** the total number of new Shares to be allotted and issued and / or transferred under the Proposed LTIP shall not in aggregate exceed 10% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP **AND THAT** the new Shares to be allotted and issued pursuant to the Proposed LTIP will, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments, and / or any other forms of distribution where the entitlement date(s) are prior to the date(s) on which the new Shares are credited into the central depository system (“**CDS**”) accounts of the Eligible Persons and such new Shares will be subject to all the provisions of the Company’s Constitution relating to transfer, transmission and otherwise;
- (iv) to add, amend, modify, and / or delete all or any part of the terms in the By-Laws from time to time as may be required / permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such additions, amendments, modifications, and / or deletions are effected and permitted in accordance with the provisions of the By-Laws relating to modifications, variations and / or amendments, deeds or undertakings and to deliver and / or impose such terms

and conditions and / or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed LTIP; and

- (v) to establish a trust, if required, to be administered by the trustee (“**Trust**”) to be appointed by the Company from time to time for the administration of the Trust (“**Trustee**”), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed LTIP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and / or assistance, financial or otherwise from the Company and / or the subsidiaries of the Company to enable the Trustee to subscribe for new Shares and / or acquire existing Shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required.

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 12(3) of the Company’s Constitution, 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 ranking equally to the existing issued Shares of the Company arising from the allotment and issuance of the new Shares to be issued pursuant to the Proposed LTIP;

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 arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed LTIP and the terms of the By-Laws with full powers to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company;

AND THAT the draft By-Laws, as set out in Appendix II of the Circular, be and is hereby approved and adopted.”

By Order of the Board

FOO PEI KOON (MAICSA 7067238) (SSM PC NO. 202108000380)

TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)

WONG CHEE WAI (BC/W209) (SSM PC NO. 202108000410)

Company Secretaries

Kuala Lumpur

17 May 2024

Explanatory Notes:

Pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, the shareholders of the Company have a statutory pre-emptive right to be offered any new Shares which rank equally to the existing Shares issued by the Company. By voting in favour of the proposed Ordinary Resolution 1, the shareholders of the Company will be waiving their statutory pre-emptive rights and the proposed Ordinary Resolution if passed, will exclude the statutory pre-emptive rights of the shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposed LTIP, which will result in a dilution of the existing shareholders’ shareholdings in the Company.

The details of the Proposed LTIP are set out in the Circular, which is available on the Company’s website at <https://skyworldgroup.com.my/investor-relations>.

NOTES:

1. *The EGM will be conducted fully virtual through live streaming from the online meeting platform at <https://tjih.online>.*

Shareholders are to attend, speak (including posing question to the Board via real time submission of typed texts) and vote remotely at the EGM via the RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tjih.online>.

For further information, kindly refer to the Administrative Guide for the EGM.

2. For the purpose of determining 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 21 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, participate, speak and vote on his behalf.
3. A member of the Company who is entitled to attend and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than 2 proxies to attend, participate, speak and vote instead of the member at the general meeting.
5. 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 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.
6. 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.
7. Where a member, an authorised nominee or an exempt authorised nominee appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
To be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By electronic means via Tricor TIIH Online website at <https://tjih.online>
Please refer to the Administrative Guide of the EGM for further information on electronic submission of proxy form via TIIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the EGM 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.

10. *Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.*
11. *Last day, date and time for lodging the proxy form is **Wednesday, 26 June 2024 at 12.30 p.m.***
12. *For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia if this has not been lodged with the Company's Share Registrar earlier.*
13. *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 will be put to vote by way of poll.*



SKYWORLD DEVELOPMENT BERHAD
REGISTRATION NO. 200601034211 (753970-X)
(INCORPORATED IN MALAYSIA)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Day & Date : Friday, 28 June 2024

Time : 12.30 p.m.

Meeting Platform : TIIH Online website at <https://tiih.online>

MODE OF MEETING

The EGM of the Company will be conducted fully virtual through live streaming from the online meeting platform and online remote voting via the Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online>.

RPV FACILITIES

Shareholder(s) or proxy(ies) or authorised representative(s) or attorney(s) are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using RPV facilities 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 EGM via RPV facilities shall request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself for RPV facilities at TIIH Online website at <https://tiih.online>. Please refer to the Procedures for RPV facilities section as set out below for further information.

PROCEDURES FOR RPV FACILITIES

Before the day of the EGM

Procedure	Action
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 “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 e-mail.If you are already a user with TIIH Online, you are not required to register

Procedure	Action
	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 for RPV	<ul style="list-style-type: none"> • Registration is open from Friday, 17 May 2024 until such time before voting session ends at the EGM on Friday, 28 June 2024. • Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV facilities. • Login with your user ID and password and select the corporate event: “(REGISTRATION) SKYWORLD DEVELOPMENT BERHAD EGM”. • 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. • TIIH Online 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 ROD as at 21 June 2024, TIIH Online system will send you an e-mail on or after 26 June 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as registration for the RPV.)</i></p>

On the day of the EGM

Procedure	Action
c. Login to TIIH Online	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the EGM at any time from 11.30 a.m. i.e. 1 hour before the commencement of the EGM on Friday, 28 June 2024 at 12.30 p.m.
d. Participate through Live Streaming	<ul style="list-style-type: none"> • Select the corporate event: “(LIVE STREAM MEETING) SKYWORLD DEVELOPMENT BERHAD EGM” to engage in the proceedings of the EGM remotely. • If you have any question for the Chairperson/Board of Directors (“Board”), you may use the Query Box to transmit your question. The Chairperson/Board will endeavor to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be published in the Corporate website earliest possible, after the meeting.
e. Online remote voting	<ul style="list-style-type: none"> • Voting session commences from 12.30 p.m. on Friday, 28 June 2024 until a time when the Chairperson announces the completion of the voting session of the EGM. • Select the corporate event: “(REMOTE VOTING) SKYWORLD DEVELOPMENT

Procedure	Action
	<p>BERHAD EGM”.</p> <ul style="list-style-type: none"> • 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 Chairperson on the closure of the EGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your application to join the EGM 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, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR AUTHORISED REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the EGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **Wednesday, 26 June 2024 at 12.30 p.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be submitted electronically with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Procedures for Electronic Submission of Proxy Form section as set out below for further information.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Wednesday, 26 June 2024 at 12.30 p.m.** to participate via RPV in the EGM. 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.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia to participate via RPV in the EGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, one of whom shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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 or smartphone, 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	<ul style="list-style-type: none"> • After the release of the Notice of EGM by the Company, login with your username (i.e. e-mail address) and password.

Procedure	Action
Proxy Form	<ul style="list-style-type: none"> • Select the corporate event: “SKYWORLD DEVELOPMENT BERHAD EGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms and Conditions and confirm the Declaration. • 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 the Chairperson as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print the proxy form for your record.
ii. Steps for corporation 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 corporation or institutional shareholder selects the “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 e-mail within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the e-mail and re-set your own password. <p><i>Note: The representative of a corporation 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.</i></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: “SKYWORLD DEVELOPMENT BERHAD EGM - SUBMISSION OF PROXY FORM”. • Read and 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. • 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.

If you wish to participate in the EGM, please do not submit any Proxy Form for the EGM. You will not be allowed to participate in the EGM together with the proxy(ies) appointed by you.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the EGM 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, 26 June 2024 at 12.30 p.m.** The Board will endeavor to answer the questions received at the EGM.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main 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(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from the commencement of the EGM at **12.30 p.m.** on **Friday, 28 June 2024** but before the end of the voting session which will be announced by the Chairperson of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely via TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairperson's declaration whether the resolutions are duly passed.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for shareholders/proxies/authorised representatives who participate in the EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the EGM.

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.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
E-mail : js.enquiry@my.tricorglobal.com