

## NOTICE OF THE SEVENTH ("7TH") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 7th Annual General Meeting ("AGM") of SDS Group Berhad ("the Company") will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) on **Friday, 23 August 2024 at 10.00 a.m.** or any adjournment thereof for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees to the Non-Executive Directors of the Company for the financial year ended 31 March 2024.
- To approve the payment of Directors' Benefit up to an amount of RM25,000 for the period from the conclusion of the 7th AGM of the Company scheduled on 23 August 2024 until the date of the 8th AGM of the Company.
- To re-elect the following Directors, who retire in accordance with Article 18.2 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Mr Tan Kee Jin
  - Mr Tan Yon Haw*Dato' Albert Ding Choo Earn who retires by rotation in accordance with Article 18.2 of the Company's Constitution, has expressed his intention not to seek for re-election and shall retain office until the conclusion of the 7th AGM.*
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)

RESOLUTION 1

RESOLUTION 2

RESOLUTION 3

RESOLUTION 4

RESOLUTION 5

#### AS SPECIAL BUSINESS

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

##### 6. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and approvals from any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority.

AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities").

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

AND THAT pursuant to Section 85 of the Act read together with Article 13.2 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 Act.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

##### 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT approval be and is hereby given to the Company and its subsidiaries ("the Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 26 July 2024, provided that:

- such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
  - the related transacting parties and their respective relationship with the Company; and
  - the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

##### 8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities ("MMLR") and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company ("Proposed Renewal of Share Buy-Back Authority") 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit account of the Company. As at the financial year ended 31 March 2024, the audited retained profit account of the Company stood at RM377,000;
- the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
  - at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manner:

- to cancel the ordinary shares so purchased; or
- to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the MMLR and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."

9. To transact any other business for which due notice shall have been given.

RESOLUTION 6

RESOLUTION 7

RESOLUTION 8

#### BY ORDER OF THE BOARD

**SIEW SUET WEI (MAICSA 7011254)**

SSM Practising Certificate No. 202008001690

**LIM YEN TENG (LS0010182)**

SSM Practising Certificate No. 201908000028

Company Secretaries

Petaling Jaya

Date: 26 July 2024

#### NOTES:

- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 16 August 2024 shall be entitled to attend this AGM or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote 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 attend, speak and vote in his place. A proxy may but need not be a member of the Company.
- 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 but not more than two (2) proxies 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 is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 so authorised.
- The Proxy Form must be deposited at the Company's registered office at Unit 7-01, Level 7, Lagenda Tower, No. 3 Jalan SS20/27, 47400 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof. Alternatively, the Proxy Form may also be lodged electronically via the Vote2U online platform at <https://web.vote2u.my>. Kindly refer to the Administrative Guide for the 7th AGM for further information on the appointment of proxy(ies).
- The lodging of the Proxy Form will not preclude you from attending, participating and voting remotely in person at the 7th AGM should you subsequently wish to do so, but if you do, your proxy(ies) shall be precluded from attending the 7th AGM.
- Pursuant to Paragraph 8.29A(1) of the MMLR, voting at the 7th AGM of the Company will be conducted by poll. Poll administrator and independent scrutineers will be appointed respectively to conduct the polling/e-voting process and to verify the results of the poll.

#### EXPLANATORY NOTES

##### 1. Audited Financial Statements for the financial year ended 31 March 2024

This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

##### 2. Ordinary Resolution 1 & 2: Payment of Directors' Fees & Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for financial year ended 31 March 2024 and Benefits to the Non-Executive Directors ("NEDs") for the period from 23 August 2024 until the conclusion of the next AGM of the Company. The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM remains the same.

##### 3. Ordinary Resolutions 3 and 4: Re-election of Directors

Article 18.2 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being or if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, three (3) out of eight (8) Directors are to retire in accordance with Article 18.2 of the Constitution.

The Board through its Nominating and Remuneration Committee had assessed the Directors standing for re-election and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR on character, experience, integrity, competence and time to effectively discharge their roles as Directors. The profiles of the Directors standing for re-election are set out in the Annual Report 2024.

*Dato' Albert Ding Choo Earn who retires by rotation in accordance with Article 18.2 of the Company's Constitution, has expressed his intention not to seek for re-election and shall retain office until the conclusion of the 7th AGM.*

##### 4. Ordinary Resolution 5: Re-appointment of Auditors

The Board and Audit Committee had at their respective meetings on 19 July 2024 recommended the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 March 2024. Messrs Crowe Malaysia PLT have met the criteria prescribed under the Paragraph 15.21 of the MMLR and indicated their willingness to continue their services for the next financial year.

##### 5. Ordinary Resolution 6: Authority under Sections 75 And 76 of the Act

The Company had during its 6th AGM held on 29 August 2023 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company and this mandate had not been exercised by the Company.

The proposed Ordinary Resolution 6 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Act. Pursuant to Section 85 of the Act and Article 13.2 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. This mandate would provide the Company the flexibility to raise fund, including but not limited to placing of shares to finance future investment(s), project(s), acquisition(s) and/or working capital without having to convene a general meeting.

##### 6. Ordinary Resolution 7: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 7, if passed, will renew the authority for the Group to enter into recurrent related party transactions of a revenue or trading nature set out in Section 2.6 of the Circular to Shareholders dated 26 July 2024 which are necessary for the day-to-day operations. This authority shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from shareholders of the Company at the next general meeting. Please refer to the Circular to Shareholders dated 26 July 2024 accompanying the Annual Report 2024.

##### 7. Ordinary Resolution 8: Proposed Renewal of Share Buy-Back Authority

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the proposed share buy-back is set out in the Share Buy-Back Statement dated 26 July 2024.

#### STATEMENT ACCOMPANYING NOTICE OF 7TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"))

##### 1. Details of individual who are standing for election as Directors (excluding Directors standing for re-election)

There is no individual who is seeking election as Director at the 7th AGM of the Company.

The profiles of the Directors who are standing for re-election as per Ordinary Resolutions 3 and 4 of the Notice of the 7th AGM of the Company are stated in the section on the Profile of Directors in this Annual Report.

##### 2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of the MMLR of Bursa Securities

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Paragraph 6.03(3) of the MMLR of Bursa Securities. Please refer to the Proposed Ordinary Resolution 6 as stated in the Notice of the 7th AGM of the Company for details.

# Administrative Guide for the 7<sup>th</sup> Annual General Meeting ("7<sup>th</sup> AGM")

Date : Friday, 23 August 2024  
Time : 10.00 a.m.  
Meeting Venue : <https://web.vote2u.my>  
Domain Registration Numbers with MYNIC : D6A471702

The 7<sup>th</sup> AGM of SDS Group Berhad ("SDS" or "the Company") will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Vote2U via online platform at <https://web.vote2u.my>.

Shareholders whose names appear on the Record of Depositors ("ROD") as at 16 August 2024 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. ("AGMO") via its Vote2U online platform at <https://web.vote2u.my>.

## **PROCEDURES TO PARTICIPATE IN RPV**

Please follow the Procedure to Participate in RPV as summarised below:

### **BEFORE AGM DAY**

#### **A: REGISTRATION**

#### **Individual Shareholders**

	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to register with Vote2U online platform	<p>The registration will be opened from the day of notice.</p> <ol style="list-style-type: none"><li>Access website at <a href="https://web.vote2u.my">https://web.vote2u.my</a>.</li><li>Click "<b>Sign Up</b>" to sign up as a user.</li><li>Read the 'Privacy Policy' and 'Terms &amp; Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms &amp; Conditions' on a small box <input type="checkbox"/>. Then click "<b>Next</b>".</li><li>Fill-in your details* (Note: create your own password<sup>#</sup>). Then click "<b>Continue</b>".</li><li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Click "<b>Submit</b>" to complete the registration.</li><li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li></ol> <p>Note: If you have registered as a user with Vote2U online platform previously, you are not required to register again.</p> <p>* Check that email address is keyed in correctly. <sup>#</sup> Remember the password you have keyed-in for future login.</p>

# Administrative Guide for the 7<sup>th</sup> Annual General Meeting ("7<sup>th</sup> AGM")

## B. APPOINTMENT OF PROXY(IES)

### Individual Shareholder/Corporate Shareholder/Nominees Company

Description	Procedure
i. Submit Proxy Form (hardcopy)	<p>a. Fill in details on the hardcopy Proxy Form and ensure to provide the following information:</p> <ul style="list-style-type: none"> <li>• MYKAD (for Malaysian)/Passport (for non-Malaysian) number of the Proxy(ies)</li> <li>• Email address of the Proxy(ies)*</li> </ul> <p>b. Submit/Deposit the hardcopy Proxy Form to the Company's registered office at Unit 7-01, Level 7, Lagenda Tower, No. 3 Jalan SS20/27, 47400 Petaling Jaya, Selangor.</p> <p>Note: After verification, an email notification containing a temporary password will be sent to the Proxy(ies). The Proxy(ies) could use the temporary password to log in to Vote2U online platform.</p> <p>* Check that the email address of Proxy(ies) is written down correctly.</p>
ii. Electronic lodgement of Proxy Form (e-Proxy Form) for individual shareholders only	<p>a. Individual shareholders to log in to Vote2U online platform with your email address and password that you have registered with Vote2U online platform.</p> <p>b. Click "Register Proxy Now" for e-Proxy registration.</p> <p>c. Select the General Meeting event that you wish to attend (for example, "SDS Group Berhad 7<sup>th</sup> AGM").</p> <p>d. Select/add your Central Depository System ("CDS") account number and number of shares.</p> <p>e. Select "Appoint Proxy".</p> <p>f. Fill in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</p> <p>g. Indicate your voting instruction should you prefer to do so.</p> <p>h. Thereafter, select "Submit".</p> <p>i. Your submission will be verified.</p> <p>j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address and password, to log in to Vote2U online platform.</p> <p>Note: You need to register as a shareholder before you can register a proxy and submit the e-Proxy Form. Please refer above 'A: Registration' to register as shareholder.</p>

Shareholders who appoint Proxy(ies) to participate in the virtual AGM must ensure that the hardcopy Proxy Form or e-Proxy Form is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

## ON AGM DAY

### A: WATCH LIVE STREAMING

#### Individual Shareholders & Proxies

Description	Procedure
i. Login to virtual meeting portal - Vote2U online platform and watch Live Streaming	<p>The Vote2U online platform will be opened for log in starting from one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password.</p> <p>b. Select the General Meeting event (for example, "SDS Group Berhad 7<sup>th</sup> AGM").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

# Administrative Guide for the 7<sup>th</sup> Annual General Meeting ("7<sup>th</sup> AGM")

## B: ASK QUESTION

### Individual Shareholders & Proxies

	Description	Procedure
i.	Ask Question during AGM (real-time)	Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.  a. Click " <b>Ask Question</b> " button to post question(s). b. Type your question and click " <b>Submit</b> ".  The Chairperson/Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.

## C: VOTING REMOTELY

### Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	Once the Chairman announces the opening of remote voting:  a. Click " <b>Confirm Details &amp; Start Voting</b> ". b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click " <b>Next</b> " to continue voting for all resolutions. c. To change your vote, click " <b>Back</b> " and select another voting choice. d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click " <b>Confirm</b> " to submit your vote.  Please note that you are not able to change your voting choices after you have confirmed and submitted your votes.

## **ADDITIONAL INFORMATION**

### Voting Procedure

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

### No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

### Enquiry

- For enquiries relating to the general meeting, please contact our Company Secretary during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) at 03-77270033/8033.
- For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number : 03-7664 8520 / 03-7664 8521  
Email : [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)