



S & F Capital Berhad

200201000757 (568420-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("22nd AGM") of S & F Capital Berhad (the "Company") will be held at Room 3, 18th Floor, Tower 1, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Thursday, 5 December 2024 at 10:00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' and the Auditors' Reports thereon.
- To approve the payment of Directors' fees and benefits of up to RM520,000.00 for the period from 6 December 2024 until the next Annual General Meeting of the Company to be held in 2025.
- To re-elect the following Directors who are retiring in accordance with the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Dr. Kor Yann Kae [Clause 76(3)]
 - Mr. Tan Tai Ming [Clause 76(3)]
 - Dr. Ir. Samad Bin Solbai [Clause 78]
 - Dr. Ir. Che Ariffin Bin Hassan [Clause 78]
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration.

As Special Business

To consider and if thought fit, to pass with or without modifications, the following Ordinary Resolutions:-

- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")**

"THAT pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company or allot shares under an agreement or option offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 30 October 2024, provided that such recurrent related party transaction is necessary for the day-to-day operations and are carried out in the ordinary course of business at arms-length basis and on terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

AND THAT such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which this shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed under 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 of the Company be and are hereby authorised to do all such acts and things (including, without limitation, to execute all such documents and to assent to any conditions, variations and/or amendments) in the best interest of the Company to give effect to the aforesaid shareholders' mandate."

- To transact any other business for which due notice is given in accordance with the Act and the Constitution of the Company.

By Order of the Board

KHAW TEIK THYE (SSM PC NO. 202208000728) (MIA11616)
CHONG LAY KIM (SSM PC NO. 202008001920) (LS 0008373)
Company Secretaries

Kuala Lumpur
30 October 2024

Notes on the appointment of Proxy

- For the purpose of determining who shall be entitled to attend the forthcoming 22nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 29 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend the forthcoming 22nd AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member who is entitled to attend, participate, speak and vote at the forthcoming 22nd AGM is entitled to 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.
- A member of the Company who is entitled to attend, participate, speak and vote at the forthcoming 22nd AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 22nd AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- 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 a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the form of proxy must be deposited at the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - By electronic means via email
In the case of an appointment made via email transmission, the form of proxy must be received via email at enquiry@sfnfcapital.com.my.
- The Company may request any member to deposit original executed form of proxy to its registered office before or on the day of meeting for verification purpose.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the general meeting 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 the form of proxy are completed, signed and dated accordingly.
 - Last date and time for lodging the form of proxy is **Tuesday, 3 December 2024 at 10:00 a.m.**
 - Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malysian), or
 - Police report (for loss of NRIC)/Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
 - For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia. Please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the form of proxy if it has not been lodged at the Company's registered office earlier.
The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
 - It is important that you read the Administrative Guide for the conduct of the 22nd AGM.
 - Shareholders are advised to check the Company's website at <https://www.sfnfcapital.com.my>, and announcements from time to time for any changes to the administration of the 22nd AGM.

Explanatory Notes on the Ordinary Business

1. **Agenda item 1**

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. **Ordinary Resolution 1**

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to RM520,000.00 for the period from 6 December 2024 to the next AGM of the Company held in 2025.

The estimated amount payable is based on the current Board size, the number of scheduled Board and Committee meetings for the period commencing on the date immediately after the date of the 22nd AGM up to the date of the next AGM to be held in 2025 and potential revision of director fees in accordance to the market rate.

In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

3. **Ordinary Resolutions 2, 3, 4 and 5**

Dr. Kor Yann Kae, Mr. Tan Tai Ming, Dr. Ir. Samad Bin Solbai and Dr. Ir. Che Ariffin Bin Hassan who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 22nd AGM.

The Board of Directors ("the Board") has through the Nomination Committee ("NC"), considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The Board has endorsed the NC's recommendation to seek shareholders' approval for the re-election of the retiring Directors.

The details and profiles of Directors are set out in the Profile of Directors section of the Company's Annual Report 2024 from page 4 to page 7.

4. **Ordinary Resolution 6**

The Board has through the Audit Committee, considered the re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company.

Explanatory Notes on the Special Business

1. **Ordinary Resolution 7**

The proposed ordinary resolution, if passed, will empower the Directors to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option offer, provided that the aggregate number of such shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

2. **Ordinary Resolution 8**

This Resolution, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature in the ordinary course of business at arms-length basis, and on terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

With the shareholders' mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transaction occur would not arise. Besides facilitating a smoother and more efficient conduct of business, this would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, as well as would place the Group in a better position to leverage and take advantage of business opportunities as and when they may arise, without compromising the corporate objectives of the Group. The shareholders' mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 30 October 2024 for further details.

PERSONAL DATA PRIVACY

By submitting form(s) of proxy appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(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.