

SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD

Registration No. 195801000191 (3327-U)

(Incorporated in Malaysia)

NOTICE OF THE SIXTY-SIXTH (66TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-Sixth Annual General Meeting ("66th AGM") of the Company will be held at Magpie Room, Fraser Place Puteri Harbour, Residensi & Hotel Marina, Persiaran Tanjung, Pengkalan Puteri, 79100 Iskandar Puteri, Johor Darul Takzim, Malaysia on Thursday, 28 November 2024 at 10:30 a.m. for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Venue : Magpie Room, Fraser Place Puteri Harbour, Residensi & Hotel Marina, Persiaran Tanjung, Pengkalan Puteri, 79100 Iskandar Puteri, Johor Darul Takzim, Malaysia
Date : Thursday, 28 November 2024
Time : 10:30 a.m.

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. *Please refer to Note 1 of the Explanatory Notes*
- To declare and approve the payment of Single Tier First and Final dividend of 2 sen per ordinary share for the financial year ended 30 June 2024. **Ordinary Resolution 1**
- To declare and approve the payment of Single Tier Bonus Dividend of 6 sen per ordinary share for the financial year ended 30 June 2024. **Ordinary Resolution 2**
- To approve the payment of Directors' fees and other benefits not exceeding of RM500,000 from the conclusion of the 66th AGM until the conclusion of next Annual General Meeting ("AGM") to be held in 2025. **Ordinary Resolution 3**
- To re-elect the following Directors who are retiring pursuant to Clause 113 of the Constitution of the Company: -
(i) Mr Wun Mow Sang **Ordinary Resolution 4**
(ii) Mr Mugana Kerisanan A/L Karpiah **Ordinary Resolution 5**
Mr Lee Chung-Shih Justin, who also retires in accordance with Article 113 of the Company's Constitution, has expressed his intention not to seek re-election. Hence, he will remain in office until the close of the 66th AGM.
- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions: -

- AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

"THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue ordinary shares in the Company at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.

THAT pursuant to Section 85 of the Act, read together with Clause 59 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 Company shares arising from issuance of new shares pursuant to this Mandate."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK AUTHORITY** **Ordinary Resolution 8**

"THAT, subject to the Companies Act 2016, Company's Constitution, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines issued by other regulatory authorities, approval be and is hereby given to the Company to purchase and/or hold such number of ordinary shares comprised in the Company's total number of issued shares through Bursa Securities at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the best interest of the Company ("Share Buy-Back Authority") subject further to the following: -

NOTES :

- A member of the Company who is entitled to attend and vote at a general meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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.
- The instrument appointing a proxy shall be written under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be made in a hard copy form or by electronic means, not less than 24 hours before the time appointed for holding the AGM, as follows: -
(a) **In Hardcopy Form**
The original instrument appointing a proxy ("Proxy Form") must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prol. Kho Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
(b) **By Electronic means**
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through BSRP at <https://investor.boardroomlimited.com> or email to bsr.helpdesk@boardroomlimited.com
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- If you have submitted your Proxy Form and subsequently decided to appoint another person or wish to attend the 66th AGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy no later than **Wednesday, 27 November 2024 at 10:30 a.m.**, being 24 hours before the 66th AGM.
- Last date and time for lodging the proxy form is **Wednesday, 27 November 2024 at 10:30 a.m.**
- In respect of deposited securities, only members whose names appear on the Record of Depositors on **Wednesday, 20 November 2024 (General Meeting Record of Depositors)** shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf at the 66th AGM.

EXPLANATORY NOTE ON ORDINARY BUSINESS:

- To receive Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution 1 and 2 on Single Tier First and Final Dividend and Single Tier Bonus Dividend**
On 14 October 2024, the Board of Directors (the "Board") of the Company announced the declaration and payment of a Single Tier First and Final Dividend of 2 sen per ordinary share and Single Tier Bonus Dividend of 6 sen per ordinary share for the financial year ended 30 June 2024 subject to shareholders' approval being obtained at the 66th AGM. If Resolution 1 and 2 is passed, the dividend will be paid on 2 January 2025 to shareholders whose names appear in the Record of Depositors at the close of business on 13 December 2024.
- Ordinary Resolution 3 on Payment of Directors' fees and other benefits payable**
Section 230(1) of the Companies Act 2016 provides, amongst others, that the fees of the directors and other benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.
In this respect, the Board wishes to seek shareholders' approval for the following payment of Directors' fees and other benefits payable not exceeding RM500,000 from the conclusion of the 66th AGM until the conclusion of next AGM to be held in 2025.
In determining the estimated total amount of Directors' Fees and Benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings based on the current number of Directors and has included additional provisional sum for any increase in number of Board and Committee meetings if required.
- Ordinary Resolution 4 to 6 on Re-election of Directors, Mr Wun Mow Sang and Mr Mugana Kerisanan A/L Karpiah**
Clause 113 of the Company's Constitution expressly states that at the AGM in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election.
Pursuant to Clause 113, Mr Wun Mow Sang and Mr Mugana Kerisanan A/L Karpiah are standing for re-election at this AGM.
After having served on the Board for 34 years since his appointment in 1990, Mr Lee Chung-Shih Justin did not seek re-election, and will remain in office until the conclusion of this 66th AGM.
The profiles of the Directors standing for re-election are provided on pages 79 to 84 of the Board of Directors' Profile in the Annual Report 2024.
The Nominating Committee ("NC") of the Company has assessed the evaluation, criteria contribution of the directors and assess the fit and proper criteria of the respective directors standing for re-election in recommending their re-election. The Board also has endorsed the NC's recommendation that the retiring Directors be re-elected as Directors of the Company.

(i) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point in time pursuant to the Share Buy-Back Authority shall not exceed 10% of the total number of issued shares of the Company at the time of purchase(s);

(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (whichever applicable) available at the time of purchase(s); and

(iii) the Directors of the Company are authorised to deal with the purchased shares either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share option scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until: -

(a) the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless an ordinary resolution is passed at that annual general meeting, the authority is renewed, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Companies Act 2016, regulations and guidelines."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT, subject to the approval of shareholders at the Sixty-Sixth Annual General Meeting, a Single Tier First and Final Dividend of 2 sen per ordinary share and Single Tier Bonus Dividend of 6 sen per ordinary share in respect of the financial year ended 30 June 2024 will be paid on 2 January 2025 to shareholders whose name appears on the Record of Depositors at the close of business on entitlement date. The entitlement date for the said dividend shall be 13 December 2024.

A depositor shall qualify for entitlement only in respect of: -

- Shares transferred into the Depositors securities account before 4.30 p.m. on 13 December 2024 in respect of transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitled basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)
SANTHI A/P SAMINATHAN (MAICSA 7069709) (SSM PC No.: 201908002933)

Company Secretaries

Date: 30 October 2024

5. Ordinary Resolution 7 on Re-appointment of Auditors

The Audit Committee and the Board have considered the re-appointment of Messrs Ernst & Young PLT as Auditors of the Company and collectively agreed that Ernst & Young PLT has met the relevant prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES ON THE SPECIAL BUSINESS:

- Ordinary Resolution 8 on the Authority to Allot and Issue Shares by Directors pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 8, if passed, will empower and give flexibility to the Directors of the Company to issue and allot shares up to a maximum of 10% of the total number of issued shares (excluding treasury shares) at the time of such allotment and issuance of ordinary shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meetings from time to time to seek shareholders' approval as and when the Company issues new ordinary shares for future business opportunities for the purpose of funding investment projects, working capital and/or acquisitions and thereby reducing administrative time and cost associated with the convening of such meetings.

The Company has not issued and allotted any shares during the year under the mandate granted to the Company at the last AGM of the Company held on 1 December 2023 and this mandate will lapse at the conclusion of this AGM of the Company.

- Ordinary Resolution 9 on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back Authority**

The proposed Ordinary Resolution 9 if passed, will empower the Company to purchase and/or hold up to 10% of the total number of issued ordinary shares. This authority, unless revoked or varied by the Company at a general meeting will expire at this Annual General Meeting. Please refer to pages 9 to 17 of the Annual Report 2024 of the Company for further information.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof); and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulators 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.