



**NOTICE IS HEREBY GIVEN** that the Forty-Fifth Annual General Meeting ("45<sup>th</sup> AGM") of the Company will be conducted in fully virtual manner through live streaming via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tjih.online> on Thursday, 12 December 2024 at 10.00 a.m. for the transaction of the following businesses:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and allowances up to RM378,500 for the financial year ending 30 June 2025 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **Ordinary Resolution 1**
- To re-elect the following Directors who retire in accordance with Regulation 90 of the Company's Constitution:  
(1) Chan Foong Ping  
(2) Mustafa Bin Ja'afar **Ordinary Resolution 2**
- To re-elect the Director, Mohamad Fuard Bin Che Ibrahim who retires in accordance with Regulation 98 of the Company's Constitution. **Ordinary Resolution 3**
- To approve the re-appointment of Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS**

- To consider and if thought fit, to pass the following resolutions with or without any modifications:-  
**6. Authority for Directors to allot and issue shares and Waiver of Pre-emptive Rights over shares pursuant to the Companies Act 2016 ("the Act")** **Ordinary Resolution 6**

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company (excluding treasury shares, if any) for the time being ("General Mandate");

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 9 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights");

AND THAT the Company be hereby exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND FURTHER THAT the Directors be also empowered to obtain the approval for the listing of, and quotation for, the additional shares so issued on Bursa Malaysia Securities Berhad and such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")** **Ordinary Resolution 7**

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("SEB Group") be hereby authorised to enter into and to give effect to specified RRPTs and with specified class of the Related Party as stated in Section 2.3 of the Circular to Shareholders dated 30 October 2024, which are necessary for its day-to-day operations, to be entered into by the SEB Group on the basis that these transactions are entered into on terms which are not more favourable to the Related Party involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which time the Proposed Shareholders' Mandate has been passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or

c) revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

- To transact any other ordinary business of which due notice shall have been given.

**BY ORDER OF THE BOARD****PANG KAH MAN (SSM PC No. 202008000183) (MIA 18831)**

Company Secretary

Kuala Lumpur

30 October 2024

**Notes:**

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members/proxies/corporate representatives WILL NOT BE ALLOWED to attend the 45<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Only depositors whose names appear in the Record of Depositors as at 5 December 2024 shall be regarded as members and be entitled to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 45<sup>th</sup> AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV provided in the Administrative Details for the 45<sup>th</sup> AGM and read the notes below in order to participate remotely via RPV.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to participate in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorized. The proxy appointed must register for the RPV at TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide on the procedures for RPV.
- The Form of Proxy can be submitted through and/or deposited with either one of the following avenues no later than Wednesday, 11 December 2024 at 10.00 a.m. or in the event of any adjournment, no later than 24 hours before the time appointed for the adjourned meeting as paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 45<sup>th</sup> AGM to be voted by poll:
  - Lodgement of Form of Proxy in hardcopy - To be deposited at Tricor's Office 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 at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; OR
  - Electronic lodgement of Form of Proxy - The Form of Proxy can be lodged electronically via TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form.
- Any authority pursuant to which such an appointment is made by a power of attorney or a corporate member must be deposited at Tricor's Office 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 at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than 24 hours before the time appointed for holding the 45<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney or certificate of appointment may be accepted provided that it is original or certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

**EXPLANATORY NOTES TO THE AGENDA**

- Item 1 of the Agenda**  
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 the shareholders and hence, is not put forward for voting.
- Item 2 of the Agenda – Ordinary Resolution No. 1**  
**Approval of Directors' fees for the financial year ending 30 June 2025**  
The Directors' fees proposed for the financial year ending 30 June 2025 are calculated based on the number of scheduled Board and Board Committee Meetings for 2024/2025 and assuming that all Non-Executive Directors will hold office until the conclusion of the next Annual General Meeting.  
This resolution is to facilitate payment of Directors' fees and allowances on monthly basis and/or when required. In the event the Directors' fees and/or allowances proposed is insufficient (e.g., due to more meetings), approval will be sought at the next Annual General Meeting for additional fees and/or allowances to meet the shortfall.
- Item 3 of the Agenda – Ordinary Resolutions No. 2 & 3**  
**Re-election of Retiring Directors**  
Leveraging the annual Board's effectiveness evaluation, the Nomination Committee ("NC") had in October 2024 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.  
Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members have the character, integrity, requisite competency, fit and proper as well as capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed and continue to confirm to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his ability to act in the best interest of the Company.  
Accordingly, the NC (with the exception of the Directors who abstained in respect of their individual retirement) recommended to the Board the re-election of the retiring Directors, namely, Chan Foong Ping and Mustafa Bin Ja'afar and Mohamad Fuard Bin Che Ibrahim at the 45<sup>th</sup> AGM. Based on the recommendation of the NC, the Board supports the re-election of the retiring Directors at the 45<sup>th</sup> AGM.

**11. Items No. 5 of the Agenda – Ordinary Resolution 5**  
**Re-appointment of auditors**

The Audit Committee ("AC") had in October 2024 undertook an annual evaluation of the effectiveness of the external audit process and the performance, suitability and independence of the external auditors, Crowe Malaysia PLT, based on the criteria set out in the Corporate Governance Overview Statement in the Annual Report 2024.

The AC was satisfied with the suitability of Crowe Malaysia PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Company.

The AC was also satisfied in its review that the provision of non-audit services by Crowe Malaysia PLT to the Company for the financial year ended 30 June 2024 did not in any way, impair their objectivity and independence as external auditors of the Company.

Crowe Malaysia PLT had indicated their intention for continuance in office in the ensuing year. Based on the AC's recommendation, the Board endorsed the proposed re-appointment of Crowe Malaysia PLT as external auditors of the Company for the financial year ending 30 June 2025 and recommended the same for shareholders' approval.

**12. Item No. 6 of the Agenda – Ordinary Resolution no. 6****Authority to Allot and Issue Shares and Waiver of Pre-emptive Rights over New Shares pursuant to the Act**

(a) The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the 45<sup>th</sup> AGM to allot and issue new ordinary shares in the Company ("Shares") up to an amount not exceeding in total ten percent (10%) of the total issued capital of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

(b) The General Mandate is a renewal from the previous mandate obtained at the last Annual General Meeting held on 14 December 2023 which will expire at the conclusion of the 45<sup>th</sup> AGM of the Company.

(c) As at the date of this Notice, the Company did not issue any new Shares based on the previous mandate obtained at the last Annual General Meeting.

(d) Nevertheless, the General Mandate is sought to avoid any delay and cost involved in convening a general meeting to approve such issue of shares. The General Mandate, if granted will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.

(e) Pursuant to Section 85(1) of the Act and Clause 9 of the Company's Constitution, the existing shareholders of the Company have pre-emptive rights to be offered any new Shares which will rank equally to the existing Shares issued by the Company. In order for the Board to issue any new Shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution, if passed, will exclude the pre-emptive rights over all new Shares, options over or grant of new shares in the Company and/or any new shares to be issued pursuant to such options or grants under the General Mandate.

**13. Item No. 7 of the Agenda – Ordinary Resolution no. 7****Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")**

The proposed resolution, if passed, will authorise the Company and/or its subsidiaries ("SEB Group") to enter into RRPTs which are necessary for the SEB Group's day-to-day operations with the respective specified class of the Related Party, subject to the transactions being entered into on terms which are not more favourable to the Related Party involved than generally available to the public and are not detrimental to the minority shareholders of the Company.

Further details are set out in the Circular to Shareholders dated 30 October 2024.

**14. Annual Report**

The Annual Report for the financial year ended 30 June 2024 ("Annual Report 2024") can be accessed from Bursa Malaysia Securities Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com). It can also be downloaded at the Company's corporate website, [www.seb.net.my](http://www.seb.net.my). Shareholders who wish to receive the printed Annual Report 2024, please contact our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at tel. no 03-2783 9299 or email to [enquiry@vistra.com](mailto:enquiry@vistra.com). Alternatively, you may request at <https://tjih.online> by selecting "Request for Annual Report" under the "Investor Services". The hard copy of the Annual Report 2024 shall be provided to you soonest possible from the date of receipt of the verbal or written request.

**15. Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 45<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company:

- 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 45<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 45<sup>th</sup> 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");
- 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
- 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.