



SC ESTATE  
Builder Berhad

SC ESTATE BUILDER BERHAD  
[Registration No. 20040101716Z (655665-T)]  
Incorporated in Malaysia

## NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth Annual General Meeting (“19th AGM”) of the Company will be held on a fully virtual basis conducted entirely through live streaming and remote voting using the remote participation and voting facilities at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. (Domain Registration No. with MYNIC – D1A403841) on Friday, 10 January 2025 at 11.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

### AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 31 July 2024 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To approve the payment of Directors’ Fees and other benefits of up to RM450,000/- payable to the Non-Executive Directors for the period commencing from the conclusion of the 19th AGM of the Company until the conclusion of the next AGM of the Company. **(Ordinary Resolution 1)**
- To re-elect Ms. Loh Shy Tyug, the Director who retires in accordance with Clause 123 of the Company’s Constitution and being eligible, has offered herself for re-election. **(Ordinary Resolution 2)**
- To re-elect Ms. Kuay Jeanvee, the Director who retires in accordance with Clause 123 of the Company’s Constitution and being eligible, has offered herself for re-election. **(Ordinary Resolution 3)**
- Special Business:**  
To consider and, if thought fit, with or without modification, to pass the following resolution: **(Ordinary Resolution 4)**  
**Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**  
“THAT approval be and is hereby given to waive the statutory pre-emptive right to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“the Act”) read together with Clause 58 of the Company’s Constitution.  
THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad (“Bursa Securities”) allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”
- To transact any other business of the Company for which due notice shall have been given.

### BY ORDER OF THE BOARD,

TAN TONG LANG (MAICSA 7045482/ SSM PC No. 202208000250)  
NURUL SYAHIDAH BINTI MAT TAHIL (LS0010742/ SSM PC No. 202308000535)  
Company Secretaries

Date: 29 November 2024

### Notes:

- The AGM of the Company will be held as a fully virtual basis conducted entirely virtual through live streaming and online remote participation facilities via the online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841). Please read carefully and follow the procedures provided in the Administrative Notes in order to register, participate and vote remotely via the RPV facilities.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 December 2024 shall be eligible to attend, speak and vote at the AGM.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a general meeting shall have the same rights as the member to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) 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 to which shares in the Company standing to the credit of the said account.
- Where a member is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) 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 and the power of attorney or other authority, if any under which it is signed or notorially certified copy of that power or authority shall be deposited at the Share Registrar of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of AGM will be put to vote by way of poll.

### Explanatory Notes to Ordinary Business:-

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

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

### Explanatory Notes to Special Business:

#### 2. Retirement of External Auditors

Messrs. Chengco PLT has indicated their intention not to seek re-appointment as the Company’s auditors at the forthcoming 19th AGM. The Company is taking the necessary steps to appoint new auditors as soon as possible. Further announcement will be released in due course the proposed appointment has been confirmed.

#### 3. Ordinary Resolution 4 - Authority to Issue Shares pursuant to the Companies Act 2016

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the 19th AGM of the Company (hereinafter referred to as the “General Mandate”).

The Proposed Ordinary Resolution 4 is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

The purpose of seeking the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

As of the date of this Notice, no new shares were issued by the Company pursuant to the General Mandate granted to the Directors at the 18th AGM held on 28 July 2023.

**SC ESTATE BUILDER BERHAD**  
[Registration No. 200401017162 (655665-T)]  
Incorporated in Malaysia

**ADMINISTRATIVE GUIDE FOR ANNUAL GENERAL MEETING**

<b>Day and Date</b>	: Friday, 10 January 2025
<b>Time</b>	: 11 a.m. or at any adjournment thereof
<b>Online Meeting Platform accessible at</b>	: AGM will be held on a fully virtual and entirely via remote participation and electronic voting via an online meeting platform at <a href="http://www.swsb.com.my">www.swsb.com.my</a> provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841)

**VIRTUAL MEETING**

The Annual General Meeting (“AGM”) will be held on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the AGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the RPV Facilities, the details of which is set out below.

**RPV Facilities**

1. The AGM will be conducted on a fully virtual basis through live streaming and online RPV. Should you wish to attend the AGM, you are required to register yourself using the RPV Facilities in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facilities, you may exercise your rights as a Shareholder to participate including posting questions (in the form of real-time submission of typed texts) to the Board and voting remotely at the AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facilities to participate and vote remotely at the AGM. Please refer to the details as set out under the RPV Facilities for information. If an Individual Shareholder is unable to participate in the online AGM, he/she is encouraged to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

**Corporate Shareholders** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the AGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the AGM must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to the Company no later than Wednesday, 8 January 2025 at 11.00 a.m.:

- a. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back)/Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of Nominee Company Members, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the AGM using the RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the poll administrator, ShareWorks Sdn. Bhd., with the details set out below for assistance and will be required to provide the following documents to the Company no later than Wednesday, 8 January 2025 at 11.00 a.m.:

- a. Form of Proxy under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back)/Passport; and
- c. Proxy's email address and mobile phone number.

If a Nominee Company Member is unable to attend the AGM, he/she is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. The procedures for the RPV Facilities in respect of the live streaming and online remote participation and voting at the AGM are as follows:

Procedures		Action
<b>BEFORE THE AGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>• If you have already registered an account at the website, you are not required to register again.</li> <li>• Access website <a href="http://www.swsb.com.my">www.swsb.com.my</a></li> <li>• Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user. The registration will be open from 11.00 a.m. on 30 November 2025 and close at 11.00 a.m. on 9 January 2025</li> <li>• Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders.</li> <li>• Read and agree to the terms &amp; condition and thereafter submit your request.</li> <li>• Upon submission, kindly login to the valid email address and verify your user ID within <b>one (1) hour</b>.</li> <li>• Upon verification of the user ID, ShareWorks Sdn. Bhd. will send an email notification to approve you as a user.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at 31 December 2024, the system will send you an email to notify you if your registration is approved or rejected after 2 January 2025.</li> <li>• If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.</li> </ul>

<b>ON THE AGM DAY</b>		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the AGM at any time from 10.30 a.m. i.e. 30 minutes before the commencement of the AGM on 10 January 2025 at 11.00 a.m.</li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the <b>“Virtual Meeting”</b> from main menu.</li> <li>Click the <b>“Join Meeting”</b> located next to the event. You are required to provide your full name as per CDS records and your user registered email address.</li> <li>Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>If you have any question for the Chairperson/ Board, you may use the Q&amp;A platform to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>Select <b>“Voting”</b> located next to the <b>“Join Meeting”</b> and indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairperson of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the AGM.</li> <li>Cast your vote on the resolution as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV Facilities	<ul style="list-style-type: none"> <li>The RPV Facilities will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the AGM.</li> </ul>

### **RECORD OF DEPOSITORS (“ROD”)**

For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 31 December 2024. Only a depositor whose name appears on the Record of Depositors as at 31 December 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf. We strongly encourage our shareholders and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM.

### **Proxy**

If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via the RPV Facilities, the individual member shall proceed to contact ShareWorks Sdn. Bhd, or the Company with the details set out below to revoke the appointment of his/her proxy no later than 8 January 2025 at 11.00 a.m.

### **Poll Voting**

The voting at the AGM will be conducted by poll in accordance with Rule 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn Bhd as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairman of the meeting declaration whether the resolution is duly passed.

### **Pre-Meeting submission of question to the Board**

To administer the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) **no later than 8 January 2025 at 11.00 a.m.** The Board will endeavour to address the questions received at the AGM.

### **No Recording or Photography**

Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

### **No Door Gifts or e-Vouchers**

There will be NO DISTRIBUTION of door gifts or e-vouchers.

### **Digital Copies of AGM Documents**

We further inform that the following items are now available at <https://www.scestatebuilder.com.my/> and Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com):

1. Notice of the 19<sup>th</sup> AGM
2. Form of Proxy
3. Administrative Guide
4. Annual Report 2024
5. Corporate Governance Report

### **Enquiry**

If you have any enquiry prior to the virtual meeting, please contact **Ms.Heema and Mr. Wai Kien** during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays:

#### **ShareWorks Sdn. Bhd.**

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Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)  
Telephone Number : 03-6201 1120  
Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)