



## SARAWAK CONSOLIDATED INDUSTRIES BERHAD

Registration No.: 197501003884 (25583-W)  
(Incorporated in Malaysia)

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Sarawak Consolidated Industries Berhad ("**SCIB**" or the "**Company**") ("**EGM**") will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 3 June 2020 at 11.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### ORDINARY RESOLUTION 1

#### **PROPOSED NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/ OR TRADING NATURE ENTERED INTO BETWEEN SCIB GROUP OF COMPANIES AND SERBA DINAMIK HOLDINGS BERHAD GROUP OF COMPANIES ("SDHB GROUP")**

**"THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into and give effect to the recurrent related party transactions of a revenue and/ or trading nature with SDHB Group as set out in the Circular to Shareholders of SCIB dated 18 May 2020 ("**Circular**"), provided that such arrangements and/ or transactions, which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices, which are not more favourable to the related party than those generally available to the public and not to the detriment of the minority shareholders of the Company (hereinafter referred to as the "**Proposed RRPTs**").

**THAT** the approval for the Proposed RRPTs shall only continue to be in full force until:-

- (i) the conclusion of the next Annual General Meeting of the Company ("**AGM**") at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- (ii) 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 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

**AND THAT** the Board of Directors of SCIB be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed RRPTs with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed RRPTs."

### ORDINARY RESOLUTION 2

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 36,750,000 NEW ISSUED SHARES OF SCIB ("SHARES"), REPRESENTING UP TO APPROXIMATELY 42.8% OF THE TOTAL NUMBER OF SHARES, TO INTERESTED DIRECTORS AND PLACEE(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER**

**"THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 36,750,000 new ordinary shares in SCIB ("**SCIB Share(s)**") ("**Placement Share(s)**"), representing up to approximately 42.8% of the total number of issued shares of SCIB ("**Proposed Private Placement**").

**THAT** the Placement Shares will, upon allotment and issuance, rank equally and carry the same rights with the existing SCIB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution ("**Distributions**") where the entitlement date of such Distributions precedes the relevant date of allotment and issuance of the Placement Shares.

## NOTICE OF EXTRAORDINARY GENERAL MEETING (CONT'D)

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the Circular to Shareholders of SCIB dated 18 May 2020 ("**Circular**"), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities.

**THAT** the Placement Shares shall be listed on the Main Market of Bursa Securities.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required, and as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties."

### ORDINARY RESOLUTION 3

#### **PROPOSED ALLOCATION OF 6,100,000 PLACEMENT SHARES TO YBHG. DATO' DR. IR. TS. MOHD ABDUL KARIM BIN ABDULLAH PURSUANT TO THE PROPOSED PRIVATE PLACEMENT**

**"THAT**, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed Private Placement, including the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation for the new SCIB Shares on the Main Market of Bursa Securities having been obtained, approval be and is hereby given to the Board to offer and grant to YBhg. Dato' Dr. Ir Ts Mohd Abdul Karim Bin Abdullah, who is a Director of SCIB, 6,100,000 Placement Shares pursuant to the Proposed Private Placement, provided always that:-

- (a) he must not participate in the deliberation or discussion pertaining to the Proposed Private Placement; and
- (b) subject always to such terms and conditions and/ or any adjustments, which may be made in accordance with the provisions of the Main Market Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

### ORDINARY RESOLUTION 4

#### **PROPOSED ALLOCATION OF 5,750,000 PLACEMENT SHARES TO ENCIK ROSLAND BIN OTHMAN PURSUANT TO THE PROPOSED PRIVATE PLACEMENT**

**"THAT**, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed Private Placement, including the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation for the new SCIB Shares on the Main Market of Bursa Securities having been obtained, approval be and is hereby given to the Board to offer and grant to Encik Rosland Bin Othman, who is a Director of SCIB, 5,750,000 Placement Shares pursuant to the Proposed Private Placement, provided always that:-

- (a) he must not participate in the deliberation or discussion pertaining to the Proposed Private Placement; and
- (b) subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Main Market Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

#### **By Order of the Board**

**Voon Jan Moi** (MAICSA 7021367)  
SSM Practicing Certificate No.: 202008001906  
Company Secretary

Kuching, Sarawak  
18 May 2020

## NOTICE OF EXTRAORDINARY GENERAL MEETING (CONT'D)

### Notes:

- 1) *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairperson of the meeting to be present at the main venue of the EGM. Shareholders will NOT be physically present at the Broadcast Venue on the day of the EGM;*
- 2) *Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide;*
- 3) *A proxy or attorney or a duly authorised representative may, but need not be a Member. There shall be no restriction as to the qualification of the proxy;*
- 4) *A Member of the Company who is entitled to attend and vote at the EGM via RPV may appoint not more than 2 proxies to attend and vote instead of the Member at the meeting;*
- 5) *Where a Member of the Company is an authorised nominee as defined in the Depositories Act, which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act, it may appoint not more than 2 proxies in respect of each securities account it holds;*
- 6) *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;*
- 7) *Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies; and*
- 8) *A proxy appointed to attend and vote at the EGM via RPV shall have the same rights as the Member to speak at the meeting;*
- 9) *To be valid, the duly completed Form of Proxy must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than 48 hours before the time set for holding the meeting or any adjournment thereof;*
- 10) *A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy or authorized representative to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in Administrative Guide; and*
- 11) *A depositor whose name appears in the Record of Depositors as at 27 May 2020 shall be regarded as a member of the Company entitled to attend this EGM via RPV or appoint a proxy to attend, speak and vote on his behalf.*