

NOTICE OF ANNUAL GENERAL MEETING



SARAWAK CONSOLIDATED INDUSTRIES BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Sixth (“46th”) Annual General Meeting (“AGM”) of Sarawak Consolidated Industries Berhad (“SCIB” or “the Company”) will be conducted on a fully virtual basis via the online meeting platform and Remote Participation and Voting (“RPV”) facilities provided by Propoll Solutions Sdn Bhd in Malaysia via its website at www.propollsolutions.com.my (“Propoll Portal”) (Domain registration number D1A403203) on Thursday, 8 December 2022 at 11:00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

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| (1) To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors’ and Auditors’ thereon. | Please refer to Explanatory Note(i) |
| (2) To approve the following payments to Directors: | |
| i. Fees of the Directors at an amount not exceeding RM324,000 in aggregate for a period from 28 February 2022 until 7 December 2022; | Ordinary Resolution 1 |
| ii. Fees of the Directors at an amount not exceeding RM432,000 in aggregate for a period from 8 December 2022 until the next annual general meeting; | Ordinary Resolution 2 |
| iii. Benefits of the Non-Executive Directors at an amount not exceeding RM576,000 from a period from 28 February 2022 until 7 December 2022; and | Ordinary Resolution 3 |
| iv. Benefits of the Non-Executive Directors at an amount not exceeding RM568,000 from a period from 8 December 2022 until the next annual general meeting. | Ordinary Resolution 4 |
| (3) To re-elect YBhg. Dato’ Dr. Ir. Ts. Mohd Abdul Karim Bin Abdullah, the Director who retires in accordance with Article 122(1) of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 5 |
| (4) To re-elect YBhg. Datu Haji Abdul Hadi Bin Datuk Abdul Kadir, the Director who retires in accordance with Article 122(1) of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 6 |
| (5) To re-elect Mr. Ku Chong Hong, the Director who retires in accordance with Article 127 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 7 |
| (6) To re-elect Encik Noor Azri Bin Dato’ Sri Noor Azerai, the Director who retires in accordance with Article 127 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary Resolution 8 |

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| (7) | To re-elect Encik Shamsul Anuar Bin Ahamad Ibrahim, the Director who retires in accordance with Article 127 of the Company's Constitution and being eligible, offers himself for re-election | Ordinary
Resolution 9 |
| (8) | To re-elect Encik Mohd Shakir Bin Shahimi, the Director who retires in accordance with Article 127 of the Company's Constitution and being eligible, offers himself for re-election. | Ordinary
Resolution 10 |
| (9) | To re-elect Encik Nuraiman Bin Shaiful Annuar, the Director who retires in accordance with Article 127 of the Company's Constitution and being eligible, offers himself for re-election. | Ordinary
Resolution 11 |
| (10) | To re-appoint NEXIA SSY PLT as the Auditors and to authorize the Directors to fix their remuneration. | Ordinary
Resolution 12 |

SPECIAL BUSINESS

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| (11) | To consider and, if thought fit, pass the following ordinary resolution: | Ordinary
Resolution 13 |
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- **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of preemptive rights**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject always to the approval of the relevant regulatory authorities (if any), the Directors be and are hereby empowered to issue and allot shares in 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, when aggregated with the total number of such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being **AND THAT** the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next annual general meeting of the Company.

AND THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Article 8 of the Constitution of SCIB, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of SCIB to be offered new SCIB shares ranking equally to the existing issued SCIB shares arising from any issuance of new SCIB shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

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| (12) | To consider and, if thought fit, pass the following special resolution: | Special
Resolution 1 |
|------|---|-------------------------|
- **Proposed Amendments of Constitution of the Company (“Proposed Amendments”)**

THAT the proposed amendments of the Company's Constitution as set out in Annexure I be hereby approved AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications and/or amendments as may be required by the relevant authorities and to do all acts and things and take such steps as may be considered necessary to give full effect to the Proposed Amendments.”

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- (13) To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

NG LAI YEE

SSM PC No.: 202008000977

(MAICSA 7031768)

Company Secretary

Dated : 31 October 2022

Kuching, Sarawak

Explanatory Notes:

i) This agenda item is meant for discussion only and hence it will not be put forward for voting.

ii) **Ordinary Resolutions 1, 2, 3 and 4 – Proposed Directors' Fees and Benefits**

For information, the Fees and Benefits for Directors in respect of the period from 28 February 2022 until the Annual General Meeting (“**AGM**”) to be held on 8 December 2022 (“**2022 AGM**”), were not approved at the Company's AGM held on 28 February 2022.

As a matter of fact, the respective Directors have executed their fiduciary and statutory duties to the Company and as well have attended series of scheduled-meetings and have significantly contributed in solving issues surrounding the Company during the aforesaid period and for a period from 1 March 2022 until current, despite the shareholders have not approved their proposed fees and benefits in the previous AGM held on 28 February 2022.

With the said-continuous contribution by the respective Directors, the Company has taken the following necessary measures to achieve improvement within the Financial Year Ended 30 June 2022 which signified that the Directors shall be compensated accordingly.

- (i) The Company and its wholly-owned subsidiary company, SCIB International (Labuan) Ltd. had, on 10 November 2021 entered into Settlement Agreements and subsequently concluded the Novation Agreements on 20 September 2022 with the clients and respective subcontractors to discharge all of the Group's liabilities/obligations towards the Settlement Agreements in which the clients agreed to take on the debts of the group owing to the subcontractors;
- (ii) The Company had registered a healthy order book in the financial year under review of RM1.52 billion as of 30 September 2022 with earnings visibility up to the year 2026, with projects ranging from road maintenance work in Terengganu, project engineering services for smart lamp poles to road construction and redevelopment of Daif schools; and
- (iii) The Auditors had expressed that the financial statements for the year ended 30 June 2022 give a true and fair view except for the opening balances from matters arising from the previous financial period ended 30 June 2021. The board of directors and the management will address the issues of the opening balances and resolve them to garner an unqualified audit report in the next financial year.

With due consideration given on the current financial standing of the Company, the Company recognizes that the rights of the Directors to receive fees and benefits for their efforts, contributions and responsibilities of being Directors should not be deprived.

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(CONT'D)

We hereby appeal for the shareholders to approve these 4 resolutions in consideration of their continuous support and commitment in carrying out their duties and responsibilities during the aforesaid period as well as for future period.

Hence, for this upcoming AGM scheduled on 8 December 2022, the Company shall be tabling Directors' fee and Benefits for both period commencing 28 February 2022 until 7 December 2022 and from 8 December 2022 until the next AGM to be held in year 2023.

iii) **Ordinary Resolutions 5, 6, 7, 8, 9, 10 and 11 – Re-election of Directors**

The Remuneration and Nomination Committee and the Board of Directors have assessed YBhg. Dato' Dr. Ir. Ts. Mohd Abdul Karim Bin Abdullah, YBhg. Datu Haji Abdul Hadi Bin Datuk Abdul Kadir, Encik Noor Azri Bin Dato' Sri Noor Azerai, Mr. Ku Chong Hong, Encik Shamsul Anuar Bin Ahamad Ibrahim, Encik Mohd Shakir Bin Shahimi and Encik Nuraiman Bin Shaiful Anuar, and recommended them to be re-elected as Directors of the Company at the forthcoming annual general meeting.

iv) **Ordinary Resolution 13 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of preemptive rights**

The proposed resolution 13 will empower the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for the time being, for such purposes as the Board of Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company ("**General Mandate**").

The purpose of the General Mandate is to provide flexibility to the Company to issue new shares and/or to carry out fund raising exercises including but not limited to further placement of shares in financing current and/or future investment projects, working capital and/or acquisitions, without the need to convene separate general meeting(s) which will incur additional time and cost to obtain its shareholders' approval.

This General Mandate is a renewal of the mandate that was approved by the shareholders at the Company's 45th Annual General Meeting held on 28 February 2022.

As at the date of this notice, the Company had issued and allotted 91,427,532 new ordinary shares with total proceeds raised of RM41,763,207 pursuant to the previous General Mandate. Details and status of the utilisation of proceeds are as follows:

Purposes	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance unutilised (RM'000)
<i>Capital expenditure requirements for current operations</i>	4,173	4,173	-
<i>Partial settlement of a new business</i>	3,431	3,431	-
<i>Working capital for on-going projects</i>	25,809	25,809	-
<i>Estimated expenses for upcoming projects</i>	5,150	5,150	-
<i>Estimated expenses</i>	3,200	3,200	-
Total	41,763	41,763	-

v) **Special Resolution 1 – Proposed Amendments to the Constitution of the Company**

The Proposed Amendments on the change of object clause is to reflect the current business activities of the Company.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

Notes:

- (1) The 46th Annual General Meeting (“AGM”) will be conducted on a fully virtual basis via the online meeting platform through the Remote Participation and Voting (“RPV”) facilities provided by Propoll Solutions Sdn Bhd in Malaysia via its website at www.propollsolutions.com.my (“Propoll Portal”)(Domain registration number D1A403203).
- (2) Members are to attend, posing questions to the Board via real time submission of typed texts and vote (collectively, “participate”) remotely at the 46th AGM via the RPV facilities provided by Propoll Solutions Sdn Bhd via its website at www.propollsolutions.com.my (“Propoll Portal”). Please read the Administrative Details for the 46th AGM of the Company for details on the registration process and procedures for RPV to participate remotely at the 46th AGM of the Company.
- (3) **Appointment of Proxy**
 - (a) A member of the Company is entitled to attend, participate, posing questions to the Board via real time submission of typed texts and vote and is entitled to appoint not more than two (2) proxies to attend, participate, posing questions to the Board via real time submission of typed texts and vote instead of him. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
 - (b) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”) may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - (c) Where a member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares 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.
 - (d) Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
 - (e) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to participate at the meeting.
 - (f) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
 - (g) The appointment of a proxy may be made in a physical 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 AGM or any adjournment thereof at which the person named in the appointment proposes to vote:
 - (i) In physical copy form

In the case of an appointment made in physical copy form, the proxy form must be deposited at the Company Secretary’s office at G-3AF-3, Level 3AF, Block G, Garden Office @ Encorp Strand, No. 12, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor.
 - (ii) By electronic form

The proxy form can be electronically lodged via Propoll Portal at www.propollsolutions.com.my
 - (h) For the purpose of determining a member who shall be entitled to attend and vote at the meeting via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 30 November 2022 and only a member whose name appears on the Record of Depositors on that date shall be entitled to attend the meeting via RPV or appoint proxies to attend and vote in his stead.

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STATEMENT ACCOMPANYING NOTICE OF THE 46TH AGM

(i) Details of persons who are standing for election as Directors (excluding Directors standing for reelection)

Pursuant to Para 8.27(2) of the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), no individual is standing for election as Director of the Company at the 46th AGM of the Company.

(ii) General mandate for issue of securities

The proposed general mandate for issuing new securities under Ordinary Resolution 13 is a renewal of previous mandate obtained at the preceding 45th AGM of the Company held on 28 February 2022.

Details of the issuance and status of utilization of proceeds pursuant to the previous General Mandate are disclosed on page 219 of the Annual Report under item (iv) of the explanatory notes.

ANNEXURE I

Proposed Amendments to Object Clause in The Constitution

The existing Clause 3(a) to 3(c) are to be replaced as follows:

Existing Provision	Amended Provision
<p>3(a) To purchase or otherwise acquire for investment or resale, and to traffic in lands, houses, buildings, plantations and immovable property of any tenure of any interest therein, and any movable property of any description or any interest therein, and to create sell and deal in freehold and leasehold land, ground rents, generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal and whether for valuable consideration or not.</p>	<p>3(a) To engage in the business of engineering, civil electrical, contracting and constructions including the design, manufacture, construction, erection, alteration, repair and installation of plants, towers, optical fiber, structure, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices which shall also include the business of contracting in all types of construction, erection, fabrication and/or manufacturing works and turnkey projects, to hold construct, erect, fabricate and/or manufacture in whole or in part, all types of buildings, houses, offices, factories, mills, shops, industrial and commercial plants including and not limited to engaging contractors and/or subcontractors.</p>
<p>3(b) To carry on the business of a holding and investment company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any industry, trade or business and to promote the beneficial cooperation of any such companies as well as with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon; and</p>	<p>3(b) To acquire and hold for investment, land, houses, dwelling places and buildings of any kind and description, shares, stocks, debentures, debentures stock, bonds, obligations and securities issued and guaranteed by any company, private undertaking, syndicate or persons constituted to be carrying on business in Malaysia or elsewhere, or any government, sovereign ruler, commissioners, public body or authority supreme, municipal, local or otherwise and to acquire any such shares, stocks, debenture, debenture stocks, bond obligations or securities by original subscription, tender purchase, transfer, charge or otherwise and to exercise and generally to enforce all rights and powers conferred or incidental to the ownership thereof, and to sell, transfer, exchange or otherwise dispose of the same.</p>

ANNEXURE I

Proposed Amendments to Object Clause in The Constitution

(CONT'D)

The existing Clause 3(a) to 3(c) are to be replaced as follows: *(cont'd)*

Existing Provision	Amended Provision
<p>3(c) To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or related companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or related companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith and to provide management, secretarial, accounting, advisory and all types carry on business of contracting in all types of consultancy services (including but not limited to technical, administrative, human resources matters, preparing budget, costing, accounting business systems, planation related consultancy and/or engineering in relation to mills and factories, buildings and works to all or any of its subsidiary or related companies and in any other company whether now existing or hereafter to be formed.</p>	<p>3(c) To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in Malaysia or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).</p>
<p>AND THAT for the above purposes, the Company shall have full capacity, rights, power and privileges to achieve and in support of the above objects.</p>	<p>Without derogating from the generality of this Clause, the Company shall have the full capacity to carry on or undertake any business or activity that is in the best interest of the Company with full rights, powers and privileges for such purpose in accordance with Section 21 of the Act, subject always to the requirements of any applicable laws and regulations.</p>