

# NOTICE OF ANNUAL GENERAL MEETING



## SARAWAK CONSOLIDATED INDUSTRIES BERHAD

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

### NOTICE OF FORTY-SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Seventh (“47<sup>th</sup>”) Annual General Meeting (“AGM”) of Sarawak Consolidated Industries Berhad (“SCIB” or “the Company”) will be conducted on a virtual basis at the Broadcast Venue at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities at <https://scib-agm.digerati.com.my> (Domain registration number D1A119533) provided by Digerati Technologies Sdn. Bhd. in Malaysia on Monday, 11 December 2023 at 2:00 p.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 2023 together with the Reports of the Directors’ and Auditors’ thereon.   | <b>Please refer to Explanatory Note (i)</b> |
| (2) To approve the payment of the Directors’ Fees of an amount up to RM713,177.00 from 28 February 2022 until the next AGM of the Company to be held in the year 2024;   | <b>Ordinary Resolution 1</b>                |
| (3) To approve the payment of the Directors’ Benefits of an amount up to RM232,223.00 from 28 February 2022 until the next AGM of the Company to be held in the year 2024;                                       | <b>Ordinary Resolution 2</b>                |
| (4) To re-elect Encik Sr. Mohd Nazri Bin Mat Noor, the Director who retires by rotation in accordance with Article 122(1) of the Company’s Constitution and being eligible, has offered himself for re-election. | <b>Ordinary Resolution 3</b>                |
| (5) To re-elect the following Directors retiring in accordance with Article 127 of the Company’s Constitution and being eligible, have offered themselves for re-election:                                       |   |
| (i) Encik Abang Abdillah Izzarim Bin Datuk Patinggi Tan Sri Abang Haji Abdul Rahman Zohari   | <b>Ordinary Resolution 4</b>                |
| (ii) Mr. Kang Wei Luen   | <b>Ordinary Resolution 5</b>                |
| (iii) Mr. Liaw Way Gian  | <b>Ordinary Resolution 6</b>                |
| (iv) Dr. Dang Nguk Ling  | <b>Ordinary Resolution 7</b>                |
| (v) Mr. Chin Choon Wei   | <b>Ordinary Resolution 8</b>                |
| (6) To re-appoint Messrs. Kreston John & Gan as the Auditors of the Company to hold office until the conclusion of the next AGM and to authorize the Directors to fix their remuneration.                        | <b>Ordinary Resolution 9</b>                |

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## SPECIAL BUSINESSES

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

(7) **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) 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.

Ordinary Resolution 10

**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 for the Company to waive the statutory pre-emptive rights of the shareholders of SCIB and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 without offering to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares.”

(8) **RETENTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

“**THAT** approval be and is hereby given to Encik Shamsul Anuar Bin Ahamad Ibrahim, who has served as an Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”

Ordinary Resolution 11

(9) To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

## BY ORDER OF THE BOARD

**TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)**

**THIEN LEE MEE (LS0010621) (SSM PC No. 201908002254)**

Company Secretaries

Dated: 31 October 2023

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## Explanatory Notes:

### i) **Item 1 of the Agenda – Audited Financial Statements**

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

### ii) **Ordinary Resolutions 1 and 2 – Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act, 2016, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Payment of the Directors fees and benefits payable will be made by the Company on a monthly basis and / or as and when incurred if the proposed Resolutions 1 and 2 are passed at the AGM of the Company. The Board is of the view that the payments thereof are just and equitable, as the Directors standing as of the date of this notice have diligently discharged their responsibilities and rendered their services to the Company throughout the relevant period.

Hence, the Proposed Ordinary Resolutions 1 and 2 are to facilitate the payment of Directors' Fees and Benefits to the Directors from 28 February 2022 until the next AGM of the Company to be held in the year 2024 in accordance with Section 230(1) of the Companies Act, 2016.

### iii) **Ordinary Resolutions 3 to 8 – Re-election of Directors**

The Remuneration and Nomination Committee had assessed the performance and contribution of each of the retiring Directors seeking for re-election and was satisfied therewith. The Board had endorsed the Remuneration and Nomination Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors at the forthcoming 47<sup>th</sup> AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their respective re-election at the Remuneration and Nomination Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming 47<sup>th</sup> AGM are provided in the Company's Annual Report 2023.

### iv) **Retirement of Director**

Ms. Toh Beng Suan who is retiring pursuant to Article 127 of the Company's Constitution at the forthcoming 47<sup>th</sup> AGM of the Company, has expressed her intention not to seek re-election at the forthcoming 47<sup>th</sup> AGM of the Company. Hence, she will retain office until the conclusion of the 47<sup>th</sup> AGM and will retire as the Director of the Company until the conclusion of the 47<sup>th</sup> AGM.

### v) **Ordinary Resolution 9 – Re-appointment of Auditors**

The Audit Committee and the Board had considered the re-appointment of Messrs. Kreston John & Gan as Auditors of the Company. The Audit Committee and the Board collectively agreed and are satisfied that Messrs. Kreston John & Gan meets the relevant criteria prescribed in Paragraph 15.21 of the MMLR of Bursa Securities.

### vi) **Ordinary Resolution 10 – Authority To Issue And Allot Shares Pursuant To Sections 75 And 76 Of The Companies Act, 2016 And Waiver of Pre-Emptive Rights**

The proposed Ordinary Resolution 10, if passed, 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**").

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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 46<sup>th</sup> Annual General Meeting held on 8 December 2022.

As at the date of this notice, the Company had issued and allotted 58,203,753 new ordinary shares with total proceeds raised of RM12,759,058 pursuant to the previous General Mandate. Details and status of the utilisation of proceeds are as follows:

<i>Purposes</i>	<i>Proposed Utilisation Based on Actual Proceeds (RM'000)</i>	<i>Actual Utilisation (RM'000)</i>	<i>Balance unutilised (RM'000)</i>
<i>Working capital</i>	3,753	3,753	-
<i>Repayment of bank borrowings</i>	8,859	8,859	-
<i>Estimated expenses for the Proposed Private Placement</i>	147	147	-
<b>Total proceeds</b>	<b>12,759</b>	<b>12,759</b>	<b>-</b>

## vii) Ordinary Resolution 11 – Retention of Independent Non-Executive Director

The proposed Ordinary Resolution 11, if passed, will allow Encik Shamsul Anuar Bin Ahamad Ibrahim (“Encik Shamsul”) to continue in office as an Independent Non-Executive Director of the Company. Encik Shamsul was appointed as an Independent Non-Executive Director on 1 September 2015 and retired on 28 February 2022. Subsequently, he rejoined back the Company as the Independent Non-Executive Director on 17 March 2022. He would reach his nine (9) years term as Independent Non-Executive Director of the Company on 17 September 2024. In line with the spirit of the Malaysian Code on Corporate Governance that shareholders' approval be sought through two-tier voting process if the Board intends to retain an independent director beyond nine (9) years, the Company is proposing the resolution for his retention.

The Remuneration and Nomination Committee conducted an annual performance evaluation and assessment of Encik Shamsul, who has served the Company for a cumulative term of more than nine (9) years of the Company and recommended Encik Shamsul to be retained as the Independent Non-Executive Director based on the following justifications:

- he has met the independence guidelines set out in the MMLR,
- he continues to be independent as he has no circumstances and relationships that create threats to his independence,
- he has actively participated in board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
- he has contributed sufficient time and effort and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as an Independent Director. Pursuant to the Malaysian Code on Corporate Governance 2017, the Company would use a two-tier voting process in seeking annual shareholders' approval to retain Encik Shamsul, who served the Company as an Independent Director for a cumulative term of more than nine (9) years.

### Notes:

- (1) *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which stipulates that the Chairman of the meeting shall be present at the main venue of the AGM and in accordance with Article 82 of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and exercise their right to speak and vote at the general meeting. Members, proxies and/or corporate representatives will not be allowed to be physically present nor admitted at the Broadcast Venue on the day of the 47<sup>th</sup> AGM.*

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- (2) Members are to attend, posing questions to the Board via real time submission of typed texts and vote (collectively, “participate”) remotely at the 47<sup>th</sup> AGM via the RPV facilities provided by Digerati Technologies Sdn. Bhd. via its website at <https://scib-agm.digerati.com.my> (“Digerati Portal”). Please read the Administrative Details for the 47<sup>th</sup> AGM of the Company for details on the registration process and procedures for RPV to participate remotely at the 47<sup>th</sup> 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.
- (b) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”) may appoint not more than two (2) proxies 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 speak 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 to Aldpro Corporate Services Sdn. Bhd.’s office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.
- (ii) By electronic form  
The proxy form can be electronically lodged via the Digerati Portal at <https://scib-agm.digerati.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 4 December 2023 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 ANNUAL GENERAL MEETING

(i) **Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**

Pursuant to Para 8.27(2) of the MMLR of Bursa Malaysia Securities Berhad, no individual is standing for election as Director of the Company at the 47<sup>th</sup> AGM of the Company.

(ii) **General mandate for issue of securities**

*The proposed general mandate for issuing new securities under Ordinary Resolution 10 is a renewal of previous mandate obtained at the preceding 46<sup>th</sup> AGM of the Company held on 8 December 2022. Details of the issuance and status of utilisation of proceeds pursuant to the previous General Mandate are disclosed on page 234 of the Annual Report under item (vi) of the explanatory notes.*