



SC ESTATE
Builder Berhad

SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of SC Estate Builder Berhad (“SCBUILD/0109” or the “Company”) will be conducted on a fully virtual basis through live streaming via Remote Participation and Voting (“RPV”) Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on Saturday, 24 February 2024 at 10.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION

PROPOSED AWARDING OF SHARE GRANT PLAN AWARD AND/OR SHARE OPTION PLAN OPTION (COLLECTIVELY, “OFFER”) UNDER THE LONG TERM INCENTIVE PLAN (“LTIP”)

“THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the LTIP, to award such number of Offer to Loh Shy Ming, a Non-Independent Executive Director of the Company, subject to the provisions of the By-Laws of the LTIP provided always that:

- (a) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation, as well as that of the persons connected with her, under the LTIP; and
- (b) not more than 10.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the LTIP shall be allocated to her, if her, either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue such number of Shares pursuant to the LTIP, from time to time, to the abovementioned person.

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“THAT approval be and is hereby given to alter and modify the existing Constitution of the Company in the form and manner as set out in Appendix 2 of the Circular to Shareholders dated 2 February 2024;

AND THAT Board of Directors of the Company be and is hereby authorized to give effect to the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and 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 Amendment.”

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

Kuala Lumpur
2 February 2024

Notes:

1. *The EGM 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 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.*
2. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 February 2024 shall be eligible to attend, speak and vote at the EGM.*
3. *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.*
4. *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.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer 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.*
6. *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.*
7. *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.*
8. *The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notarially 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.*
9. *Pursuant to Rule 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.*

FORM OF PROXY



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

No. of shares held	
CDS Account No.	

I/We _____ [Full Name in Block Letters], _____ NRIC No. _____ of _____ [Full Address], _____ [Email Address], _____ [Contact No.] being a member(s) of SC ESTATE BUILDER BERHAD ("the Company"), hereby appoint:

Full Name in Block Letters		Proportion of shareholdings to be presented %
Email Address		
NRIC No.		
Full Address		
Contact No.		
and / or* (*delete as appropriate)		
Full Name in Block Letters		Proportion of shareholdings to be presented %
Email Address		
NRIC No.		
Full Address		
Contact No.		
		100%

or failing him, the Chairman of the Meeting, as *my/our proxy to vote for *me/ us and on *my/ our behalf at the Extraordinary General Meeting ("**EGM**") of the Company will be conducted on a fully virtual basis through live streaming via Remote Participation and Voting ("RPV") Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on Saturday, 24 February 2024 at 10.00 a.m. or any adjournment thereof to vote as indicated below:

Resolution	Ordinary Resolution	FOR	AGAINST
Ordinary Resolution	Proposed Awarding of Offer to Loh Shy Ming		
Special Resolution	Proposed Amendment to the Constitution of the Company		

Please indicate with an "X" in the spaces provided below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Signed this..... day of 2024

.....
 Signature of Shareholder(s)

Notes:

- The EGM 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 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 14 February 2024 shall be eligible to attend, speak and vote at the EGM.*
- 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.*

4. *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.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer 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.*
6. *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.*
7. *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.*
8. *The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notarially 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.*
9. *Pursuant to Rule 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.*

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AFFIX
STAMP

**THE SHARE REGISTRAR OF
SC ESTATE BUILDER BERHAD**
[Registration No. 200401017162 (655665-T)]
ShareWorks Sdn. Bhd.
No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas
50480 Kuala Lumpur, Wilayah Persekutuan

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

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING

Day and Date	: Saturday, 24 February 2024
Time	: 10.00 a.m. or at any adjournment thereof
Online Meeting Platform accessible at	: EGM will be held on a fully virtual and entirely via remote participation and electronic voting via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841)

VIRTUAL MEETING

The Extraordinary General Meeting (“EGM”) will be held via 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 EGM 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 EGM will have to register to attend remotely by using the RPV Facilities, the details of which is set out below.

RPV Facilities

1. The EGM will be conducted on a virtual basis through live streaming and online RPV. Should you wish to attend the EGM, 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 to post questions (in the form of real-time submission of typed texts) to the Board and vote remotely at the EGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facilities to participate and vote remotely at the EGM. 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 EGM, 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 EGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than 22 February 2024 at 10.00 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 EGM, 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 EGM using the RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than 22 February 2024 at 10.00 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 EGM, he/she is encouraged to request its Nominee Company 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.

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

Procedures		Action
BEFORE THE EGM		
(i)	Register as a user	<ul style="list-style-type: none"> • If you have already registered an account at the website, you are not required to register again. • Access website www.swsb.com.my • Click "Login" and click "Register" to sign up as a user. The registration will be open from 10.00 a.m. on 3 February 2024 and close at 10.00 a.m. on 23 February 2024. • Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders. • Read and agree to the terms & condition and thereafter submit your request. • Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. • Upon verification of the user ID, ShareWorks will send an email notification to approve you as a user. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 14 February 2024 the system will send you an email to notify you if your registration is approved or rejected after 15 February 2024. • If your registration is rejected, you can contact ShareWorks or the Company for clarifications or to appeal.

ON THE EGM DAY		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 9.30 a.m. i.e., 30 minutes before the commencement of the EGM on 24 February 2024 at 10.00 a.m.
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the “Virtual Meeting” from main menu. Click the “Join Meeting” located next to the event. You are required to provide your full name as per CDS records and your user registered email address. Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming. If you have any question for the Chairperson/ Board, you may use the Q&A platform to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the EGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended. 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.
(iv)	Online remote voting	<ul style="list-style-type: none"> Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting. 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 EGM. 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.
(v)	End of RPV Facilities	<ul style="list-style-type: none"> The RPV Facilities will end, and the Messaging window will be disabled the moment the Chairperson of the Meeting announces the closure of the EGM.

Proxy

If a member is unable to attend the EGM, he/she may appoint a proxy or 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.

Please note that if an individual member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally participate in the EGM via the RPV Facilities, the individual member shall proceed to contact ShareWorks or the Company with the details set out below to revoke the appointment of his/her proxy no later than 22 February 2024 at 10.00 a.m.

Poll Voting

The voting at the EGM 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 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 Chairperson declaration whether the resolution is duly passed.

Pre-Meeting submission of question to the Board

To administer the proceedings of the EGM in orderly manner, shareholders may before the EGM, submit questions to the Board to ir@shareworks.com.my no later than **23 February 2024 at 10.00 a.m.** The Board will endeavour to address the questions received at the EGM.

No Recording or Photography

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

No Door Gifts or e-Vouchers

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

Digital Copies of EGM 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:

1. Notice of the EGM;
2. Form of Proxy;
3. Administrative Guide; and
4. Circular to Shareholders dated 2 February 2024.

Enquiry

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

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Telephone Number : 03-6201 1120
Email: ir@shareworks.com.my

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, please consult your stockbroker, bank manager, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular before its issuance as it is an exempt document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or due to your reliance upon, the whole or any part of the contents of this Circular.



SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

PART A

**PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY
("PROPOSED AMENDMENT")**

PART B

**PROPOSED AWARDING OF SHARE GRANT PLAN AWARD AND/OR SHARE OPTION PLAN
OPTION (COLLECTIVELY, "OFFER") UNDER THE LONG TERM INCENTIVE PLAN
("LTIP")("PROPOSED AWARDING OF THE OFFER")**

("COLLECTIVELY KNOWN AS "THE PROPOSAL")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("**EGM**") of the Company is scheduled to be conducted on a fully virtual basis through live streaming via Remote Participation and Voting ("**RPV**") Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on, Saturday, 24 February 2024 at 10.00 a.m. The Notice of EGM together with the Form of Proxy are enclosed in this Circular.

You are entitled to attend, participate, speak and vote at the EGM or appoint a proxy or proxies to attend, participate, speak and vote on your behalf. If you decide to appoint a proxy to attend and vote on your behalf at the EGM, the Form of Proxy should be completed and lodged at the office of 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 the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting at the forthcoming EGM if you subsequently wish to do so.

Last date and time for lodging the Form of : Thursday, 22 February 2024 at 10.00 a.m.

Proxy

Date and time of the EGM : Saturday, 24 February 2024 at 10.00 a.m.

This Circular is dated 2 February 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

ACE Market	: ACE Market of Bursa Securities
Act	: Companies Act 2016 as amended from time to time including any re-enactment thereof
Board	: Board of Directors of SCBUILD/0109
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
By-Laws	: By-Laws governing the LTIP, as may be amended, modified, altered and/or supplemented from time to time
Circular	: This circular to shareholders of SCBUILD/0109 dated 2 February 2024
Constitution	: Constitution of the Company
Director(s)	: A natural person who holds a directorship in our Company, whether in an executive or non-executive capacity, within the meaning of Section 2(1) of the Act and Section 2(1) of the CMSA
DCR(s)/ DWR(s)	: Directors' Circular Resolution(s)/ Directors' Written Resolution(s)
EGM	: Extraordinary general meeting
Eligible Person(s)	: Directors (including non-executive Directors) and/or employees of the Group who fulfil the criteria of eligibility to participate in the LTIP as stipulated in the By-Laws
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
LPD	: 31 January 2024, being the latest practicable date prior to the date of this Circular
LTIP or Scheme	: Long-term incentive plan
LTIP Award Date	: The date on which the LTIP is awarded to the Eligible Person(s)
LTIP Committee	: The committee comprising members who shall be duly appointed and authorised by the Board pursuant to the By-Laws to implement, allocate and administer the LTIP
Offer	: Collectively, the SGP Award(s) and SOP Option(s)
Proposals	: Collectively, the Proposed Amendment to the Constitution and Proposed Awarding of the Offer
Proposed Amendment	: Proposed Amendment to the Constitution of the Company
Proposed Awarding of the Offer	: Proposed Awarding of the Offer under the LTIP

SGP	: Share Grant Plan
SGP Award(s)	: The award of such number of SCBUILD/0109 Share(s) to Loh Shy Ming, the Non-Independent Executive Director of the Company in the manner and subject to the terms and conditions provided in the By-Laws
SGP Participant(s)	: Eligible Person(s) who has accepted the SGP Award(s) in the manner provided in the By-Laws
SCBUILD/0109 or Company	: SC Estate Builder Berhad [Registration No. 200401017162 (655665-T)]
SCBUILD/0109 Group	: Collectively, SCBUILD/0109 and its subsidiaries
Shareholders	: Shareholders of SCBUILD/0109
SOP	: Share Option Plan
SOP Option(s)	: The award of such number of share option to an Eligible Person to subscribe for SCBUILD/0109 Share(s) at the Option Price in the manner and subject to the terms and conditions provided in the By-Laws
Substantial Shareholder(s)	: A person who has interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares, is not less than 5% of the total number of all the voting shares in the Company

For the purpose of this Circular, reference to a time of day shall be a reference to Malaysian time, unless other stated. In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include a company or a corporation.

Certain figures included in this Circular have been subject to rounding adjustments.

References to "we", "us", "our" and "ourselves" are to the Company save where the context otherwise requires, the subsidiaries and to "you" or "your" are to the shareholders of SCBUILD/0109.

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION
TO THE PROPOSED AMENDMENT TO THE
CONSTITUTION OF THE COMPANY**



SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

Registered office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur

2 February 2024

Board of Directors

Loh Boon Ginn (*Chairman and Managing Director/Chief Executive Officer*)
Kuay Jeaneve (*Executive Deputy Chairperson*)
Loh Shy Tyug (*Non-Independent Executive Director*)
Loh Shy Ming (*Non-Independent Executive Director*)
Chee Jun Ann (*Non-Independent Executive Director*)
Kuay Jen Nie (*Non-Independent Executive Director*)
YBhg. Dato' Bijaya Indera Dato' Paduka Haji Syed Unan Mashri bin Syed Abdullah (*Independent Non-Executive Director*)
Josipinna Binti Pudun (*Independent Non-Executive Director*)
Loo Tze Ming (*Independent Non-Executive Director*)
Soo Ting Hooi (*Independent Non-Executive Director*)
Chan Wei Xi (*Independent Non-Executive Director*)
Chu Wooi Siong (*Independent Non-Executive Director*)

To: The Shareholders of SCBUILD/0109

Dear Sir/Madam,

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

1. INTRODUCTION

The purpose of this Circular is to provide you with information on the Proposed Amendment and to seek approval from the Shareholders for the Special Resolution pertaining to the Proposed Amendment to be tabled at the forthcoming EGM of the Company.

SHAREHOLDERS OF SCBUILD/0109 ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENT TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AMENDMENT

Details of the Proposed Amendment are set out in Appendix 2 of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENT

The Proposed Amendment is necessary to incorporate the relevant amendment to the Constitution of the Company to enhance administrative efficiency and provide greater clarity to our Constitution.

4. EFFECTS OF THE PROPOSED AMENDMENT

The Proposed Amendment will not have any effect on the earnings per share, net assets per share, gearing, share capital, substantial shareholders' shareholdings and shareholdings structure of SCBUILD/0109 Group.

5. APPROVAL REQUIRED

The Proposed Amendment is conditional upon the approval of the Shareholders of the Company being obtained at the forthcoming EGM to be convened.

6. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Amendment.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered the Proposed Amendment, is of the opinion that the Proposed Amendment is in the best interests of the Company and accordingly recommended that the shareholders of SCBUILD/0109 vote in favour of the special resolution for the Proposed Amendment to be tabled at the forthcoming EGM.

8. EGM

The EGM to be convened, the notice of which is enclosed in this Circular, will be conducted on a fully virtual basis through live streaming via Remote Participation and Voting ("**RPV**") Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on Saturday, 24 February 2024 at 10.00 a.m. or any adjournment thereof for the purpose of considering, and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Amendment.

If you are unable to attend, participate, speak or vote in person at the EGM to be convened, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to be deposited at the office of 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 set for holding the EGM to be convened or at any adjournment thereof. The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM to be convened should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix 1 contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board
SC ESTATE BUILDER BERHAD

LOH BOON GINN
Ahli Mahkota Kedah
Chairman and Managing Director/Chief Executive Officer

APPENDIX 1 – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of SCBUILD/0109 who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

The Board has confirmed that as at the LPD, neither SCBUILD/0109 nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against SCBUILD/0109 Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the SCBUILD/0109 Group.

3. DOCUMENTS AVAILABLE FOR INSPECTION

The existing Constitution of SCBUILD/0109 is available for inspection by the Shareholders of SCBUILD/0109 at the Registered Office of SCBUILD/0109 at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the EGM.

APPENDIX 2 – PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF SCBUILD/0109

The Proposed Amendment entails an amendment to the Constitution of the Company to ease the signature process of DWRs and to enhance administrative efficiency and provide greater clarity to our constitution, details are as follows:

Clause No.	Existing Clause	Clause No.	Proposed Clause
138.	A resolution in writing signed or approved by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolution(s)" or "Director" Resolution(s) in Writing" and may consist of several documents in like form each signed by one (1) or more Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the minutes book of proceedings of the Directors. A Directors' Circular Resolution or Directors' Resolution in Writing shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Directors has decided shall not be authorised or done until confirmed by a meeting of the Directors. The expressions of "in writing" or "signed" include approval by legible confirmed transmission by facsimile or other forms of electronic communications.	138.	A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by majority of the Directors, for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Written Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. Any such resolution in writing may consist of several documents, including facsimile or other similar means of communication, in similar form, and each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.

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PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED AWARDING OF SHARE GRANT
PLAN AWARD AND/OR SHARE OPTION PLAN
OPTION (COLLECTIVELY, "OFFER") UNDER THE
LONG-TERM INCENTIVE PLAN**



SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

Registered office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur

2 February 2024

Board of Directors

Loh Boon Ginn (*Chairman and Managing Director/Chief Executive Officer*)

Kuay Jeaneve (*Executive Deputy Chairperson*)

Loh Shy Tyug (*Non-Independent Executive Director*)

Loh Shy Ming (*Non-Independent Executive Director*)

Chee Jun Ann (*Non-Independent Executive Director*)

Kuay Jen Nie (*Non-Independent Executive Director*)

YBhg. Dato' Bijaya Indera Dato' Paduka Haji Syed Unan Mashri bin Syed Abdullah (*Independent Non-Executive Director*)

Josipinna Binti Pudun (*Independent Non-Executive Director*)

Loo Tze Ming (*Independent Non-Executive Director*)

Soo Ting Hooi (*Independent Non-Executive Director*)

Chan Wei Xi (*Independent Non-Executive Director*)

Chu Wooi Siong (*Independent Non-Executive Director*)

To: The Shareholders of SCBUILD/0109

Dear Sir/Madam,

PROPOSED AWARDING OF SHARE GRANT PLAN AWARD AND/OR SHARE OPTION PLAN OPTION (COLLECTIVELY, "OFFER") UNDER THE LONG-TERM INCENTIVE PLAN

1. INTRODUCTION

At the EGM held on 10 November 2023, our Company had obtained the approval from our shareholders to establish the LTIP as set out in the Circular to Shareholders dated 24 October 2023.

The purpose of this Circular is to provide you with the relevant details in relation to the Proposed Awarding of the Offer to Loh Shy Ming together with our Board's recommendation and to seek your approval for the resolution pertaining to the Proposed Awarding of the Offer to Loh Shy Ming to be tabled at our forthcoming EGM. The Notice of EGM together with the Proxy Form is set out in this Circular.

SHAREHOLDERS OF SCBUILD/0109 ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENT TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AWARDING OF THE OFFER

SCBUILD/0109 had on 10 November 2023 obtained the approval from the shareholders for the establishment of the LTIP.

Pursuant to the Scheme, subject to the sole discretion of the LTIP Committee, only Eligible Person(s) who meet the criteria of eligibility as of the LTIP Award Date shall be eligible to participate in the Scheme in accordance with the provisions of the By-Laws.

On 30 January 2024, Loh Shy Ming was re-designated from Non-Independent Non-Executive Director to Non-Independent Executive Director of the Company after our shareholders approved the LTIP on 10 November 2023.

SCBUILD/0109 proposes to award the Offer to Loh Shy Ming, subject to the provisions of the By-Laws of the LTIP provided always that:

- a) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation, as well as that of the person connected with her, under the LTIP; and
- b) not more than 10.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the LTIP shall be allocated to them, if they, either singly or collectively through persons connected (as defined in the Listing Requirements) with them, holds 20.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

3. RATIONALE FOR THE PROPOSED AWARDING OF THE OFFER

The rationale for the Proposed Awarding of the Offer will provide Loh Shy Ming with an opportunity to have equity participation in the Company and help achieve the positive objectives as set out below:

- a) to recognise the contribution of Loh Shy Ming as the Eligible Person whose services are valued and considered vital to the operations and continued growth of the SCBUILD/0109 Group;
- b) to reward Loh Shy Ming as the Eligible Person by allowing her to participate in the Group's profitability and eventually realise any potential capital gains arising from possible appreciation in the value of SCBUILD/0109 Shares;
- c) to make the Group's remuneration scheme more competitive to attract more skilled and experienced individuals to join the Group and contribute to its continued growth;
- d) to motivate Loh Shy Ming as the Eligible Person towards achieving improved performance through greater productivity and loyalty; and
- e) to inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of the Company.

4. EFFECTS OF THE PROPOSED AWARDING OF OFFER

The Proposed Awarding of the Offer is not expected to have an immediate effect on the Company's share capital. The issued share capital of the Company will increase progressively depending on the number of new SCBUILD/0109 Shares to be issued arising from the exercise of the SOP Options that may be granted under the SOP and/or pursuant to the vesting of the new SCBUILD/0109 Shares under the SGP Awards.

5. APPROVAL REQUIRED

The Proposed Awarding of Offer is conditional upon the approval of the Shareholders of the Company being obtained at the forthcoming EGM to be convened.

6. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Loh Shy Ming has abstained and will continue to abstain from deliberating and voting, in respect of her direct and/or indirect shareholdings in SCBUILD/0109, if any, on the resolution pertaining to her respective allocations, if any, as well as the allocations to persons connected with them, if any, under the Proposed Awarding of Offer at the relevant board meetings and at the EGM to be convened.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board save and except for Loh Shy Ming, having considered the Proposed Awarding of Offer, is of the opinion that the Proposed Awarding of Offer is in the best interests of the Company and accordingly recommended that the shareholders of SCBUILD/0109 vote in favour of the ordinary resolution for the Proposed Awarding of Offer to be tabled at the forthcoming EGM.

8. EGM

The EGM to be convened, the notice of which is enclosed in this Circular, will be conducted on a fully virtual basis through live streaming via Remote Participation and Voting ("**RPV**") Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on Saturday, 24 February 2024 at 10.00 a.m. or any adjournment thereof for the purpose of considering, and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Amendment.

If you are unable to attend, participate, speak or vote in person at the EGM to be convened, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to be deposited at the office of 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 set for holding the EGM to be convened or at any adjournment thereof. The completion and lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM to be convened should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix 3 contained in this Circular for further information.

Yours faithfully

For and on behalf of the Board

SC ESTATE BUILDER BERHAD

LOH BOON GINN

Ahli Mahkota Kedah

Chairman and Managing Director/Chief Executive Officer

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of SCBUILD/0109 who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

The Board has confirmed that as at the LPD, neither SCBUILD/0109 nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against SCBUILD/0109 Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the SCBUILD/0109 Group.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (a) Constitution of SCBUILD/0109; and
- (b) The audited financial statements of SCBUILD/0109 for financial year ended 31 January 2023.



SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of SC Estate Builder Berhad ("**SCBUILD/0109**" or the "**Company**") will be conducted on a fully virtual basis through live streaming via Remote Participation and Voting ("**RPV**") Facilities via an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841) on Saturday, 24 February 2024 at 10.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION

PROPOSED AWARDING OF SHARE GRANT PLAN AWARD AND/OR SHARE OPTION PLAN OPTION (COLLECTIVELY, "OFFER**") UNDER THE LONG TERM INCENTIVE PLAN ("**LTIP**")**

"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the LTIP, to award such number of Offer to Loh Shy Ming, a Non-Independent Executive Director of the Company, subject to the provisions of the By-Laws of the LTIP provided always that:

- (a) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation, as well as that of the persons connected with her, under the LTIP; and
- (b) not more than 10.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the LTIP shall be allocated to her, if her, either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20.0% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue such number of Shares pursuant to the LTIP, from time to time, to the abovementioned person.

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENT**")**

THAT approval be and is hereby given to alter and modify the existing Constitution of the Company in the form and manner as set out in Appendix 2 of the Circular to Shareholders dated 2 February 2024;

AND THAT Board of Directors of the Company be and is hereby authorized to give effect to the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and 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 Amendment."

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

Kuala Lumpur
2 February 2024

Notes:

- 1. The EGM 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 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.*
- 2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 February 2024 shall be eligible to attend, speak and vote at the EGM.*
- 3. 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.*
- 4. 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.*
- 5. The instrument appointing a proxy shall be in writing under the hand of the appointer 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.*
- 6. 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.*
- 7. 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.*
- 8. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notarially 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.*
- 9. Pursuant to Rule 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.*