

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

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

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year end 31 July 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors’ Fees and other benefits of up to RM450,000/- payable to the Non-Executive Directors for the period commencing from the conclusion of the 19th AGM of the Company until the conclusion of the next AGM of the Company. *(Ordinary Resolution 1)*
3. To re-elect Ms. Loh Shy Tyug, the Director who retires in accordance with Clause 123 of the Company’s Constitution and being eligible, has offered herself for re-election. *(Ordinary Resolution 2)*
4. To re-elect Ms. Kuay Jeaneve, the Director who retires in accordance with Clause 123 of the Company’s Constitution and being eligible, has offered herself for re-election. *(Ordinary Resolution 3)*
5. **Special Business:**
To consider and, if thought fit, with or without modification, to pass the following resolution: *(Ordinary Resolution 4)*

Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“the Act”) read together with Clause 58 of the Company’s Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad (“Bursa Securities”) allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

6. To transact any other business of the Company for which due notice shall have been given.

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING (CONT'D)

BY ORDER OF THE BOARD,

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

Date: 29 November 2024

Notes:

- The AGM of the Company will be held as a fully virtual basis conducted entirely virtual through live streaming and online remote participation Facilities via the online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. (Domain registration number with MYNIC: D1A403841). Please read carefully and follow the procedures provided in the Administrative Notes in order to register, participate and vote remotely via the RPV facilities.*
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 December 2024 shall be eligible to attend, speak and vote at the AGM.*
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a general meeting shall have the same rights as the member to speak at the meeting.*
- The instrument appointing a proxy shall be in writing under the hand of the 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.*
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.*
- Where a member is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or 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.*
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of AGM will be put to vote by way of poll.*

Explanatory Notes to Ordinary Business:-

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

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

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes to Special Business:

2. Retirement of External Auditors

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

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

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

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

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

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