



SASBADI HOLDINGS BERHAD

Registration No. 201201038178 (1022660-T)
(Incorporated in Malaysia)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of Sasbadi Holdings Berhad will be conducted on a fully virtual basis through live streaming from the Broadcast Venue at Lot 12, Jalan Teknologi 3/4, Taman Sains Selangor 1, Kota Damansara, 47810 Petaling Jaya, Selangor on Thursday, 4 February 2021 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2020 and the Reports of Directors and Auditors thereon.
- To approve the payment of a sum of not exceeding RM560,000.00 as total Directors' Fees and benefits for the financial year ending 31 August 2021. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring by rotation pursuant to the Company's Constitution:-
3.1 Mr Law King Hui **Ordinary Resolution 2**
3.2 Mr Lee Swee Hang **Ordinary Resolution 3**
- To appoint BDO PLT as the Auditors of the Company in place of the retiring Auditors, KPMG PLT and to hold office until the conclusion of the next Annual General Meeting and authorise the Board of Directors to fix the Auditors' remuneration. **Ordinary Resolution 4**

SPECIAL BUSINESS

To consider and if deemed fit, with or without any modification(s), to pass the following Resolutions:-

- PROPOSED AMENDMENTS TO THE COMPANY'S CONSTITUTION** **Special Resolution**
"THAT the proposed amendments to the Company's Constitution as set out in Appendix I of the Annual Report 2020 be and are hereby approved and adopted, with immediate effect AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things that are necessary and/or expedient to give full effect to the foregoing."
- AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Ordinary Resolution 5**
"THAT subject to the passing of Special Resolution, pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to allot and issue new shares in the Company at any time, to such person or persons, 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 20% of the total number of issued shares of the Company (excluding treasury shares) at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **Ordinary Resolution 6**
"THAT subject to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of issued ordinary shares in the share capital of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-
(a) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company ("Purchased Shares") at any point in time;
(b) the maximum amount of funds to be allocated by the Company for the purposes of purchasing the Purchased Shares shall not exceed the aggregate amount of the retained earnings of the Company at the time of purchase;
(c) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
(i) the conclusion of the next AGM of the Company at which time the authority shall lapse unless it is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
(iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first;
(d) upon completion of the purchase by the Company of the Purchased Shares, the Directors of the Company be and are hereby empowered to deal with Purchased Shares in the following manner:-
(i) cancel the Purchased Shares;
(ii) retain the Purchased Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act);
(iii) retain part of the Purchased Shares as treasury shares and cancel the remainder;
(iv) in any other manner as may be prescribed by the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force; or
any combination of the above (i), (ii), (iii) and (iv).
AND THAT the Directors of the Company be and are hereby authorised to take all such steps and to do all acts and things as may be required (including executing all documents) to give full effect to the purchase of the Company's own shares, with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board of Directors and in the best interests of the Company."
- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board
SASBADI HOLDINGS BERHAD

TAN FONG SHIAN (SSM PC No. 201908004045) (MAICSA 7023187)
LIM FEI CHIA (SSM PC No. 202008000515) (MAICSA 7036158)
Secretaries

Kuala Lumpur
30 December 2020

Notes:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies from the public will NOT be allowed to be physically present at the Broadcast Venue. Shareholders who wish to participate the AGM will have to register online and attend remotely.
Kindly read and follow the procedures in the Administrative Guide for the AGM in order to participate remotely.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints more than one proxy to attend and vote at the Meeting, such appointment shall be invalid unless he/she shall specifies the proportion of his/her holdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- Only a depositor whose name appears in the Company's Record of Depositors as at 27 January 2021 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The original instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email to AGM-support.Sasbadi@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

EXPLANATORY NOTES

Ordinary Resolution 1

There is no increase in the Directors' Fees for the financial year ending 31 August 2021.

Ordinary Resolution 4

The retiring Auditors, KPMG PLT had indicated to the Company that they do not wish to seek for re-appointment at the 8th AGM. In this regard, Karya Kencana Sdn Bhd, the major shareholder of the Company had nominated BDO PLT as Auditors of the Company pursuant to Section 271(4) of the Companies Act 2016 ("the Act"). BDO PLT have given their consent to act as Auditors of the Company.

Special Resolution

The proposed Special Resolution, if passed, will align the Company's Constitution with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Securities.

Ordinary Resolution 5

The proposed Ordinary Resolution 5, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 20% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose to seek the General Mandate is to enable the Company to raise funds expeditiously for the purpose of funding future investment project(s), working capital, repayment of borrowings and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The Company did not issue any new shares pursuant to mandate obtained at the Seventh AGM of the Company held on 13 February 2020.

Ordinary Resolution 6

The proposed Ordinary Resolution 6, if passed, will renew the authority given to the Directors to purchase issued ordinary shares in the Company of not exceeding 10% of the total number of issued shares of the Company through Bursa Securities in accordance with the Companies Act 2016, the provisions of the Constitution of the Company and the requirements of Bursa Securities. This authority unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Details on the proposal contained under Ordinary Resolution 6 above are set out in the Statement to Shareholders dated 30 December 2020.

Re-election of Director

Mr Tang Yuen Kin, who is retiring by casual vacancy pursuant to Clause 118 of the Company's Constitution, will not be seeking for re-election and hence, Mr Tang Yuen Kin will retire from the office at the conclusion of the 8th AGM.



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**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
8TH ANNUAL GENERAL MEETING (“8TH AGM”)**

Date	:	Thursday, 4 February 2021
Time	:	10.00 a.m.
Broadcast Venue	:	Lot 12, Jalan Teknologi 3/4 Taman Sains Selangor 1, Kota Damansara 47810 Petaling Jaya, Selangor

MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the 8th AGM of Sasbadi Holdings Berhad (the “Company”) will be conducted on a fully virtual basis via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (subsequently revised on 13 October 2020).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies from the public will NOT be allowed to be physically present at the Broadcast Venue on the day of the 8th AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 8th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

You may email your questions in relate to matters of discussion in the 8th AGM in advance to agmenquiry@sasbadi.com.

REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholder/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate in the 8th AGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate at the 8th AGM online:

1. Open this link <https://vps.megacorp.com.my/39rysR> or scan the QR code above and submit all the details requested at least twenty four (24) hours before the time of the 8th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Form of Proxy at the office of Poll Administrator, Mega Corporate Services Sdn Bhd (“MegaCorp”) at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.Sasbadi@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll,

not less than twenty-four (24) hours before the time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

4. For corporate shareholders / Nominee Accounts, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF (for remote voting purposes)

POLL VOTING

The voting will be conducted by a poll in accordance with Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 8th AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 8th AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 8th AGM, the Scrutineers will verify the poll results after which the Chairman of the 8th AGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE 8TH AGM

The date of Record of Depositors for the 8th AGM is 27 January 2021. As such, only members whose names appear in the Record of Depositors as at 27 January 2021 shall be eligible to attend, participate, speak and vote at the 8th AGM.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for the 8th AGM of the Company.

ENQUIRY

If you have any enquiries prior to the 8th AGM, please contact the following persons during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Poll Administrator

Mega Corporate Services Sdn Bhd
Mr Alfred Devan John or Encik Norhisham Abdul Hamid
Telephone No. : (03) 2692 4271 / 26948984
Facsimile No. : (03) 2732 5388
E-mail : AGM-support.Sasbadi@megacorp.com.my

Sasbadi Holdings Berhad

Mr Jonathan Tan
Telephone No. : (03) 6145 1188
Facsimile No. : (03) 6145 1199
E-mail : agmenquiry@sasbadi.com