



**SERBA
DINAMIK**
HOLDINGS BERHAD

(Registration No.: 201501042584 (1167905-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Serba Dinamik Holdings Berhad (“SDHB” or the “Company”) will be held **entirely through live streaming** from the Broadcast Venue at **Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia** on **Wednesday, 20 January 2021 at 10.00 a.m.** or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 336,830,000 NEW ORDINARY SHARES IN SERBA DINAMIK HOLDINGS BERHAD (“SDHB” OR THE “COMPANY”), REPRESENTING APPROXIMATELY 10% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES IN SDHB (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the approval of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of SDHB (“**Board**”) to allot and issue up to 336,830,000 new ordinary shares in SDHB (“**SDHB Shares**”) (“**Placement Shares**”), which includes the Proposed Placement to Dato’ Karim (as defined in **Ordinary Resolution 2** below), representing approximately 10% of the total number of issued shares in SDHB.

THAT approval be and is hereby given to the Board (save for Dato’ Dr. Ir. Ts. Mohd Abdul Karim Bin Abdullah, Dato’ Awang Daud Bin Awang Putera and Datuk Haji Abdul Kadier Sahib (“**Interested Directors**”)) to determine the issue price of the Placement Shares by way of book-building and at a price of not more than 10% to the 5-day volume weighted average market price of SDHB Shares immediately preceding the price-fixing date.

THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing SDHB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid by SDHB prior to the date of allotment and issuance of the Placement Shares.

THAT the Board be and is hereby authorised to utilise the proceeds from the Proposed Private Placement for the purposes set out in the circular to the shareholders dated 5 January 2021 (“**Circular**”), and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of SDHB, subject to the approvals of relevant authorities (where required) being obtained.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of SDHB all such documents and/or arrangement (including, without limitations, the affixing of SDHB’s share seal) as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of SDHB and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT TO DATO' DR. IR. TS. MOHD ABDUL KARIM BIN ABDULLAH ("DATO' KARIM") AND/OR PERSONS CONNECTED WITH HIM ("PROPOSED PLACEMENT TO DATO' KARIM")

"**THAT** subject to the passing of **Ordinary Resolution 1** and approval of all relevant authorities and/or parties being obtained (where required), and to the terms of **Ordinary Resolution 1**:

- (a) approval be and is hereby given for SDHB to place, and pursuant thereto for the Board to allot and issue up to 101,049,000 Placement Shares, representing approximately 3% of the total number of issued shares in SDHB, to Dato' Karim and/or persons connected with Dato' Karim on the terms of the Proposed Private Placement and at an issue price to be determined by way of book-building and at a price of not more than 10% discount to the 5-day volume weighted average market price of SDHB Shares immediately preceding the price-fixing date; and
- (b) the Board be and is hereby empowered and authorised to do all acts, deeds and things and execute, sign, deliver and cause to be delivered on behalf of SDHB all such documents and/or arrangement (including, without limitations, the affixing of SDHB's share seal) as may be necessary to give effect and complete the Proposed Placement to Dato' Karim and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of SDHB and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Placement to Dato' Karim."

BY ORDER OF THE BOARD

MUHAMMAD HAFIZ BIN OTHMAN (SSM PC NO. 202008003349) (MIA 37218)
NADIAH ILI BINTI ADNAN (SSM PC NO. 202008001698) (MAICSA 7062952)
Company Secretaries

Kuala Lumpur
5 January 2021

Notes:

- (1) *In view of the COVID-19 outbreak and as part of the safety measures, the EGM will be conducted on a **fully virtual basis** through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities via Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") **TIIH Online** website at <https://tiih.online>. Shareholders may exercise their rights to participate (including to post questions to the Board) and vote at the EGM by using the RPV facilities. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPV facilities.*
- (2) *The broadcast venue of the EGM 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 at the main venue. **NO SHAREHOLDERS/PROXY(IES) WILL BE ALLOWED TO BE PHYSICALLY PRESENT AT THE BROADCAST VENUE.***
- (3) **Appointment of Proxy**
 - (a) *A member of SDHB entitled to attend, participate, speak and vote is entitled to appoint not more than 2 proxies to attend, participate, speak and vote instead of him. Where a member appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of SDHB.*
 - (b) *A member of SDHB who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one proxy in respect of each securities account it holds with ordinary shares of SDHB standing to the credit of the said securities account.*
 - (c) *Where a member of SDHB is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in SDHB for multiple beneficial owners in one 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 an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
- (e) *A proxy may but need not be a member of SDHB. 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 SDHB not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the appointment proposes to vote:*
- (i) *In physical copy form (applicable to all members)*
- In the case of an appointment made in physical copy form, the proxy form must be deposited with the Share Registrar of SDHB at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*
- (ii) *By electronic form (applicable to individual members only)*
- The proxy form can be electronically lodged with Tricor via TIIH Online website at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Procedures for Electronic Lodgement of Proxy Form in the Administrative Guide for the EGM enclosed with the Circular.*
- (h) *For the purpose of determining a member who shall be entitled to attend and vote at the meeting via RPV, SDHB shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to SDHB a Record of Depositors as at 13 January 2021 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.*