



SCC HOLDINGS BERHAD

Registration No. 200001008871 (511477-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting ("AGM") of **SCC HOLDINGS BERHAD** will be held at Function Room 4, Level 2, Hotel Sri Petaling, No. 3, Jalan Radin Anum, Bandar Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan (KL) on **Thursday, 27 May 2021 at 2.30 p.m.** for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Directors' and Auditors' Reports thereon. **(See Explanatory Note 8)**
- To approve the payment of Directors' fees of RM58,000 for the financial year ended 31 December 2020. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees of RM72,000 for the financial year ending 31 December 2021 payable in arrears after each month of completed service of the Directors during the financial year be and is hereby approved. **(Ordinary Resolution 2)**
- To approve the payment of Directors' fees of RM72,000 for the financial year ending 31 December 2022 payable in arrears after each month of completed service of the Directors during the financial year be and is hereby approved. **(Ordinary Resolution 3)**
- To re-elect the following Directors, who retire by rotation pursuant to Clause 165 of the Company's Constitution:-
 - Mr. Chee Long Sing @ Cher Hwee Seng **(Ordinary Resolution 4)**
 - Mr. Cher Lip Chun **(Ordinary Resolution 5)**
 - Datuk Wira Dr. Goy Hong Boon **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

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

7. Ordinary Resolution - Proposed Retention of Independent Directors

To approve and retain the following Directors, each of whom will have served as an Independent Non-Executive Director for a cumulative term of more than 9 years, to continue to act as Independent Directors of the Company:-

- Dato' Ismail bin Hamzah **(Ordinary Resolution 8)**
 - Datuk Wira Dr. Goy Hong Boon **(Ordinary Resolution 9)**
- (See Explanatory Note 9)**

8. Ordinary Resolution - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") **(Ordinary Resolution 10)** **(See Explanatory Note 10)**

"**THAT** pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Malaysia Securities Berhad ("**Bursa Securities**") pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 22nd AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

By Order of the Board
SCC HOLDINGS BERHAD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC NO. 202008002451)

Company Secretary
Kuala Lumpur
Date: 30 April 2021

Notes:-

- A shareholder is entitled to appoint a proxy or proxies to exercise all or any of the shareholder's rights to attend, speak and vote at AGM. The proxy appointed shall have the same rights as the shareholders to speak at AGM.
- If a shareholder appoints more than 1 proxy, they must specify the proportion of the shareholder's shareholdings to be represented by each proxy.
- A proxy need not be a shareholder.
- Where a shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there shall be 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 shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 May 2021 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities ("**AMLR**"), all resolutions set out in this notice will be put to vote by way of poll.

Explanatory Note on Ordinary Business

8. Audited Financial Statements for financial year ended 31 December 2020

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes on Special Business

9. Proposed Retention of Independent Directors

The Proposed Ordinary Resolutions 8 and 9 in Agenda 7, if passed, will allow Dato' Ismail and Datuk Wira Dr. Goy to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 15.02 of AMLR and in line with the recommendation No. 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Dato' Ismail and Datuk Wira Dr. Goy as Independent Directors are set out in the Board's Corporate Governance Overview Statement in the 2020 Annual Report.

10. Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

The proposed Ordinary Resolution 10, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 10, if passed, will give the Directors of the Company authority 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 20% of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021, after that, the 10% limit under Rule 6.04 of AMLR will be reinstated (hereinafter referred to as the "**General Mandate**").

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Malaysia Berhad's letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Rule 6.04 of the AMLR of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.