

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

**NOTICE OF THE FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting of Serba Dinamik Holdings Berhad (“SDHB” or “the Company”) will be conducted on a fully virtual basis by way of live streaming from the broadcast venue at 4<sup>th</sup> floor, Menara Serba Dinamik, Presint 3.4, Persiaran Perbandaran, Seksyen 14, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia and online remote voting through the Remote Participation and Voting (“**RPV**”) facilities via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) (“**Propoll Portal**”) (Domain registration number D1A403203) provided by Propoll Solutions Sdn Bhd in Malaysia on Monday, 31 January 2022 at 3.00 p.m., to transact the following businesses:

**AGENDA**

**As Ordinary Business:**

1. To receive the Audited Financial Statements for the financial period ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.  
  
*(Please refer to Explanatory Note 4 below)*
2. To re-elect Dato' Awang Daud Bin Awang Putera who is retiring by rotation pursuant to Clause 111 of the Constitution of the Company and who being eligible offers himself for re-election. **Ordinary Resolution 1**  
  
*(Please refer to Explanatory Note 5 below)*
3. To re-elect the following Directors who are retiring pursuant to Clause 117 of the Constitution of the Company and who being eligible offer themselves for re-election.
  - (i) Datuk Syed Nazim Bin Syed Faisal **Ordinary Resolution 2**
  - (ii) Encik Noor Azri Bin Dato' Sri Noor Azerai **Ordinary Resolution 3**
  - (iii) Encik Abu Bakar Bin Uzir  
*(Please refer to Explanatory Note 5 below)*
4. To approve the payment of Directors' Fees and Benefits from 1 February 2022 until the next Annual General Meeting of the Company of up to a total amount not exceeding RM3,000,000.00. **Ordinary Resolution 4**  
  
*(Please refer to Explanatory Note 6 below)*
5. To re-appoint Nexia SSY PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**  
  
*(Please refer to Explanatory Note 7 below)*

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

**As Special Business:**

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

**6. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 6**

**"THAT**, approval be and is hereby given for the Company and/or its subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2.2 under Part A of the Circular to Shareholders dated 6 January 2022 ("the Circular"), provided that such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business at arm's length basis and on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public and are not detriment of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this ordinary resolution."

*(Please refer to Explanatory Note 8 below)*

**7. Proposed Renewal of Shareholders' Mandate for Share Buy-Back by the Company** **Ordinary Resolution 7**

**"THAT** subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

extent permitted by law, to purchase such number of issued shares in 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 and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

**AND THAT** the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

**AND THAT** the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements,

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

**AND THAT** the Directors of the Company be and are authorised to take all such steps as are necessary or expedient including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

*(Please refer to Explanatory Note 9 below)*

8. **Proposed Alteration of the Constitution by Replacing with a New Constitution ("Proposed Alteration")** **Special Resolution**

**"THAT** the existing Constitution of the Company be hereby altered by replacing with a new Constitution as set out in the Part C of the Circular to Shareholders dated 6 January 2022 with effect from the date of passing this Special Resolution.

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

**AND THAT** the Directors and/or Secretary of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

*(Please refer to Explanatory Note 10 below)*

9. **Proposed Renewal of Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”)** **Ordinary Resolution 8**

“**THAT**, subject to the passing of the Special Resolution above, pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 20% General Mandate”).

**THAT** such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

**THAT** with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 10% General Mandate”).

**THAT** such approval on the Proposed 10% General Mandate shall continue to be in force until:

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate".)

**THAT** the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

**THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

**AND FURTHER THAT** the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

*(Please refer to Explanatory Note 11 below)*

10. To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

**MUHAMMAD HAFIZ BIN OTHMAN** (SSM PC No. 202008003349) (MIA 37218)  
**TAN TONG LANG** (SSM PC No. 201908002253) (MAICSA 7045482)  
Company Secretaries

Selangor Darul Ehsan  
Dated: 6 January 2022

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

**NOTES:**

- (1) As part of the initiative to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Fifth Annual General Meeting ("AGM") will be conducted on a fully virtual basis by way of live streaming from the broadcast venue at 4th floor, Menara Serba Dinamik, Presint 3.4, Persiaran Perbandaran, Seksyen 14, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia and online remote voting through the Remote Participation and Voting ("RPV") facilities via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) ("Propoll Portal") (Domain registration number D1A403203) provided by Propoll Solutions Sdn Bhd in Malaysia.

According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, an online meeting platform located in Malaysia is recognized as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.

- (2) Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Fifth AGM. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Fifth AGM via the RPV facilities provided by Propoll Solutions Sdn Bhd via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) ("Propoll Portal"). Please read the Administrative Details for the Fifth AGM of the Company for details on the registration process and procedures for RPV to participate remotely at the Fifth AGM of the Company.

(3) **Appointment of Proxy**

- (a) A member of the Company is entitled to attend, participate, speak and vote and is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- (b) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (c) Where a member of the Company is an Exempt Authorised Nominee as defined under SICDA 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.
- (d) Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- (e) A proxy may but need not be a member of the Company. 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 the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof at which the person named in the appointment proposes to vote:

(i) In physical copy form

In the case of an appointment made in physical copy form, the proxy form must be deposited at AldPro Corporate Services Sdn Bhd ("AldPro") at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor.

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

(ii) By electronic form

The proxy form can be electronically lodged with AldPro, email to [admin@aldpro.com.my](mailto:admin@aldpro.com.my).

- (h) For the purpose of determining a member who shall be entitled to attend and vote at the meeting via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 24 January 2022 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.

**(4) Audited Financial Statements**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

**(5) Re-election of Retiring Directors**

Dato' Awang Daud Bin Awang Putera, Datuk Syed Nazim Bin Syed Faisal and Encik Noor Azri Bin Dato' Sri Noor Azerai, being eligible, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

Encik Abu Bakar Bin Uzir has informed the Company that he does not wish to seek for re-election. He will retain office until the conclusion of the Fifth AGM and will retire in accordance with Clause 117 of the Constitution of the Company.

**(6) Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Resolution is to facilitate the payment of Directors' fees and benefits on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

**(7) Re-appointment of Nexia SSY PLT, as Auditors of the Company**

The Board had its meeting held on 30 December 2021 approved to re-appoint Nexia SSY PLT. The Board agreed that Nexia SSY PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:-**

**(8) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 6 is to seek for Shareholders' Mandate to allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the ordinary resolution until the next Annual General Meeting of the Company. For further information, please refer to the Circular to Shareholders dated 6 January 2022 accompanying the Company's Integrated Report for the financial period ended 30 June 2021.

**(9) Proposed Renewal of Shareholders' Mandate for Share Buy-Back by the Company**

**SERBA DINAMIK HOLDINGS BERHAD**  
**(201501042584) (1167905-P)**  
**(Incorporated in Malaysia)**

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

For further information, please refer to the Share Buy-Back Statement dated 6 January 2022 accompanying the Company's Integrated Report for the financial period ended 30 June 2021.

**(10) Proposed Alteration of the Constitution by Replacing with a New Constitution ("Proposed Alteration")**

The Proposed Alteration is to align the Constitution with the prevailing statutory and regulatory requirements, to render clarity and consistency throughout the Constitution as well as to enhance administrative efficiency. The proposed new Constitution is set out in Part C of the Circular to Shareholders dated 6 January 2022 accompanying the Company's Integrated Report for the financial period ended 30 June 2021.

**(11) Proposed Renewal of Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")**

The proposed Ordinary Resolution 8, subject to passing of Special Resolution relating to Proposed Alteration above, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. With effect from 1 January 2023, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as it is beneficial for the Company to meet its future financial needs due to the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic and it will enable the Board to take swift action during the challenging time to ensure long term sustainability and interest of the Company and its shareholders.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the Fourth AGM held on 2 July 2020 and will lapse at the conclusion of the Fifth AGM to be held on 31 January 2022. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.