



SASBADI HOLDINGS BERHAD

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

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of Sasbadi Holdings Berhad will be conducted on a 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 Tuesday, 30 January 2024 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 2023 and the Reports of Directors and Auditors thereon. **Resolution 1**
- 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 2024. **Resolution 1**
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 115 of the Company's Constitution:-
3.1 Dato' Salleh Bin Mohd Husein **Resolution 2**
3.2 Mr Law King Hui **Resolution 3**
- To re-elect the following Directors who are retiring by casual vacancy pursuant to Clause 118 of the Company's Constitution:-
4.1 Datu Dr Rashidah Binti Bolhassan **Resolution 4**
4.2 Mr Law En Ruey **Resolution 5**
- To re-appoint BDO PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

- RETENTION OF DATO' SALLEH BIN MOHD HUSEIN AS INDEPENDENT DIRECTOR** **Resolution 7**
"THAT, subject to the passing of Resolution 2, Dato' Salleh Bin Mohd Husein be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- RETENTION OF DATO' NOOR REZAN BINTI BAPOO HASHIM AS INDEPENDENT DIRECTOR** **Resolution 8**
"THAT, Dato' Noor Rezan Binti Bapoo Hashim be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Resolution 9**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), 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, without first offer to holders of existing issued shares of the Company, 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 (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.

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** **Resolution 10**
"THAT subject to the provisions of 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
29 December 2023

Notes:

(1) 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 Notes for the AGM in order to participate remotely.

(2) A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy to attend, speak 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.

(3) 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.

(4) Only a depositor whose name appears in the Company's Record of Depositors as at 23 January 2024 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.

(5) 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.

(6) The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator's Office, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email at AGM-support.Sasbadi@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting. You also have the option to register directly at <https://vps.megacorp.com.my/hd6QY> to submit the proxy appointment electronically. For further information on the electronic submission of proxy form, kindly refer to the Administrative Notes.

(7) 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

Resolution 1 – Payment of Directors' Fees and benefits

There is no increase in the Directors' Fees and benefits for the financial year ending 31 August 2024.

Resolutions 2 to 5 – Re-election of Directors

The profiles of Dato' Salleh Bin Mohd Husein, Mr Law King Hui, Datu Dr Rashidah Binti Bolhassan and Mr Law En Ruey who are standing for re-election are set out under the profile of directors in the Annual Report 2023.

Resolutions 7 and 8

The proposed Resolutions 7 and 8 are to seek shareholders' approval to retain Dato' Salleh Bin Mohd Husein and Dato' Noor Rezan Binti Bapoo Hashim, who have served the Board of Directors of the Company for a cumulative term of more than 9 years, as Independent Non-Executive Directors of the Company. The Board recommended that Dato' Salleh Bin Mohd Husein and Dato' Noor Rezan Binti Bapoo Hashim be retained as Independent Non-Executive Directors based on the following justifications:-

- Confirmation and declaration that they met the criteria of Independent Director prescribed under Paragraph 1.01 of the Listing Requirements of Bursa Securities;
- Confirmation and declaration that they have no conflict of interests with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- Their length of service on the Board do not in any way interfere with their exercise of balance and objective views to Board deliberations. Their experiences and knowledge in the Group's business and operations enable them to contribute effectively to Board deliberations and decision making.

Resolution 9

The proposed Resolution 9, 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 ("the Act") ("General Mandate"), without first offer to holders of existing issued shares of the Company, 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 10% of the total number of issued shares of the Company at the time of issue and waive the statutory pre-emptive rights of shareholders of the Company ("Waiver"). 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 Waiver will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

The Company did not issue any new shares pursuant to mandate obtained at the Tenth AGM of the Company held on 16 February 2023.

Resolution 10

The proposed Resolution 10, 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 Act, 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 Resolution 10 above are set out in the Statement to Shareholders dated 29 December 2023.



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Registration No.: 201201038178 (1022660-T)
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**ADMINISTRATIVE NOTES
FOR THE 11th ANNUAL GENERAL MEETING (“11th AGM”)**

Date : **Tuesday, 30 January, 2024**
Time : **10.00 a.m.**
Broadcast Venue : **Lot 12, Jalan Teknologi 3/4,
Taman Sains Selangor 1, Kota Damansara,
47810 Petaling Jaya, Selangor.**

Voting via Digital Ballot Form at a Virtual 11th AGM

1. The Annual General Meeting (“11th AGM”) of Sasbadi Holdings Berhad (“The Company”) will be conducted on a virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online AGM”).
2. 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. Members will not be allowed to physically present at the 11th AGM in person at the Broadcast Venue on the day of the meeting.
3. This is a virtual Meeting. Shareholders who wish to participate at the AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/hD6QjY> (please refer to paragraph 6 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
4. With the DBF and meeting link, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board / Management of the Company) and vote at the AGM, at the comfort of your home or from any location.
5. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the AGM:
AGM-support.Sasbadi@megacorp.com.my

Registration Procedure

6. Kindly follow the steps below to ensure that you are able to obtain your Meeting Link and DBF to participate and vote remotely during the AGM online:
 - a. Open this link: <https://vps.megacorp.com.my/hD6QjY> or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least 48 hours before the date of the AGM at:

Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;
Submit via e-mail to:
AGM-support.Sasbadi@megacorp.com.my
 - d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
 - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors (“ROD”) for the 11th AGM

7. The date of ROD for the AGM as at Tuesday, 23 January, 2024. As such, only shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his / her behalf.

Poll Voting

8. The voting of the AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
9. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

No Door Gifts/Voucher

10. There will be no distribution of door gifts or vouchers for the 11th AGM of the Company. The Company would like to thank all its shareholders for their kind co-operation and understanding on this matter.

Recording Or Photography

11. Unauthorised recording or photography of the proceedings of the 11th AGM are strictly prohibited.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.Sasbadi@megacorp.com.my
Tel : +60 (3) 2692 4271 / 2694 8984
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136

Sasbadi Holdings Berhad

Mr Jonathan Tan or Ms Celine Ooi

Email : agmenquiry@sasbadi.com
Telephone No. : +60 (3) 6145 1188
Facsimile No. : +60 (3) 6145 1199

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.