



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth (28th) Annual General Meeting ("AGM") of the Company will be conducted entirely through live streaming from the Broadcast Venue at 12th Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on 29th November 2022 at 11.00 a.m. or any adjournment thereof via online meeting platform at <https://meeting.boardroomlimited.my> for the transaction of the following businesses:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30th June 2022 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note A)**
- To approve the payment of Directors' fees up to RM440,000 for the financial year ending 30th June 2023 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Resolution 1)**
- To re-elect following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
 - Dato' Haji Obet bin Tawil
 - Dato' Teo Wee Cheng**(Resolution 2)**
(Resolution 3)
- To re-elect following Directors who retire in accordance with Clause 98 of the Company's Constitution:-
 - Lew Khim Khim (Ken Lew)
 - Grace Khoo Ting Ting
 - Datuk Yong Teck Shing**(Resolution 4)**
(Resolution 5)
(Resolution 6)
- To re-appoint Messrs Peter Chong & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESSES

To consider, and if thought fit, to pass the following resolutions with or without modification as ordinary resolutions:

6. Authority to Issue Shares

"THAT subject to the Companies Act 2016 (the "Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time ("10% General Mandate");

AND THAT the Directors be hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 10% General Mandate on Bursa Securities; FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 8)

7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions

"THAT, subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be hereby given to the Company and/or its subsidiaries to enter into all arrangements and/or transactions involving interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Company and/or its subsidiaries ("Related Parties"), details of which are more particularly set out in Part A of Section 2 of the Circular to Shareholders dated 28th October 2022 ("the Shareholders' Mandate");

PROVIDED THAT such arrangements and/or transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- not to the detriment of minority shareholders of the Company.

THAT the Shareholders' Mandate, unless earlier revoked or varied by the Company in a general meeting, shall continue to be in force until the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act);

AND THAT disclosure will be made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year;

FURTHER THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

(Resolution 9)

8. Proposed Share Buy-Back

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be hereby given full authority, to allocate an amount not exceeding the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares in the Company ("Shares") as may be determined by the Directors from time to time through Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of Shares to be purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time;

THAT upon the purchase by the Company of its own Shares, the Directors of the Company be hereby authorised to retain such Shares so purchased as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be hereby authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting; whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate."

(Resolution 10)

- To transact any other ordinary business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

Pang Kah Man
(SSM PC No.: 202008000183) (MIA 18831)
Company Secretary

Muar, Johor Darul Takzim
28th October 2022

Notes:-

(A) This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders and hence, is not put forward for voting.

- A proxy may but need not be a member of the Company pursuant to Section 334 of the Act.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- The Form of Proxy shall be executed under the hand of the appointer or his/her attorney duly authorised in writing or if such an appointer is a corporation, under its common seal or under the hand of its attorney.
- The Form of Proxy must be duly completed and deposited at the Registered Office of the Company at No. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor Darul Takzim or submitted via email to agm2022@shh.com.my or lodged electronically via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time set for holding of the 28th AGM or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") requires all resolutions set out in the Notice of the 28th AGM to vote by poll.
- In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the 28th AGM as his/her proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- Only members registered in the Record of Depositors as at 22nd November 2022 shall be eligible to attend the 28th AGM or appoint a proxy to attend and vote on his/her behalf.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities accounts ("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.
- As the 28th AGM will be conducted entirely through live streaming from the Broadcast Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the 28th AGM.

Explanation Note on Special Business:-

- The Ordinary Resolution proposed under Item 6 (**Resolution 8**) is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary 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 10% of the total number of issued shares of the Company at any point of time ("10% General Mandate").

This 10% General Mandate, unless revoked or varied at a general meeting, will expire at the next AGM.

With this 10% General Mandate, the Company will be able to raise funds for the purpose of funding future investments, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 10% General Mandate is in the best interest of the Company and its shareholders.

- The Ordinary Resolution proposed under Item 7 (**Resolution 9**), if passed, will authorise the Company and/or its subsidiaries ("Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further details on the Shareholders' Mandate are provided in Part A of the Circular to Shareholders dated 28th October 2022.
- The Ordinary Resolution proposed under Item 8 (**Resolution 10**), if passed, will empower the Directors of the Company to purchase Shares in the Company up to an amount not exceeding ten per centum (10%) of the total issued shares of the Company (excluding treasury shares) as they consider would be in the interest of the Company. Further details of the Proposed Share Buy-Back are provided in Part B of the Circular to Shareholders dated 28th October 2022.

12. Annual Report 2022

The Annual Report 2022 can be accessed from the website of Bursa Securities at www.bursamalaysia.com. It can also be downloaded from the Company's website at www.shh.com.my. Shareholders who wish to receive the printed Annual Report 2022, please contact Boardroom Share Registrars Sdn Bhd at Tel no. 03-78904700 (Help Desk) or email to BSR.Helpdesk@boardroomlimited.com.