



S & F Capital Berhad

200201000757 (568420-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“20th AGM”) of **S & F Capital Berhad** (“**S&F Cap**” or the “**Company**”) will be held at Room 3, 18th Floor, Tower 1, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Monday, 28 November 2022 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Directors’ and the Auditors’ Reports thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of Directors’ fees and benefits of up to RM480,000.00 for the period from 1 July 2022 to the next Annual General Meeting of the Company. *Ordinary Resolution 1*
3. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company and being eligible offered themselves for re-election:-
 - (i) Tan Sri (Dr) Ir. Jamilus Bin Md. Hussin *Ordinary Resolution 2*
 - (ii) Kor Yann Shiun *Ordinary Resolution 3*
 - (iii) Tan Tai Ming *Ordinary Resolution 4*
4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 30 June 2023 and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

As Special Business

To consider and if thought fit, to pass with or without modifications, the following Ordinary Resolutions:-

5. **Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”)** *Ordinary Resolution 6*

“THAT 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 New 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 General Mandate”).

NOTICE OF ANNUAL GENERAL MEETING

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

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- b. the expiration of the period within which the next AGM 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.

THAT pursuant to Section 85 of the Act, read together with the Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of New Shares pursuant to the 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.”

6. **Proposed Renewal of existing Shareholders’ Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)** *Ordinary Resolution 7*

“THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 28 October 2022, provided that such recurrent related party transaction are necessary for the day-to-day operations and are carried out in the ordinary course of business at arms-length basis and on terms and transactions prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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AND THAT such approval shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- ii. the expiration of the period within which the next AGM 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 under Section 340(4) of the Act); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, to execute all such documents and to assent to any conditions, variations and/or amendments) in the best interest of the Company to give effect to the aforesaid shareholders' mandate."

7. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

CHONG LAY KIM (SSM PC NO. 202008001920) (LS 0008373)
YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)
Company Secretaries

Kuala Lumpur
28 October 2022

Notes on the appointment of Proxy

1. *For the purpose of determining who shall be entitled to attend the forthcoming 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 21 November 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend the forthcoming 20th AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.*
2. *A member who is entitled to attend, participate, speak and vote at the forthcoming 20th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
3. *A member of the Company who is entitled to attend, participate, speak and vote at the forthcoming 20th AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 20th AGM.*

NOTICE OF ANNUAL GENERAL MEETING

cont'd

4. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
 5. *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
 6. *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 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
 7. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
 8. *The appointment of a proxy may be made in a hard 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 general meeting or adjourned general meeting at which the person named in the appointment proposes to vote:*
 - (i) *In hard copy form*
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - (ii) *By electronic means via email*
In the case of an appointment made via email transmission, the proxy form must be received via email at enquiry@snfcapital.com.my.
- The Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.*
9. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
 10. *Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.*
 11. *Last date and time for lodging the form of proxy is **Saturday, 26 November 2022 at 10:00 a.m.***
 12. *Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:*
 - a. *Identity card (NRIC) (Malaysian), or*
 - b. *Police report (for loss of NRIC)/Temporary NRIC (Malaysian), or*
 - c. *Passport (Foreigner).*
 13. *For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia. Please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.*

NOTICE OF ANNUAL GENERAL MEETING

cont'd

The certificate of appointment of authorised representative should be executed in the following manner:

- i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.*
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:*
 - a. at least two (2) authorised officers, of whom one shall be a director; or*
 - b. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.*
14. *It is important that you read the Administrative Guide for the conduct of the 20th AGM.*
15. *Shareholders are advised to check the Company's website at www.snfcapital.com.my, Bursa Malaysia Securities Berhad's website and announcements from time to time for any changes to the administration of the 20th AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.*

Explanatory Notes on the Ordinary Business

1. Agenda item 1

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolution 1

The Directors' fees and benefits for the period from 1 July 2022 to the next AGM are calculated based on the current Board size and period in accordance with the Company's policy and guidelines. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

3. Ordinary Resolutions 2, 3 and 4

Re-election of Directors pursuant to Clause 76(3) of the Company's Constitution

Tan Sri (Dr) Ir. Jamilus Bin Md. Hussin, Mr. Kor Yann Shiun and Mr. Tan Tai Ming, who are standing for re-election as Directors and being eligible, have offered themselves for re-election at the 20th AGM.

The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors.

The details and profiles of Directors seeking re-election are set out in the Board of Directors' Profile section of the Company's Annual Report 2022 from page 3 to 6.

4. Ordinary Resolution 5

The Board has through the Audit Committee, considered the re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

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Explanatory Notes on the Special Business

1. Ordinary Resolution 6

The proposed ordinary resolution, if passed, will empower the Directors to issue and allot 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 such shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

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 purpose of the Proposed 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 Nineteenth AGM held on 29 November 2021 and will lapse at the conclusion of the Twentieth AGM to be held on 28 November 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.

2. Ordinary Resolution 7

This Resolution, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature in the ordinary course of business at arms-length basis, and on terms and transactions prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

With the shareholders' mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transaction occur would not arise. Besides facilitating a smoother and more efficient conduct of business, this would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, as well as would place the Group in a better position to leverage and take advantage of business opportunities as and when they may arise, without compromising the corporate objectives of the Group. The shareholders' mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 28 October 2022 for further details.

NOTICE OF ANNUAL GENERAL MEETING

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STATEMENT ACCOMPANYING NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of individuals who are standing for election as Directors (excluding directors standing for re-election)

As at date of this notice, there are no individuals who are standing for election as Directors at this Twentieth Annual General Meeting.

PERSONAL DATA PRIVACY

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.