

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Second (“2nd”) Annual General Meeting (“AGM”) of Sancy Berhad (“Company”) will be conducted on a fully virtual basis vide an online meeting platform provided by SS E Solutions Sdn. Bhd. in Malaysia via Securities Services e-Portal (“SSeP”) at <https://sshsb.net.my/> on Friday, 6<sup>th</sup> September 2024 at 3:00 p.m. for the following purposes:

### AGENDA

#### As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors’ and the Auditors’ Reports thereon.
- To approve the payment of Directors’ fees and other benefits of up to RM20,000.00 from 7 September 2024 until the next AGM of the Company.
- To re-elect Dr. Izhar bin Che Mee, the Director of the Company who retires in accordance with Clause 76(4) of the Constitution of the Company.
- To re-appoint PCCO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to  
Explanatory Note 1  
Ordinary Resolution 1  
Ordinary Resolution 2  
Ordinary Resolution 3

#### AS SPECIAL BUSINESS

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

- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”)**

Ordinary Resolution 4

**“THAT** pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Constitution of the Company and subject to the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to allot and issue shares or convertible securities in the capital of 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 of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being (“Proposed General Mandate I”).

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

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

**THAT** the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities and other relevant government/ regulatory authorities (if required) for the listing of and quotation for such new shares or convertible securities on the LEAP 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 I 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 I.”

- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act to Interested Parties (as defined herein)**

Ordinary Resolution 5

**“THAT**, subject to the passing of Ordinary Resolution 5 and pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) as well as the Constitution of the Company, and subject to the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to allot and issue shares or convertible securities in the capital of the Company from time to time, at such price, to a Director, major shareholder or Chief Executive of the Company or person connected to them (“Interested Parties”) under the general mandate on a non-pro rata basis and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities issued to the Interested Parties must be not more than 10% of the total number of issued shares of the Company for the time being and shall be approved by the Board of Directors of the Company and done in the best interests of the Company (“Proposed General Mandate II”).

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

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

**THAT** the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities and other relevant government/ regulatory authorities (if required) for the listing of and quotation for such new shares or convertible securities on the LEAP 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 II 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 II.”

- To transact any other business 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

**CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)**

**YAU JYE YEE (MAICSA 7059233) (SSM PC NO. 202008000733)**

**Company Secretaries**

Kuala Lumpur  
Dated: 15 August 2024

#### Notes:-

- A Member of the Company entitled to participate and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to participate and vote in his place. A proxy may but need not be a Member of the Company.
- A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an exempt authorised nominee 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.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to participate, speak and vote at a meeting of the Company.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- 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 AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form**  
The proxy form shall be deposited at SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
  - By electronic means**  
The proxy form shall be electronically lodged via the SSeP platform at <https://sshsb.net.my/> or by fax to +603-2094 9940/+603- 2095 0292 or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my). For more details, please refer to the SSeP Administrative Guide in Appendix I.
- For the purpose of determining a Member who shall be entitled to participate and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 30 August 2024 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

#### Explanatory Notes on Agenda Items:

- Item 1 of the Agenda – Audited Financial Statements**

The Audited Financial Statements for the financial year ended 31 March 2024 in Agenda item 1 are meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.

- Item 2 of the Agenda – Directors’ Fees and Other Benefits**

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors’ fees and other benefits from 7 September 2024 to the next AGM in year 2025. In the event the amount proposed is insufficient (e.g. due to enlarged Board size etc.), approval will be sought at the next AGM of the Company for the additional amount to meet the shortfall.

- Item 5 of the Agenda – Approval for Allotment and Issuance of Shares Pursuant to Sections 75 and 76 of the Act**

The Proposed Ordinary Resolution 4 is to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate I and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of the period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

- Item 6 of the Agenda – Approval for Allotment and Issuance of Shares Pursuant to Sections 75 and 76 of the Act to Interested Parties**

The Proposed Ordinary Resolution 5 is to empower the Directors of the Company to issue new shares or convertible securities in the Company to the Interested Parties pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate II and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of the period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.