



**SCICOM (MSC) BERHAD**  
**Registration No. 200201029763 (597426-H)**  
(Incorporated in Malaysia)

## **NOTICE OF NINETEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting (“19<sup>th</sup> AGM”) of the Company will be conducted fully virtually from the Broadcast Venue at Scicom (MSC) Berhad, Kuala Lumpur Meeting Room, 9th Floor Menara TA One, 22, Jalan P. Ramlee, 50250 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia on **Friday, 26 November 2021** at **10.00 a.m.** to transact the following businesses: -

### **A. Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon. **[Please refer to the Explanatory Notes to the Agenda]**
2. To approve the payment of Directors’ fees of RM505,466.00 for the financial year ended 30 June 2021. (Ordinary Resolution 1)
3. To re-elect the following Directors who are retiring pursuant to Clause 76(3) of the Constitution of the Company:-
  - (i) Krishnan A/L C K Menon (Ordinary Resolution 2)
  - (ii) Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah (Ordinary Resolution 3)
4. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

### **B. Special Business**

5. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Ordinary Resolution 5)

“THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant government/ regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting (“AGM”), at such price 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, when

aggregated with the total number of such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

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

By Order of the Board

**TE HOCK WEE (MAICSA 7054787) (SSM PC No. 202008002124)**  
**WONG WAI FOONG (MAICSA 7001358) (SSM PC No. 202008001472)**  
Company Secretaries

Kuala Lumpur  
28 October 2021

**NOTES:**

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders will not be allowed to attend the 19th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing question to the Board via real time submission of typed texts) and vote remotely at the 19th AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tiah.online>.

For further information, kindly refer to the Administrative Guide for the 19th AGM.

2. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 18 November 2021. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.
3. A member entitled to attend and vote at this General Meeting 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.
4. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.

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, an authorised nominee or an exempt authorised nominee 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. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
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  
Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - ii. By electronic means via Tricor TIIH Online website at <https://tiih.online>  
Please follow the procedure as set out in the Administrative Guide of the 19th AGM for the electronic submission of proxy form via TIIH Online.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, 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 proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is **Wednesday, 24 November 2021 at 10.00 a.m.**
12. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia if this has not been lodged with the Company’s Share Registrar earlier.
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 19th AGM will be put to vote by way of poll.

## **EXPLANATORY NOTES TO THE AGENDA:**

(i) Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2021

This item is meant for discussion only. The provision of Sections 248(2) and 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 motion to be put forward to vote by shareholders.

(ii) Ordinary Resolution 1 - Directors' fees for the financial year ended 30 June 2021

The proposed Ordinary Resolution 1, if passed, will facilitate the payment of Directors' fees for the financial year ended 30 June 2021, details of which are disclosed in the Corporate Governance Overview Statement of the Annual Report 2021 and Corporate Governance Report. The amount of Directors' fees payable includes fees payable to Non-Executive Directors as members of the Board and Board Committees.

(iv) Ordinary Resolutions 2 and 3 - Re-election of Directors

Krishnan A/L C K Menon and Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 19th AGM.

Krishnan A/L C K Menon is the Non-Independent Non-Executive Chairman and a major shareholder of the Company. He has no conflict of interest with the Company and has no family relationship with any Director and/or major shareholder of the Company.

Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah is the Independent Non-Executive Director and a shareholder of the Company. He has no conflict of interest with the Company and has no family relationship with any Director and/or major shareholder of the Company.

The Board had, through the Nominating and Remuneration Committee, carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The aforesaid Directors have devoted sufficient time to carry out their responsibilities throughout their tenure. They also possess relevant qualification, knowledge and experience which complement the current Board's competencies. The aforesaid Directors continue to bring independent and objective judgement to the Board.

Based on the above, the Board is supportive of the re-election of the aforesaid retiring Directors.

(v) Ordinary Resolution 4 - Re-appointment of Auditors

The Board had, through the Audit and Risk Management Committee, considered the re-appointment of PricewaterhouseCoopers PLT as the Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table their re-appointment at the 19th AGM are disclosed in the Audit and Risk Management Committee Report of the Annual Report 2021.

(vi) Ordinary Resolution 5 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 27 November 2020. 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 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, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 27 November 2020 and the mandate will lapse at the conclusion of the 19th AGM.