



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

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting (“21st AGM”) of the Company will be held at Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia on **Thursday, 30 November 2023 at 10.00 a.m.** to transact the following businesses:-

A. Ordinary Business

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|----|--|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2023 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 to the following Non-Executive Directors for the financial year ended 30 June 2023:- | |
| | (i) Krishnan A/L C.K. Menon – RM120,000 | (Ordinary Resolution 1) |
| | (ii) Dato’ Nicholas John Lough @ Sharif Lough Bin Abdullah – RM91,630 | (Ordinary Resolution 2) |
| | (iii) Mahani Binti Amat – RM96,096 | (Ordinary Resolution 3) |
| | (iv) Datuk Joseph Dominic Silva – RM91,466 | (Ordinary Resolution 4) |
| | (v) Fa’izah Binti Mohamed Amin – RM78,041 | (Ordinary Resolution 5) |
| | (vi) Mior Mokhtar Bin Mior Abu Bakar – RM42,500
(Appointed on 1 January 2023) | (Ordinary Resolution 6) |
| | (vii) Elakumari A/P Kantilal – RM37,500
(Appointed on 1 January 2023) | (Ordinary Resolution 7) |
| | (viii) Dato’ Mohd Salleh Bin Hj. Harun – RM35,507
(Retired on 21 November 2022) | (Ordinary Resolution 8) |
| | (ix) Karen Judith Goonting – RM35,507
(Retired on 21 November 2022) | (Ordinary Resolution 9) |
| 3. | To re-elect the following Directors who are retiring pursuant to Clause 76(3) of the Constitution of the Company:- | |
| | (i) Dato’ Sri Leo Suresh Ariyanayakam | (Ordinary Resolution 10) |
| | (ii) Datuk Joseph Dominic Silva | (Ordinary Resolution 11) |
| 4. | To re-elect the following Directors who are retiring pursuant to Clause 78 of the Constitution of the Company:- | |
| | (i) Mior Mokhtar Bin Mior Abu Bakar | (Ordinary Resolution 12) |
| | (ii) Elakumari A/P Kantilal | (Ordinary Resolution 13) |

5. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 14)

B. Special Business

6. **Waiver of Pre-Emptive Rights under Section 85 of the Companies Act 2016** (Special Resolution)

“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016, read together with Clause 12(3) of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to the passing of Ordinary Resolution 15 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.”

7. **Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 15)

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“the Act”) and pursuant to Sections 75 and 76 of the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval 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 twelve (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 and are also 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.”

8. **Continuation in Office of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah as Independent Non-Executive Director** (Ordinary Resolution 16)

“THAT authority be and is hereby given to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance.”

9. 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
27 October 2023

Notes:

1. For the purpose of determining who shall be entitled to attend this Twenty-First Annual General Meeting (“21st AGM”), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 24 November 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 21st AGM or appoint a proxy to attend, speak and vote on his/her behalf.
2. A member who is entitled to attend and vote in this 21st AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his/her place. A proxy may but need not be a member of the Company.
3. 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, speak and vote instead of the member at the 21st AGM.
4. 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.
5. 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.
6. 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.
7. The appointment of a proxy may be made in a hard copy form or by electronic form 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 21st AGM 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, this proxy form must be deposited with the Company's Share Registrar at 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, W. P. Kuala Lumpur, Malaysia, or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia.

(ii) **By electronic means via Tricor System, TIIH Online**

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the 21st AGM on the procedures for electronic submission of proxy form via TIIH Online.

8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. Last date and time for lodging the proxy form is **Tuesday, 28 November 2023 at 10.00 a.m.**
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at 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, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 21st AGM 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.
11. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at 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, W. P. Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia. 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, one of whom 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.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES TO THE AGENDA:

(i) **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2023**

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 Resolutions 1 to 9 - Directors' fees for the financial year ended 30 June 2023**

The proposed Ordinary Resolutions 1 to 9, if passed, will facilitate the payment of Directors' fees for the financial year ended 30 June 2023, details of which are disclosed in the Corporate Governance Overview Statement of the Annual Report 2023 and Corporate Governance Report. The Directors' fees payable includes fees payable to Independent Directors and Non-Independent Non-Executive Directors as members of the Board and Board Committees.

(iii) Ordinary Resolutions 10 to 13 - Re-election of Directors

Dato' Sri Leo Suresh Ariyanayakam, Datuk Joseph Dominic Silva, Mior Mokhtar Bin Mior Abu Bakar and Elakumari A/P Kantilal are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 21st AGM.

Their profiles are disclosed in the Board of Directors' Profile of the Annual Report 2023.

The retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Nominating and Remuneration Committee ("NRC") has considered the performance and contribution, time and commitment, calibre and personality, and fit and properness of the retiring Directors. Based on the recommendation of the NRC, the Board is supportive of their re-election based on the following justifications:-

(a) Ordinary Resolution 10 – Re-election of Dato' Sri Leo Suresh Ariyanayakam as Director of the Company

Dato' Sri Leo Suresh Ariyanayakam is a Non-Independent Executive Director and Chief Executive Officer of the Company. He contributes tremendously to the Group by overseeing the Group's operations as well as directing business growth and strategic direction of the Group. His expertise and hard work had been instrumental to the growth and development of the Group.

(b) Ordinary Resolution 11 – Re-election of Datuk Joseph Dominic Silva as Director of the Company

Datuk Joseph Dominic Silva is an Independent Non-Executive Director ("INED") of the Company. He has demonstrated his independence through his engagement in Board and Board Committee meetings. He also exercised due care and carried out his professional duty proficiently as an INED of the Company. He demonstrated objectivity and independence through his participation at the meetings by giving valuable feedbacks for Board's deliberation and decision-making process.

(c) Ordinary Resolutions 12 and 13 – Re-election of Mior Mokhtar Bin Mior Abu Bakar and Elakumari A/P Kantilal as Directors of the Company

Mior Mokhtar Bin Mior Abu Bakar and Elakumari A/P Kantilal were appointed as INEDs of the Company on 1 January 2023. They exercised due care and carried out their professional duty proficiently as INEDs of the Company.

(iv) Ordinary Resolution 14 - 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 21st AGM are disclosed in the Audit and Risk Management Committee Report of the Annual Report 2023.

(v) Special Resolution – Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016

This Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders under Section 85 of the Companies Act 2016. By voting in favour of this Special Resolution, shareholders of the Company would be waiving their statutory pre-emptive rights.

This Special Resolution if passed, would allow the Directors to issue new shares to any person under the mandate obtained to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016, without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

(vi) Ordinary Resolution 15 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

Subject to the passing of the Special Resolution on the waiver for pre-emptive rights under Section 85 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 21 November 2022. 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 21 November 2022 and the mandate will lapse at the conclusion of the 21st AGM.

(vii) Ordinary Resolution 16 – Continuation in Office of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah as Independent Non-Executive Director

Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah has served as Independent Non-Executive Director of the Company since 14 May 2014.

The Board had, through the NRC, carried out the necessary assessment on Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah and recommended that he continues to act as INED of the Company based on the following justifications:-

- (a) He met the independence criteria as set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- (b) His length of service on the Board has not affected his ability to display high level of integrity and exercise independent judgement and decision-making while acting in the best interests of the Company, shareholders and stakeholders, and is able to express unbiased views without any influence.



**TWENTY-FIRST ANNUAL GENERAL MEETING (“21ST AGM”)
ADMINISTRATIVE GUIDE**

Date and Time : Thursday, 30 November 2023 at 10.00 a.m.
Venue : Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia

Dear Shareholders of Scicom (MSC) Berhad (“Scicom” or the “Company”)

REGISTRATION ON THE DAY OF THE 21ST AGM

The registration counter will open at 9.00 a.m. on Thursday, 30 November 2023. Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) during registration for verification purpose. Please ensure the original MyKAD or Passport is returned to you thereafter.

Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person. Upon verification, shareholders or proxies are required to write their names and sign on the Attendance List placed on the registration table. Shareholders or proxies will also be given identification wristbands for voting purposes.

PROXY

You may submit your proxy form to Tricor Investor & Issuing House Services Sdn. Bhd (“Tricor”) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid.

You may also submit the proxy form electronically via **TIIH Online** website at <https://tiih.online> not later than 10.00 a.m. on 28 November 2023. Please do read and follow the procedures below for submission of proxy form electronically.

ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor’s **TIIH Online** website are summarised below:

Procedure		Action
i. Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services” by selecting “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: “SCICOM (MSC) BERHAD 21ST AGM - SUBMISSION OF PROXY FORM”.Read and agree to the Terms & Conditions and confirm the Declaration.

		<ul style="list-style-type: none"> • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. • Review and confirm your proxy(ies) appointment. • Print proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under “ENQUIRY” section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: “SCICOM (MSC) BERHAD 21ST AGM - SUBMISSION OF PROXY FORM” • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate event: “SCICOM (MSC) BERHAD 21ST AGM - SUBMISSION OF PROXY FORM”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

REFRESHMENT

Light refreshment will be provided.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur W. P. Kuala Lumpur, Malaysia		Telephone Number
	General Line	603-2783 9299
	Fax Number	603-2783 9222
	Email	is.enquiry@my.tricorglobal.com