

# SEACERA

## GROUP BERHAD

[Registration No. 198701005080 (163751-H)]  
(Incorporated In Malaysia)

### NOTICE OF THIRTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh ("37<sup>th</sup>") Annual General Meeting ("AGM") of SEACERA GROUP BERHAD ("SEACERA" or "the Company") will be held on virtual basis and entirely via remote participation and voting via an online meeting platform of Mlabs VGM as operated by Mlabs Research Sdn. Bhd. via <https://rebrand.ly/SeaceraAGM> from the Broadcast Venue at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 23 November 2022 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses: -

#### AGENDA

##### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees and benefits up to an amount of RM236,000 for the period from 24 November 2022 until the next Annual General Meeting of the Company. *(Ordinary Resolution 1)*
- To re-elect Nicholas Wong Yew Khid as a Director who retires by rotation pursuant to Clause 97.1 of the Company's Constitution. *(Ordinary Resolution 2)*
- To re-appoint Messrs. AL Jafree Salihin Kuzaimi PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 3)*

##### Special Business

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

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *(Ordinary Resolution 4)*

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to allot and issue not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016."

- To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

#### BY ORDER OF THE BOARD

**TAN KOK SIONG**  
(LS0009932 & SSM PC NO. 202008001592)  
Company Secretary

Kuala Lumpur

Dated: 25 October 2022

#### NOTES:-

##### 1. IMPORTANT NOTICE

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

Shareholders' proxies **WILL NOT BE ALLOWED** to attend this AGM in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate remotely at the meeting will therefore have to register via the Remote Participation and Voting ("RPV") facilities operated by Mlabs Research Sdn. Bhd. at <https://rebrand.ly/SeaceraAGM>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the 37<sup>th</sup> AGM in order to participate remotely via RPV facilities.

##### 2. APPOINTMENT OF PROXY

(a) For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 14 November 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.

(b) A member entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his/ her place. A proxy may but need not be a member of the Company.

(c) A member of the Company who is entitled to participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the AGM.

(d) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

(e) 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.

(f) 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.

(g) 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.

(h) The instrument appointing a proxy and 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 Workshire Share Registration Sdn. Bhd. of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM 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.

(i) Please ensure ALL the particulars as required in the form of proxy is completed, signed and dated accordingly.

(j) Last date and time for lodging the form of proxy is Monday, 21 November 2022 at 10:00 a.m.

(k) For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative executed in the manner as stated in the form of proxy with the Company's Share Registrar at Workshire Share Registration Sdn. Bhd. of A1-2-2 Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur.

##### 3. Audited Financial Statements for the financial year ended 30 June 2022

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders.

##### 4. Ordinary Resolution 1 – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The Proposed Ordinary Resolution 1 for the Directors' Fees and Benefits proposed for the period from 24 November 2022 until the date of next AGM are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held from 24 November 2022 until the date of next AGM. In the event the proposed amount is insufficient, (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

##### 5. Ordinary Resolution 2 – Re-election of Directors

Nicholas Wong Yew Khid is standing for re-election as Directors of the Company and being eligible, have offered himself for re-election at the 37<sup>th</sup> AGM.

The Board had through the Nomination and Remuneration Committee ("NRC") carried out the assessment on the Directors and agreed that all Directors meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the NRC conducted an assessment on Nicholas Wong Yew Khid's independence and is satisfied that he has complied with the criteria prescribed under Bursa Securities.

##### 6. Ordinary Resolution 4 – Authority to Allot and Issue Shares

The proposed Ordinary Resolution 4 is the renewal of the mandate obtained from the members at the 36<sup>th</sup> AGM held on 29 November 2021.

The proposed Ordinary Resolution 4, if passed, will empower the Directors from the date of this AGM, to allot and issue up to a maximum of 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purposes of funding future investment project(s), working capital and/or acquisition(s). As at the date of this Notice, the Company had placed out aggregate number of 120,431,000 SEACERA Shares (Placement Shares), raising total gross proceeds of approximately RM18,787,236.00.