



SAUDEE GROUP BERHAD

(Company No. 200801036832 (838172-P))

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of Saudee Group Berhad will be conducted on a virtual basis from the Broadcast Venue at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and online remote voting using the remote participation and voting platform on Wednesday, 10 January 2024 at 2.30 p.m. for the following purposes :-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 July 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 4)
- To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :-
 - "THAT Datuk Sham Shamrat Sen Gupta, who retires pursuant to Paragraph 102(1) and (2) of the Company's Constitution, be and is hereby re-elected as a Director of the Company." Ordinary Resolution 1
 - "THAT Dato' Arjunaidi Bin Mohamed, who retires pursuant to Paragraph 107(2) of the Company's Constitution, be and is hereby re-elected as a Director of the Company." Ordinary Resolution 2
 - "THAT Mr. Ng Kok Hok, who retires pursuant to Paragraph 107(2) of the Company's Constitution, be and is hereby re-elected as a Director of the Company." Ordinary Resolution 3
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:-
- To approve the payment of Directors' fees of not exceeding RM250,000.00 (FY2023:RM250,000.00) to Directors of the Company for the financial year ending 31 July 2024. Ordinary Resolution 5
 - To approve the payment of benefits of not exceeding RM36,000.00 to the Directors of the Company from 11 January 2024 until the next Annual General Meeting of the Company. Ordinary Resolution 6

6. Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

- "THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with Paragraph 62 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 arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act." Ordinary Resolution 7

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By order of the Board

Adeline Tang Koon Ling Wong Yuet Chyn
(LS 0009611) (MAICSA 7047163)
SSM PC No. 202008002271 SSM PC No. 202008002451

Secretaries

Penang
Date : 30 November 2023

NOTES

- The Fifteenth Annual General Meeting ("AGM") will be conducted on a virtual basis from the Broadcast Venue. Members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.
 - The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Act and Paragraph 68 of the Company's Constitution which require the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
- Appointment of Proxy**
 - A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
 - A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
 - Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
 - Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each security 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 authorized nominee as defined under the Central Depositories Act, 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
 - The instrument appointing a proxy must be deposited with the Share Registrar's office at Workshire Share Registration Sdn. Bhd. of A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia or e-mail to infos@wscs.com.my or fax to 03-6413 3270 not less than twenty four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
 - Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out above will be put to vote by way of poll.
- Members entitled to attend the Fifteenth AGM**
For the purpose of determining a member who shall be entitled to attend the Fifteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Paragraph 72(1) and (2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 29 December 2023. Only a Depositor whose name appears in the Record of Depositors as at 29 December 2023 shall be regarded as a member entitled to attend and vote or to appoint a proxy or proxies to attend and vote at the Fifteenth AGM.
- Audited Financial Statements for the financial year ended 31 July 2023**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution No. 1 – Re-election of Director who retires in accordance with Paragraph 102(1) and (2) of the Company's Constitution**
Paragraph 102(1) and (2) of the Company's Constitution provides that an election of directors shall take place each year. 1/3 of the directors for the time being shall retire from office at each AGM but shall be eligible for re-election at the said meeting. If the total number of the directors is not 3 or a multiple of 3, the number nearest to 1/3 will retire. The Directors to retire in every year shall be those who have been longest in office since their last election.

Datuk Sham Shamrat Sen Gupta who will be retiring and offering himself for re-election at the Fifteenth AGM was evaluated by the Nominating Committee and the Board. Based on the evaluation outcome, the Nominating Committee and the Board were of the view that his performance was satisfactory and recommended his re-election for shareholders' approval.

Based on the assessment conducted on Datuk Sham Shamrat Sen Gupta's independence, the Board is satisfied that he has complied with the criteria of independence prescribed under Main Market Listing Requirements of Bursa Malaysia Securities Berhad and remain his independence in exercising his judgement and carry out his roles as the Independent Director.

6. Ordinary Resolutions No. 2 and 3 – Re-election of Director who retire in accordance with Paragraph 107 (2) of the Company's Constitution

Paragraph 107(2) of the Company's Constitution provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Dato' Arjunaidi Bin Mohamed and Mr. Ng Kok Hok who will be retiring and offering themselves for re-election at the Fifteenth AGM were evaluated by the Nominating Committee and the Board. Based on the evaluation outcome, the Nominating Committee and the Board were of the view that their performances were satisfactory and recommended their re-election for shareholders' approval.

Based on the assessment conducted on Dato' Arjunaidi Bin Mohamed and Mr. Ng Kok Hok's independence, the Board is satisfied that they have complied with the criteria of independence prescribed under Main Market Listing Requirements of Bursa Malaysia Securities Berhad and remain their independence in exercising their judgements and carry out their roles as the Independent Directors.

7. Ordinary Resolution No. 5 – Proposed payment of Directors' fees

Pursuant to Section 230(1) of the Companies Act 2016, the Company shall at every AGM approve the fees of the Directors of the Company and its subsidiaries. The Directors' fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group. The proposed Ordinary Resolution 5 is to facilitate the payment of Directors fees on current year basis. In the event the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next AGM for additional fees to meet the shortfall.

8. Ordinary Resolution No. 6 – Proposed payment of Directors' benefits (excluding Directors' fees)

The Directors' benefits (excluding Directors' fees) comprise the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committees meetings for the period from 11 January 2024 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

9. Ordinary Resolution No. 7 - Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, will grant a renewed general mandate ("Renewed Mandate") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% (ten per centum) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The Renewed Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, capital expenditure, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is considered appropriate to seek shareholders' approval for a Renewed Mandate. This Renewed Mandate unless revoked or varied by the Company in general meeting will expire at the next AGM of the Company or the expiration of the period within which the next AGM is required to be held.

As at the date of this notice, 347,000,000 new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Fourteenth AGM held on 28 December 2022 which will lapse at the conclusion of the Fifteenth AGM.

Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents); (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.