

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-fifth ("25th") Annual General Meeting ("AGM") of the shareholders of SEE HUP CONSOLIDATED BERHAD ("SeeHup" or "the Company") will be conducted on a fully virtual basis vide the online meeting platform at <https://agm.digerati.com.my/pasb-online> (Domain registration number D1A119533) on Wednesday, 29 September 2021 at 9:45 a.m., or at any adjournment thereof, for the following purposes:-

As Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 March 2021 and the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who retire in accordance with Clause 107 of the Company's Constitution:-
 - Haji Shamsul Ariffin B. Mohd Nor Ordinary Resolution 1
 - Ng Shiek Nee Ordinary Resolution 2
- To approve the following payments to Directors of the Company:
 - Directors' fees of RM58,000.00 for the financial year ended 31 March 2021. Ordinary Resolution 3
 - Directors' benefits of up to an aggregate amount of approximately RM43,000.00 from the period commencing this AGM through to the next AGM of the Company in 2022. Ordinary Resolution 4
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modification:-

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 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 the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the Annual General Meeting commencing next after the date on which the approval was given; or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held whichever is earlier; but any approval may be previously revoked or varied by the Company in general meeting."

Ordinary Resolution 6

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND THE PROVISION OF FINANCIAL ASSISTANCE BETWEEN THE COMPANY AND ITS SUBSIDIARIES VIA THE CENTRALISED TREASURY MANAGEMENT SYSTEM ("Proposed Shareholders' Mandate")**

"THAT, for purposes of paragraph 10.09 of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be given for the Company and its subsidiaries to enter into any of the category of recurrent related party transactions of a revenue or trading nature and the provision of financial assistance between related parties as set forth in Section 2.5 of the Circular to Shareholders dated 30 August 2021 provided that such transactions are necessary for the day-to-day operations and they are carried out in the ordinary course of business on normal commercial terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders and that disclosure will be made in the annual report of the aggregate value of transactions conducted during the financial year;



6. AND THAT the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may consider to be expedient or necessary to give full effect to the shareholders' mandate with full powers to assent to any condition, modification, revaluation, variation and/or amendment as may be imposed by the relevant authorities;

FURTHER THAT such mandate shall commence upon passing of this ordinary resolution and shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution or the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or revoked or varied by resolutions passed by the shareholders of the Company in a general meeting; whichever is the earlier."

Ordinary Resolution 7

7. **PROPOSED RENEWAL OF AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY ("Proposed Share Buy-Back")**

"THAT, subject always to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's issued share capital through the Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:

- (i) the maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the total number of issued shares of the Company for the time being ("SeeHup Shares");
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the SeeHup Shares shall not exceed the retained profits of RM601,873 of the Company, based on the latest Audited Financial Statements as at 31 March 2021;
- (iii) the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue to be in force until:
 - (a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of the Bursa Securities or any other relevant authorities;
- (iv) upon completion of the purchase(s) of the SeeHup Shares by the Company, the Directors of the Company be hereby authorised to deal with the SeeHup Shares in the following manner:
 - (a) to cancel the SeeHup Shares so purchased; or
 - (b) to retain the SeeHup Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or for cancellation subsequently; or
 - (c) to retain part of the SeeHup Shares so purchased as treasury shares and cancel the remainder; or
 - (d) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of SeeHup Shares."

Ordinary Resolution 8

8. **RETENTION OF INDEPENDENT DIRECTOR**

“THAT subject to and contingent upon the passing of Ordinary Resolution 2, Ms Ng Shiek Nee be and is hereby retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting”

Ordinary Resolution 9

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143) (SSM PC 202008001023)
Ong Tze-En (MAICSA 7026537) (SSM PC 202008003397)
Lau Yoke Leng (MAICSA 7034778) (SSM PC 202008003368)
Joint Company Secretaries

Penang, 30 August 2021

Notes:

1. **Virtual Annual General Meeting (“AGM”)**

- (a) The 25th AGM of the Company will be conducted on a fully virtual basis through **live streaming and Remote Participation and Voting (“RPV”) facilities**. Please refer to the Administrative Guide for the 25th AGM for the procedures to register, participate and vote remotely via the RPV facilities.
- (b) For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the main venue of the AGM. Members/Proxies/Corporate Representatives will **not be allowed** to attend this AGM in person at the broadcast venue on the day of the AGM.

2. **Appointment of Proxy**

- (a) A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. A proxy must be of full age. If 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.
- (b) Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), it may appoint up to 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.
- (c) 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.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the Form of Proxy must be executed under the corporation’s seal or under the hand of an officer or attorney duly authorised.
- (e) To be valid, the Form of Proxy duly completed must be deposited at the Company’s Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
- (f) In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes:

1. The Ordinary Resolutions 3 and 4, are to seek shareholders' approval on the Directors' fee and benefits payable to the Directors which have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognizes that the Directors' fee and benefits payable is in the best interest of the Company and in accordance with the remuneration framework of the Group. The benefits comprise of annual and meetings allowances. This approval shall continue to be in force until the conclusion of the next AGM of the Company in 2022.
2. The proposed Ordinary Resolution 6 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM 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 Twenty-fourth AGM held on 28 September 2020 and which will lapse at the conclusion of the Twenty-Fifth AGM.

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 purpose of funding future investment project(s), working capital and/or acquisitions.

3. The proposed Ordinary Resolution 7 if passed, will approve the shareholders' mandate on recurrent related party transactions and the provision of financial assistance and allow the Company and its subsidiaries to enter into recurrent related party transactions in accordance with Chapter 10 and Practice Note No. 12 of the Main Market Listing Requirements of Bursa Securities. This approval shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by the law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier. Further information on the Proposed Shareholders' Mandate is set out in Part A of the Circular to Shareholders dated 30 August 2021.
4. The proposed Ordinary Resolution 8 if passed, will give the Directors the flexibility to purchase its own shares, if and when circumstances permit, with a view to enhance the earnings per share of the Group and net assets per share of the Company. The Proposed Renewal of Share Buy-Back, if exercised, is expected to potentially benefit the Company and its shareholders as stated in the Circular to shareholders. Further information on the Proposed Share Buy-Back is set out in Part B of the Circular to Shareholders dated 30 August 2021.
5. The proposed Ordinary Resolution 9, if passed, will retain Ms Ng Shiek Nee as Independent Non-Executive Director ("INED") of the Company to fulfill the independence guidelines as set out in Chapter 1 and Practice Note 13 of the Main Market Listing Requirements of Bursa Securities. The Board of Directors had, vide the Nominating Committee, reviewed and assessed the performance of Ms Ng Shiek Nee, who had served as INED of the Company for a cumulative term of more than twelve (12) years and recommended her to continue acting as INED of the Company based on the justifications as set out in the Corporate Governance Report.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is standing for election as a Director at the forthcoming 25th AGM of the Company.



CDS Account No.

No. of Shares Held

I*/We* _____
(Full name in Block Letters and NRIC / Company No.)

of _____ and _____
(Address) (Tel. No.)

being a member*/ members* of See Hup Consolidated Berhad hereby appoint

| Full Name (in Block Letters) | NRIC/Passport No. | No. of Shares | % of Shareholding |
|------------------------------|-------------------|---------------|-------------------|
| Address: | | | |
| Email Address: | | | |
| Telephone No.: | | | |
| | | | |

* and/or (*delete if not applicable)

| Full Name (in Block Letters) | NRIC/Passport No. | No. of Shares | % of Shareholding |
|------------------------------|-------------------|---------------|-------------------|
| Address: | | | |
| Email Address: | | | |
| Telephone No.: | | | |
| | | | |

or failing him, the CHAIRMAN OF THE MEETING as my*/our* proxy, to vote for me*/us* and on my*/our* behalf at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company to be conducted on a fully virtual basis via the online meeting platform at <https://agm.digerati.com.my/pasb-online> (Domain registration number DIA119533) on Wednesday, 29 September 2021 at 9.45 a.m. and at any adjournment thereof.

| | Ordinary Resolutions | | | | | | | | |
|----------------|----------------------|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| FOR | | | | | | | | | |
| AGAINST | | | | | | | | | |

(Please indicate with "X" in the appropriate space how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion)

Signed this _____ day of _____ 2021

Signature of Shareholder

Common Seal to be affixed here if Shareholder is a Corporation

Note:

- Virtual Annual General Meeting ("AGM")
 - The 25th AGM of the Company will be conducted on a fully virtual basis through **live streaming and Remote Participation and Voting ("RPV") facilities**. Please refer to the Administrative Guide for the 25th AGM for the procedures to register, participate and vote remotely via the RPV facilities.
 - For the purpose of complying with Section 327(2) of the Companies Act 2016, the Chairman of the meeting is required to be present at the main venue of the AGM. Members/Proxies/Corporate Representatives will **not be allowed** to attend this AGM in person at the broadcast venue on the day of the AGM.
- Appointment of Proxy**
 - A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. A proxy must be of full age. If 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.
 - Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), it may appoint up to 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the Form of Proxy must be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
 - To be valid, the Form of Proxy duly completed must be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
 - In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Fold this flap for sealing

Then fold here

Affix
Stamp

The Joint Company Secretaries
SEE HUP CONSOLIDATED BERHAD
(Registration No. 199601018726 (391077-V))

170-09-01 Livingston Tower, Jalan Argyll, 10050
George Town, Pulau Pinang, Malaysia

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ADMINISTRATIVE GUIDE

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS OF SEE HUP CONSOLIDATED BERHAD

| | | |
|--------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Type of General Meeting | : | Twenty Fifth Annual General Meeting ("25th AGM") |
| Day, Date and Time | : | Wednesday, 29 September 2021 at 9.45 a.m. or at any adjournment thereof |
| Online Meeting Platform | : | https://agm.digerati.com.my/pasb-online |
| Mode of Communication | : | (3) Typed text in the RPV Facilities (4) E-mail questions to investorrelations@seehup.com.my prior to Meeting |

MODE OF MEETING

In light of the COVID-19 outbreak and in the best interest of public health and the health and safety of our shareholders, Board of Directors and employees whilst adhering to the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("SC") ("**Guidance Note**"), See Hup Consolidated Berhad ("**See Hup**" or the "**Company**") 25th AGM will be held virtually through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities at <https://agm.digerati.com.my/pasb-online>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are responsible to ensure the stability of your internet connectivity throughout the duration of the 25th AGM is maintained.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a Virtual 25th AGM, would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the 25th AGM.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors ("**ROD**") as at 20 September 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

FORM(S) OF PROXY

If you are unable to participate in the 25th AGM, you may appoint a proxy or proxies OR the Chairman of the meeting to attend and vote on your behalf. In such event, you should complete and deposit the Form of Proxy at the Company's registered office located at No. 170-09-01, Livingston Tower, Jalan Argyll, 10050 Georgetown, Pulau Pinang or fax to +604 226 5860 not less than 48 hours before the date and time fixed for the 25th AGM or at any adjournment thereof.

REVOCAION OF PROXY

The lodging of the Form of Proxy shall not preclude you from participating in the 25th AGM should you subsequently wish to do so. If you have submitted your Form of Proxy and subsequently decide to appoint another proxy(ies) or you wish to participate in the 25th AGM, please write in to revoke the earlier appointed proxy 48 hours before the date and time fixed for the 25th AGM or any adjournment thereof.

VOTING PROCEDURE

The voting at the 25th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.

Upon completion of the voting session, the Independent Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

The Company has appointed Plantation Agencies Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("**e-voting**").

Kindly refer to the below Procedures for RPV Facilities for guidance on how to vote remotely.

PROCEDURES FOR RPV Facilities

Members/proxies/corporate representatives who wish to participate the 25th AGM remotely using RPV must follow the following procedures: -

| Step | Action | Procedure |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A | To register as an user using the Registrar website: https://agm.digerati.com.my/pasb-online | <ul style="list-style-type: none"> • Complete the registration form. • You will receive an email for verification purpose. You need to complete the process to complete the registration. (Please check your spam mailbox if you do not receive the email) • You will receive an email upon successful or rejected registration. <p>Note: If you have registered as a user. You are not required to register again.</p> |
| B | To request for RPV | <p><u>Individual Members</u></p> <ul style="list-style-type: none"> • Login your registered account through the Registrar website. • Select “See Hup 25th AGM” • Read and agree to Terms & Conditions then confirm the Declaration • Complete and submit the request form. • Read and agree to Terms & Conditions then confirm the Declaration. • Complete and submit the request form. • You may appoint proxy(s) in the request form. • You may pose your question, if any, to the Chairman/Board in the request form. • Registrar will verify your request against the ROD after closing time. Closing time for request submission will be 48 hours prior to the meeting. No request will be entertained after closing time. • You and your proxy(s) will receive a notification email upon approval or rejection of RPV. • In the case of approval, below links will be attached in the email. <ol style="list-style-type: none"> 1. Broadcast link 2. E-Poll Form link |
| C | On the day of AGM | <ul style="list-style-type: none"> • Access to the Broadcast and Polling Form using the link provided in the email. • If you have any question to the Board of Directors, you may use the Q&A section to pose your question. • Submit your vote within a specific period of time once the Chairman announces that the voting is open. • Voting will be closed upon the expiry of the voting period. <p>Broadcast will be terminated upon the announcement of the poll result by the Chairman.</p> |



NO DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of food vouchers or door gifts during the 25th AGM as the meeting is conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the 25th AGM proceedings is allowed.

ENQUIRY

If you have any enquiry or require any assistance, please contact the Share Registrar during office hours (Monday to Friday).

Plantation Agencies Sdn Berhad
(Registration No. 195501000033 (2603-D))
3rd Floor, No 2 Lebuhr Pantai
10300 Georgetown Penang
Telephone : 604 2625333
Fax : 604 2622018
Email : pasb_helpdesk@digerati.com.my

If you face any problem joining the AGM, please contact the Technical Support.

Digerati Technologies Sdn. Bhd.
Telephone : +6016-9795956

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual 25th AGM arrangements.

The Company seeks the understanding and cooperation of all shareholders to minimise the risk of community spread of COVID-19.

PERSONAL DATA PRIVACY

By lodging and subscribe for a user account with Digerati Technologies Sdn Bhd in Malaysia Portal to participate and vote remotely at the 25th AGM using the RPV Facility, the shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) accepts and agrees to the personal data privacy terms.