



SARAWAK CABLE BERHAD

[Registration No. 199801000274 (456400-V)]

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-fifth (25th) Annual General Meeting of Sarawak Cable Berhad ("SCB" or "the Company") will be conducted at Gunung Buda, Level 4 (Tower A), Hock Lee Hotel & Residences, Hock Lee Centre, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak on Tuesday, 21 November 2023 at 10.00 a.m. to transact the following businesses:

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 May 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the following payments to Directors:
 - Directors' fees amounting to RM1,008,333.00 for the financial year ended 31 May 2023.
 - Meeting allowances up to RM106,900.00 for the period from 22 November 2023 until the next annual general meeting of the Company.
- To re-elect the following Directors retiring pursuant to Clause 92 of the Company's Constitution and being eligible, offer themselves for re-election:
 - Dato Sri Mahmud Abu Bekir Taib
 - Redzuan bin Rauf
- To re-elect the following Directors retiring pursuant to Clause 99 of the Company's Constitution and being eligible, offer themselves for re-election:
 - Laksamana Tan Sri Dato Setia Mohd Anwar Bin Haji Mohd Nor
 - Alwizah Al-Yafii Binti Ahmad Kamal
 - Ninam Shah Bin Dato' Kadar Shah
- To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and the Directors be authorised to fix their remuneration.

[Please refer to Explanatory Note (a)]

Ordinary Resolution 1
Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7

Ordinary Resolution 8

Special Business

- To consider and, if thought fit, pass the following ordinary resolution, with or without modification:

Proposed renewal of existing shareholders' mandate for the recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate")

"THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into and give effect to the recurrent related party transactions of a revenue or trading nature as outlined under Section 3.2 of the Circular to Shareholders dated 9 October 2023 ("Circular"), with the specific related parties mentioned therein subject further to the following:

- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders; and
- disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Main Market Listing Requirements of Bursa Securities, and amongst others, based on the following information:
 - the type of the recurrent related party transactions made; and
 - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company and/or its subsidiaries.

AND THAT such approval will continue to be in force until:

- the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Board of Directors of the Company be and is hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

- To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Act and the Company's Constitution.

Ordinary Resolution 9

By Order of the Board of Directors

Tai Yit Chan (MAICSA 7009143) SSM Practising Certificate No. 202008001023

Voon Jan Moi (MAICSA 7021367) SSM Practising Certificate No. 202008001906

Company Secretaries

Petaling Jaya

9 October 2023

Explanatory Notes:

- Agenda No. 1 - Audited Financial Statements**
This agenda item is meant for discussion only as it does not require shareholders' approval pursuant to the provision of Section 340(1)(a) of the Act. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolutions 1 and 2 - Directors' fees and benefits**
Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and benefits payable to the Non-Executive Directors of the Company shall be approved at a general meeting.

The proposed Directors' fees for the financial year ended 31 May 2023 is based on the following fee structure:

	Fee (RM)	
	Chairman	Members
Board	240,000 (Chairman) 135,000 (Deputy Chairman)	100,000
Audit Committee	25,000	10,000
Remuneration Committee	8,000	4,000
Nomination Committee	8,000	4,000
Risk Management Committee	8,000	4,000

The details of the Directors' fees for the financial year ended 31 May 2023, as per the said structure, are as disclosed in the Corporate Governance Overview Statement of the Annual Report 2023. Having taken into consideration the current financial situation of the Company, the Board has agreed that all Directors receive only half of the fees tabled to the shareholders.

In determining the estimated total amount of Directors' benefits payable, the Board has considered the anticipated number of meetings for the Board and Board Committees based on the existing Board composition in accordance with the following structure:

	Allowance per meeting (RM)	
	Chairman of the Board	Member
Annual General Meeting	1,000	800
Board meeting	1,000	800
	Chairman of the Board Committee	Member
Audit Committee meeting	1,000	800
Remuneration Committee meeting	750	500
Nomination Committee meeting	750	500
Risk Management Committee meeting	750	500

While the amount of Directors' benefits tabled to the shareholders are as per the said structure, the Board had agreed to receive only half of the amount for the period from 22 November 2023 until 31 July 2024, and resume with the full rate from 1 August 2024 and onwards.

- Ordinary Resolutions 3 to 7 - Re-election of Directors**
The Board of Directors had through the Nomination Committee, assessed the retiring Directors, namely Dato Sri Mahmud Abu Bekir Taib, Redzuan bin Rauf, Laksamana Tan Sri Dato Setia Mohd Anwar Bin Haji Mohd Nor, Alwizah Al-Yafii Binti Ahmad Kamal and Ninam Shah Bin Dato' Kadar Shah (collectively referred as "Retiring Directors") and recommended their re-election, based on the following justifications:
 - they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors;
 - they met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy adopted; and
 - those who are Independent Directors remain independent.
- Ordinary Resolution 9 - Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature**
Paragraph 10.09 of the Main Market Listing Requirements states that with regard to related party transactions which are recurrent of a revenue or trading nature and which are necessary for day-to-day operations ("RRPT"), a public listed company may seek a shareholder mandate.

The proposed resolution No. 9, if passed, will authorise the Company and its subsidiaries to enter into RRPT with the mandated related parties as identified under Section 3.2 of the Circular dated 9 October 2023 ("Circular"), which are necessary for the Group's day-to-day operations, provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders.

By obtaining the Shareholder Mandate, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. Please refer to the Circular for further information.

Notes:

- For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 15 November 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.
- A member entitled to participate in this AGM is representative to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies his proportions on his holdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Security Industry (Central Depository) Act, 1991 ("SICDA"), 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 appointment of a proxy may be made in a hard copy form or by emailing 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 AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
 - In hard copy form**
In the case of an appointment made in hard copy form, the original proxy form must be deposited with the Share Registrar's office, Boardroom Share Registrars Sdn Bhd ("Boardroom") of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By emailing**
The proxy form can be emailed to Boardroom at bsr.helpdesk@boardroomlimited.com
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Sunday, 19 November 2023 at 10 a.m.**
- 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 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 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 notarised and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 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 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - 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.
 - 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:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of any general meeting will be put to vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.