

► NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY-NINTH ANNUAL GENERAL MEETING OF SELANGOR DREDGING BERHAD WILL BE CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT THE BALLROOM, HOTEL MAYA KUALA LUMPUR, 138, JALAN AMPANG, 50450 KUALA LUMPUR ON TUESDAY, 29 SEPTEMBER 2020 AT 9.00 AM FOR THE FOLLOWING PURPOSES:

1. To receive the Financial Statements for the year ended 31 March 2020 and the Directors' and Auditors' Reports thereon. **(Please refer to explanatory Note A)**
2. To approve the payment of Directors' Fees amounting to RM266,032 (2019: RM320,170) for the year ended 31 March 2020. **(Resolution 1)**
3. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors of up to RM20,000 from 1 October 2020 until the next annual general meeting of the Company. **(Resolution 2)**
4. To re-elect Dato' Christopher Chan Choun Sien who was appointed during the year and retire pursuant to Article 107(1)(a) of the Company's Constitution. **(Resolution 3)**
5. To re-elect the following directors who retire by rotation pursuant to Article 107(1)(b) of the Company's Constitution: -
 - (a) Puan Selma Enolil Binti Mustapha Khalil **(Resolution 4)**
 - (b) Ms Teh Lip Kim **(Resolution 5)**
6. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Resolution 6)**



AS SPECIAL BUSINESS

7. Authority to Allot Shares

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

“THAT, subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorized pursuant to Section 75 of the Companies Act, 2016 to allot shares in the Company at anytime until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that 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.”

(Resolution 7)

8. To transact any other business which due notice shall have been received.

By Order of the Board

WON SEE YEE
SEOW FEI SAN
Secretaries

Kuala Lumpur
28 August 2020

NOTES:

1. A member of the Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, subject to the Constitution of the Company. 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 WILL NOT BE ALLOWED to attend the 59th AGM of the Company in person at the Broadcast Venue on the day of the meeting.
2. Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company via real time submission of typed texts) and vote (collectively, "participate") remotely in the 59th AGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>.
3. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds 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.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the securities account.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy duly completed and signed must be deposited at the Company's share registrar, 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 or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof. You may also submit the Form of Proxy electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
8. Only members whose names appear in the Record of Depositors on 22 September 2020 shall be entitled to participate in the 59th AGM of the Company via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the 59th AGM of the Company via RPV and appoint proxy/authorized representative, please follow the Procedures for RPV in the Administrative Guide.

Explanatory Notes to Special Business:

Note A – The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340 (1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

Resolutions 1 & 2 – Pursuant to Section 230 (1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 59th AGM on the Directors' fees and benefits in two (2) separate resolutions as below:-

- Resolution No. 1 on payment of Directors' fees in respect of the financial year ended 31 March 2020
- Resolution No. 2 on payment of Directors' benefits (excluding Directors' fees) from 1 October 2020 until the next AGM.

The current structure for Directors' benefits of the Company is basically the meeting allowances for Board/Board Committee meetings attended. The Directors' benefits from 1 October 2020 until the conclusion of the next AGM is estimated not to exceed RM20,000. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

Details of the Directors' Fees and benefits paid to the Non-Executive Directors are disclosed on pages 40 to 49 of the Statement on Corporate Governance in the Annual Report 2020.

Resolution 7 – The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the 59th AGM, authority to allot shares not more than 10% of the total number of the issued share of the Company and of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of printing of the Annual Report, no new shares were issued by the Company pursuant to the authority granted to the Directors at the 58th AGM held on 27 August 2019 and the said authority will lapse at the conclusion of the 59th AGM.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, repayment of bank borrowing, if any, for purpose of funding future investment project(s), working capital and/or acquisitions.