



SC ESTATE BUILDER BERHAD

Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of SC Estate Builder Berhad ("**SCBUILD/0109**" or the "**Company**") will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya Selangor Darul Ehsan, Malaysia on Monday, 30 June 2025 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN SC ESTATE CONSTRUCTION SDN BHD ("SCECSB**") AND ANJUNG MERIAH SDN BHD ("**AMSB**") TO DEVELOP THE LARGE SCALE SOLAR PHOTOVOLTAIC PLANT OF 4.00 MEGAWATTS IN ARAU, PERLIS ("**PROPOSED JOINT VENTURE**")**

"THAT subject to the approvals being obtained from the relevant authorities and/or parties as set out in the joint venture agreement dated 24 July 2024 entered into between SCECSB, a wholly-owned subsidiary of SCBUILD/0109 and AMSB ("**JVA**"), approval be and is hereby given for SCECSB to develop the Large Scale Solar Photovoltaic Plant of 4.00 megawatts in Arau, Perlis, upon the terms and conditions as stipulated in the JVA.

THAT the Board of Directors of the Company ("**Board**") be and is/are hereby authorised and empowered to do all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company and/or SCECSB, all such documents to give effect to the Proposed Joint Venture with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Joint Venture in any manner in the best interest of the Company and/or SCECSB or as may be required or imposed by the relevant authorities and/or parties and to take all such steps as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Joint Venture.

AND THAT any and all actions taken by the Board and/or SCECSB in connection with the JVA to date or as may be incidental to, ancillary to or expedient in connection with the Proposed Joint Venture be and are hereby approved and ratified."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 1,227,685,900 NEW ORDINARY SHARES IN SCBUILD/0109 ("SCBUILD/0109 SHARES**" OR "**SHARES**"), REPRESENTING NOT MORE THAN 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF SCBUILD/0109 ("**PROPOSED PRIVATE PLACEMENT**")**

"THAT subject to the passing of Ordinary Resolution 1, all approvals of the relevant authorities and/or persons (if required) being obtained, approval be and is hereby given to the Board to issue and allot up to 1,227,685,900 new SCBUILD/0109 Shares ("**Placement Shares**"), representing not more than 30% of the total number of issued Shares in SCBUILD/0109, by way of private placement to independent investor(s) to be identified later ("**Placees**"), in single or multiple tranches, at an issue price for each tranche to be determined and fixed by the Board at a later date after all the relevant approvals have been obtained;

THAT, the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the volume weighted average market price of SCBUILD/0109 Shares for the 5 market days immediately preceding the price-fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular to shareholders of the Company dated 13 June 2025 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, in the best interest of the Company, subject to the compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant authorities (where required);

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respect with the existing SCBUILD/0109 Shares, except that holders of the Placement Shares shall not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date(s) are prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Company's Constitution;

THAT pursuant to Section 85(1) of the Companies Act 2016 ("**Act**") to be read together with Clause 58 of the Company's constitution, it may be construed to mean that all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled ("**Pre-emptive Rights**") and accordingly, should this resolution for the allotment and issuance of the Placement Shares be passed by the shareholders of the Company, this resolution shall have the effect of the shareholders of the Company having agreed to irrevocably waive their Pre-emptive Rights in respect of the new Placement Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, and in this respect approval is hereby given for the Pre-emptive Rights of the shareholders of the Company to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 58 of the Company's Constitution to be and is hereby waived in respect of the issuance and allotment of the Placement Shares pursuant to the Proposed Private Placement;

AND THAT approval be and is hereby given to the Board to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Private Placement, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect and to complete the Proposed Private Placement."

ORDINARY RESOLUTION 3

APPOINTMENT OF AUDITORS

"THAT Messrs SBY Partners PLT (AF 0660) be and is hereby appointed as Auditors of the Company in place of Messrs ChengCo PLT (AF0886) who has retired as Auditors of the Company, and to hold office until the next Annual General Meeting at a remuneration to be determined by the Directors."

**BY ORDER OF THE BOARD OF
SC ESTATE BUILDER BERHAD**

TAN TONG LANG (MAICSA 7045482/ SSM PC No. 202208000250)
NURUL SYAHIDAH BINTI MAT TAHIL (LS0010742/ SSM PC No. 202308000535)
Company Secretaries
Kuala Lumpur

13 June 2025

Notes:

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2025 shall be eligible to attend, speak and vote at the EGM.*
- 2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- 3. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a general meeting shall have the same rights as the member to speak at the meeting.*
- 4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer.*
- 5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.*
- 6. Where a member is an exempt authorised nominee which holds deposited securities 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.*
- 7. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or notarially certified copy of that power or authority shall be deposited at the Share Registrar of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*
- 8. Pursuant to Rule 8.31A of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.*

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