



SCH GROUP BERHAD
(REGISTRATION NO. 201101044580 (972700-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of SCH Group Berhad ("SCH" or the "Company") will be conducted fully virtual for the purpose of considering and if thought fit, passing with or without modification, the resolutions as set out in this notice.

Meeting Platform : <https://tiih.online>
Day and Date : Friday, 26 February 2021
Time : 4.00 p.m. or immediately following the conclusion or adjournment of the 9th Annual General Meeting of the Company to be convened, whichever is the later
Broadcast Venue : Lot 35, Jalan CJ 1/1, Kawasan Perusahaan Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan
Mode of Communication : Typed text and submit in the Meeting Platform

SPECIAL RESOLUTION 1

PROPOSED SHARE CONSOLIDATION OF EVERY THREE (3) EXISTING ORDINARY SHARES IN SCH ("SCH SHARE(S)") INTO ONE (1) CONSOLIDATED SCH SHARE ("CONSOLIDATED SHARE(S)") ("PROPOSED SHARE CONSOLIDATION")

"THAT, subject to the approvals from the relevant authorities being obtained, approval be and is hereby given to the Board of Directors of SCH ("Board") to consolidate every three (3) existing SCH Shares held by the shareholders of the Company, whose names appear in the Company's Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board, into one (1) Consolidated Share;

THAT the fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with in such manner as the Board in its sole and absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT the Consolidated Shares, upon allotment and issuance, rank equally in all respects with each other;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Share Consolidation including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Share Consolidation."

ORDINARY RESOLUTION 1

PROPOSED RIGHTS ISSUE OF NEW ORDINARY SHARES IN SCH ("SCH SHARES") TO RAISE GROSS PROCEEDS OF UP TO RM155,000,000 ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the passing of the Ordinary Resolution 2, and the approvals being obtained from the relevant authorities, approval be and is hereby given to the Board of Directors of SCH ("Board") to:-

- provisionally allot and issue by way of a renounceable rights issue of new SCH Shares ("Rights Shares") to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board (and/or their renouncee(s) and/or transferee(s), as the case may be) ("Entitled Shareholders");
- to allot and issue such number of additional warrants 2016/2021 in SCH ("Warrants") to be issued as a result of the adjustments to the number of outstanding Warrants arising from the Proposed Rights Issue ("Additional Warrants") and to allot and issue such number of new SCH Shares to be issued arising from the exercise of the Additional Warrants;
- determine and fix the entitlement basis and issue price of the Rights Shares which shall be announced later by the Board on the price-fixing date to raise gross proceeds of up to RM155,000,000; and
- utilise the proceeds to be derived from the Proposed Rights Issue for the purposes as set out in Section 5 of Part A of the circular dated 4 February 2021 to the shareholders of the Company ("Circular") and to vary the manner and/or purpose of such proceeds as the Board may deem fit and in the best interest of the Company, subject (where required) to the approval of the relevant authorities.

THAT in determining the shareholders' entitlement to the Rights Shares, the fractional entitlements, if any, will be disregarded and dealt with in such manner as the Board in its sole and absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT any Rights Shares which is not subscribed or validly subscribed will be made available for excess application by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s) in a fair and equitable manner on a basis to be determined by the Board;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the then existing SCH Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Rights Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Rights Issue including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Rights Issue."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION TO HEXSTAR HOLDINGS SDN BHD ("HEXSTAR") AND PERSONS ACTING IN CONCERT ("PACS") WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING ORDINARY SHARES IN SCH ("SCH SHARES") AND OUTSTANDING WARRANTS 2016/2021 ("WARRANTS") NOT ALREADY OWNED BY THEM IN ACCORDANCE WITH PARAGRAPH 4.01(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") ARISING FROM THE SUBSCRIPTION BY HEXSTAR OF THE RIGHTS SHARES PURSUANT TO THE UNDERTAKINGS (AS DEFINED IN THE CIRCULAR), UNDER PARAGRAPH 4.08(1)(B) OF THE RULES ("PROPOSED EXEMPTION")

"THAT, subject to the passing of the Ordinary Resolution 1, and the approval from the Securities Commission Malaysia ("SC") being obtained and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given in accordance with paragraph 4.08(2) (b) of the Rules for Hexstar and its PACs, to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining SCH Shares and Warrants not already held by Hexstar and its PACs pursuant to the subscription of the Rights Shares by Hexstar pursuant to the Undertakings (as defined in the Circular) and its PACs;

AND THAT the Board of Directors of SCH ("Board") be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Exemption including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or as required by the relevant authorities in order to carry out, finalise and give full effect to the Proposed Exemption."

By Order of the Board

TAN TONG LANG (MAICSA 7045482 /SSM PC No. 201908002253)
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140 /SSM PC No. 202008000925)
LEE KOK PING (MIA 44986 / SSM PC No. 202008004407)
Company Secretaries

Kuala Lumpur
4 February 2021

NOTES:

1. IMPORTANT NOTICE

As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the EGM entirely through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide enclosed separately.

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 EGM to be at the main venue of the meeting. No shareholders/proxies/corporate representatives from the public should be physically present at the Broadcast Venue on the day of EGM.

- For the purpose of determining who shall be entitled to attend this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 February 2021. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.
- A member who is entitled to participate in this EGM via RPV is entitled 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 of the Company who is entitled to participate and vote at this EGM of the Company may appoint not more than two (2) proxies to participate instead of the member at this EGM via RPV.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIH Online at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide on this EGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this EGM 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 proxy form must be deposited at the Share Registrar's office, 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic form
The proxy form can be electronically lodged via TIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy from via TIH Online.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Poll Administrator's office, 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-
 - If the corporate member has a common seal, the certificate of appointment 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 should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorized officers, of whom one shall be a director; or
 - any director and/or authorized officers in accordance with the laws of the country under which the corporate member is incorporated.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is Wednesday, 24 February 2021 at 4.00 p.m..
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at the Poll Administrator's office, 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:-
 - If the corporate member has a common seal, the certificate of appointment 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 should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorized officers, of whom one shall be a director; or
 - any director and/or authorized officers in accordance with the laws of the country under which the corporate member is incorporated.