



SERBA DINAMIK HOLDINGS BERHAD

(1167905-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Company will be held at Auditorium Room, Level 3A, Connexion@Nexus, Bangsar South City, No. 7 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 May 2017 at 9.00 a.m., to consider the following matters:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial period ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note. 2 below)
- To re-elect the following Directors who are retiring by rotation pursuant to Article 107 of the Constitution of the Company and who being eligible have offered themselves for re-election:
 - Tengku Dato' Seri Hasmuddin Tengku Othman
 - Abdul Kadier Sahib
- To approve the payment of Directors' fees and other emoluments of up to an amount not exceeding RM750,000 in respect of the financial period from 1 January 2017 until the conclusion of the next Annual General Meeting of the Company.
- To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

As Special Business:

To consider and if thought fit, to pass the following as Ordinary Resolutions:

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Resolution 5

THAT, approval be and is hereby given for the Proposed Shareholders' Mandate for the Company and/or its subsidiaries to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Section 2.2 under Part A of the Circular to Shareholders dated 28 April 2017 ("the Circular"), with the related parties falling within the classes of persons set out in Section 2.2 under Part A of the Circular, such transactions are necessary for the Company and/or its subsidiaries' day-to-day operations and which are carried out in the ordinary course of business, on terms which are not more favorable to the related parties than those generally available to the public and are not detriment of the minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and 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 a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution."

(Please refer to Explanatory Note. 3 below)

- Authority to Allot and Issue Shares**

Resolution 6

THAT, subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant governmental / regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Act, to issue shares in the Company, from time to time and upon such terms and conditions and for such purposes the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Please refer to Explanatory Note. 4 below)

To consider and if thought fit, to pass the following as Special Resolution:

- Proposed Amendments to the Company's Constitution**

Resolution 7

THAT the proposed amendments to the Company's Constitution as set out in Part B of the Circular to Shareholders dated 28 April 2017 be and is hereby approved **AND THAT** the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Company's Constitution"

(Please refer to Explanatory Note. 5 below)

- To transact any other business of the Company of which due notice shall have been given.

By Order of the Board

MUHAMMAD HAFIZ BIN OTHMAN (MIA 37218)
AZLIN AZLINA BINTI BORHAN NORDIN (LS 0008712)
Company Secretaries

Kuala Lumpur
Dated: 28 April 2017

NOTES:

- Appointment of Proxy**

- A Member of the Company who is entitled to attend and vote at the meeting shall be entitled to appoint any person as his proxy to attend and vote instead of him.
- A Member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- A Member of the Company who 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where an exempt authorized nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A proxy may but need not be a Member of the Company. A proxy appointed to attend and vote shall have the same rights as the Member to speak at the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- The instrument of proxy must be deposited at the Share Registrar's Office situated at 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 Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining a Member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 19 May 2017 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

- Agenda Item No. 1**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

EXPLANATORY NOTES ON SPECIAL BUSINESS:-

- Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 5 is to seek of Shareholders' Mandate to allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to enable the Company to comply with Paragraph 10.09, Part E of the Listing Requirement for the Main Market of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next Annual General Meeting of the Company. For further information, please refer to the Circular to Shareholders dated 28 April 2017 accompanying the Company's Annual Report for the financial period ended 31 December 2016.

- Authority to Allot and Issue Shares**

The proposed Resolution 6, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and / or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

- Proposed Amendments to the Company's Constitution**

The proposed Resolution 7, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and to enhance administrative efficiency. The proposed new Constitution is set out in Part B of the Circular to Shareholders dated 28 April 2017.