



**SUNMOW HOLDING BERHAD**

Registration No. 202001024626 (1380946-V)

Incorporated in Malaysia

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sunmow Holding Berhad (“Company” or “Sunmow”) will be held at The Sales Gallery of Sunmow Headquarter, F-G-01, Bintulu Paragon, Old Airport Place, 97000 Bintulu, Sarawak, Malaysia on Friday, 28 June 2024 at 2.45p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED NON-RENOUNCEABLE RIGHTS ISSUE OF UP TO 15,596,000 NEW REDEEMABLE PREFERENCE SHARES (“RPS”) (“RIGHTS RPS”) AT AN ISSUE PRICE OF RM0.50 PER RIGHTS RPS TOGETHER WITH UP TO 15,596,000 FREE DETACHABLE WARRANTS (“PROPOSED RIGHTS ISSUE OF RPS WITH WARRANTS”)**

THAT subject to the passing of the Special Resolution and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (“Board”) for the following:-

- i. to undertake the Proposed Rights Issue of RPS with Warrants, and to provisionally allot and issue by way of a non-renounceable rights issue of up to 15,596,000 Rights RPS at an issue price of RM0.50 per Rights RPS (“Issue Price”) together with up to 15,596,000 free detachable warrants (“Warrants”) to the shareholders of the Company whose names appear in the record of depositors of the Company as at the close of business on an entitlement date to be determined by the Board (“Entitled Shareholders”) on the basis of one (1) Rights RPS for every fifteen (15) existing ordinary shares in Sunmow (“Sunmow Shares”) held by the Entitled Shareholders together with one (1) Warrant for every one (1) Rights RPS subscribed;
- ii. to allot and issue up to 15,596,000 Warrants to those Entitled Shareholders who have successfully applied for the Rights RPS on the basis of one (1) Warrant for every one (1) Rights RPS successfully subscribed;
- iii. create and constitute the Warrants upon the terms and conditions of a deed poll (“Deed Poll”), the principal terms of which are set out in Section 2.1.8 of the Circular and wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the warrants exercise period, for one (1) new Sunmow Share at an exercise price of RM0.60 per Warrant or at any adjustment thereof under the provisions of the Deed Poll;
- iv. to allot and issue such number of new Sunmow Shares credited to the holders of the Warrants arising from the exercise of the Warrants, from time to time during the warrants exercise period, in accordance with the provisions of the Deed Poll; and
- v. to allot and issue such further Warrants and new Sunmow Shares arising from the exercise of such further Warrants and to adjust from time to time the exercise price of the Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/or as may be required by the relevant authorities and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities or parties (if required);

THAT the proceeds arising from the Proposed Rights Issue of RPS with Warrants be utilised for the purposes as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT any fractional entitlements under the Proposed Rights Issue of RPS with Warrants, if any, will be disregarded and dealt with in such manner and on such terms and conditions as the Board shall in its absolute discretion deems fit and/or expedient and in the best interest of the Company;

THAT the Rights RPS shall, upon full payment of the Issue Price of the Rights RPS, allotment and issuance, rank equally in all respects without any preference or priority among themselves and the Placement RPS, and will rank in priority to Sunmow Shares;

THAT the new Sunmow Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing Sunmow Shares except that the holders of such new Sunmow Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company prior to the relevant date of allotment and issuance of the new Sunmow Shares arising from the exercise of the Warrants;

THAT the Rights RPS, Warrants and the new Sunmow Shares to be issued pursuant to the exercise of the Warrants shall be listed on the LEAP Market of Bursa Securities;

THAT the Board be and is hereby authorised and empowered to enter into and execute, on behalf of the Company, the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be in the best interest of the Company or as may be required or imposed by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as it may deem necessary and expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts, deeds and things (including executing such documents as may be required) in the said connection on behalf of the Company and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, complete, and give full effect to the Proposed Rights Issue of RPS with Warrants.

## **ORDINARY RESOLUTION 2**

### **PROPOSED PLACEMENT OF UP TO 30,000,000 NEW RPS (“PLACEMENT RPS”) AT AN ISSUE PRICE OF RM0.50 PER PLACEMENT RPS TO SOPHISTICATED INVESTOR(S) TO BE IDENTIFIED LATER (“PROPOSED PLACEMENT OF RPS”)**

THAT subject to the passing of the Special Resolution and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board to undertake the Proposed Placement of RPS, and to allot and issue up to 30,000,000 Placement RPS at an issue price of RM0.50 per Placement RPS (“Issue Price”) which are intended to be placed out in one (1) or more tranches to independent third-party sophisticated investor(s) (“Placee(s)”) to be identified at a later date. The Placee(s) shall be persons or parties who/which is specified as a sophisticated investor in the Guidelines on Categories of Sophisticated Investors issued by the Securities Commission Malaysia (excluding a director or major shareholder of the Company or a person connected to them (“Interested Persons”), and a nominee corporation, unless the names of the ultimate beneficiaries are disclosed);

THAT the proceeds arising from the Proposed Placement of RPS be utilised for the purposes as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Placement RPS shall, upon full payment of the Issue Price of the Placement RPS, allotment and issuance, rank equally in all respects without any preference or priority among themselves and the Rights RPS, and will rank in priority to the Sunmow Shares;

THAT the Placement RPS shall be listed on the LEAP Market of Bursa Securities;

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts, deeds and things (including executing such documents as may be required) in the said connection on behalf of the Company

and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, complete, and give full effect to the Proposed Placement of RPS.

## **SPECIAL RESOLUTION**

### **PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY TO FACILITATE THE CREATION AND ISSUANCE OF THE RIGHTS RPS AND PLACEMENT RPS (“PROPOSED AMENDMENTS”)**

THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given for the Company to undertake the Proposed Amendments in the manner set out in Appendix II of the Circular;

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing such documents as may be required) in the said connection on behalf of the Company and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to implement, complete, and give full effect to the Proposed Amendments.

By Order of the Board  
KONG CHIONG UNG  
Group Managing Director

06 June 2024  
Kuala Lumpur

#### *Notes:*

- 1. All capitalised terms used but not defined in the Ordinary Resolution 1, the Ordinary Resolution 2 and the Special Resolution shall have the meanings set forth in the Company’s Circular to shareholders dated 06 June 2024 in relation to the Proposals.*
- 2. Only a depositor whose name appears on the Record of Depositors as at 18 June 2024 shall be entitled to attend, participate, speak and vote at the EGM as well as for appointment of any person(s) as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the EGM in his stead.*
- 3. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (4) and (5) below, be entitled to appoint more than 2 proxies to attend and vote at the EGM.*
- 4. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.*
- 5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- 6. Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the EGM on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.*
- 7. Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the EGM on its stead.*
- 8. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.  
The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd., at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy or Proxy Form shall not be treated as valid. Faxed, photocopied and electronically scanned copies of the duly executed Proxy Form are not acceptable.*