SCICOM (MSC) BERHAD
Registration No. 200201029763 (597426-H)
(Incorporated in Malaysia)

NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting ("23rd AGM") of the Company will be held at Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia on **Monday, 1 December 2025** at **10.00 a.m.** to transact the following businesses:-

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. **[Please refer to the Explanatory Notes to the Agenda]**

2. To approve the payment of Directors' fees to the following Non-Executive Directors for the financial year ended 30 June 2025:-

    (i) Krishnan A/L C. K. Menon – RM120,000 (Ordinary Resolution 1)

    (ii) Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah – RM105,000 (Ordinary Resolution 2)

    (iii) Mahani Binti Amat – RM106,110 (Ordinary Resolution 3)

    (iv) Datuk (Dr.) Joseph Dominic Silva – RM110,000 (Ordinary Resolution 4)

    (v) Mior Mokhtar Bin Mior Abu Bakar – RM86,699 (Ordinary Resolution 5)

    (vi) Hong Kean Yong – RM42,151 (Ordinary Resolution 6)

    (vii) Dr. Teoh Chooi Shi – RM14,205 (Ordinary Resolution 7)

    (viii) Elakumari A/P Kantilal – RM28,342 (Ordinary Resolution 8)

3. To re-elect the following Directors who are retiring pursuant to Clause 76(3) of the Constitution of the Company:-

    (i) Dato' Sri Leo Suresh Ariyanayakam; and (Ordinary Resolution 9)

    (ii) Mahani Binti Amat (Ordinary Resolution 10)

4. To re-elect the following Directors who are retiring pursuant to Clause 78 of the Constitution of the Company:-

    (i) Hong Kean Yong (Ordinary Resolution 11)

    (ii) Dr. Teoh Chooi Shi (Ordinary Resolution 12)

5. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 13)

Special Business

5. **ORDINARY RESOLUTION**
   AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Ordinary Resolution 14)

   "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant government/ regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting ("AGM"), at such price and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed 10% of the total number of issued shares (excluding treasury 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 on Bursa Securities.

   AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

6. **CONTINUATION IN OFFICE OF DATO' NICHOLAS JOHN LOUGH @ SHARIF LOUGH BIN ABDULLAH AS INDEPENDENT NON-EXECUTIVE DIRECTOR** (Ordinary Resolution 15)

   "THAT authority be and is hereby given to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

7. To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board

NG SIEW MEE (MAICSA 7071920) (SSM PC No. 202308000561)
TE HOCK WEE (MAICSA 7054787) (SSM PC No. 202008002124)
Company Secretaries

Kuala Lumpur
30 October 2025

Notes:

1. For the purpose of determining who shall be entitled to attend this Twenty-Third Annual General Meeting ("23rd AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 November 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 23rd AGM or appoint a proxy to attend, speak and vote on his/her behalf.

2. A member who is entitled to attend and vote in this 23rd AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his/her place. A proxy may but need not be a member of the Company.

3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to attend, speak and vote instead of the member at the 23rd AGM.

4. 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.

5. 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.

6. 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.

7. The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 23rd AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

   (i) <u>In hard copy form</u>

   In the case of an appointment made in hard copy form, this proxy form must be deposited with the Company's Share Registrar at 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, W. P. Kuala Lumpur, Malaysia, or alternatively, the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia.

   (ii) <u>By electronic means via Vistra Share Registry and IPO (MY) Portal</u>

   The proxy form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal ("The Portal") at https://srmy.vistra.com. Kindly refer to the Administrative Guide for the 23rd AGM on the procedures for electronic submission of proxy form via The Portal.

8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

9. Last day, date and time for lodging the proxy form is **Saturday, 29 November 2025 at 10.00 a.m.**

10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at 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, W. P. Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia

not less than forty-eight (48) hours before the time appointed for holding the 23rd AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

11. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at 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, W. P. Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:

    (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

    (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:

    (a) at least two (2) authorised officers, one of whom shall be a director; or
    (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES TO THE AGENDA:

(i) Item 1 on the Agenda - Audited Financial Statements for the financial year ended 30 June 2025

This item is meant for discussion only. The provision of Sections 248(2) and 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 item is not a business which requires a motion to be put forward to vote by shareholders.

(ii) Ordinary Resolutions 1 to 8 - Directors' fees for the financial year ended 30 June 2025

The proposed Ordinary Resolutions 1 to 8, if passed, will facilitate the payment of Directors' fees for the financial year ended 30 June 2025, details of which are disclosed in the Corporate Governance Overview Statement of the Annual Report 2025 and Corporate Governance Report. The Directors' fees payable includes fees payable to Independent Directors and Non-Independent Non-Executive Chairman as members of the Board and Board Committees.

(iii) Ordinary Resolutions 9 to 12 - Re-election of Directors

Dato' Sri Leo Suresh Ariyanayakam, Mahani Binti Amat, Hong Kean Yong and Dr. Teoh Chooi Shi are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 23rd AGM.

Their profiles are disclosed in the Board of Directors' Profile of the Annual Report 2025.

The retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Nominating and Remuneration Committee ("NRC") has considered the performance and contribution, time and commitment, and fit and proper criteria of the retiring Directors. Based on the recommendation of the NRC, the Board is supportive of their re-election based on the following justifications:-

(a) Ordinary Resolution 9 – Re-election of Dato' Sri Leo Suresh Ariyanayakam as Director of the Company
Dato' Sri Leo Suresh Ariyanayakam is a Non-Independent Executive Director and Chief Executive Officer of the Company. He contributes tremendously to the Group by overseeing the Group's operations as well as directing business growth and strategic direction of the Group. His expertise and hard work had been instrumental to the growth and development of the Group.

(b) Ordinary Resolution 10 – Re-election of Mahani Binti Amat as Director of the Company
Mahani Binti Amat is an Independent Non-Executive Director ("INED") of the Company. She has demonstrated her independence through her engagement in Board and Board committee meetings by giving valuable feedbacks for Board's deliberation and decision-making process.

(c) Ordinary Resolutions 11 and 12 – Re-election of Hong Kean Yong and Dr. Teoh Chooi Shi as Directors of the Company
Hong Kean Yong and Dr. Teoh Chooi Shi were appointed as INEDs of the Company on 1 January 2025 and 1 May 2025 respectively. They have exercised due care and carried out their professional duty proficiently as INEDs of the Company.

(iv) Ordinary Resolution 13 - Re-appointment of Auditors

The Board had, through the Audit Committee, considered the re-appointment of PricewaterhouseCoopers PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 23rd AGM are disclosed in the Audit Committee Report of the Annual Report 2025.

(vi) Ordinary Resolution 14 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 11 December 2024. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in the event of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 11 December 2024 and the mandate will lapse at the conclusion of the 23rd AGM.

(vii) Ordinary Resolution 15 – Continuation in office of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah as INED

Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah has served as an INED of the Company since 14 May 2014.

The Board had, through the NRC, carried out the necessary assessment on Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah and recommended that he continues to act as INED of the Company based on the following justifications:-

(a) He met the independence criteria as set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad; and
(b) His length of service on the Board has not affected his ability to display high level of integrity and exercise independent judgement and decision-making while acting in the best interests of the Company, shareholders and stakeholders, and is able to express unbiased views without any influence.

TWENTY-THIRD ANNUAL GENERAL MEETING ("23RD AGM")
ADMINISTRATIVE GUIDE

Date and Time	:	Monday, 1 December 2025 at 10.00 a.m.
Venue	:	Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia

Dear Shareholders of Scicom (MSC) Berhad ("Scicom" or the "Company")

REGISTRATION ON THE DAY OF THE 23RD AGM

The registration counter will open at 9.00 a.m. on Monday, 1 December 2025. Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) during registration for verification purpose. Please ensure the original MyKAD or Passport is returned to you thereafter.

Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person. Upon verification, shareholders or proxies are required to write their names and sign on the Attendance List placed on the registration table. Shareholders or proxies will also be given identification wristbands for voting purposes.

PROXY

You may submit your proxy form to Tricor Investor & Issuing House Services Sdn. Bhd ("Tricor") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or alternatively deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, not later than **Saturday, 29 November 2025 at 10.00 a.m.**, otherwise the proxy form shall not be treated as valid.

You may also submit the proxy form electronically via **Vistra Share Registry and IPO (MY) portal ("The Portal")** at https://srmy.vistra.com not later than 10.00 a.m. on Saturday, 29 November 2025. Please do read and follow the procedures below for submission of proxy form electronically.

ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via The Portal are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User at The Portal	1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. *If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.*
Proceed with submission of proxy form	1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: "**SCICOM (MSC) BERHAD 23RD AGM**". 3. Navigate to the 3 dots at the end of the corporate event and choose **"SUBMISSION OF PROXY FORM"**. 4. Read and agree to the Terms and Conditions and confirm the Declaration.

	5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. 8. Print the proxy form for your record.
ii. <u>Steps for Corporation or Institutional Shareholders</u>	
Register as a User at The Portal	1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select “Representative of Corporate Holder” and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. *Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.*
Proceed with submission of proxy form	1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: “**SCICOM (MSC) BERHAD 23RD AGM**”. 3. Navigate to the icon “>” at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder’s name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data. 8. Proceed to upload the duly completed proxy appointment file. 9. Select “**Confirm**” to complete your submission. 10. Print the confirmation report of your submission for your record.

REFRESHMENT

Light refreshment will be provided.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur W. P. Kuala Lumpur, Malaysia		**Telephone Number**
	General Line	603-2783 9299
	Email	is.enquiry@vistra.com