

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of SNS Network Technology Berhad (“SNS” or the “Company”) will be conducted fully virtual basis through live streaming and online Remote Participating and Electronic Voting (“RPEV”) facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657), provided by Boardroom Share Registrars Sdn Bhd (“Share Registrar”) in Malaysia on Friday, 7 July 2023, 11:30 a.m. or immediately after the conclusion of the Company’s 2023 AGM, whichever is later, or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF SNS AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESOS”)

“THAT, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given for the Company to:

- (a) establish, implement and administer the employees’ share option scheme to be known as the “SNS Employees’ Share Option Scheme” of up to 15.0% of the total number of issued share capital of SNS from time to time (excluding treasury shares, if any) for the benefit of all eligible employees and directors of SNS and all its subsidiaries (excluding dormant subsidiaries) (“Eligible Employees”), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in **Appendix I (“By-Laws”)** of the Circular, under which, the options will be granted to such Eligible Employees to subscribe for new SNS Shares (“Options”).

Any new SNS Shares to be allotted and issued upon any exercise of the Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with the then existing issued SNS Shares except that the new SNS Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new SNS Shares and will be subject to all the provisions of the Constitution of SNS relating to transfer, transmission and otherwise of SNS Shares;

- (b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- (c) allot and issue and/or procure from time to time such a number of new SNS Shares as may be required to be issued pursuant to the exercise of the Options under the Proposed ESOS provided that the aggregate number of new SNS Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of SNS Shares to be implemented by SNS shall not at any point in time in aggregate exceed 15% of the total issued share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

THAT, the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

THAT, pursuant to Section 85(1) of the Companies Act 2016 (“Act”) which must be read together with Clause 5.11 of the Constitution of the Company (“Constitution”), approval be hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered any new SNS Shares ranking equally to the existing issued SNS Shares arising from any allotment and issuance of new Shares to the Eligible Employees pursuant to the Proposed ESOS.

THAT, the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

AND FURTHER THAT the proposed By-Laws of the Proposed ESOS, as set out in **Appendix I** of the Circular, be and is hereby approved and adopted.”

ORDINARY RESOLUTION 2 - 13

PROPOSED GRANTING OF ESOS OPTIONS TO DIRECTORS OF SNS AND PERSONS CONNECTED TO THEM UNDER PROPOSED ESOS

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the Board to authorise the committee comprising the Board, senior management personnel and other persons to be appointed from time to time by the Board to administer the Proposed ESOS (“ESOS Committee”), to offer and grant to Options at any time and from time to time throughout the duration of the Proposed ESOS as provided in the By-Laws, to each of the Directors of SNS and persons connected to them named therein below:

Name	Designation	Ordinary Resolutions
(i) Dato’ Zulkapli Bin Ahmad	Independent Non-Executive Chairman	2
(ii) Ko Yun Hung	Managing Director	3
(iii) Pah Wai Onn	Executive Director	4
(iv) Siow Wei Ming	Executive Director	5
(v) Dato’ F’ng Meow Cheng	Independent Non-Executive Director	6
(vi) Maylee Gan Suat Lee	Independent Non-Executive Director	7
(vii) Tan Ee Ming	Independent Non-Executive Director	8
(viii) Eng Su Fern ⁽¹⁾	Development Director	9
(ix) Tham Sau Har ⁽²⁾	Administrative and Operations Director	10
(x) Lim Chai Ling ⁽³⁾	Channel Operation General Manager	11
(xi) Ko See Meng ⁽⁴⁾	Maintenance Manager	12
(xii) Siow Wei Shan ⁽⁵⁾	Senior Branch Manager	13

Notes:

- (1) Eng Su Fern is the spouse of Ko Yun Hung.
- (2) Tham Sau Har is the spouse of Pah Wai Onn.
- (3) Lim Chai Ling is the spouse of Siow Wei Ming.
- (4) Ko See Meng is the father of Ko Yun Hung.
- (5) Siow Wei Shan is the brother of Siow Wei Ming.

Provided always that:

- (a) the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (b) not more than 10.0% of the total number of new Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to them, holds 20.0% or more of the total number of issued shares of the Company;
- (c) not more than 70.0% of the total number of new Shares to be issued under the Proposed ESOS, in aggregate, to the Directors and senior management of the Company who are eligible Employees; and
- (d) the allocation of Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the ACE Market Listing Requirements of Bursa Securities, or any prevailing guideline issued by Bursa Malaysia Securities Berhad, as amended from time to time.

THAT, pursuant to Section 85(1) of the Act which must be read together with Clause 5.11 of the Constitution, approval be hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered any new SNS Shares ranking equally to the existing issued SNS Shares arising from any allotment and issuance of new Shares to the Eligible Employees pursuant to the Proposed ESOS.

AND FURTHER THAT, the Board be further authorised to allot and issue and/or transfer such number of SNS Shares pursuant to the Proposed ESOS to the abovementioned persons from time to time, subject to the exercise of such Options that may be granted to them under the Proposed ESOS.”

BY ORDER OF THE BOARD

TAI YIT CHAN
(MAICSA 7009143) (SSM PC No. 202008001023)
CHAN EOI LENG
(MAICSA 7030866) (SSM PC No. 202008003055)
CHONG KWAI YOONG
(MAICSA 7075434) (SSM PC No. 202308000244)

Chartered Secretaries

Iphoh
19 June 2023

Notes:

- (1) The EGM of the Company will be conducted fully virtual basis through live streaming and online Remote Participating and Electronic Voting (“RPEV”) facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657), provided by Boardroom Share Registrar Sdn Bhd (“Share Registrar”) in Malaysia.
- (2) In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia’s Guidance Note on the Conduct of General Meetings for Listed Issuers, the broadcast venue will be strictly limited to only essential individuals for organising and conducting the virtual EGM. No member(s) and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) will be allowed to be physically present nor enter the broadcast venue on the day of the EGM.
- (3) A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the same meeting. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- (4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (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.
- (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 (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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointor or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.
- (7) The completed and signed Proxy Form should be lodged at the Company’s Share Registrar Office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid. Alternatively, the Proxy Form may also be electronically submitted via the Share Registrar’s website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your proxy form electronically, also 48 hours before the meeting.
- (8) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of EGM will be put to vote by poll.
- (9) Depositors whose names appear in the Record of Depositors as at 27 June 2023 shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- (10) Those proxy forms which are indicated with “v” in the spaces provided to show how the votes are to be cast will also be accepted.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.