



STEEL HAWK BERHAD
Registration No. 202001043293 (1399614-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Steel Hawk Berhad ("Steel Hawk" or the "Company") will be held via Online Meeting Platform provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via Tricor's TIH Online website <https://tih.online> on Monday, 22 January 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 240,000,000 NEW ORDINARY SHARES IN STEEL HAWK ("STEEL HAWK SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 3 BONUS SHARES FOR EVERY 2 EXISTING STEEL HAWK SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals being obtained from all relevant authorities and parties (if required) including the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for 240,000,000 Bonus Shares on the LEAP Market of Bursa Securities, approval be and is hereby given to the Board of Directors of the Company ("Board") to issue 240,000,000 Bonus Shares on the basis of 3 Bonus Shares for every 2 existing Steel Hawk Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later by the Board;

AND THAT the Board be and is hereby authorised to allot and issue the Bonus Shares in respect of the Proposed Bonus Issue as fully paid, at nil consideration and without capitalisation of the Company's reserves;

AND THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the then existing Steel Hawk Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement of which is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments as may be required or imposed by any relevant authorities and/ or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF STEEL HAWK FROM THE LEAP MARKET OF BURSA SECURITIES PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED WITHDRAWAL")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3 and the Special Resolution and the approval being obtained from the relevant authorities for the withdrawal of the listing of Steel Hawk from the LEAP Market of Bursa Securities, approval be and is hereby given for the Company to withdraw its listing status from the LEAP Market of Bursa Securities pursuant to the Proposed Withdrawal as set out in Section 3.1 of the Circular to shareholders of Steel Hawk dated 29 December 2023;

AND THAT the Board be and are hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Withdrawal with full powers to give effect or assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED LISTING OF STEEL HAWK ON THE ACE MARKET OF BURSA SECURITIES PURSUANT TO RULES 3A.02(1) AND 3A.02(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED LISTING")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and the Special Resolution and the approval being obtained from the relevant authorities for the listing of and quotation for the entire enlarged issued share capital of Steel Hawk on the ACE Market of Bursa Securities, approval be and is hereby given for the Company to list the entire enlarged share capital of Steel Hawk on the ACE Market of Bursa Securities pursuant to the Proposed Listing as set out in Section 3.2 of the Circular to shareholders of Steel Hawk dated 29 December 2023;

AND THAT the Board be and are hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Listing with full powers to give effect or assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company;

AND THAT pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Steel Hawk Shares ranking equally to the existing issued Steel Hawk Shares arising from the issuance of Steel Hawk Shares pursuant to the Proposed Listing."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF NEW STEEL HAWK SHARES TO TAN SRI ACRYL SANI BIN ABDULLAH SANI

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate up to 1,000,000 new Steel Hawk Shares to Tan Sri Acryl Sani Bin Abdullah Sani, Independent Non-Executive Chairman of the Company;

AND THAT the Board be and are hereby authorised to give full effect to the proposed allocation of up to 1,000,000 new Steel Hawk Shares to Tan Sri Acryl Sani Bin Abdullah Sani with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF NEW STEEL HAWK SHARES TO HASLINDA BINTI HUSSEIN

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate up to 300,000 new Steel Hawk Shares to Haslinda Binti Hussein, Independent Non-Executive Director of the Company;

AND THAT the Board be and are hereby authorised to give full effect to the proposed allocation of up to 300,000 new Steel Hawk Shares to Haslinda Binti Hussein with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF NEW STEEL HAWK SHARES TO Y.M TENGKU SAIFAN RAFHAN BIN TENGKU PUTRA

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate up to 300,000 new Steel Hawk Shares to Y.M Tengku Saifan Rafhan Bin Tengku Putra, Independent Non-Executive Director of the Company;

AND THAT the Board be and are hereby authorised to give full effect to the proposed allocation of up to 300,000 new Steel Hawk Shares to Y.M Tengku Saifan Rafhan Bin Tengku Putra with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF NEW STEEL HAWK SHARES TO ZARINER BINTI ISMAIL

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution and subject to the approval and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate up to 300,000 new Steel Hawk Shares to Zariner Binti Ismail, Independent Non-Executive Director of the Company;

AND THAT the Board be and are hereby authorised to give full effect to the proposed allocation of up to 300,000 new Steel Hawk Shares to Zariner Binti Ismail with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

SPECIAL RESOLUTION

PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 and the approval being obtained from the relevant authorities for the Proposed Withdrawal and Proposed Listing, approval be and is hereby given for the Company to revoke the existing Constitution of the Company in its entirety with effect from the date of listing of Steel Hawk on the ACE Market of Bursa Securities and in place thereof, the proposed new Constitution of the Company as set out in Appendix I of the Circular to shareholders of Steel Hawk dated 29 December 2023 be and is hereby adopted as the Constitution of the Company.

AND THAT the Board be and are hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Adoption with full powers to give effect or assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Board to be in the best interests of the Company."

By Order of the Board

REBECCA KONG SAY TSUI (MAICSA 7039304)

(SSM PC NO. 202008001003)

YAP SIEK LEE (MAICSA 7049598)

(SSM PC NO. 201908002140)

Company Secretaries

Kuala Lumpur, Malaysia
Dated: 29 December 2023

Notes:-

1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his place. A proxy may but need not be a Member of the Company.
2. A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
3. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
4. 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.
5. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
7. 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 the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form, in the case of an appointment made in hard copy form, the Proxy Form duly completed must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - (ii) By electronic means, the Proxy Form duly completed can be electronically lodged via TIH Online website at <https://tih.online> or email to sakila@my.tricorglobal.com or fax to +603-2783 9277.
8. 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 15 January 2024 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.

EXPLANATORY NOTE:

SPECIAL RESOLUTION – PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

The proposed Special Resolution, if passed, will streamline the Company's existing Constitution with the ACE Market Listing Requirements of Bursa Securities and other the prevailing statutory and regulatory requirements, while facilitating the implementation of the transfer of the listing of and quotation for the Company's entire issued share capital from the LEAP Market to the ACE Market of Bursa Securities. The proposed new Constitution of the Company is set out in Appendix I of the Circular to shareholders of Steel Hawk dated 29 December 2023.