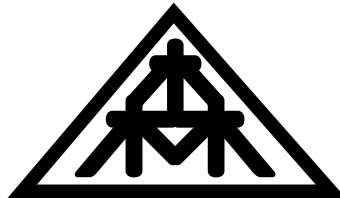


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, banker, solicitor, accountant or other professional advisers immediately.**

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has conducted a limited review of this Circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



## **SAMCHEM HOLDINGS BERHAD**

Registration No.: 200701039535 (797567-U)  
Incorporated in Malaysia

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF 272,000,000 NEW ORDINARY SHARES IN SAMCHEM ("SAMCHEM SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EACH EXISTING SAMCHEM SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**

**AND**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



**AFFIN HWANG**  
CAPITAL

### **AFFIN HWANG INVESTMENT BANK BERHAD**

Registration No.: 197301000792 (14389-U)  
A Participating Organisation of Bursa Malaysia Securities Berhad

The Notice of the Extraordinary General Meeting ("**EGM**") of the Company and the Proxy Form are enclosed herein. Details of the EGM to be held are as follows:

Venue : Level 3, Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan

Date and time of the EGM : Friday, 28 May 2021 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of Samchem which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof

A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy(ies) to attend and vote in his/her stead. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time of the meeting or any adjournment thereof.

Last date and time for : Wednesday, 26 May 2021 at 11:30 a.m.  
lodging the Proxy Form

This Circular is dated 28 April 2021

## DEFINITIONS

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Unless stated otherwise, the following terms and abbreviations shall apply throughout this Circular:

<b>Act</b>	: Companies Act, 2016, as amended from time to time and any reenactment thereof
<b>Affin Hwang IB</b>	: Affin Hwang Investment Bank Berhad [Registration No.: 197301000792 (14389-U)]
<b>Announcement</b>	: Announcement dated 9 April 2021 in relation to the Proposed Bonus Issue
<b>Board</b>	: Board of Directors of Samchem
<b>Bonus Shares</b>	: 272,000,000 new Samchem Shares to be issued pursuant to the Proposed Bonus Issue
<b>Bursa Depository</b>	: Bursa Malaysia Depository Sdn Bhd [Registration No.: 198701006854 (165570-W)]
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
<b>Circular</b>	: This circular to Samchem's shareholders dated 28 April 2021 in relation to the Proposed Bonus Issue
<b>EGM</b>	: Extraordinary general meeting of Samchem
<b>Entitled Shareholders</b>	: Shareholders whose names appear in the Company's Record of Depositors as at 5:00 p.m. on the Entitlement Date
<b>Entitlement Date</b>	: A date to be determined and announced later by the Board, on which the names of the shareholders must appear in the Company's Record of Depositors as at 5:00 p.m. in order to be entitled to participate in the Proposed Bonus Issue
<b>EPS</b>	: Earnings per share
<b>FYE</b>	: Financial year ended/ending, as the case may be
<b>Listing Requirements</b>	: Main Market Listing Requirements of Bursa Securities
<b>LPD</b>	: 21 April 2021, being the latest practicable date prior to the printing of this Circular
<b>NA</b>	: Net assets attributable to ordinary equity holders of the Company
<b>Proposed Bonus Issue</b>	: Proposed bonus issue of 272,000,000 Bonus Shares on the basis of 1 Bonus Share for each existing Samchem Share held on the Entitlement Date
<b>Record of Depositors</b>	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
<b>RM and sen</b>	: Ringgit Malaysia and sen respectively

## DEFINITIONS (*Cont'd*)

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**Samchem or the Company** : Samchem Holdings Berhad [Registration No.: 200701039535 (797567-U)]

**Samchem Group or Group** : Samchem and its subsidiaries, collectively

**Samchem Share(s)** or **Share(s)** : Ordinary share(s) in Samchem

**TEBP** : Theoretical ex-bonus price

**VWAP** : Volume weighted average price

References to “we”, “us”, “our” and “ourselves” are to our Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to the shareholders of Samchem.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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## **SAMCHEM HOLDINGS BERHAD**

Registration No.: 200701039535 (797567-U)  
Incorporated in Malaysia

### **Registered Office**

Lot 6, Jalan Sungai Kayu Ara 32/39  
Seksyen 32, 40460 Shah Alam  
Selangor Darul Ehsan

28 April 2021

### **Board of Directors**

Ng Thin Poh	<i>(Executive Chairman / Chief Executive Officer)</i>
Chooi Chok Khooi	<i>(Executive Director)</i>
Ng Ai Rene	<i>(Executive Director)</i>
Cheong Chee Yun	<i>(Independent Non-Executive Director)</i>
Dato' Theng Book	<i>(Independent Non-Executive Director)</i>
Lok Kai Chun	<i>(Independent Non-Executive Director)</i>
Dato' Razali Basri	<i>(Independent Non-Executive Director)</i>

**To: The shareholders of the Company**

Dear Sir / Madam,

### **PROPOSED BONUS ISSUE**

---

#### **1. INTRODUCTION**

On 9 April 2021, Affin Hwang IB had, on behalf of our Board, announced that our Company proposes to undertake the Proposed Bonus Issue.

Subsequently, on 19 April 2021, Affin Hwang IB had, on behalf of our Board, announced that Bursa Securities, had *vide* its letter dated 16 April 2021, approved the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, subject to the conditions set out in **Section 6** of this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED BONUS ISSUE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE.**

## **2. DETAILS OF THE PROPOSED BONUS ISSUE**

### **2.1 Basis and number of Bonus Shares**

The Proposed Bonus Issue will entail the issuance of 272,000,000 Bonus Shares on the basis of 1 Bonus Share for each existing Samchem Share held by the Entitled Shareholders on the Entitlement Date.

As at the LPD, the issued share capital of our Company is RM136,954,444 comprising 272,000,000 Samchem Shares. Upon completion of the Proposed Bonus Issue, the issued share capital of our Company will remain at RM136,954,444 while the number of issued shares of our Company will increase to 544,000,000 Samchem Shares.

Fractional entitlements arising from the Proposed Bonus Issue, if any, will be disregarded, and dealt with in such manner as our Board may in its absolute discretion deem fit and expedient, and in the best interest of our Company.

The Entitlement Date will be determined and announced at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue.

The Proposed Bonus Issue will not be implemented on a staggered basis.

There will be an adjustment to the market price of Samchem Shares listed and quoted on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue. For illustrative purposes, the effects of the Proposed Bonus Issue on Samchem's share price is as follows:

	<b>Before the Proposed Bonus Issue</b>	<b>After the Proposed Bonus Issue</b>
	<b>Share Price</b>	<b>TEBP</b>
VWAP based on the 3-month period up to 13 April 2021, being the date before the submission of application to Bursa Securities for the Proposed Bonus Issue	RM1.371	RM0.686
As at the LPD	RM1.650	RM0.825

Further, our Board confirms that the Proposed Bonus Issue is in compliance with Paragraph 6.30(1A) of the Listing Requirements as the share price adjusted for the Proposed Bonus Issue will not be less than RM0.50 based on the daily VWAP of Samchem Shares during the 3-month period preceding the application date to Bursa Securities.

### **2.2 No capitalisation of reserves**

The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of our Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue will increase the number of Samchem Shares but will not increase the value of Samchem's issued share capital.

### **2.3 Ranking of the Bonus Shares**

The Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Samchem Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares.

As Samchem Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act 1991, the Bonus Shares will be credited directly into the respective central depository system accounts of the Entitled Shareholders and no physical share certificates will be issued.

### **2.4 Listing of and quotation for the Bonus Shares**

The Bonus Shares will be listed and quoted on the Main Market of Bursa Securities on the next market day after the Entitlement Date. The notice of allotment of the Bonus Shares will be issued and despatched to the Entitled Shareholders no later than 4 market days after the date of listing of and quotation for the Bonus Shares, or such other period as Bursa Securities may prescribe.

## **3. RATIONALE FOR THE PROPOSED BONUS ISSUE**

The Proposed Bonus Issue serves to reward our existing shareholders for their continuous support to the Samchem Group.

After due consideration of the various options available, our Board is of the view that the Proposed Bonus Issue is an appropriate avenue for our Company to reward our shareholders while increasing our Company's total number of issued shares as the Proposed Bonus Issue:

- (i) will enable our existing shareholders to have greater participation in our Company's equity in terms of the number of Samchem Shares held, while maintaining their percentage of equity interest; and
- (ii) is expected to enhance the marketability and trading liquidity of Samchem Shares on the Main Market of Bursa Securities as there are larger number of shares available, thereby providing an opportunity for greater participation by investors to trade and deal in Samchem Shares.

Further, as the Proposed Bonus Issue will not result in any capitalisation of our Company's reserves, our Company will be able to deploy its reserves and total net assets towards future needs as it arises.

#### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

##### 4.1 Issued share capital

For illustrative purposes, the proforma effects of the Proposed Bonus Issue on our Company's issued share capital are as follows:

	No. of Samchem Shares	Amount RM
Issued share capital as at the LPD	272,000,000	136,954,444
Bonus Shares to be issued pursuant to the Proposed Bonus Issue	272,000,000	- (1)
<b>Enlarged issued share capital upon completion of the Proposed Bonus Issue</b>	<b>544,000,000</b>	<b>136,954,444</b>

Note:

(1) The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of our Company's reserves.

##### 4.2 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not result in any change to the percentage equity interest of our Company's substantial shareholders as the Bonus Shares will be allotted on a pro-rata basis to all shareholders of our Company. Their total number of Samchem Shares owned will, however, increase proportionately to their existing shareholdings in our Company as illustrated below:

Substantial shareholder	Shareholdings as at the LPD				After the Proposed Bonus Issue			
	<-----Direct----->		<----Indirect---->		<-----Direct----->		<----Indirect---->	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ng Thin Poh <sup>(1)</sup>	124,513,804	45.78	200,000	0.07	249,027,608	45.78	400,000	0.07
Tan Teck Beng <sup>(1)</sup>	13,673,322	5.03	60,000	0.02	27,346,644	5.03	120,000	0.02

Note:

(1) Indirect interest through Samchem Shares held by his spouse.



### 4.3 NA, NA per Samchem Share and gearing

Samchem proposes to declare a single tier final dividend of RM0.02 per Samchem Share for the FYE 31 December 2020, amounting to RM5,440,000 for our shareholders' approval at the Company's forthcoming annual general meeting ("**Proposed Dividend**"). For avoidance of doubt, the new Samchem Shares to be issued pursuant to the Proposed Bonus Issue will not be entitled to the Proposed Dividend.

Therefore, based on Samchem's latest available audited consolidated statement of financial position for the FYE 31 December 2020, the proforma effects of the Proposed Dividend and Proposed Bonus Issue on the NA, NA per Samchem Share and gearing ratio of the Samchem Group are as follows:

Group level	Audited as at 31 December 2020 RM'000	(I) After adjusting for the Proposed Dividend <sup>(1)</sup> RM'000	(II) After (I) and the Proposed Bonus Issue RM'000
Share capital	136,954	136,954	136,954
Reserves	51,080	45,640	45,430 <sup>(2)</sup>
<b>Equity attributable to owners of the Company / NA</b>	<b>188,034</b>	<b>182,594</b>	<b>182,384</b>
Non-controlling interests	15,841	15,841	15,841
Total equity	203,875	198,435	198,225
No. of Samchem Shares in issue ('000)	272,000	272,000	544,000
<b>NA per Samchem Share (RM)</b>	<b>0.69</b>	<b>0.67</b>	<b>0.34</b>
Total borrowings	173,083	173,083	173,083
<b>Gearing ratio (times)</b>	<b>0.92</b>	<b>0.95</b>	<b>0.95</b>

Notes:

(1) Please refer to the Company's Annual Report 2020 for further information on the Proposed Dividend.

(2) After deducting the estimated expenses of approximately RM210,000 in relation to the Proposed Bonus Issue.

### 4.4 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYE 31 December 2021. However, our Group's EPS will be proportionately diluted due to the increase in the number of Samchem Shares in issue upon completion of the Proposed Bonus Issue.

### 4.5 Convertible securities

As at the LPD, our Company does not have any convertible securities.

## 5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Samchem Shares as traded on Bursa Securities for the past 12 months up to April 2021 are as follows:

	High RM	Low RM
<b>2020</b>		
May	0.75	0.62
June	0.86	0.63
July	0.93	0.69
August	1.32	0.91
September	0.94	0.80
October	1.17	0.90
November	1.21	1.05
December	1.13	1.05
<b>2021</b>		
January	1.35	1.12
February	1.51	1.23
March	1.41	1.26
April (up to the LPD)	1.65	1.31

Last transacted market price of Samchem Shares on 8 April 2021, being the last trading day prior to the announcement of the Proposed Bonus Issue 1.46

Last transacted market price of Samchem Shares on the LPD 1.65

*(Source: Bloomberg)*

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## 6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to the following approvals being obtained:

- (i) Bursa Securities for the listing of and quotation for the Bonus Shares, which was obtained *vide* its letter dated 16 April 2021, subject to the following conditions:
  - (a) Samchem and Affin Hwang IB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;
  - (b) Samchem and Affin Hwang IB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;
  - (c) Samchem/Affin Hwang IB to furnish Bursa Securities with a certified true copy of the resolution passed by shareholders at the forthcoming general meeting for the Proposed Bonus Issue;
  - (d) Samchem and Affin Hwang IB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed; and
  - (e) Samchem and Affin Hwang IB are required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a) & (b) and 6.35(4) of the Listing Requirements.
- (ii) the shareholders of Samchem at the forthcoming EGM; and
- (iii) any other relevant authorities, if required.

The Proposed Bonus Issue is not conditional upon any other proposals undertaken or to be undertaken by our Company.

## 7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of our Directors, major shareholders of our Company, Chief Executive and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue, save for their respective entitlements as shareholders of Samchem, to which all other shareholders of our Company are similarly entitled.

## 8. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed Bonus Issue, including but not limited to the basis, rationale and effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of our Company.

Accordingly, our Board recommends that you **vote in favour** of the resolution pertaining to the Proposed Bonus Issue to be tabled at our Company's forthcoming EGM.

## 9. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, we expect the Proposed Bonus Issue to be completed within 2<sup>nd</sup> quarter of 2021. The tentative timeline for the implementation of the Proposed Bonus Issue is as follows:

Tentative timeline	Key milestones
28 May 2021	<ul style="list-style-type: none"><li>• EGM</li><li>• Announcement of the Entitlement Date</li></ul>
18 June 2021	Entitlement Date
21 June 2021	<ul style="list-style-type: none"><li>• Listing of and quotation for the Bonus Shares</li><li>• Completion of the Proposed Bonus Issue</li></ul>

## 10. OTHER CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

As at the date of this Circular, save for the Proposed Bonus Issue, our Company does not have any other corporate proposals that have been announced but are pending completion.

## 11. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Level 3, Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan on Friday, 28 May 2021 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of Samchem which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Bonus Issue.

If you are unable to participate and vote at the EGM and wish to appoint a person to attend and vote in your stead, please complete the Proxy Form in accordance with the instructions contained therein, and deposit it at the Registered Office of the Company at Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time set for the EGM or any adjournment thereof. The lodging of the Proxy Form does not preclude you from participating and voting at the EGM should you subsequently wish to do so.

## 12. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix for further information.

Yours faithfully,  
for and on behalf of the Board of  
**SAMCHEM HOLDINGS BERHAD**

**NG THIN POH**  
Executive Chairman / Chief Executive Officer

## FURTHER INFORMATION

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

Our Board has seen and approved the contents of this Circular, and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. They confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

**2. CONSENT AND CONFLICT OF INTEREST**

Affin Hwang IB, being the Principal Adviser to our Company for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Affin Hwang IB is not aware of any conflict of interest that exists or is likely to exist in its capacity as the Principal Adviser to our Company for the Proposed Bonus Issue.

**3. MATERIAL LITIGATION**

As at the LPD, neither our Company nor any of our subsidiaries are involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened, against our Company or any of our subsidiaries or of any fact likely to give rise to any such proceedings that may materially and adversely affect our Group's financial position or business.

**4. MATERIAL COMMITMENTS**

As at 31 December 2020 (being the latest publicly available results), our Board is not aware of any material commitments incurred or known to be incurred by our Group, which upon becoming enforceable may have a material impact on our Group's financial position or business.

**5. CONTINGENT LIABILITIES**

Save as disclosed below, as at 31 December 2020 (being the latest publicly available results), our Board is not aware of any other contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable may have a material effect on our Group's financial position or business:

	RM'million
Corporate guarantee provided by the Company to financial institutions in respect of financing facilities granted to local subsidiaries	103.19
Corporate guarantee provided by the Company to financial institutions in respect of financing facilities granted to foreign subsidiaries	72.39
Corporate guarantee provided by the Company to suppliers in respect of credit facilities granted to local subsidiaries	21.89
Corporate guarantee provided by the Company to suppliers in respect of credit facilities granted to a foreign subsidiary	29.20
<b>As at 31 December 2020</b>	<b>226.67</b>

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at our Company's registered office at Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan during normal business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM of our Company:

- (i) our Constitution;
- (ii) our audited consolidated financial statements for the past 2 FYE 31 December 2019 and 2020; and
- (iii) the letter of consent referred to in Section 2 above.



## **SAMCHEM HOLDINGS BERHAD**

Registration No.: 200701039535 (797567-U)

Incorporated in Malaysia

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting ("**EGM**") of Samchem Holdings Berhad ("**Samchem**" or "**Company**") will be conducted at the following venue for the purposes of considering and if thought fit, passing with or without modifications, the resolution set out in this notice:

Day and Date : Friday, 28 May 2021

Time : 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of Samchem which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof

Venue : Level 3, Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan

### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF 272,000,000 NEW ORDINARY SHARES IN SAMCHEM ("SAMCHEM SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EACH EXISTING SAMCHEM SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**"THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of Samchem ("**Board**") to issue 272,000,000 Bonus Shares in the share capital of the Company on the basis of 1 Bonus Share for each existing Samchem Share held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on an entitlement date to be determined and announced later by the Board;

**THAT** the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Samchem Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares;

**THAT** the Proposed Bonus Issue will not be implemented on a staggered basis and that any fractional entitlements arising from the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and to execute all documents as they may consider necessary to implement, finalise and give full effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company."

By order of the Board  
**SAMCHEM HOLDINGS BERHAD**

**WONG YOUN KIM (F)** (MAICSA 7018778) (SSM PC No.: 201908000410)

**LEE CHIN WEN (F)** (MAICSA 7061168) (SSM PC No.: 202008001901)

Company Secretaries

28 April 2021

**Notes:**

- (i) *A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
- (ii) *Subject to (v) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.*
- (iii) *The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney duly authorised.*
- (iv) *To be valid, the instrument appointing a proxy or by an officer and the power of attorney or other authority (if any) must be completed and deposited at the Registered Office of the Company at Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the holding of the EGM or adjourned EGM (or in the case of a poll before the time appointed for the taking of the poll).*
- (v) *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**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
- (vi) *Only a depositor whose name appears on the Record of Depositors as at 20 May 2021 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.*
- (vii) *Pursuant to Clause 62 of the Constitution of the Company, the resolution set out in this Notice will be put to vote by way of poll.*





**SAMCHEM HOLDINGS BERHAD**

Registration No.: 200701039535 (797567-U)  
Incorporated in Malaysia

proxy form

I/We \_\_\_\_\_ NRIC No.: \_\_\_\_\_  
(Full name in block letters)  
of \_\_\_\_\_  
(Address)

being a member/members of Samchem Holdings Berhad, hereby appoint:

1) Name of proxy : \_\_\_\_\_ NRIC No.: \_\_\_\_\_  
(Full name in block letters)

Address : \_\_\_\_\_ No. of Shares  
Represented : \_\_\_\_\_

2) Name of proxy : \_\_\_\_\_ NRIC No.: \_\_\_\_\_  
(Full name in block letters)

Address : \_\_\_\_\_ No. of Shares  
Represented : \_\_\_\_\_

or \*the Chairman of the Meeting as \*my/\*our proxy to vote for \*me/\*us and on \*my/\*our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Level 3, Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32 40460 Shah Alam, Selangor Darul Ehsan on Friday, 28 May 2021 at 11:30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of Samchem which will be held at the same venue and on the same day at 10:30 a.m., whichever is later, or at any adjournment thereof.

\*My/\*Our Proxy(ies) is/are to vote as indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED BONUS ISSUE		

Please indicate with an "X" in the appropriate space above on how you wish your votes to be cast. If you do not do so, your proxy will vote or abstain from voting at his/her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

NUMBER OF SHARES HELD \_\_\_\_\_

Signature / Seal of Shareholders  
(\*Delete if not applicable)

CDS Account No. \_\_\_\_\_

**Notes:**

- A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Subject to (e) below, where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal signed on behalf of the corporation by its attorney or by an officer duly authorised.
- Duly completed form of proxy should be deposited with the Company's Registered Office at Lot 6, Jalan Sungai Kayu Ara 32/39, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for the holding of the EGM or adjourned EGM (or in the case of a poll before the time appointed for the taking of the poll).
- 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- Only a depositor whose name appears on the Record of Depositors as at 20 May 2021 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.
- Pursuant to Clause 62 of the Constitution of the Company, the resolution set out in this Notice will be put to vote by way of poll.



Fold this flap for sealing

Then fold here

AFFIX  
STAMP

To:

**SAMCHEM HOLDINGS BERHAD**

Registration No.: 200701039535 (797567-U)

Lot 6, Jalan Sungai Kayu Ara 32/39  
Seksyen 32, 40460 Shah Alam  
Selangor Darul Ehsan, Malaysia

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