) SINARAN SINARAN ADVANCE GROUP BERHAD

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NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("Second AGM") of Sinaran Advance Group Berhad ("SAG" or the "Company") will be conducted on a virtual basis and entirely via remote participation and voting from the Broadcast Venue at 10th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via an online meeting platform at https://rebrand.ly/SinaranAGM provided by Mlabs Research Sdn. Bhd. in Malaysia on Friday, 27 May 2022 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and 1. the Auditors thereon.
- 2. To approve the Directors' Fees payable to the Directors of the Company of up to RM280,000/- for the financial year ending 31 December 2022 and to be made payable on monthly basis. To approve an amount of up to RM15.000/- as benefits payable to the Non-Executive Directors of the Company with effect from 28 May 3
- 2022, a day after the Second AGM until the next Annual General Meeting of the Company in year 2023 pursuant to Section 230(1)(b) of the Companies Act 2016.
- To re-elect the following Directors, who retire pursuant to Clause 21.7 of the Constitution of the Company and being eligible, offered themselves for re-election:-4
 - Mr. Ding JianPing; and Encik Mohtar Bin Abdullah
- To re-appoint Messrs. ChengCo PLT as the Auditors of the Company for the financial year ending 31 December 2022 and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors. 5

As Special Business:

To consider and if thought fit, to pass the following ordinary resolution with or without modifications:

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 6

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company, and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being to be utilised until 31 December 2022 ("Expiry Date") as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and after the Expiry Date, does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares) for the time being as stipulated under Paragraph 6.03(1) of the Main LR of Bursa Securities; ND TUB the Director be not an extension of the implementation general financed general mandate and there are difficient for the tense to secure the period of the other and extension of the implementation period of the transport for the tense beneral extension of the implementation period of the provide that that an other and the period of the other and extension of the implementation period of the tense of the tense beneral extension of the implementation period of the tense of the director developed to the period of the period of the tense of the tense of the tense of the company (excluding Treasury Shares) for the time being as stipulated under Paragraph 6.03(1) of the Main LR of Bursa Securities; IND TUB the Director beneral to the period of the tense of the dire

AND THAT the Directors be and are empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

(dulv sianed)

CHÚA SIEW CHUAN (SSM PC NO. 201908002648 & MAICSA 0777689) CHENG CHIA PING (SSM PC NO. 202008000730 & MAICSA 1032514) Company Secretaries

26 April 2022

Notes

(1) Information for Shareholders/Proxies

- Please refer to the **Administrative Guide** for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the Second AGM in person at the venue of Second AGM on the day of the meeting. а
- Second AGM in person at the venue of Second AGM on the day of the meeting. For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 20 May 2022. Only a depositor whose name appears on the Record of Depositors as at 20 May 2022. shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member on the of the off and the off and the AGM is entitled to appoint a proxy/ proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting. C.
- rights as the member to speak and vote at the meeting. A member may, subject to Notes (e) and (f) below, appoint more than one (1) proxy to attend and vote at the AGM, to the extent permitted by the Companies Act 2016, SICDA, Main LR of Bursa Securities and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints two (2) proxies to attend and vote at the AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each d. proxy.
- Where a member of the Company is an authorised nominee as defined unc SICDA, it may appoint at least one (1) proxy but not more than two (2) proxi in respect of each securities account it holds to which shares in the Compa standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which hold 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. f.
- The instrument appointing a proxy shall be in writing under the hand of th appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under th appointer's Common Seal or under the hand of an officer or attorney dul authorised.
- An instrument appointing a proxy must be left at the Share Registrar of the Company at ShareWorks Sdn. Bhd., No. 2, Jalan Sri Hartamasa 8, Sri Hartamasa 5, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, not less than forty-eighth (48) hours before the time appointed for holding the meeting h. or adjourned meeting
- Publication of Notice of Second AGM on corporate website
- Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of Sinaran Advance Group Berhad at https://sinaranadvance.com.my/.

Explanatory Notes to Ordinary Business:-

(2) Audited Financial Statements for the financial year ended 31 December 2021 This Agenda item is meant for discussion only, as the provision of Section 340(1) (a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda is not put forward for voting.

Ordinary Resolution 1 - Payment of Directors' Fees (3)

Ordinary Resolution 1 – Payment of Directors' Fees The Remuneration Committee and the Board have reviewed the Directors' fees payable to the Non-Executive Directors amounting to RM280,000/- for the financial year ending 31 December 2022. The payment of Directors' fees for the financial year ending 31 December 2022, if approved by the shareholders, shall be payable on a monthly basis.

(4) Ordinary Resolution 2 - Benefits payable to the Directors

The Remuneration Committee and the Board have reviewed the benefits payable to the Non-Executive Directors of the Company with effect from a day after the Second AGM until the next Annual General Meeting of the Company in year 2023 pursuant to Section 230(1)(b) of the Companies Act 2016.

to Section 230(1)(b) of the Companies Act 2016. The estimated total amount of the Directors' benefits is mainly on meeting allowance at RM500/- per meeting day and it is calculated based on the estimated number of scheduled meetings to be held a day after the Second AGM until the next Annual General Meeting of the Company in year 2023 and assuming that all Non-Executive Directors will hold office until the next Third Annual General Meeting of the Company. Ordinary Resolutions 3 and 4 - Re-election of Directors

Clause 21.7 of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple

of three (3) then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years and shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

- In determining the eligibility of the Directors stand for re-election at the forthcoming Second AGM, the NC has considered the following:-(a)
- the requirements under Paragraph 2.20A of the Main LR; evaluation on the effectiveness of the Individual Directors, the Board as a whole and all Board Committees; and for independent Non-Executive Director ("INED") only, the level of independence demonstrated by the INED and their ability to act in the best interest of the Commany. (c) Company

The Board has conducted separate assessments and satisfied with the independence of Encik Mohtar Bin Abdullah, the INED, therefore, the Board had recommended the same be tabled to the shareholders for approval at the forthcoming Second AGM of the Company under Ordinary Resolution 4.

The Board approved the NC's recommendation for the retiring Directors pursuant to Clause 21.7 of the Company's Constitution. All the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings, where applicable.

Ordinary Resolution 5 – Re-appointment of Auditors (6)

The Audit Committee ("AC") had recommended the re-appointment of Mes ChengCo PLT as the Auditors of the Company for the financial year ending December 2022. ding 31

The Board has in turn reviewed the recommendation of the AC and recomme The overul risk in urri reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming Second AGM of the Company under Ordinary Resolution 5. The evaluation oriteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2021 of the Company.

Ex lanatory Notes to Special Business

(7) Ordinary Resolution 6 – Authority to issue Shares pursuant to the Companies Act 2016

The Company had been granted a general mandate by its shareholders at the First AGM of the Company held on 24 September 2021 to issue and allot shares not exceed twenty per centum (20%) of the total number of issued shares of the Company (hereinafter referred to as the "**Previous Mandate**"). The Previous Mandate granted by the shareholders had not been utilised hence no

proceed was raised therefrom. General

The shareholders of the Company had approved via the Extraordinary Ge Meeting on 24 September 2021, the proposed private placement of u 211,144,900 new ordinary shares in the Company representing approximately of the Company's total number of issued shares. up .c y 30%

Bursa Securities had vide its letter dated 23 December 2021 extended the enhanced general mandates amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company (hereinafter referred to as the "Extended 20% General Mandate").

Company (hereinafter referred to as the "Extended 20% General Mandate"). The Company wishes to obtain the Extended 20% General Mandate. The Extended 20% General Mandate, unless revoked or varied by the Company in a general meeting, would expire at the end of the concession period, i.e. by 31 December 2022. Upon the expiration of the concession period, the 10% limit under Paragraph 6.03 of the Main LR will be reinstated and until the conclusion of the Third AGM in year 2023.

After having considered all aspects of the Extended 20% General Mandate, the Board was of the opinion that the adoption of the Extended 20% General Mandate would be in the best interest of the Company and its shareholders, on the following hasis

- The interest of the Company as well as the interest of its long term shareholders should be in congruence on the sustainability of the Company as only resilient business operations with healthy and sufficient working capital could generate positive returns to the Company and its shareholders. (i)
- positive returns to the Company and its shareholders. Given the outbreak of Coronavirus disease ("Covid-19") pandemic and the subsequent imposition of the various forms of Movement Control Order by the Malaysian Government to contain the Covid-19 pandemic, the Malaysian economy would have been severely affected. The additional fund raising flexibility through the Extended 20% General Mandate would enable the Company, should it require to do so, to meet its funding requirements for working capital and operational expenditure or even new business opportunity, expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period. The Extended 20% General Mandate will provide flexibility to the cash flow
- The Extended 20% General Mandate will provide flexibility to the cash flow planning of the Company should the Company requires additional funding for the operation of its core business of sports shoe manufacturing in China and/or other business operations and/or execution of business contingency strategies to mitigate the financial impact of Covid-19 pandemic. (iii)

(Please refer to Explanatory Note (2)) Ordinary Resolution 1

Ordinary Resolution 2

(Please refer to Explanatory Note (5)) Ordinary Resolution 3 Ordinary Resolution 4

Ordinary Resolution 5 (Please refer to Explanatory Note (6))

Ordinary Resolution 6



SINARAN ADVANCE GROUP BERHAD

[Registration No. 202001007513 (1363833-T)] (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE SECOND ANNUAL GENERAL MEETING ("2nd AGM" OR "MEETING") OF SINARAN ADVANCE GROUP BERHAD ("SAG" OR THE "COMPANY")

Meeting Day, Date	:	Friday, 27 May 2022
Time	:	10:00 a.m.
Main Venue (Broadcast Venue)		10th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan
Meeting Platform	:	https://rebrand.ly/SinaranAGM operated by Mlabs Research Sdn. Bhd.

MODE OF MEETING

In line with the Government's directive and the revised Guidance Note and Frequently Asked Questions ("**FAQs**") on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 ("**SC Guidance**"), the 2nd AGM of the Company will be conducted on **a virtual basis via remote participation and voting.**

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 2nd AGM using the RPV facilities operated by Mlabs Research Sdn. Bhd. ("**Mlabs**") via https://rebrand.ly/SinaranAGM.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 2nd AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at https://rebrand.ly/SinaranAGM operated by Mlabs.

As the 2^{nd} AGM will be held as a virtual meeting, shareholders who are unable to participate in this 2^{nd} AGM via RPV facilities may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

NO SHAREHOLDERS/PROXIES will be allowed to be physically present at the Broadcast Venue on the day of the Meeting.

PROCEDURES FOR THE RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the 2nd AGM using the RPV facilities are advised to follow the requirements and procedures as indicated below:-

	Procedures	A	ctions						
BEFORE THE 2ND AGM DAY									
(a)	Register as a	•	Using	your	computer,	access	the	website	at
	participant ir		https://	rebrand.ly	/SinaranAGM.	Click on the	Registe	r link to reg	ister
	SAG Virtual 2 nd		for the 2	2 nd AGM se	ession.				
	AGM								



(Administrative Guide for the 2^{nd} AGM to be held on Friday, 27 May 2022 – cont'd)

	Procedures	Actions
		 If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the 2nd AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.
(b)	Submit your online registration	 All the Shareholders are required to register prior to the meeting. Registration for the 2nd AGM is open from Tuesday, 26 April 2022 until Wednesday, 25 May 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 2nd AGM to ascertain their eligibility to participate in the 2nd AGM using the RPV. Clicking on the link in item 1 will redirect you to the 2nd AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name. Kindly fill in the CDS account number and indicate the number of shares you hold. If you have more than one CDS account, please state the CDS account number and indicate the number of shares held separately with a comma (,). Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to registration being rejected. The system will send an email to notify that your registration for remote participation is received and pending verification. After verification of your registration against the General Meeting Record of Depositors dated 20 May 2022, the system will send you an e-mail to notify you if your registration is approved or rejected after 23 May 2022. If your registration is rejected, you can contact Mlabs for clarifications or to appeal.
ON '	THE DAY OF THE	
(c)	Attending SAG Virtual 2 nd AGM	 Two reminder emails will be sent to your inbox. First is one day before the 2nd AGM day, while the 2nd will be sent 1 hour before the 2nd AGM session. Click Join Event in the reminder email to participate the RPV. Please ensure you have downloaded and installed Cisco WebEX Meetings application before attending the Virtual 2nd AGM.



(Administrative Guide for the 2nd AGM to be held on Friday, 27 May 2022 – cont'd)

	Procedures	Actions
(d)	Participating with live video	 You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internal connection at your location.
(e)	Online Remote Voting	 The Chairman will announce the announcement of the Voting session and the duration allowed at the 2nd AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
(f)	End of remote participation	 Upon the announcement by the Chairman on the closure of the 2nd AGM, the live streaming will end.

RECORD OF DEPOSITORS ("ROD")

Only a depositor whose name appears on the ROD as at 20 May 2022 shall be entitled to attend, speak and vote at the 2^{nd} AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend and/or vote on his/her behalf.

INDIVIDUAL MEMBERS

Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 2nd AGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the 2nd AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 2nd AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the 2nd AGM must be deposited the following documents to the Poll Administrator's office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia no later than Wednesday, 25 May 2022 at 10.00 a.m.:-

i. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;



(Administrative Guide for the 2nd AGM to be held on Friday, 27 May 2022 – cont'd)

- ii. Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- iii. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, Mlabs or the Company will respond to your remote participation request.

If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 2nd AGM, it is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

NOMINEE COMPANY MEMBERS

The beneficiaries of the shares under a Nominee Company's CDS account ("**Nominee Company member(s)**") are also strongly advised to participate and vote remotely at the 2nd AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the 2nd AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 2nd AGM. Nominee Company must be deposited the following documents to the Poll Administrator's office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia no later than Wednesday, 25 May 2022 at 10.00 a.m.:-

- i. Proxy Form under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back)/Passport; and
- iii. Proxy's email address and mobile phone number.

Upon receipt of such documents, Mlabs or the Company will respond to your remote participation request.

If a Nominee Company member is unable to attend the 2nd AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

If a member is unable to attend the 2nd AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

REVOCATION OF PROXY

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the 2nd AGM and subsequently decides to personally participate in the 2nd AGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than Wednesday, 25 May 2022 at 10.00 a.m.

POLL VOTING

The voting at the 2nd AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.



(Administrative Guide for the 2nd AGM to be held on Friday, 27 May 2022 – cont'd)

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the 2nd AGM on Bursa Malaysia website at www.bursamalaysia.com.

RECORDING/PHOTOGRAPHY

By participating at the 2nd AGM, you agree that no part of the 2nd AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

BREAKFAST/LUNCH PACKS, DOOR GIFTS OR VOUCHERS

There will be NO distribution of breakfast / lunch packs, door gifts or vouchers.

ENQUIRY

If you have any enquiry prior to the meeting, please contact the following persons during office hours (from 9:00 a.m. to 5:30 p.m. (Monday to Friday except public holidays):-

For Registration, logging in and system related:	For Proxy and other matters:
Name: Ms. Eris/ Mr. Bryan/ Mr. Hong Telephone No.: 03-7688 1013 Email: vgm@mlabs.com	Name: Mr. Chan Wai Kien / Mr. Vemalan a/l Naraynan Telephone No.: 03-6201 1120 Email: ir@shareworks.com.my