



I/We ..... NRIC/Company No. ....  
 (Full Name in block letters)

of.....  
 (Full address)

being a member(s) of SYF RESOURCES BERHAD hereby appoint .....

..... NRIC No. ....  
 (Full Name in block letters)

of..... or failing whom,  
 (Full address)

..... NRIC No. ....  
 (Full name in block letters)

of.....  
 (Full address)

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the **Twenty-Fourth (24th) Annual General Meeting** of the Company to be held at **Emerald 1 Room, RHR Hotel @ Kajang, Wisma MKH, Jalan Semenyih, 43000 Kajang, Selangor** on **Wednesday, 8 January 2020 at 10.00 a.m.** and at any adjournment thereof.

The proportion of \*my/our holding to be represented by \*my/our proxies are as follows:

First Proxy (1) \_\_\_\_\_ %

Second Proxy (2) \_\_\_\_\_ %

My/Our proxy is to vote as indicated below:-

| No. | Agenda   | Resolutions           | FOR | AGAINST |
|-----|--|-----------------------|-----|---------|
| 1   | To approve the payment of Directors' Fees to the Non-Executive Directors of the Company up to RM114,000 for the financial year ended 31 July 2019.   | Ordinary Resolution 1 |     |         |
| 2   | To approve the payment of Directors' Benefits to the Non-Executive Directors of the Company up to an amount of RM70,000 from 9 January 2020 until the conclusion of the next AGM of the Company. | Ordinary Resolution 2 |     |         |
| 3   | Re-election of Datuk Mohamed Arsad Bin Sehan   | Ordinary Resolution 3 |     |         |
| 4   | Re-election of Ng Wei Ping   | Ordinary Resolution 4 |     |         |
| 5   | Re-appointment of Messrs. UHY as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 5 |     |         |
| 6   | Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.  | Ordinary Resolution 6 |     |         |
| 7   | Proposed Renewal of RRPT Mandate   | Ordinary Resolution 7 |     |         |
| 8   | Proposed Renewal of Share Buy-Back Authority   | Ordinary Resolution 8 |     |         |

Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If no specific instruction is given on the voting, the proxy/proxies will vote or abstain from voting on the resolution at his/her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019/2020

|                               |  |
|-------------------------------|--|
| No. of Shares Held            |  |
| CDS Account No.               |  |
| Tel No. (during office hours) |  |

.....  
 Signature/Common Seal of Shareholder

**NOTES :**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company.
2. Where a member of the Company appoints more than one (1) proxy to attend and vote at the same meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
3. 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of attorney or authority, shall be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof. You can also have the option to submit the proxy appointment electronically via TIIH Online at website <https://tiih.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Annexure to Proxy Form.
7. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 27 December 2019 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

Fold here

STAMP

**The Share Registrar**  
**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

Fold here

**1. EXPLANATORY NOTES ON ORDINARY BUSINESS**

Explanatory Note A - Audited Financial Statements for The Financial Year Ended 31 July 2019

This agenda item is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

**2. EXPLANATORY NOTES ON SPECIAL BUSINESS**

Ordinary Resolution 6 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

Ordinary Resolution No. 6, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Third (23rd) AGM held on 8 January 2019 and which will lapse at the conclusion of the Twenty-Fourth (24th) AGM.

Ordinary Resolution 7 – Proposed Renewal of RRPT Mandate

Ordinary Resolution 7, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Statement/Circular to Shareholders dated 29 November 2019, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 29 November 2019.

Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the issued and paid-up capital of the Company for the time being. This authority will be expired at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting.

For further information on this resolution, please refer to the Statement/Circular to Shareholders dated 29 November 2019.