



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the FIFTY-FIRST ANNUAL GENERAL MEETING OF SELANGOR DREDGING BERHAD will be held at the Ballroom, Hotel Maya Kuala Lumpur, 138, Jalan Ampang, 50450 Kuala Lumpur on Thursday, 30 August 2012 at 9.00 am for the following purposes:

1. To receive and consider the Financial Statements for the year ended 31 March 2012 and the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve the payment of a First and Final Dividend of 6% (2011 : 5%) less tax at 25% for the year ended 31 March 2012. (Resolution 2)
3. To approve the payment of Directors' Fees amounting to RM204,000 (2011 : RM204,000) for the year ended 31 March 2012. (Resolution 3)
4. To re-elect the following Directors who retire by rotation pursuant to Article 80 of the Company's Articles of Association:
 - (a) Ms Teh Lip Kim (Resolution 4)
 - (b) Ms Teh Lip Pink (Resolution 5)
5. To re-appoint Messrs Mazars, the retiring Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)

(b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

Notes:

- (i) Only depositors whose names appears in the Record of Depositors as at 22 August 2012 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
- (ii) A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- (iii) A member of the Company may appoint not more than two proxies to attend at the same meeting. Where the member of the Company appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iv) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 can appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (vi) The instrument appointing a proxy and the power of attorney or other authority, if any, which is signed or notarially certified copy of that power of authority, shall be deposited at the Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

AS SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:-

AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and to such person/persons or party/parties whomsoever the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting." (Resolution 7)

7. To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without modifications:-

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as contained in Appendix 1 attached to the Annual Report 2012 be and are hereby approved." (Resolution 8)

8. To transact any other business which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

WON SEE YEE
SEOW FEI SAN
Secretaries

Kuala Lumpur
31 July 2012

NOTICE OF DIVIDEND PAYMENT

Subject to the approval of the shareholders at the Annual General Meeting, a First and Final Dividend of 6% less tax at 25% will be paid on 14 September 2012 to all shareholders whose names appear in the Record of Depositors and the Register of Members of the Company at the close of business on 3 September 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities Account on or before 4.00 pm on 3 September 2012 in respect of transfers; and

EXPLANATORY NOTES TO SPECIAL BUSINESS:

Resolution 7

Authority Pursuant to Section 132D of The Companies Act, 1965

At last year's Annual General Meeting, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

Resolution 8

Amendments to the Articles of Association

The Proposed Amendments to the Articles of Association of the Company are made to incorporate and reflect the recent amendments made to the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Please refer to the document marked Appendix 1 attached to the Annual Report 2012 for details of the proposed amendments.