

SCGM BHD
(Company No. 779028 H)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting (“AGM”) of the Company will be held at the office of SCGM Bhd, Lot 3304, Batu 24 ½, Jalan Kulai – Air Hitam, 81000 Kulai, Johor on Thursday, 26th September 2013 at 2.00 p.m. for the purpose of transacting the following businesses:-

A G E N D A

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2013 together with the Directors’ and Auditors’ Reports thereon. | Please refer
Note A. |
| 2. To approve the payment of a first and final tax exempt dividend of 5.0 sen per ordinary share of RM0.50 each in respect of the financial year ended 30 April 2013. | Ordinary
Resolution 1 |
| 3. To approve the payment of Directors’ fees for the financial year ended 30 April 2013. | Ordinary
Resolution 2 |
| 4. To re-elect the following Directors retiring pursuant to Article 85 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:- | |
| (i) Dato’ Sri Lee Hock Seng | Ordinary
Resolution 3 |
| (ii) Dato’ Sri Lee Hock Chai | Ordinary
Resolution 4 |
| (iii) Mr Amrik Singh Harcharan Singh | Ordinary
Resolution 5 |
| 5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company to hold office until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. | Ordinary
Resolution 6 |

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions:-

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| 6. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 | Ordinary
Resolution 7 |
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“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 ten (10) per cent of the issued share capital of the Company for the time being,

AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”

7. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

*Special
Resolution*

“THAT the proposed amendments to the Articles of Association of the Company as set out in the Appendix I be and is hereby approved and adopted.”

8. To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given.

By Order of the Board



LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)

Company Secretaries

Kuala Lumpur

30 August 2013

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the first and final tax exempt dividend of 5.0 sen per ordinary share of RM0.50 each in respect of the financial year ended 30 April 2013, if approved by members, will be paid on 16 October 2013 to depositors whose names appear in the Record of Depositors on 4 October 2013.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 4 October 2013 in respect of ordinary transfers; and
- (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:-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association does not require a formal approval of the shareholders and hence, is not put forward for voting.
- 1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Sixth AGM, the Company shall be requesting the Record of Depositors as at 20 September 2013. Only a depositor whose name appears on the Record of Depositors as at 20 September 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- 2. A member entitled to attend and vote at the meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 3. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 4. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.

5. Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may 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.
6. 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 authorized nominee may appoint in respect of each omnibus account it holds.
7. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business

(i) Ordinary Resolution 7 – Authority to allot and issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Sixth AGM of the Company.

A general mandate has been granted by the shareholders of the Company at the Fifth AGM on 27 September 2012. The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions.

(ii) Special Resolution – Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association of the Company are to comply with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Proposed Amendments to the Articles of Association of the Company

Article no.	Existing Provisions	Amended Provisions
Article 2 (Definition)	-	“Exempt Authorized Nominee” means an authorized nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
Article 72A (new)	-	There shall be no restriction as to the qualification to 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 at the meeting.
Article 83	Proxy for Securities Account Where a Member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint one (1) proxy for each Securities Account which he holds and the shares of the Company stand to the credit of the said Securities Account.	Proxy for Securities Account Where a Member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy but not more than two (2) proxies for each Securities Account which it holds and the shares of the Company stand to the credit of the said Securities Account. The appointment of two (2) proxies in respect of any particular Securities Account shall be invalid unless the authorized nominee specifies the proportion of its shareholding to be represented by each proxy.
Article 83A (new)	-	Where a Member is an exempt authorized 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorized nominee specifies the proportion of its shareholding to be presented by each proxy.

Article no.	Existing Provisions	Amended Provisions
Article 158	<p data-bbox="392 264 624 300">Payment by cheque</p> <p data-bbox="392 331 876 1249">Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder of, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or the Record of Depositors or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.</p>	<p data-bbox="896 264 1128 300">Payment by cheque</p> <p data-bbox="896 331 1406 1211">Any dividend, interest or other money payable in cash in respect of shares may be paid by direct crediting, cheque or warrant sent via electronic means or post directed to the registered address of the holder of, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or the Record of Depositors or to such person and to such address as the holder or joint holders may in writing direct. Every direct crediting or such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.</p>