



**SCGM BHD**

(Company No. 779028-H)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of SCGM Bhd ("**SCGM**" or the "**Company**") will be held at Creator Hotel (formerly known as Kulai City Inn Hotel), Ballroom, 3rd Floor, Kulai Centre Point, Lot 1566, Batu 20, Jalan Kulai-Air Hitam, 81000 Kulai, Johor Darul Takzim on Tuesday, 18 August 2015 at 3.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of SCGM's Eighth (8th) Annual General Meeting, which will be held at the same venue on the same day at 3.00 p.m., whichever is earlier, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 40,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCGM ("SCGM SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING SCGM SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**"THAT**, subject to the approvals of all relevant authorities in respect of the listing of and quotation for 40,000,000 new SCGM Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of SCGM ("**Board**") be and is hereby authorised to capitalise a total amount of RM20,000,000 from the share premium account and unappropriated profit account of the Company, the details of which are set out in Section 2.2 of the circular to the shareholders of the Company dated 14 July 2015 for the purposes of the Proposed Bonus Issue;

**THAT**, any fractional entitlements under the Proposed Bonus Issue, if any, will be disregarded and shall be dealt with in such manner at its absolute discretion by the Board as it may deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

**THAT**, the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing SCGM Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/or any other forms of distribution ("**Distribution**") that may be declared, made or paid for which the entitlement date for the Distribution precedes the date of allotment of the Bonus Shares;

**AND THAT**, the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

Lim Seck Wah (MAICSA 0799845)  
M. Chandrasegaran A/L S. Murugasu (MAICSA 0781031)  
Company Secretaries

Kuala Lumpur  
14 July 2015

#### Notes:

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting the Record of Depositors as at 12 August 2015. Only a depositor whose name appears on the Record of Depositors as at 12 August 2015 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 (2) 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 (2) 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 authorised.
5. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies for each securities account which it holds and the 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 (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.
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 forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.