



**NOTICE IS HEREBY GIVEN** that the **FIFTY-FOURTH ANNUAL GENERAL MEETING OF SELANGOR DREDGING BERHAD** will be held at the Ballroom, Hotel Maya Kuala Lumpur, 138, Jalan Ampang, 50450 Kuala Lumpur on **Wednesday, 26 August 2015 at 9.00 am** for the following purposes:

1. To receive the Financial Statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon.
2. To approve the payment of a First and Final Single Tier Dividend of 6% (2014: 6%) for the year ended 31 March 2015.  
**Resolution 1**
3. To approve the payment of Directors' Fees amounting to RM272,000 (2014 : RM272,000) for the year ended 31 March 2015.  
**Resolution 2**
4. To re-elect Ms Teh Lip Kim who retires by rotation pursuant to Article 80 of the Company's Articles of Association.  
**Resolution 3**
5. To consider and, if thought fit, to pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-  
"THAT, pursuant to Section 129 of the Companies Act, 1965, Dato' Mohd Ismail bin Che Rus be and is hereby re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."  
**Resolution 4**
6. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed in the Annual Report 2015 as "Appendix A") has been received by the Company for the nomination of Messrs BDO, who have given their consent to act, for appointment as Auditors of the Company.

**Resolution 5**

**AS SPECIAL BUSINESS**

7. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

**ORDINARY RESOLUTION I  
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 6**

**ORDINARY RESOLUTION II  
APPROVAL TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT DIRECTOR**

"THAT Dato' Mohd Ismail bin Che Rus who has served the Board as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 10 September 2002 be and is hereby retained as the Senior Independent Non-Executive Director of the Company."

**Resolution 7**

**ORDINARY RESOLUTION III  
APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR**

"THAT Mr. Tee Keng Hoon who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 30 April 2004 be and is hereby retained as the Independent Non-Executive Director of the Company."

**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  
30 July 2015

**NOTICE OF DIVIDEND PAYMENT**

Subject to the approval of the shareholders at the Annual General Meeting, a First and Final Single Tier Dividend of 6% will be paid on 10 September 2015 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 2 September 2015.

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 2 September 2015 in respect of 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:**

- (i) Only depositors whose names appear in the Record of Depositors as at 19 August 2015 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. A proxy appointed to attend and vote at a meeting of a company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting.
- (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) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share 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.
- (vi) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (vii) The instrument appointing a proxy and the power of attorney or other authority, if any, which is signed or notorially certified copy of that power of authority, shall be deposited at the Share Registrars, Tissor 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.

**Explanatory Notes to Special Business:**

**Resolution 6**

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 6, 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 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 7  
Approval to Continue in Office as Senior Independent Director**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Mohd Ismail bin Che Rus who has served as Senior Independent Director of the Company for a cumulative term of more than nine years and recommend him to continue to act as Senior Independent Director of the Company based on the following justifications:-

- a. He has fulfilled the criteria under the definition of Independent Directors as stated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- b. He has been with the Company for more than nine years and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings;
- c. He has contributed sufficient time and efforts and attended all the Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings for informed and balanced decision making; and
- d. He has exercised due care during his tenure as Senior Independent Director of the Company and carried out his professional duty in the interest of the Company and shareholders.

**Resolution 8  
Approval to Continue in Office as Independent Director**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Tee Keng Hoon who has served as Independent Director of the Company for a cumulative term of more than nine years and recommend him to continue to act as Independent Director of the Company based on the following justifications:-

- a. He has his own law firm and has been in practice for about 40 years. He fulfills the criteria under the definition of Independent Directors as defined in the Bursa Malaysia Securities Berhad Main Market Listing Requirements and he would be able to provide proper checks and balances, thus bring an element of objectivity to the Board of Directors;
- b. He has been with the Company for more than nine years and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings;
- c. With his vast experience in legal practice, he would be able to provide constructive opinions and exercise independent judgement and has ability to act in the best interest of the Company;
- d. He has contributed sufficient time and efforts and attended all the Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings for informed and balanced decision making; and
- e. He has exercised due care during his tenure as Independent Director of the Company and carried out his professional duty in the interest of the Company and shareholders.