



## 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 ("**EGM**") of SCGM Bhd ("**SCGM**" or "**Company**") will be held at Lot 3304, Batu 24½, Jalan Kulai-Air Hitam, 81000, Kulai, Johor Darul Takzim on 7 October 2016 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modification:

#### ORDINARY RESOLUTION

**PRIVATE PLACEMENT OF UP TO 13,200,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCGM BHD ("SCGM"), REPRESENTING UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SCGM ("PROPOSED PRIVATE PLACEMENT")**

**"THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of SCGM ("**Board**") to allot and issue up to 10% of the issued and paid-up share capital of SCGM as at the date of implementation, or up to 13,200,000 ordinary shares of RM0.50 each in SCGM ("**Placement Share(s)**") to be placed out to third party investor(s) to be identified at a later stage;

The Placement Shares shall be issued at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day weighted average market price ("**VWAP**") of SCGM Shares immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 10% to the five (5)-day VWAP of SCGM Shares immediately preceding the price-fixing date and such issue price shall not be lower than the par value of SCGM Shares of RM0.50 each;

**THAT** the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 21 September 2016 ("**Circular**"), and the Directors be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** such Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing SCGM Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said Placement 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 Proposed Private Placement 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 Private Placement."

#### By Order of the Board SCGM BHD

**LIM SECK WAH (MAICSA 0799845)**

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

Company Secretaries

Kuala Lumpur

21 September 2016

#### Notes:

*For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 30 September 2016. Only a depositor whose name appears on the Record of Depositors as at 30 September 2016 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.*

- (1) 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.*
- (2) 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.*
- (3) If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.*
- (4) 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 but not more than two proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.*
- (5) 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.*
- (6) 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.*