



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of SCGM Bhd ("SCGM" or the "Company") will be held at Lot 3304, Batu 24 1/2, Jalan Kulai – Air Hitam, 81000 Kulai, Johor Darul Takzim on Friday, 7 July 2017 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 48,400,000 NEW ORDINARY SHARES IN SCGM ("SCGM SHARE(S)" OR "SHARE(S)" ("BONUS SHARE(S)")) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING SCGM SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the passing of Ordinary Resolution 2 and approvals of all relevant authorities in respect of the listing of and quotation for 48,400,000 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the board of directors of SCGM ("Board") be and is hereby authorised to capitalise a total sum of RM24,200,000 from the share premium of the Company, the details of which are set out in Section 2.1.2 of the Circular to shareholders of the Company dated 22 June 2017, for the purposes of the Proposed Bonus Issue of Shares;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue 48,400,000 Bonus Shares and such new Bonus Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company ("Entitled Shareholders") as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of 1 Bonus Share for every 3 existing SCGM Shares held in the Company by the Entitled Shareholders on the Entitlement Date;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with each other;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares 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 and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 19,360,000 NEW WARRANTS IN SCGM ("WARRANT(S)")) ON THE BASIS OF 2 WARRANTS FOR EVERY 15 EXISTING SCGM SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF WARRANTS ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the passing of Ordinary Resolution 1 and approvals of all relevant authorities in respect of the admission to the official list of Bursa Securities and listing of and quotation for 19,360,000 Warrants on the Main Market of Bursa Securities, the Board be and is hereby authorised to issue 19,360,000 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company on the same Entitlement Date as the Proposed Bonus Issue of Shares;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new SCGM Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of a deed poll to be executed ("Deed Poll");

THAT the new SCGM Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with each other, except that such new SCGM Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of such new SCGM Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Warrants be constituted under the Deed Poll and the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants 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 and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

BY ORDER OF THE BOARD

LIM SECK WAH (MAICSA 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAISCA 0781031)
Company Secretaries
Kuala Lumpur
22 June 2017

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 June 2017. Only a depositor whose name appears on the Record of Depositors as at 30 June 2017 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 this meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.*
- 2. Where a member appoints 2 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 authorised.*
- 4. 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 1 proxy but not more than 2 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 authorised 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.*