



SDB

SELANGOR DREDGING BERHAD

(Company No. 4624-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Selangor Dredging Berhad (“**SDB**” or “**Company**”) will be held at the Ballroom, Hotel Maya Kuala Lumpur, 138, Jalan Ampang, 50450 Kuala Lumpur on Friday, 29 September 2017 at 10.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 56th Annual General Meeting of our Company scheduled to be held at the same venue and on the same day at 9.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF A PIECE OF FREEHOLD COMMERCIAL LAND HELD UNDER GERAN 9362, LOT 131 SEKSYEN 44, TOWN AND DISTRICT OF KUALA LUMPUR, STATE OF WILAYAH PERSEKUTUAN KUALA LUMPUR TOGETHER WITH FOUR BLOCKS OF COMMERCIAL BUILDING AND TWO LEVELS OF BASEMENT CAR PARKS ERECTED THEREON KNOWN AS “WISMA SELANGOR DREDGING” FOR A CASH CONSIDERATION OF RM480,000,000 (“PROPOSED DISPOSAL”)

“**THAT** subject to the requisite approvals being obtained from the relevant authorities and/or parties as may be required, approval be and is hereby given to SDB for the disposal of a piece of freehold commercial land held under Geran 9362, Lot 131 Seksyen 44, Town And District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur together with four blocks of commercial building and two levels of basement car parks erected thereon known as “Wisma Selangor Dredging” for a cash consideration of RM480,000,000 upon the terms and conditions set out in the conditional sale and purchase agreement dated 20 June 2017 entered into between the Company and Golden Eagle Realty Sdn. Bhd. (“**SPA**”);

AND THAT all acts, deeds and things carried out by SDB and/or by the Board of Directors of SDB (“**Board**”), as the Board has considered necessary under or pursuant to the terms of the SPA, be and are hereby approved and confirmed;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Disposal with full power to assent to any modification, revaluation, variation, arrangement, condition and/or amendment in relation to the Proposed Disposal as it may deem fit in the best interest of SDB and/or as may be required and/or imposed by the relevant authorities under or pursuant to the terms of the SPA;

AND FURTHER THAT the Board be and is hereby authorised to do all acts and things as it may consider necessary or expedient in order to implement, finalise, complete and do all acts, deeds and things as the Board may deem fit or expedient in the best interest of SDB (including but not limited to execute, sign and deliver on behalf of SDB all such documents as may be necessary) so as to give full effect to the Proposed Disposal.”

By Order of the Board

WON SEE YEE
SEOW FEI SAN
Secretaries

Kuala Lumpur
14 September 2017

Notes:

- (i) Only members whose names appear in the Record of Depositors as at 20 September 2017 shall be regarded as members and entitled to attend, speak and vote at the Extraordinary General Meeting.
- (ii) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (iii) A member of the Company may appoint not more than two (2) proxies to attend and vote at the Extraordinary General Meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iv) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) 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 appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common 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), under which is signed or notorially certified copy thereof, must be deposited at the Share Registrars, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.