

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

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting (“AGM”) of the Company will be held at the office of SCGM Bhd, Lot 3304, Batu 24 ½, Jalan Kulai – Air Hitam, 81000 Kulai, Johor on Thursday, 27th September 2012 at 2.00 p.m. for the purpose of transacting the following businesses:-

A G E N D A

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2012 together with the Directors’ and Auditors’ Reports thereon. **Please refer Note A.**
2. To approve the payment of a first and final tax exempt dividend of 3.0 sen per ordinary share of RM0.50 each in respect of the financial year ended 30 April 2012. **Resolution 1**
3. To approve the payment of Directors’ fees for the financial year ended 30 April 2012. **Resolution 2**
4. To re-elect the following Directors retiring pursuant to Article 85 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:-
 - (i) Lee Hock Guan **Resolution 3**
 - (ii) Wong Tun Boon **Resolution 4**
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Resolution 5**
6. To transact any other business which may properly be transacted at an Annual General Meeting for which due Notice shall have been given.

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following as ordinary resolution:-

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 6**

“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being,

AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”

By Order of the Board

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

30 August 2012

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the first and final tax exempt dividend of 3.0 sen per ordinary share of RM0.50 each in respect of the financial year ended 30 April 2012, if approved by members, will be paid on 19 October 2012 to depositors whose names appear in the Record of Depositors on 5 October 2012.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 5 October 2012 in respect of ordinary 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:-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Fifth AGM, the Company shall be requesting the Record of Depositors as at 24 September 2012. Only a depositor whose name appears on the Record of Depositors as at 24 September 2012 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 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 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 authorized.
5. 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 in respect of each securities account it holds with ordinary 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 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.
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 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business

(i) Ordinary Resolution 6 – Authority to allot and issue new shares

The Ordinary Resolution proposed is a new mandate and, if passed, will give the flexibility and authority to the Directors of the Company, from the date of this AGM, to issue new shares up to maximum of 10% of the issued share capital of the Company as at the date of this AGM, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions.