



SARAWAK CABLE BERHAD
(Company No.: 456400-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Sarawak Cable Berhad ("SCB" or the "Company") will be held at 360, Urban Resort Hotel, Hock Lee Centre, Level 4, Hotel Tower A, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, Malaysia on Tuesday, 6 November 2012 at 3.00 p.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 ACQUISITION BY SCB OF THE REMAINING 25% EQUITY INTEREST IN SARWAJA TIMUR SDN BHD ("STSB") NOT ALREADY OWNED BY SCB, FOR A PURCHASE CONSIDERATION OF RM11.31 MILLION TO BE SATISFIED WHOLLY IN CASH ("PROPOSED STSB ACQUISITION")

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to acquire 8,321,125 ordinary shares of RM1.00 each in STSB, representing the remaining 25% equity interest not already owned by SCB, for a purchase consideration of RM11.31 million ("**STSB Consideration**") to be satisfied wholly in cash, subject to the terms and conditions of the share sale agreement dated 3 August 2012 entered into between SCB and Austin Corp (Malaysia) Sdn Bhd in relation to the Proposed STSB Acquisition ("**STSB SSA**") AND THAT the STSB SSA be hereby approved, ratified and confirmed;

THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed STSB Acquisition and with all preparatory steps taken and things done to date by the Directors (if any) in respect of the Proposed STSB Acquisition including all notices, directions, consents and authorisations in respect of any matter arising from or in connection with the Proposed STSB Acquisition be hereby duly ratified, with full powers to give assent to any conditions, modifications, variations and/or amendments whether required by the relevant authorities or otherwise deemed to be in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY SCB OF THE ENTIRE EQUITY INTEREST IN TREENERGY INFRASTRUCTURE SDN BHD ("TISB") FOR A PURCHASE CONSIDERATION OF RM65.00 MILLION TO BE SATISFIED WHOLLY IN CASH ("PROPOSED TISB ACQUISITION")

"**THAT**, subject to the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to acquire 5,000,000 ordinary shares of RM1.00 each in TISB, representing the entire equity interests in TISB for a total consideration of RM65.00 million ("**TISB Consideration**") to be satisfied wholly in cash, subject to the terms and conditions of the share sale agreement dated 3 August 2012 entered into between SCB, Dato Sri Mahmud Abu Bekir Taib, Austin Corp (Malaysia) Sdn Bhd and Clarion Power Sdn Bhd in relation to the Proposed TISB Acquisition ("**TISB SSA**") AND THAT the TISB SSA be hereby approved, ratified and confirmed;

THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed TISB Acquisition and with all preparatory steps taken and things done to date by the Directors (if any) in respect of the Proposed TISB Acquisition including all notices, directions, consents and authorisations in respect of any matter arising from or in connection with the Proposed TISB Acquisition be hereby duly ratified, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments whether required by the relevant authorities or otherwise deemed to be in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED PLACEMENT OF UP TO 20,250,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCB ("PLACEMENT SHARES"), REPRESENTING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SCB ("PROPOSED PLACEMENT")

"**THAT**, subject to the approvals being obtained from the relevant authorities, authority be and is hereby given to the Directors to issue and allot the Placement Shares at an issue price based on a discount, if any, of not more than 10% of the five (5)-day weighted average market price of the shares of SCB ("**SCB Shares**") immediately preceding the price-fixing date to be determined later by the Directors ("**Price-Fixing Date**") in respect of the Placement Shares to be subscribed by third party investors to be identified later, and at an issue price based on the five (5)-day weighted average market price of SCB Shares immediately preceding the Price-Fixing Date in respect of the Placement Shares to be subscribed by Dato Sri Mahmud Abu Bekir Taib, Central Paragon Sdn Bhd and Toh Chee Ching or at the par value of SCB Shares, whichever is higher and that such Placement Shares so allotted and issued shall rank pari passu in all respects with the existing issued SCB Shares, except that they will not be entitled to participate in any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment of the Placement Shares;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Placement with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or otherwise deemed to be in the best interests of the Company."

ORDINARY RESOLUTION 4

PROPOSED PLACEMENT OF UP TO 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCB ("PLACEMENT SHARES") TO DATO SRI MAHMUD ABU BEKIR TAIB ("DATO SRI MAHMUD") ("PROPOSED PLACEMENT TO DATO SRI MAHMUD")

"**THAT**, subject to the passing of Ordinary Resolution 3 above, authority be and is hereby given to the Directors to offer up to 6,000,000 Placement Shares to Dato Sri Mahmud, at an issue price based on the five (5)-day weighted average market price of the shares of SCB ("**SCB Shares**") immediately preceding the price-fixing date to be determined later by the Directors or at the par value of SCB Shares, whichever is higher, and to issue and allot the Placement Shares to Dato Sri Mahmud pursuant to the Proposed Placement to Dato Sri Mahmud;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the aforesaid Proposed Placement to Dato Sri Mahmud with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or otherwise deemed to be in the best interests of the Company."

ORDINARY RESOLUTION 5

PROPOSED PLACEMENT OF UP TO 2,100,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCB ("PLACEMENT SHARES") TO CENTRAL PARAGON SDN BHD ("CENTRAL PARAGON") ("PROPOSED PLACEMENT TO CENTRAL PARAGON")

"**THAT**, subject to the passing of Ordinary Resolution 3 above, authority be and is hereby given to the Directors to offer up to 2,100,000 Placement Shares to Central Paragon, at an issue price based on the five (5)-day weighted average market price of the shares of SCB ("**SCB Shares**") immediately preceding the price-fixing date to be determined later by the Directors or at the par value of SCB Shares, whichever is higher, and to issue and allot the Placement Shares to Central Paragon pursuant to the Proposed Placement to Central Paragon;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the aforesaid Proposed Placement to Central Paragon with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or otherwise deemed to be in the best interests of the Company."

ORDINARY RESOLUTION 6

PROPOSED PLACEMENT OF UP TO 2,025,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SCB ("PLACEMENT SHARES") TO TOH CHEE CHING ("PROPOSED PLACEMENT TO TOH CHEE CHING")

"**THAT**, subject to the passing of Ordinary Resolution 3 above, authority be and is hereby given to the Directors to offer up to 2,025,000 Placement Shares to Toh Chee Ching at an issue price based on the five (5)-day weighted average market price of the shares of SCB ("**SCB Shares**") immediately preceding the price-fixing date to be determined later by the Directors or at the par value of SCB Shares, whichever is higher, and to issue and allot the Placement Shares to Toh Chee Ching pursuant to the Proposed Placement to Toh Chee Ching;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the aforesaid Proposed Placement to Toh Chee Ching with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant authorities or otherwise deemed to be in the best interests of the Company."

BY ORDER OF THE BOARD

CHAI CHIN FOH (MIA 25916)
YOON JAN MOI (MAICSA 7021367)
Joint Company Secretaries

Kuching, Sarawak

Dated: 16 October 2012

Notes:

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 ("**Act**") shall not apply to the Company.
2. To be valid, the Form of Proxy, duly completed must be deposited at the registered office of the Company at Lot 767, Block 8, Muara Tebas Land District, Demak Laut Industrial Estate Phase III, Jalan Bako, 93050 Kuching, Sarawak, Malaysia, not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
3. A member of the Company entitled to attend and vote at this Extraordinary General Meeting ("**EGM**") shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. A depositor whose name appears in the Record of Depositors as at 31 October 2012 shall be regarded as a member of the Company entitled to attend this EGM or appoint a proxy to attend and vote on his behalf.