

SCOPE

SCOPE INDUSTRIES BERHAD (591376-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at Bamboo Room, Scope Manufacturers (M) Sdn. Bhd., Lot 6181 Jalan Perusahaan 2, Kawasan Perindustrian Parit Buntar, 34200 Parit Buntar, Perak on Wednesday, 28 November 2012 at 11:30 am for the following purposes:-

AGENDA

AS ORDINARY BUSINESS :

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of Directors' fee of RM60,000-00 for the financial year ended 30 June 2012. **Resolution 2**
3. To re-elect Dato' Philip Chan Hon Keong as a Director who retires in accordance with Article 127 of the Company's Articles of Association. **Resolution 3**
4. To re-elect Mr Yong Loong Chen as a Director who retires in accordance with Article 127 of the Company's Articles of Association. **Resolution 4**
5. To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modifications the following resolutions:-
 - (i) **ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES
"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such 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 in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 5**
 - (ii) **SPECIAL RESOLUTION**
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"That the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved." **Resolution 6**
7. To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

CHEE WAI HONG (MIA 17181)
FOO LI LING (MAICSA 7019557)
Company Secretaries

Penang

Date : 31 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 shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), 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.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

Explanatory Notes on Special Business

Resolution 5 – Authority to issue shares

The Ordinary Resolution proposed under item 6(i) above, if passed, primarily to renew the mandate to give authority to the Board of Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, 26,800,000 ordinary shares of RM0.10 each were issued (via private placement) pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Ninth Annual General Meeting held on 17 November 2011 and which will lapse at the conclusion of the Tenth Annual General Meeting to be held on 28 November 2012. The proceeds raised totalling of RM3,618,000.00 have been fully utilised in the following manner:-

Proceeds from private placement	RM 3,618,000
Utilisation :-	
1. Working Capital for operating expenses such as payroll, rental and purchase of raw materials	3,530,530
2. Private Placement Expenses	87,470
TOTAL	3,618,000

A renewal of this authority is being sought at the Tenth Annual General Meeting under proposed Resolution 5.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Resolution 6 – Proposed Amendments to the Articles of Association

The Special Resolution proposed under item 6(ii) above, if passed, will give authority for the Company to amend its Articles of Association to be in line with the recent amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Lot 6181, Jalan Perusahaan 2, Kawasan Perindustrian Parit Buntar, 34200 Parit Buntar, Perak, Malaysia.
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