

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of SIG Gases Berhad will be held at **Grand Paragon Hotel, D'Paragon 3, Level 1, 18 Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor on Thursday, 16 May 2013 at 12.00 p.m.** to transact the following business:-

AGENDA

Resolution on Proxy Form

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note 1)
2. To approve the payment of a final dividend of 0.8 sen per share in respect of the financial year ended 31 December 2012 under single-tier system. (Resolution 1)
3. To approve the Directors' fees of RM205,485 for the year ending 31 December 2013. (Resolution 2)
4. To re-elect the following Directors who retire by rotation in accordance with Article 103 of the Company's Articles of Association:-
 - 4.1 Mr Peh Lam Hoh (Resolution 3)
 - 4.2 Datuk Syed Ahmad Bin Alwee Alsree (Resolution 4)
5. To re-appoint Messrs. Ernst & Young as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following Resolutions with or without modifications:-

6. **ORDINARY RESOLUTION 1**
AUTHORITY TO ISSUE SHARES (Resolution 6)
 "THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."
7. **ORDINARY RESOLUTION 2**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE") (Resolution 7)
 "THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiary companies ("the Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.1 of the Circular to Shareholders dated 23 April 2013, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arms length basis, on normal commercial terms that are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
 AND THAT such approval shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM, the authority is renewed;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier;
 AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of RRPT Mandate."
8. **SPECIAL RESOLUTION**
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (Resolution 8)
 "THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix 1 of the Annual Report be and is hereby approved and adopted.
 AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."
9. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 0.8 sen per share for the financial year ended 31 December 2012 under the single-tier system, if approved by the shareholders at the Fourth Annual General Meeting, will be payable on 18 June 2013 to shareholders whose names appear in the Record of Depositors on 31 May 2013.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 31 May 2013 in respect of transfer; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

YONG MAY LI (f) (LS0000295)
IRENE JUAY YEE LUAN (f) (MAICSA 7057249)
 Company Secretaries

Johor Bahru
 23 April 2013

NOTES:

1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
3. Where a member of the Company 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.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares 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.
5. The instrument appointing a proxy, in the case of an individual shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. The instrument appointing a proxy, shall be deposited at the registered office of the Company at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 69(2) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 9 May 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES:

Ordinary Business:-

1. Item 1 of the Agenda
 This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Special Business:-

2. Ordinary Resolution 1 - Item 6 of the Agenda
 The purpose of this Ordinary Resolution 1 proposed under item 6, is for the renewal of the mandate obtained from the members at the last Annual General Meeting and if passed, will give flexibility to the Directors to issue new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the shareholders of the Company at a subsequent general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares have been issued pursuant to the mandate obtained at the 3rd Annual General Meeting of the Company held on 17 May 2012, and accordingly no proceeds were raised.

3. Ordinary Resolution 2 - Item 7 of the Agenda

The purpose of this Ordinary Resolution 2 proposed under item 7, if passed, will allow the Group to continue to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms that are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 23 April 2013 for further information.

4. Special Resolution - Item 8 of the Agenda

The proposed Special Resolution if passed, will enable the Company to comply with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as for better clarity and enhancement.