



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 of Sarawak Cable Berhad ("**SCB**" or "**Company**") will be held at 360 Urban Resort Hotel, Hock Lee Centre, Level 4, Hotel Towers A, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, Malaysia on Monday, 17 June 2013 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Fifteenth Annual General Meeting which will be held at 11.00 a.m. on the same day and at the same venue to consider and, if thought fit, pass the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 77,625,000 NEW ORDINARY SHARES OF RM0.50 EACH ("SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM1.00 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD IN SCB AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities, if any, the Board of Directors of the Company ("**Board**") be and is hereby authorised to:-

- (a) provisionally allot by way of a renounceable rights issue of 77,625,000 Rights Shares at an issue price of RM1.00 per Rights Share payable in full upon acceptance, to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Board on the basis of one (1) Rights Share for every two (2) existing Shares held, and on such other terms and conditions as the Board may determine **AND THAT** all such Rights Shares shall upon issuance and allotment, rank pari passu in all respects with the existing Shares in the Company except that they will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the allotment of the Rights Shares;
- (b) utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 2.1.5 of the Circular to Shareholders dated 23 May 2013 and the Board be authorised to revise the utilisation of proceeds as the Board may deem fit or expedient subject to where required, the approval of the relevant authorities, if necessary; and
- (c) give effect to and complete the Proposed Rights Issue with full powers to do such acts and things and take all steps as the Board may consider necessary and execute any such documents or instruments as may be required or permitted upon such terms and conditions and to assent to any conditions, modifications, variation and/or amendments (if any) as may be imposed or permitted by the relevant authorities including but not limited to the variation of the issue price and to take all steps as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Rights Issue with or without variation.

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 46,575,000 NEW SHARES ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) SHARES HELD IN SCB AFTER THE PROPOSED RIGHTS ISSUE AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 1 and the approval-in-principle of Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities, if any, the Board be and is hereby authorised to:-

- (a) capitalise RM23,287,500 out of the share premium of the Company, and to apply the same for the purpose of issuing 46,575,000 Bonus Shares in the share capital of the Company credited as fully paid-up to be issued to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Board on the basis of one (1) Bonus Share for every five (5) existing Shares held after the Proposed Rights Issue, and on such other terms and conditions as the Board may determine **AND THAT** all such Bonus Shares shall upon issuance and allotment, rank pari passu in all respects with the existing Shares in the Company except that they will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the allotment of the Bonus Shares; and
- (b) give effect to and complete the Proposed Bonus Issue with full powers to do such acts and things and take all steps as the Board may consider necessary and execute any such documents or instruments as may be required or permitted upon such terms and conditions and to assent to any conditions, modifications, variation and/or amendments (if any) as may be imposed or permitted by the relevant authorities and to take all steps as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue with or without variation.

By order of the Board

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

Kuching, Sarawak
Dated: 23 May 2013

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) 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 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, speak and vote at this Extraordinary General Meeting ("**EGM**") shall not be entitled to appoint more than two (2) proxies to attend, speak 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 11 June 2013 shall be regarded as a member of the Company entitled to attend this EGM or appoint a proxy to attend, speak and vote on his behalf.