

# Scomi

## SCOMI GROUP BHD

(Company No: 571212-A)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 11<sup>th</sup> Annual General Meeting of SCOMI GROUP BHD ("the Company") will be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on 26 September 2013 at 2:30 pm to transact the following business:

#### AS ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

- To receive the Financial Statements for the financial period ended 31 March 2013 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire in accordance with Article 82 of the Articles of Association of the Company and being eligible, offer themselves for re-election:
  - Tan Sri Nik Mohamed bin Nik Yaacob (Resolution 1)
  - Datuk Haron bin Siraj (Resolution 2)
  - Dato' Mohammed Azlan bin Hashim (Resolution 3)
- To re-elect the following Director who retires under Article 89 of the Articles of Association of the Company and being eligible, offers himself for re-election:
  - Dato' Teh Kean Ming (Resolution 4)
- To approve the payment of Directors' fees amounting to RM729,112.90 for Non-Executive Directors in respect of the financial period ended 31 March 2013. (Resolution 5)
- To appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 March 2014, in replacement of the retiring Auditors, Messrs PricewaterhouseCoopers, and to authorise the Directors to fix their remuneration. (Resolution 6)

#### AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

- Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965** (Resolution 7)

"**THAT**, subject to the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time)("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, where necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to issue and allot shares in the Company, at any 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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Authority for the Purchase by the Company of its ordinary shares of up to ten percent (10%) of the issued & paid-up share capital** (Resolution 8)

"**THAT**, subject to the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant authorities, approval be and is hereby given for the Company to purchase from the market of Bursa Securities such number of ordinary shares of RM0.10 each in the Company ("Share Buy-back") as may be determined by the Directors of the Company from time to time, and upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company PROVIDED THAT the aggregate number of ordinary shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point in time and an amount not exceeding the total retained earnings of approximately RM641.27 million and/or share premium account of approximately RM351.92 million of the Company based on the Audited Financial Statements for the financial period ended 31 March 2013 be allocated by the Company for the Share Buy-back;

**THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting at which time the authority will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs the earliest, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date;

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps and do all acts and deeds and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing or implementing the Share Buy-back in the manner set out in the Statement, and that following completion of the Share Buy-back, the power to cancel or retain as treasury shares, any or all of the Scomi Shares so purchased, resell on the market of Bursa Securities or distribute as dividends to the Company's shareholders or subsequently cancel, any or all of the treasury shares, with full power to assent to any condition, revaluation, modification, variation and/or amendment in any manner as may be required by any relevant authority or otherwise as they deem fit in the best interests of the Company."

To consider and, if thought fit, to pass the following Special Resolution:

- Proposed Amendments to the Articles of Association of the Company** (Resolution 9)

"**THAT** the proposed amendments to the Articles of Association of the Company as set out under Section 2 of Part B of the Circular to Shareholders of the Company dated 3 September 2013 be and are hereby approved and that the Directors be and are hereby authorised to take steps as may be necessary to give full effect to the said proposed amendments to the Articles of Association of the Company."
- To transact any other business of the Company for which due notice shall have been given.

By Order of the Board

**ONG WEI LENG (MAICSA 7053539)**  
**CHONG MEI YAN (MAICSA 7047707)**

Company Secretaries  
Petaling Jaya

Date: 3 September 2013

#### Notes:

- A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two) to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy but not more than two proxies in respect of each securities account it holds with ordinary shares standing to the credit of the said securities account.
- The instrument for the appointment of a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under 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.
- The instrument for the appointment of a proxy must be completed and deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this 11<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 57 and 58 of the Articles of Association of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 20 September 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 20 September 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### Financial Statements for the financial period ended 31 March 2013 and the Reports of the Directors and Auditors thereon

- This agenda is tabled for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

#### Abstention from voting

- The interested Directors of the Company who are shareholders of the Company will abstain from voting on the relevant resolutions in respect of their re-election as the Director of the Company at the 11<sup>th</sup> AGM.
- All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolution 5 concerning remuneration to Non-Executive Directors at the 11<sup>th</sup> AGM.

#### Explanatory Notes on Special Business:

- Ordinary Resolution 7 - Proposed renewal of the authority for Directors to issue shares

The ordinary resolution 7 above is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company authority, from the date of the above Annual General Meeting, to issue and allot shares in the Company at any time up to an aggregate amount not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company ("Share Mandate") without convening a General Meeting.

The Company had issued 119,109,500 new ordinary shares of RM0.10 each pursuant to the private placement in accordance to Section 132D of the Companies Act, 1965 under the general authority which was approved at the 10<sup>th</sup> AGM held on 27 June 2012 and which will lapse at the conclusion of the forthcoming 11<sup>th</sup> AGM to be held on 26 September 2013.

This Share Mandate, unless revoked or varied at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company. With this Share Mandate, the Company will have the flexibility to undertake any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

- Ordinary Resolution 8 - Proposed renewal of the authority to purchase own shares

The ordinary resolution 8 above, if passed, will empower the Directors to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising funds not exceeding the retained earnings and/or the share premium account of the Company. This authority, unless revoked or varied at a general meeting, will expire at the earlier of either the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held.

The details relating to ordinary resolution 8 are set out in the Share Buy-back Statement dated 3 September 2013.

- Special Resolution 9- Proposed amendments to the Articles of Association of the Company

The special resolution 9 above is proposed for the purpose of amending the Articles of Association of the Company. The proposed special resolution 9, if passed, will enable the Company to comply with the Paragraphs 7.21 and 7.21A of the Listing Requirements.

The details relating to special resolution 9 are set out in the Circular to Shareholders dated 3 September 2013.