

SCGM BHD
(Company No. 779028 H)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“AGM”) of the Company will be held at the Kulai City Inn Hotel, Ballroom, 3rd Floor, Kulai Centre Point, Lot.1566, Batu 20, Jalan Kulai-Air Hitam, 81000, Kulai, Johor on Friday, 12th September 2014 at 2.00 p.m. for the purpose of transacting the following businesses:-

A G E N D A

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2014 together with the Directors’ and Auditors’ Reports thereon. | Please refer
Note A. |
| 2. To approve the payment of Directors’ fees for the financial year ended 30 April 2014. | Ordinary
Resolution 1 |
| 3. To re-elect the following Directors retiring pursuant to Article 85 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:- | |
| (i) Mr Lee Hock Meng | Ordinary
Resolution 2 |
| (ii) Mr Tang Nai Soon | Ordinary
Resolution 3 |
| 4. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company to hold office until the conclusion of the next AGM and to authorize the Directors to fix their remuneration. | Ordinary
Resolution 4 |

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution:-

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| 5. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 | Ordinary
Resolution 5 |
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“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 does not exceed ten (10) per cent of the issued share capital of the Company at the time of submission to the relevant authority,

AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.”

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| 6. To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given. | |
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By Order of the Board

LIM SECK WAH (MAICSA 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)
Company Secretaries
Kuala Lumpur

21 August 2014

Notes:-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association does not require a formal approval of the shareholders and hence, is not put forward for voting.
1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Seventh AGM, the Company shall be requesting the Record of Depositors as at 5 September 2014. Only a depositor whose name appears on the Record of Depositors as at 5 September 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.
5. Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy but not more than two proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.
6. 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 authorized nominee may appoint in respect of each omnibus account it holds.
7. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business

Ordinary Resolution 5 – Authority to allot and issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Seventh AGM of the Company.

A general mandate has been granted by the shareholders of the Company at the Sixth AGM on 26 September 2013. The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions.