

Scomi

SCOMI ENGINEERING BHD

(Company No. 111633-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of **SCOMI ENGINEERING BHD** ["the Company"] will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 23 September 2014 at 10.00 a.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2014 and the Reports of the Directors and Auditors thereon.
2. To re-elect Datuk Zainun Aishah binti Ahmad as a Director of the Company, who retires pursuant to Article 80 of the Company's Articles of Association, and, being eligible, offers herself for re-election. Resolution 1
3. To re-elect the following Directors who retire pursuant to Article 87 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - a) Dato' Ikmal Hijaz bin Hashim Resolution 2
 - b) Tunku Alizan bin Raja Muhammad Alias Resolution 3
4. To approve the payment of Directors' fees of RM388,334.20 for the financial year ending 31 March 2014. Resolution 4
5. To re-appoint Messrs.KPMG as Auditors of the Company for the financial year ending 31 March 2015, and, to authorise the Directors to fix their remuneration. Resolution 5

AS SPECIAL BUSINESS

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

6. **Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965 ("the Act")** Resolution 6
"THAT pursuant to Section 132D of the Act, and subject to the approval of the relevant 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 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from 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 Annual General Meeting."
7. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

CHUA HOOI SIAN (MAICSA 7014565)

Company Secretary

Selangor Darul Ehsan

29 August 2014

Notes :-

1. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy to attend and vote in his/her stead. 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. When a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. Where a member is an exempt authorized nominee who 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. An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 26A(1) of SICDA.
4. The instrument appointing a proxy shall be in writing under the hands of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of its officer or its duly authorised attorney. If no name is inserted in the space for the name of the proxy, the Chairman of the Meeting will act as your proxy.
5. The instrument appointing 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 PJU1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or at any adjournment thereof or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.
6. Only a depositor whose name appears on the Record of Depositors as at 18 September 2014 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 year ended 31 March 2014 and the Reports of the Directors and Auditors thereon

7. 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. Hence, this agenda is not put forward for voting.

Explanatory notes:

1. Resolution 6 - Authority to Allot Shares pursuant to Section 132D of the Act

The Company is seeking a renewal of mandate to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

This mandate is a renewal of the last mandate granted to the directors at the 29th Annual General Meeting held on 25 September 2013 and will lapse at the conclusion of the 30th Annual General Meeting. As at the date of this Notice, no new shares have been issued pursuant to the mandate granted to the Directors at the last AGM held on 25 September 2013 and which will lapse at the conclusion of the forthcoming 30th Annual General Meeting to be held on 23 September 2014.

This proposed Ordinary Resolution 6, if passed, will provide flexibility to the Company for any possible fund raising activities including but not limited to any placing of shares for purposes of funding future investments, working capital and/or acquisition or such other purposes as the Directors consider would be in the interest of the Company without incurring additional costs by having an Extraordinary General Meeting.