

SIG

SIG GASES BERHAD

(Company Number 875083-W)
Incorporated in Malaysia

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of SIG Gases Berhad ("SIG" or "the Company") will be held at Grand Paragon Hotel Johor Bahru, Level 3, Emerald 2, 18 Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor, Malaysia on Thursday, 13 November 2014 at 12.00 p.m. or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION:

PROPOSED RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF 37,500,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SIG ("SHARES") ("RIGHTS SHARES") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING SHARES HELD IN SIG ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE, OF WHICH THE FIRST CALL OF RM0.36 PER RIGHTS SHARE IS PAYABLE IN CASH AND THE SECOND CALL OF RM0.14 PER RIGHTS SHARE IS TO BE CAPITALISED FROM THE RETAINED EARNINGS RESERVE OF SIG ("PROPOSED TWO-CALL RIGHTS ISSUE")

"**THAT**, subject to all approvals being obtained from the relevant authorities or parties (where required) approval be and is hereby given to the Board of Directors of SIG ("**Board**") to provisionally allot and issue by way of renounceable two-call rights issue of 37,500,000 Rights Shares at an issue price of RM0.50 per Rights Share, of which the first call of RM0.36 per Rights Share is payable by cash on application and the second call of RM0.14 per Rights Share is to be capitalised from the Company's retained earnings upon allotment, to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on the entitlement date to be determined by the Board, or their renounees, on the basis of one (1) Rights Share for every four (4) existing SIG Shares held, and on such other terms and conditions as the Board was determine;

AND THAT, all such Rights Shares shall upon allotment and issuance, rank pari passu in all respects with the then existing Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotment and/or other forms of distributions that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

AND THAT, the Board be and is hereby authorised to capitalise from the Company's retained earnings towards paying in full the second call of the Rights Shares pursuant to the Proposed Two-Call Rights Issue;

AND THAT, any fractional entitlement arising from the Proposed Two-Call Rights Issue shall be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion deem expedient and in the best interest of SIG.

AND FURTHER THAT, the Board be and hereby authorised to take all steps and to enter into all such agreements, deeds, arrangements, indemnities and guarantees as the Board may deem fit or expedient to give full effect to the Proposed Two-Call Rights Issue with full power to assent to any conditions, modification, revaluation, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board and to deal with all matters relating thereto and to take all steps to do all such acts and things in any manner as they may deem necessary, in connection with the Proposed Two-Call Rights Issue and as they may deem fit and expedient, in the interest of the Company."

By Order of the Board
SIG GASES BERHAD

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

Johor Bahru
28 October 2014

NOTES:-

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies 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/her proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee 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.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
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 Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 69(2) of 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 6 November 2014 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.