



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 M Hotels (formerly known as 360 Urban Resort Hotel), Hock Lee Centre, Level 4, Hotel Towers A, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, Malaysia on Saturday, 13 December 2014 at 9:30 a.m. or any adjournment thereof, and if thought fit, pass the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITIONS BY SARAWAK CABLE BERHAD OF 100% EQUITY INTEREST IN UNIVERSAL CABLE (M) BERHAD (“UCMB”) AND LEADER CABLE INDUSTRY BERHAD (“LCIB”) FROM HNG CAPITAL SDN. BHD. (“HNG”) FOR A PURCHASE CONSIDERATION OF RM210,000,000 TO BE SATISFIED VIA CASH PAYMENT OF RM110,324,320, ASSUMPTION OF LIABILITIES OF RM49,600,000 AND THE ISSUANCE OF 37,600,000 NEW ORDINARY SHARES OF RM1.00 EACH (“SHARE(S)”) IN SCB AT AN ISSUE PRICE OF RM1.3318 PER SCB SHARE (“PROPOSED ACQUISITIONS”)

“THAT, subject to the provisions under the Companies Act, 1965 (“Act”) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and the approvals of the relevant regulatory authorities, if relevant, being obtained for the Proposed Acquisitions, approval be and is hereby given to SCB to acquire 100% equity interest in UCMB and LCIB from HNG for a total consideration of RM210,000,000 to be satisfied via cash payment of RM110,324,320, assumption of liabilities of RM49,600,000 and issuance of 37,600,000 new SCB Shares at an issue price of RM1.3318 per Share, subject to and upon the terms and conditions set out in the conditional share purchase agreement in relation to the Proposed Acquisitions dated 20 October 2014 (“SPA”) entered into between SCB and HNG;

THAT, the SPA relating to the Proposed Acquisitions be approved, ratified and confirmed;

THAT, approval be and is hereby given to the Board of Directors of SCB (“Board”) to carry out and proceed with the Proposed Acquisitions for and on behalf of SCB;

THAT, authority be and is hereby given to the Board to assent to any modifications to the SPA and to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Acquisitions, for and on behalf of SCB;

THAT, authority be and is hereby given to the Board to give full effect to the Proposed Acquisitions with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisitions;

AND THAT, all previous acts made and/or done by the Board in connection with the Proposed Acquisitions be and hereby confirmed, approved and ratified.”

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE TO BE ENTERED INTO BY UCMB AND LCIB FROM THE DATE OF COMPLETION OF THE PROPOSED ACQUISITIONS UNTILL THE NEXT ANNUAL GENERAL MEETING OF SCB (“PROPOSED SHAREHOLDER MANDATE”)

“THAT subject to approval being obtained for Ordinary Resolution 1 and the provisions of the Listing Requirements, approval be hereby given to UCMB and LCIB (collectively the “Target Companies”) to enter into any of the category of related party transactions which are recurrent, of a revenue or trading nature and are necessary for the day-to-day operations of the Target Companies as outlined in Section 3.2, Part C of the Circular to Shareholders dated 28 November 2014 (“Circular”), with the specific related parties mentioned therein subject further to the followings:-

- (i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the non-interested shareholders; and
- (ii) Disclosure is made in the annual report a breakdown of the aggregate value of the transactions conducted pursuant to the Proposed Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements, and amongst others, based on the following information:-
 - (a) The type of the recurrent related party transactions made; and
 - (b) The names of the related parties involved in each type of the recurrent related party transaction made and their relationship with SCB.

AND THAT such approval will continue to be in force until:-

- (i) the conclusion of the next annual general meeting (“AGM”) of SCB, related at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of SCB after that date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Board be and is hereby authorised to sign, execute and deliver on behalf of SCB all necessary documents, and do all such acts and things as may be required or relevant for or in connection with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or permitted by the relevant authorities.

By order of the Board

CHAI CHIN FOH (MIA 25916)

Company Secretary

Kuching, Sarawak
28 November 2014

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, Malaysia 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 appointer 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 9 December 2014 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.