



# SARAWAK CABLE BERHAD

(Company No.: 456400-V)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventeenth (17<sup>th</sup>) Annual General Meeting of Sarawak Cable Berhad ("SCB" or "the Company") will be held at M Hotel, Hock Lee Centre, Level 4, Hotel Towers A, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak on Tuesday, 16 June 2015 at 11.00 a.m. to transact the following businesses:

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a First and Final Single Tier Dividend of 2.5 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2014. **Resolution 1**
- To approve the payment of Directors' fees amounting to RM1,055,000 for the financial year ended 31 December 2014. **Resolution 2**
- To re-elect the following Directors retiring pursuant to Article 86 of the Company's Articles of Association and being eligible, offer themselves for re-election:
  - YBhg. Dato Sri Mahmud Abu Bekir Taib **Resolution 3**
  - YBhg. Datuk Fong Joo Chung **Resolution 4**
  - Erman Bin Radin **Resolution 5**
- To consider and if thought fit, to pass the following resolution:
 

"**THAT** pursuant to Section 129(6) of the Companies Act, 1965, YBhg. Tan Sri Dato' Seri H'ng Bok San @ H'ng Ah Ba, who is over the age of 70 years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."
- To re-appoint Messrs. Ernst & Young as auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Resolution 7**

#### Special Business

- To consider and, if thought fit, pass the following resolution as ordinary resolution:
  - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 8**

"**THAT** pursuant to Section 132D of the Companies Act, 1965 and subject always 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 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 also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To consider and, if thought fit, pass the following resolution as ordinary resolution:
  - Proposed renewal of and new shareholder mandates for recurrent related party transactions of a revenue or trading nature ("Shareholder Mandate")** **Resolution 9**

"**THAT** subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiaries ("SCB Group") to enter into any of the categories of related party transactions which are recurrent, of a revenue or trading nature and are necessary for the day-to-day operations of SCB Group as outlined in Section 3.2 on pages 4 to 10 of the Circular to Shareholders dated 22 May 2015 ("Circular"), with the specific related parties mentioned therein subject further to the followings:

  - 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 minority shareholders; and
  - 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 Main Market Listing Requirements, and amongst others, based on the following information:
    - the type of the recurrent related party transactions made; and
    - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

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

  - the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") [but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
  - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholder Mandate.
- To transact any other business which may properly be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN** that a First and Final Single Tier Dividend of 2.5 sen per ordinary share of RM0.50 each, in respect of the financial year ended 31 December 2014, if approved at the Seventeenth (17<sup>th</sup>) Annual General Meeting, will be payable on 27 July 2015 to depositors whose names appear in the Record of Depositors on 3 July 2015.

A depositor shall qualify for entitlement only in respect of:

- shares transferred to the depositor's securities account before 4.00 p.m. on 3 July 2015 in respect of transfer; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

#### By Order of the Board of Directors

**Teoh Wen Jinq (MIA 25770)**

Company Secretary

Kuching, Sarawak

Dated: 22 May 2015

#### Explanatory Notes on Special Business:

##### (a) Ordinary resolution no. 8 - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed resolution no. 8 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders at the Company's annual general meeting held on 16 June 2014 ("AGM 2014"). The Company did not utilize the mandate that was approved at the AGM 2014.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

##### (b) Ordinary resolution no. 9 - Proposed renewal of and new shareholder mandates for recurrent related party transactions of a revenue or trading nature

Paragraph 10.09 of the Main Market Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations ("RRPT"), a public listed company may seek a Shareholder Mandate.

The proposed resolution no. 9, if passed, will authorise the Company and each of its subsidiaries to enter into RRPT with the mandated related parties as identified in Section 3.2 on pages 4 to 10 of the Circular dated 22 May 2015 ("Circular"), which are necessary for the SCB Group's day-to-day operations, provided that such 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 minority shareholders.

By obtaining the Shareholder Mandate, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of SCB Group or adversely affecting the business opportunities available to SCB Group.

#### Notes:

- A Proxy may but need not be a Member of the Company. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- 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 not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- A member of the Company entitled to attend, speak and vote at this Annual General Meeting ("AGM") 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.
- If the appointor 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.
- 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.
- A depositor whose name appears in the Record of Depositors as at 10 June 2015 shall be regarded as a Member of the Company entitled to attend this AGM or appoint a proxy to attend, speak and vote on his behalf.