

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

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting (“AGM”) of the Company will be held at the Creator Hotel (formerly known as Kulai City Inn Hotel), Ballroom, 3rd Floor, Kulai Centre Point, Lot.1566, Batu 20, Jalan Kulai-Air Hitam, 81000, Kulai, Johor on Tuesday, 18th August 2015 at 3.00 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 2015 together with the Directors’ and Auditors’ Reports thereon. | Please refer
Note A. |
| 2. To approve a final single tier dividend of 4 sen for the financial year ended 30 April 2015. | Ordinary
Resolution 1 |
| 3. To approve the payment of Directors’ fees for the financial year ended 30 April 2015. | Ordinary
Resolution 2 |
| 4. 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) Dato’ Sri Lee Hock Guan

(ii) Mr Wong Tun Boon |

Ordinary
Resolution 3
Ordinary
Resolution 4 |
| 5. 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 5 |

AS SPECIAL BUSINESS

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

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| 6. PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES | Ordinary
Resolution 6 |
| <p>“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965 (“Act”), provisions in the Company’s Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-</p> <p>(1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company (“Proposed Share Buy-Back”) as quoted on Bursa Securities as at the point of purchase;</p> | |

- (2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit and share premium account of the Company. As at the latest financial year ended 30 April 2015, the unappropriated profit account and share premium account of the Company stood at RM4,135,359 and RM1,637,435 respectively;
- (3) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
 - (a) at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (a) to cancel the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and
- (d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Board of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company.”

7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

*Ordinary
Resolution 7*

“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 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.”

7. To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Eighth AGM, a final single tier dividend of 4 sen per ordinary share of RM0.50 each for the financial year ended 30 April 2015 will be paid on 18 September 2015 to depositors whose names appear in the Record of Depositors on 28 August 2015.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 28 August 2015 in respect of transfers.
- b) 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

LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)

Company Secretaries

Kuala Lumpur

27 July 2015

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 Eighth AGM, the Company shall be requesting the Record of Depositors as at 12 August 2015. Only a depositor whose name appears on the Record of Depositors as at 12 August 2015 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 6 – Proposed authority for the Company to purchase its own shares

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Share Buy-Back are set out in the Circular to shareholders of the Company dated 27 July 2015 which is dispatched together with the Company's Annual Report 2015.

Ordinary Resolution 7 – 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 Eighth AGM of the Company.

A general mandate has been granted by the shareholders of the Company at the Seventh AGM on 12 September 2014. 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.