

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 19th Annual General Meeting of **SCOMI ENERGY SERVICES BHD** ("the Company") will be held at Banquet Hall, First Floor, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Monday, 7 September 2015 at 10.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS:**

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

1. To receive the Financial Statements for the financial year ended 31 March 2015 and the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To re-elect the following Directors who retire in accordance with Article 86 of the Company's Articles of Association and being eligible, offer themselves for re-election:- **(Ordinary Resolution 2)**
  - (i) Dato' Sri Meer Sadik Bin Habib Mohamed
  - (ii) Mr Lee Chun Fai
3. To approve the payment of Directors' fees amounting to RM343,375.35 for Non-Executive Directors in respect of the financial year ended 31 March 2015. **(Ordinary Resolution 3)**
4. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 March 2016 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

**AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

5. **Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 5)**

"THAT subject to the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, where necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company, at any 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 percent (10%) of the issued and paid-up share capital of the Company for the time being and that the Directors be and are hereby further authorised to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting at which time the authority will lapse, unless the authority is renewed by an ordinary resolution passed at the next Annual General Meeting;
- ii. the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii. revoked or varied by an ordinary resolution passed by the Company's shareholders in a general meeting,

whichever occurs first."

6. **Proposed Renewal of Authority for the Purchase by the Company of its ordinary shares of up to 10% of the issued and paid-up share capital ("Share Buy-back")** **(Ordinary Resolution 6)**

"THAT subject to the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time), the Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, where necessary, approval be and is hereby given for the Company to purchase such number of ordinary shares of RM0.45 each in the Company of up to ten percent (10%) of its issued and paid up share capital ("SES Shares") from the market of Bursa Securities, from time to time, as may be determined by the Directors of the Company, in the manner set out in the Share Buy-Back Statement to the Company's shareholders dated 14 August 2015 ("the Share Buy-Back Statement");

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting at which time the authority will lapse, unless the authority is renewed by an ordinary resolution passed at the next Annual General Meeting;
- ii. the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii. revoked or varied by an ordinary resolution passed by the Company's shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of any purchase of SES Shares by the Company prior to the lapse or expiration or revocation or variation of the authority as aforesaid.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all acts and deeds and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing or implementing the Share Buy-Back in the manner set out in the Share Buy-Back Statement, and that following completion of the Share Buy-Back, the power to cancel or retain as treasury shares, any or all of the SES Shares so purchased, resell on the market of Bursa Securities or distribute as dividends to the Company's shareholders or subsequently cancel, any or all of the treasury shares, with full power to assent to any condition, revaluation, modification, variation and/or amendment in any manner as may be required by any relevant authority or otherwise as they deem fit in the best interests of the Company."

7. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board

**CHONG MEI YAN** (MAICSA 7047707)

**ONG WEI LENG** (MAICSA 7053539)

Company Secretaries

Petaling Jaya

Date: 14 August 2015

**Note 1 : Appointment of Proxy**

(i) Other than an exempt authorised nominee, a member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two) to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.

(ii) Where a member or an exempt authorised nominee appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.

(iii) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 authorised nominee may appoint in respect of each omnibus account it holds with ordinary shares standing to the credit of the said omnibus account.

(iv) The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under 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.

(v) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, 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 PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.

(vi) For the purpose of determining a member who shall be entitled to attend the forthcoming 19th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 54 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 2 September 2015. Only depositor whose name appears on the General Meeting Record of Depositors as at 2 September 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**Note 2 : Financial Statements for the financial year ended 31 March 2015 and the Reports of the directors and Auditors thereon**

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 and hence is not put forward for voting.

**Note 3 : Abstention from voting**

The interested Directors of the Company who are shareholders of the Company will abstain from voting on the Ordinary Resolutions 2 in respect of their re-election as the Director of the Company at the 19th Annual General Meeting.

All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolution 3 concerning remuneration to Non-Executive Directors at the 19th Annual General Meeting.

**Note 4 : Explanatory Note on Item 5 of the Agenda (Ordinary Resolution 5)**

The ordinary resolution under Item 5 above is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company authority from the date of the forthcoming 19th Annual General Meeting of the Company, to issue and allot shares in the Company at any time up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company ("Share Mandate"). This Share Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held. With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. In addition, the costs involved will also be lower as the need to have an extraordinary general meeting of the Company ("EGM") will be dispensed with if the proposed issuance of shares is within the 10% threshold. The Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold allowed by the Share Mandate.

The proposed resolution is to seek a renewal of the Share Mandate which was approved by the shareholders at the 18th Annual General Meeting of the Company held on 23 September 2014. As the date of this notice, no new shares in the Company were issued and allotted pursuant to the Share Mandate, which will lapse at the conclusion of the forthcoming 19th Annual General Meeting to be held on 7 September 2015.

**Note 5 : Explanatory Note on Item 6 of the Agenda (Ordinary Resolution 6)**

The ordinary resolution under Item 6 above, if passed, will empower the Directors to purchase the shares of up to ten percent (10%) of the issued and paid-up share capital of the Company by utilizing funds not exceeding the retained profits and the share premium account of the Company. This authority, unless revoked or varied at a general meeting, will expire at the earlier of either the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held.

The details relating to Ordinary Resolution 6 are set out in the Statement for Share Buy-Back dated 14 August 2015.