



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting ("AGM") of SAM Engineering & Equipment (M) Berhad will be held at the First Floor, SAM Meerkat (M) Sdn Bhd, Plot 103, Hilir Sungai Keluang Lima, Taman Perindustrian Bayan Lepas 4, 11900 Penang on Wednesday, 17 August 2016 at 11.00 am to transact the following business:-

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of Directors and Auditors thereon. Please refer Note 7
- To re-elect the following Directors who are retiring pursuant to Article 91 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - 2.1 Mr Goh Wee Keng Ordinary Resolution 1
 - 2.2 Dato' Wong Siew Hai Ordinary Resolution 2
- To re-appoint Mr Tan Kai Hoi who is retiring pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election. Ordinary Resolution 3
- To approve the payment of Directors' fees amounting to RM397,500 for the financial year ended 31 March 2016. Ordinary Resolution 4
- To re-appoint Messrs KPMG as Auditors of the Company, to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors. Ordinary Resolution 5

As Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions with or without modification:-

- 6. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** Ordinary Resolution 6

"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject 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 total 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 to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

- 7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT")** Ordinary Resolution 7

"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("SAM Malaysia Group") to enter into recurrent related party transactions of a revenue or trading nature as specified in **Section 2.5** of the Circular to Shareholders dated **25 July 2016** which transactions are necessary for the day-to-day operations in the ordinary course of business of SAM Malaysia Group on terms not more favourable to the related parties than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company and the shareholders' mandate is subject to annual renewal and disclosure being made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which the authorisation is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but shall 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 of the Company in a general meeting;
- whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

- 8. Continuation in office as Independent Non-Executive Directors**

THAT the following Directors be retained as Independent Non-Executive Directors of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next AGM:-

- 8.1 Dato' Mohamed Salleh Bin Bajuri Ordinary Resolution 8
- 8.2 Dato' Robin Seo Eng Lin Ordinary Resolution 9
- 8.3 Dato' Wong Siew Hai Ordinary Resolution 10

- To transact any other business of which due notice shall have been given.

By Order of the Board

Ong Tze-En (MAICSA 7026537)

Chin Lee Phing (MAICSA 7057836)

Joint Company Secretaries

Penang, 25 July 2016

Notes:

- A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 ("the Act") shall not apply to the Company. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), it may appoint up to 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.

- Where a Member of the Company is an exempt authorised nominee 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.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

- To be valid, the proxy form must be deposited at the Company's Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.

- In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 August 2016 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Note on Ordinary Business:

- Agenda 1 is meant for discussion only as the provisions of Section 169(1) of the Act does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Explanatory Notes on Special Business:

- The proposed Ordinary Resolution 6 is for the purpose of granting a renewed general mandate ("General Mandate") empowering the Directors of the Company, pursuant to Section 132D of the Act to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 25 August 2015 and which will lapse at the conclusion of the Twenty-Second AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

- The proposed Ordinary Resolution 7, if approved by shareholders, will authorise the Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 25 July 2016, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or revoked/varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earliest. Further information on the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 25 July 2016.

- The proposed Ordinary Resolutions 8, 9 and 10, if passed, will retain Dato' Mohamed Salleh Bin Bajuri, Dato' Robin Seo Eng Lin and Dato' Wong Siew Hai as Independent Non-Executive Directors of the Company to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the recommendation No. 3.3 of the Malaysian Code on Corporate Governance 2012. The detail of the Board's justification and recommendation for the retention of the Independent Directors are set out in the Corporate Governance Statement in the 2016 Annual Report.