

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 14<sup>th</sup> Annual General Meeting of **SCOMI GROUP BHD** (the "Company") will be held at Banquet Hall, 1<sup>st</sup> Floor, Kuala Lumpur Golf & Country Club, 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Thursday, 18 August 2016 at 2:30 pm 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 Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Article 82 of the Articles of Association of the Company and who being eligible, offer themselves for re-election:
  - (i) Dato' Mohammed Azlan Bin Hashim; **(Resolution 1)**
  - (ii) Dato' Sreesanthan A/L Eliathamby; and **(Resolution 2)**
  - (iii) Mr Shah Hakim @ Shahzanim Bin Zain. **(Resolution 3)**
3. To re-elect Mr Cyrus Eruch Daruwalla who was appointed to the Board during the year and retires in accordance with Article 89 of the Articles of Association of the Company and who being eligible, offers himself for re-election. **(Resolution 4)**
4. To approve the payment of Directors' fees amounting to RM492,163.90 for Non-Executive Directors in respect of the financial year ended 31 March 2016. **(Resolution 5)**
5. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 March 2017 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

**AS SPECIAL BUSINESS:**

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

6. **Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965** **(Resolution 7)**

"**THAT**, subject to the Companies Act, 1965, 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 to be issued and allotted 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** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

7. **Proposed Renewal of Authority for the Purchase by the Company of its ordinary shares of up to ten percent (10%) of the issued & paid-up share capital** **(Resolution 8)**

"**THAT**, subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant authorities, approval be and is hereby given for the Company to purchase from the market of Bursa Securities such number of ordinary shares of RM0.10 each in the Company ("Share Buy-back") as may be determined by the Directors from time to time, and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company **PROVIDED THAT** the aggregate number of ordinary shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point in time and an amount not exceeding the total retained earnings of approximately RM628.69 million and/or share premium account of approximately RM444.83 million of the Company based on the Audited Financial Statements for the financial year ended 31 March 2016 be allocated by the Company for the Share Buy-back;

**THAT** such authority shall commence immediately 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 by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed; or
- (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 of the shareholders of the Company in a general meeting,

whichever occurs the earliest, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date;

**THAT** the Directors 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 dated 26 July 2016, **AND THAT** following completion of the Share Buy-back, the power to cancel or retain as treasury shares, any or all of the shares so purchased, resell on the market of Bursa Securities or distribute as dividends to the shareholders of the Company 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."

8. To transact any other business of the Company for which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.

**By Order of the Board**

**ONG WEI LENG (MAICSA 7053539)**

**CHONG MEI YAN (MAICSA 7047707)**

Company Secretaries

Petaling Jaya

Date: 26 July 2016

**Notes:**

- (1) 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.
- (2) Where a member or an exempt authorised nominee appoints two proxies, the appointments shall be invalid unless he or it specifies the proportion of his or its holding to be represented by each proxy.
- (3) 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.
- (4) The instrument for the appointment of 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.
- (5) The instrument for the appointment of a proxy 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, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 14<sup>th</sup> Annual General Meeting or any adjournment thereof.
- (6) The lodging of a completed Form of Proxy to the Share Registrar of the Company will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so. Should you subsequently decide to attend and vote in person at the meeting, you are requested to rescind your earlier appointment of proxy(ies), and notify the Share Registrar of the Company as soon as practicable.
- (7) For the purpose of determining a member who shall be entitled to attend this 14<sup>th</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 57 and 58 of the Articles of Association of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 15 August 2016. Only a depositor whose name appears on the General Meeting Record of Depositors as at 15 August 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his or its behalf.

**Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors thereon**

- (8) The audited financial statements under Agenda 1 are laid before the shareholders for discussion only as under the provisions of Section 169(1) and (3) of the Companies Act, 1965, the audited financial statements do not require a formal approval of the shareholders and hence, the matter is not put forward for voting.

**Abstention from voting**

- (9) The interested Directors of the Company who are shareholders of the Company will abstain from voting on the relevant resolutions in respect of their re-election as the Director of the Company at the 14<sup>th</sup> Annual General Meeting.
- (10) All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolution 5 concerning remuneration to the Non-Executive Directors at the 14<sup>th</sup> Annual General Meeting.

**Explanatory Notes on Special Business**

- (11) Ordinary Resolution 7 - Proposed renewal of the authority for Directors to issue and allot shares  
The ordinary resolution 7 above is proposed for the purpose of granting a renewed general mandate for issuance and allotment of shares by the Company under Section 132D of the Companies Act, 1965, and if passed, will give the Directors the authority, from the date of the above Annual General Meeting, to issue and allot shares in the Company at any time up to an aggregate amount not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company ("Share Mandate") without convening a General Meeting, which may delay the capital raising initiatives and incur relevant costs in organising the required General Meeting. The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the 13<sup>th</sup> Annual General Meeting held on 8 September 2015 and which will lapse at the conclusion of the forthcoming 14<sup>th</sup> Annual General Meeting. 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. With this Share Mandate, the Company will have the flexibility to undertake any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
- (12) Ordinary Resolution 8 - Proposed renewal of the authority to purchase own shares  
The ordinary resolution 8 above, if passed, will empower the Directors to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising funds not exceeding the retained earnings and/or 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 is required by law to be held. The details relating to ordinary resolution 8 are set out in the Share Buy-back Statement dated 26 July 2016.

**Personal data privacy**

- (13) By lodging of a completed Form of Proxy to the Share Registrar of the Company for appointing a proxy(ies) and/or representative(s) to attend and vote in person at the 14<sup>th</sup> Annual General Meeting and any adjournment thereof, a member of the Company is hereby:
  - (i) consented to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 14<sup>th</sup> Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 14<sup>th</sup> Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
  - (ii) warranted that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes ("**Warranty**"); and
  - (iii) agreed that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.