

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting of **SCOMI ENGINEERING BHD** (the "Company") will be held at Banquet Hall, 1st Floor, Kuala Lumpur Golf & Country Club, 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Wednesday, 17 August 2016 at 2:30 p.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 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 80 of the Articles of Association of the Company and who being eligible, offer themselves for re-election:
 - (a) Datuk Zainun Aishah Binti Ahmad; and **(Resolution 1)**
 - (b) Dato' Ikmal Hijaz Bin Hashim. **(Resolution 2)**
3. To re-elect the following directors who retire in accordance with Article 87 of the Articles of Association of the Company and who being eligible, offer themselves for re-election:
 - (a) Mr Liew Willip; **(Resolution 3)**
 - (b) Mr Kanesan A/L Velupillai; and **(Resolution 4)**
 - (c) Mr Cyrus Eruch Daruwalla. **(Resolution 5)**
4. To approve the payment of Directors' fees amounting to RM273,803.28 for Non-Executive Directors in respect of the financial year ended 31 March 2016. **(Resolution 6)**
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 7)**

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 8)**

"**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. 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)
Company Secretary

Petaling Jaya
26 July 2016

Notes:

1. A member of the Company who is entitled to attend and vote at any general meeting of the Company is entitled to appoint any person as his/her proxy or proxies (but not more than two) to attend and vote in his/her behalf. There shall be no restriction as to the qualification of the proxy.
2. Where a member of the Company who is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. The instrument appointing a proxy, in the case of an individual shall be signed by the appointer 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 appointing 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 PJU1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 32nd Annual General Meeting or at 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 32nd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 57 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 12 August 2016. Only a depositor whose name appears on the General Meeting Record of Depositors as at 12 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 provision 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, this agenda 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 32nd 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 6 concerning remuneration to the Non-Executive Directors at the 32nd Annual General Meeting.

Explanatory notes on Special Business

11. Ordinary Resolution 8 - Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965.

The ordinary resolution 8 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 31st Annual General Meeting held on 7 September 2015 and which will lapse at the conclusion of the forthcoming 32nd 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).

Personal data privacy

12. 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 32nd 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 32nd Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 32nd 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.