

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Second Annual General Meeting of Seacera Group Berhad ("Company") will be held at Lot 16428, 14km Jalan Ipoh, Kawasan Perindustrian Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Friday, 30 June 2017 at 10.00 a.m. to transact the following businesses: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon. *(Please refer to Explanatory Note A)*
Ordinary Resolution 1
- To approve the payment of Directors' fees of RM 159,000.00 in respect of the financial year ended 31 December 2016. **Ordinary Resolution 2**
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to RM 50,000.00 from 1 January 2017 until the next annual general meeting of the Company. **Ordinary Resolution 3**
- To re-elect Halim @ Ab Halim bin Ismail who retires pursuant to Article 67(a) of the Company's Constitution. **Ordinary Resolution 4**
- To re-appoint Datuk Mansor Bin Masikon as a Director of the Company. **Ordinary Resolution 5**
- To appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 6**
- Authority to Issue Shares

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

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

- Proposed Renewal of Share Buy-back Authority **Ordinary Resolution 7**

To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

"THAT subject to the Companies Act 2016 ("Act"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("Shares") through Bursa Securities, subject to the following:

- The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;
- The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which this resolution was passed, at which time the authority shall lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or
 - the expiry of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting; whichever occurs first;
- Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt in the following manner as the Directors of the Company may decide:
 - cancel the Shares so purchased; or
 - retain the Shares so purchased as treasury shares; or
 - retain part of the Shares so purchased as treasury shares and cancel the remainder; or
 - distribute the treasury shares as dividends to shareholders; or
 - resell the treasury shares or any of the shares in accordance with the relevant rules of Bursa Securities; or
 - transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme; or
 - transfer the treasury shares, or any of the shares as purchase consideration; or
 - sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."

- Proposed Retention of Independent Non-Executive Director **Ordinary Resolution 8**

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

"THAT Cik Norhanum Binti Nordin be and is hereby retained as an Independent Non-Executive Director of the Company and she shall continue to act as an Independent Non-Executive Director notwithstanding that she has been on the Board of the Company for a cumulative term of more than nine (9) years."

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

BY ORDER OF THE BOARD

SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
Dated: 28 April 2017

NOTES:

- Only members whose names appear on the Record of Depositors as at 23 June 2017 shall be entitled to attend, speak and vote at the Annual General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy 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 share 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.
- 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 its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the Thirty Second Annual General Meeting or any adjournment thereof.
- Explanatory Notes on Special Business:

Note A - The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

Ordinary Resolutions 1 & 2 - Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Thirty-Second Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees in respect of the preceding year 2016; and
- Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) in respect of the current year 2017 until the next AGM.

The current fees structure for Directors' benefits of the Company includes meeting allowances for Board/Board Committee meetings attended and premium paid/payable for the Directors' and Officers Liability Insurance. The Directors' benefits from 1 January 2017 until the conclusion of the next AGM is estimated not to exceed RM50,000.00. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/ Board Committee meetings, increase in Board size and/or increase in the amount of premium payable for the Directors' and Officers Liability Insurance.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed on page 18 to 19 of the Statement on Corporate Governance in the Annual Report 2016.

Ordinary Resolution 4 - At the Thirty-First AGM of the Company held on 30 June 2016, Datuk Mansor Bin Masikon, who is above the age of 70 years, was re-appointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Thirty-First AGM. With the coming into force the Act on 31 January 2017, there is no age limit for directors. Datuk Mansor Bin Masikon has offered himself for re-appointment.

The proposed Ordinary Resolution 4, if passed, will enable Datuk Mansor Bin Masikon to continue to act as Director of the Company and he shall subject to retirement by rotation at a later date.

Ordinary Resolution 6 - The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company, from the date of the Thirty-Second AGM, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of printing of the Annual Report, no new shares were issued by the Company pursuant to the authority granted to the Directors at the Thirty-First AGM held on 30 June 2016 and the said authority will lapse at the conclusion of the Thirty-Second AGM.

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

Ordinary Resolution 7 - The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the Proposed Share Buy-Back is set out in the Share Buy-Back Statement to Shareholders dated 28 April 2017, which is despatched together with the Company's Annual Report 2016.

Ordinary Resolution 8 - The proposed Ordinary Resolution 8 is proposed pursuant to the Recommendation of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Cik Norhanum Binti Nordin to be retained and continue to act as Independent Non-Executive Director of the Company.

The full details of the Board's justifications for the retention of Cik Norhanum Binti Nordin is set out on page 17 to 18 of the Statement on Corporate Governance in the Annual Report 2016.