

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 21<sup>st</sup> Annual General Meeting of **SCOMI ENERGY SERVICES BHD**. ("the Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 21 August 2017 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 Audited Financial Statements for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and being eligible, offer themselves for re-election:- (Ordinary Resolution 2)
  - (i) Shah Hakim @ Shahzanim Bin Zain (Ordinary Resolution 2)
  - (ii) Ravinder Singh Grewal A/L Sarbjit S (Ordinary Resolution 3)
3. To approve the payment of Directors' fees amounting to RM375,939.75 for Non-Executive Directors in respect of the financial year ended 31 March 2017. (Ordinary Resolution 3)
4. To approve the payment of Directors' Remuneration (excluding Directors' fees) to Non-Executive Directors up to an amount of RM160,000.00 from 31 January 2017 until the next Annual General Meeting of the Company. (Ordinary Resolution 4)
5. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 March 2018 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

**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 75 of the Companies Act, 2016** (Ordinary Resolution 6)
 

"That, subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to issue and allot shares in the Company, at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided it does not exceed 10% of the total number of issued shares of the Company as prescribed by the MMLR at the time of issuance of shares and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier.
7. To transact any other business of the Company for which due notice shall have been given in accordance with the Companies Act, 2016 and the Articles of Association of the Company.

By Order of the Board

**CHONG MEI YAN** (MAICSA 7047707)

**ONG WEI LENG** (MAICSA 7053539)

Company Secretaries

Petaling Jaya

Date: 28 July 2017

**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 to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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 of that power or authority shall be 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 for holding the 21<sup>st</sup> Annual General Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (vi) The lodging of a completed Form of Proxy to the Share Registrar of the Company will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so. If a member subsequently decide to attend and vote in person at the meeting, the member is requested to rescind his/her earlier appointment of proxy(ies), and notify the Share Registrar of the Company as soon as practicable.
- (vii) For the purpose of determining a member who shall be entitled to attend the forthcoming 21<sup>st</sup> 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 14 August 2017. Only depositor whose name appears on the General Meeting Record of Depositors as at 14 August 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**Note 2: Audited Financial Statements for the financial year ended 31 March 2017 and the Reports of the directors and Auditors thereon**

The audited financial statements under Agenda 1 are laid before the shareholders for discussion only as under the provisions of Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the shareholders and hence, the matter is not put forward for voting.

**Note 3: Abstention from voting**

- (i) 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 21<sup>st</sup> Annual General Meeting.
- (ii) All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 3 and 4 concerning fees and remuneration to Non-Executive Directors at the 21<sup>st</sup> Annual General Meeting.

**Note 4: Explanatory Notes on Directors' Fees**

**Ordinary Resolution 3**

The fees for the Non-Executive Directors as set out below have been implemented since Financial Year ("FY") 2009 and the Board had agreed that the Directors' Fees in respect of FY 2017 be maintained as follows :-

	<b>Annual Fee</b>
a. Chairman of the Board of Directors	RM60,000.00
b. Chairman of the Audit & Risk Management Committee ("ARMC")	RM60,000.00
c. Non-Executive Director who is a member of the ARMC	RM58,000.00
d. Non-Executive Director who is not a member of the ARMC	RM48,000.00

The payment of the Directors Fees in respect of the FY 2017 will only be made if the proposed Resolution 3 has been approved at the 21<sup>st</sup> AGM of the Company.

**Note 5: Explanatory Notes on Directors' Remuneration (excluding Directors' fees)**

**Ordinary Resolution 4**

Pursuant to Section 230 of the Companies Act 2016, which came into force on 31 January 2017, any fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is therefore seeking the shareholders' approval for the payment of Directors' Remuneration (excluding Directors' fees) to its Non-Executive Directors for the period commencing 31 January 2017 until the next AGM to be held in 2018 ("Relevant Period") in accordance with the remuneration structure set out below, payable as and when incurred:

1	Meeting Allowance	Board of Directors	RM1,000 (per meeting)
2	Meeting Allowance	Board Committee	RM1,000 (per meeting)
3	Transport allowance for attending AGM, Board Meetings, Board Committee Meetings, Directors' Training and the Company's events	Non-Executive Director who is based in Malaysia but outside of Wilayah Persekutuan Kuala Lumpur and Selangor	RM500 (per trip)

In determining the estimated total Directors' Remuneration (excluding Directors' Fees) for the Relevant Period, the size of the Board and Board Committees and the number of meetings estimated to be held during the Relevant Period based on the above remuneration structure were taken into consideration.

**Note 6: Explanatory Notes on Special Business:**

**Ordinary Resolution 6**

**- Authority to Issue and Allot Shares Pursuant to Section 75 of the Companies Act, 2016**

The Ordinary Resolution 6 is proposed pursuant to Sections 75 of the Companies Act, 2016, and if passed, will give the Directors of the Company authority from the date of the forthcoming 21<sup>st</sup> 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 total number of issued shares 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 20<sup>th</sup> Annual General Meeting of the Company held on 17 August 2016. As the date of this notice, no new shares in the Company were issued and allotted pursuant to that Share Mandate, which will lapse at the conclusion of the forthcoming 21<sup>st</sup> Annual General Meeting to be held on 21 August 2017.

**Note 7: Personal data privacy:**

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 21<sup>st</sup> Annual General Meeting and any adjournment thereof, a member of the Company is hereby:

- (i) consenting 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 21<sup>st</sup> Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 21<sup>st</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) warranting 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) agreeing 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.