

Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 9th Annual General Meeting ("AGM") of SIG Gases Berhad will be held at Holiday Villa Johor Bahru City Centre, Diamond 5 Hall, Level 10, No. 260,

(Please refer

Explanatory Note 1)

(Resolution 2)

(Resolution 3)

(Resolution 4) (Resolution 5)

(Resolution 6)

(Resolution 7)

(Resolution 8)

Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on Friday, 18 May 2018 at 12.00 p.m. to transact the following businesses: Resolution on Proxy Form NOTES: AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.
- To approve the payment of a first and final single-tier dividend of 0.8 sen per share in respect of the financial year ended 31 (Resolution 1) December 2017
- To approve the payment of Directors' fees of RM317,280 for the financial year ending 31 December 2018.
- approve the payment of Directors' benefits up to an amount of RM35,000, from 1 January 2018 to the $10^{\rm th}$ Annual General Meeting of the Company.
- To re-elect the following Directors who retire pursuant to Article 103 of the Company's Articles of Association, comprising part of the
 - Company's Constitution:-Mr Lau Cheng Ming Mr Lee Ting Kiat
 - To re-appoint Ernst & Young as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTION 1 AUTHORITY TO DIRECTORS TO ALLOT SHARES

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of was given or at the expiry of the Period within which the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting.

ORDINARY RESOLUTION 2

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE")

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiary companies ("the Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.1 of the Circular to Shareholders dated 19 April 2018, provided that such transactions Snareholders dated 19 April 2018, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arms-length basis, on normal commercial terms that are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:-

- the conclusion of the next AGM of the Company following this AGM at which the Proposed Renewal of RRPT Mandate is passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by shareholders in a general meeting, whichever is earlier;

AND THAT the Directors of the Company be hereby authorised to complete and 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 Proposed Renewal of RRPT Mandate.

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT a first and final single-tier dividend of 0.8 sen per share in respect of the financial year ended 31 December 2017, if approved by the shareholders at the 9th Annual General Meeting, will be payable on 14 June 2018 to shareholders whose names appear in the Record of Depositors on 31 May 2018.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 31 May 2018 in respect of transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board SIG GASES BERHAD

YONG MAY LI (f) (LS0000295)

Company Secretaries

Johor Bahru 19 April 2018 A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the

- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than 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 defined under 3 the SICDA 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.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy, in the case of an individual shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under the corporation's seal or under the hand of an officer or 5 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.
- The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the registered office of the Company at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than forty-eight (48) hours before the annual general meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 11 May 2018 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES:

Ordinary Business:

Item 1 of the Agenda - Audited Financial Statements for the year ended 31 December 2017

This Audited Financial Statements is meant for discussion only as the provision of Section 248(2) and 340(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

Resolution 2 - Item 3 of the Agenda: Directors' Fees Resolution 3 - Item 4 of the Agenda: Directors' Benefits

Section 230(1) of the Companies Act, 2016 provides amongst others, that "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 on the following two (2) separate resolutions shall be sought at the 9th Annual General Meeting:

- Resolution 2 on payment of Directors' Fee in respect of the current year 2018; and
- Resolution 3 on payment of Directors' benefits in respect of the current year 2018 and until the 10th Annual General Meeting 2019.

The estimated amount of Directors' benefits of up to RM35,000 payable would comprise wholly for meeting allowances which was calculated based on the number of scheduled Board's and Board Committees' meetings for the current financial year ending 31 December 2018 until the 10th Annual General Meeting.

Special Business:

Re-election of Directors who retire pursuant to the Article 103 of the Company's Article of Association

Article 103 provided that one-third of the directors shall retire from office at the general meeting in every subsequent year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Directors shall retain office until the close of the meeting at which he retires. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall be determined by lot.

Mr Lau Cheng Ming and Mr Lee Ting Kiat being eligible and have offered themselves for re-election at this 9th AGM pursuant to Article 103 of the Article of Association of the Company. The Board approved for the re-election of Mr Lau Cheng Ming and Mr Lee Ting Kiat as Director of the Company at the forthcoming 9th Annual General Meeting.

Ordinary Resolution 1 - Authority to Directors to Allot Shares

The purpose of this Ordinary Resolution 1 is for the renewal of the general mandate obtained from the members at the last AGM and if passed, will give flexibility to the Directors to allot new ordinary shares during the preceding 12 months up to an amount not exceeding 10% of the issued share capital of the Company without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. This authority will commence from the date of this AGM and, unless earlier revoked or varied by a resolution of the shareholders of the Company at a subsequent general meeting, shall expires at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

As at the date of this Notice, no new shares of the Company have been issued pursuant to the general mandate obtained at the 8th AGM of the Company held on 19 May 2017, and which will lapse at the conclusion of the 9th AGM.

5. Ordinary Resolution 2 - Proposed Renewal of RRPT Mandate

The purpose of this Ordinary Resolution 2, if passed, will allow the Group to continue to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms that are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 19 April 2018 for further information