



**NOTICE OF  
EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of SAM Engineering & Equipment (M) Berhad ("**SAMEE**" or the "**Company**") will be held at First Floor, SAM Meerkat (M) Sdn Bhd, Plot 103, Hilir Sungai Keluang Lima, Taman Perindustrian Bayan Lepas 4, 11900 Penang on Tuesday, 14 August 2018 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-Fourth Annual General Meeting of SAMEE to be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

**ORDINARY RESOLUTION**

**PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' SHARE GRANT SCHEME ("ESGS") OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF SAMEE (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE ESGS FOR THE ELIGIBLE EMPLOYEES OF SAMEE AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESGS")**

**"THAT** subject to the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Directors of the Company to:

- (a) establish, implement and administer the Proposed ESGS which involves the issuance and allotment of new ordinary shares in SAMEE ("**SAMEE Shares**") to all eligible employees of SAMEE and its subsidiaries (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the ESGS ("**Eligible Employees**") as set out in the by-laws of the Proposed ESGS, a draft of which is set out in Appendix I of the circular to the shareholders of SAMEE dated 16 July 2018 ("**By-Laws**");
- (b) issue and allot from time to time such number of new SAMEE Shares as may be required to be issued and allotted to the Eligible Employees pursuant to their vesting of SAMEE Shares under the Proposed ESGS, provided that the total number of new SAMEE Shares to be issued and allotted shall not exceed in aggregate 5% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the ESGS and that such new SAMEE Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing SAMEE Shares;
- (c) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESGS and the terms of the By-Laws;
- (d) add, amend, modify and/or delete any part of the provisions of the By-Laws and all rules, regulations and administration relating to the Proposed ESGS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESGS, provided that such additions, amendments, modifications and/or deletions are effected and permitted in accordance with the provisions of the By-Laws; and
- (e) extend the Proposed ESGS for a further period of up to 5 years or such longer duration as may from time to time be permitted by the relevant authorities without having to obtain further approvals of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities) or the relevant regulatory authorities and to consent to and to adopt, if the Board so deems fit and expedient, such conditions, variations, amendments and/or modifications as may be required or imposed by the relevant authorities in respect of the Proposed ESGS;

**AND THAT** the proposed By-Laws be and is hereby approved."

By Order of the Board

**CHIN LEE PHING (MAICSA 7057836)**

**THUM SOOK FUN (MIA 24701)**

**CHEW PECK KHENG (LS 0009559)**

Joint Company Secretaries

Penang

16 July 2018

**Notes:**

1. A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("**SICDA**"), it may appoint up to 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.
3. Where a Member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the form of proxy must be deposited at the Company's Registered Office at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 Georgetown, Pulau Pinang, Malaysia at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournments thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 8 August 2018 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.