

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 16<sup>th</sup> Annual General Meeting of **SCOMI GROUP BHD** (the "Company") will be held at Persatuan Alumni Universiti Malaya, Lot 10476, Jalan Susur Damansara (Jalan Damansara Lama), Off Jalan Gegambir, 50480 Kuala Lumpur on Friday, 24 August 2018 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 2018 and the Reports of the Directors (Please refer to and Auditors thereon. note 8)
2. To re-elect the following Directors who retire by rotation in accordance with Article 82 of the Articles of Association of the Company and who being eligible, have offered themselves for re-election:  
(i) Shah Hakim @ Shahzanim bin Zain (Resolution 1)  
(ii) Lee Chun Fai (Resolution 2)
3. To re-elect Mr Sammy Tse Kwok Fai who retires by rotation in accordance with Article 89 of the Articles of Association of the Company and who being eligible, has offered himself for re-election. (Resolution 3)
4. To approve the payment of Directors' fees amounting to RM550,684.90 for Non-Executive Directors in respect of the financial year ended 31 March 2018. (Resolution 4)
5. To approve the payment of Directors' remuneration (excluding Directors' fees) to Non-Executive Directors up to an amount of RM200,000.00, from 25 August 2018 until the next Annual General Meeting of the Company. (Resolution 5)
6. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 March 2019 and to authorise the Directors to fix their remuneration. (Resolution 6)

**AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

7. **Authority for Dato' Sreesanthan a/l Eliathamby to continue to act in office as an Independent Non-Executive Director** (Resolution 7)  
**"THAT** authority be and is hereby given to Dato' Sreesanthan a/l Eliathamby who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2017."
8. **Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Resolution 8)  
**"THAT,** subject to the Companies Act, 2016, 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 Sections 75 and 76 of the Companies Act, 2016, 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."
9. 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**

**SIM BEE SIN (MAICSA 7056323)**

Company Secretary  
Petaling Jaya  
Date: 31 July 2018

**Notes:**

- (1) 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 (but not more than two) to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- (2) Where a member or an exempt authorised nominee appoints two proxies, the appointments shall be invalid unless he or it specifies the proportion of his or its holding to be represented by each proxy.
- (3) 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.
- (4) The instrument for the appointment of a proxy, in the case of an individual shall be signed by the appointor 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 for the appointment of 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 PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the 16<sup>th</sup> Annual General Meeting ("AGM") or any adjournment thereof, and in 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.
- (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 16<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 57 and 58 of the Articles of Association of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 17 August 2018. Only a depositor whose name appears on the General Meeting Record of Depositors as at 17 August 2018 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 2018 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 provisions of Section 340(1)(a) of the Companies Act, 2016 (the "Act"), the Audited Financial Statements do not require a formal approval of the shareholders and hence, the matter is not put forward for voting.

**Explanatory notes on Special Businesses**

- (9) Ordinary Resolution 7 - Authority for Dato' Sreesanthan a/l Eliathamby ("Dato Sreesanthan") to continue to act in office as an Independent Non-Executive Director

Dato' Sreesanthan has been an Independent Non-Executive Director of the Company for a cumulative period of nine (9) years, since 18 April 2006 until 26 April 2015. On 27 April 2015, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), Dato' Sreesanthan was re-designated from Independent Non-Executive Director to Non-Independent Non-Executive Director of the Company in view that his tenure of service had exceeded a cumulative term of nine (9) years.

On 24 July 2018, the Board has via the NRC conducted an evaluation on the re-appointment of Dato' Sreesanthan as an Independent Non-Executive Director, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the justifications set out in the Corporate Governance Overview Statement in the Annual Report 2018.

Upon the approval from the shareholders for Dato' Sreesanthan to continue in office as an Independent Non-Executive Director, Dato' Sreesanthan will be re-designated from Non-Independent Non-Executive Director to Independent Non-Executive Director.

- (10) Ordinary Resolution 8 - Proposed renewal of the authority for Directors to issue and allot shares

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 Sections 75 and 76 of the Act, and if passed, will give the Directors the authority, from the date of the 16<sup>th</sup> AGM, 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").

This Share Mandate, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM 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 any purpose, including funding future investment project(s), working capital and/or acquisition(s) without convening a General Meeting, which may delay the capital raising initiatives and incur relevant costs in organising the required General Meeting.

The Company had, during its 15<sup>th</sup> AGM held on 25 August 2017, obtained shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As at the date of this notice, the Company has not issued any new shares under the Share Mandate which was approved at the 15<sup>th</sup> AGM held on 25 August 2017 and which will lapse at the conclusion of the 16<sup>th</sup> AGM.

**Abstention from voting**

- (11) 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 Directors of the Company at the 16<sup>th</sup> AGM.
- (12) All the Non-Executive Directors ("NEDs") of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 4 and 5 concerning remuneration to the NEDs at the 16<sup>th</sup> AGM.

**Personal data privacy**

- (13) 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 16<sup>th</sup> AGM 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 16<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 16<sup>th</sup> AGM (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.

For the purposes of this paragraph, "personal data" shall have the same meaning given in section 4 of the Personal Data Protection Act 2010.