

Scomi

SCOMI GROUP BHD

(Company No.571212-A)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Scomi Group Bhd ("**SGB**" or 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, 2 November 2018 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following special resolution, with or without any modifications, by way of poll:-

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE COMPANY'S ISSUED SHARE CAPITAL PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 ("ACT") ("PROPOSED CAPITAL REDUCTION")

"**THAT** subject to all approvals being obtained from the relevant authorities and/or relevant parties and the confirmation by the High Court of Malaya ("**Court**") pursuant to Section 116 of the Act, approval be and is hereby given to the Company to implement the Proposed Capital Reduction and reduce the issued share capital of the Company via the cancellation of RM440,000,000 of the issued capital of the Company and that the credit arising from such share capital reduction shall be utilised to set-off against the accumulated losses of the Company and the remaining balance (if any) will be credited to the capital reduction reserves of the Company which shall then be utilised to set-off against the future losses of the Company or in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the relevant and applicable laws;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements as the Directors may deem necessary and/or expedient to finalise, implement and give full effect to complete the Proposed Capital Reduction including without limitation, with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities or the Court."

BY ORDER OF THE BOARD

SIM BEE SIN (MAICSA 7056323)

Company Secretary

Petaling Jaya

11 October 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 2) 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 2 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 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.*
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 24 hours before the time for holding the meeting or any adjournment thereof, where 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 meeting, 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 26 October 2018. Only a depositor whose name appears on the General Meeting Record of Depositors as at 26 October 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his or its behalf.*

Personal data privacy

8. *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 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 meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 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.*

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