



SIG GASES BERHAD
(Company No. 875083-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of SIG Gases Berhad (“**SIGGAS**” or “**Company**”) will be held at Diamond 5, Level 10, Holiday Villa Johor Bahru City Centre, No. 260, Jalan Dato’ Sulaiman, Taman Abad, 80250 Johor Bahru, Johor on Friday, 25 October 2019 at 11.00 a.m. and at any adjournment thereof for the purpose of considering and if thought fit, passing the following special resolutions with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED DISPOSAL OF SIG GASES BERHAD’S (“SIGGAS” OR “COMPANY”) 100% EQUITY INTEREST IN SOUTHERN INDUSTRIAL GAS SDN BHD (“SIGSB”) (“PROPOSED DISPOSAL”)

“**THAT** subject to and conditional upon the approvals of all relevant authorities being obtained, approval be and is hereby given for SIGGAS to proceed with, carry out and implement the Proposed Disposal in accordance with the terms and conditions of the Sale and Purchase Agreement dated 14 June 2019 (“**SPA**”).

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes as set out in Section 5 of the circular to the shareholders of the Company dated 26 September 2019.

AND THAT the Board of Directors of SIGGAS (“**Board**”), be and are hereby authorised to take all such steps, to do all such acts, deeds and things, to execute, sign and deliver, for and on behalf of SIGGAS, all relevant documents and to enter into any deeds, agreements, arrangements, undertakings, transfers and/or indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal, this Special Resolution and the terms and conditions of the SPA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of SIGGAS.”

SPECIAL RESOLUTION 2

PROPOSED CAPITAL REDUCTION AND REPAYMENT OF THE ISSUED SHARE CAPITAL OF SIGGAS PURSUANT TO SECTION 117 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION AND REPAYMENT”)

“**THAT** subject to and conditional upon the passing of Special Resolution 1 above as well as the approvals of all relevant authorities and/or parties (where applicable) pursuant to Section 117 of the Act, the Board be and is hereby given the authority and approval to reduce the issued share capital of the Company via the cancellation of the share capital of RM75,000,000 of which the proceeds arising from such cancellation will be distributed to the shareholders whose names appear in the Company’s Record of Depositors on the entitlement date, which will be determined by the Board later (“**Cash Distribution Entitlement Date**”), by way of cash distribution of RM0.400 for each SIGGAS Shares held on the Cash Distribution Entitlement Date.

AND THAT the Board be and is hereby empowered and authorised to do or to procure to be done all such acts, deeds and things, take such steps and to execute, sign and deliver on behalf of the Company, all necessary documents to give full effect to the Proposed Capital Reduction and Repayment with full power to assent to and accept any conditions, modifications, variations and/or amendments in any manner as may be required or imposed or permitted by all the relevant authorities and to take all steps and actions as the Board may deem necessary or expedient in the best interest of the Company to finalise, implement and give full effect to the Proposed Capital Reduction and Repayment and that all preparatory steps taken and things done to date by the Board, if any, in relation to the Proposed Capital Reduction and Repayment be and are hereby ratified.”

By Order of the Board

YONG MAY LI (f) (LS 0000295)
WONG CHEE YIN (f) (MAICSA 7023530)
Company Secretaries

Johor Bahru
26 September 2019

NOTES:

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 October 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”) which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor.
 - (ii) By electronic means via facsimile
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 07-3328096.
 - (iii) By electronic means via email
In the case of an appointment made via email transmission, this proxy form must be received via email at chloe.soon@my.tricorglobal.com.For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Wednesday, 23 October 2019 at 11.00 a.m.