

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of **SCOMI ENERGY SERVICES 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 Thursday, 28 November 2019 at 2.00 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 period ended 30 June 2019 and the Reports of the Directors and Auditors thereon. (Please refer to Note 2)
2. To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - (i) Dato' Jamelah binti Jamaluddin (Ordinary Resolution 1)
 - (ii) Stephen Fredrick Bracker (Ordinary Resolution 2)
3. To re-elect the following Directors who retire in accordance with Article 93 of the Company's Articles of Association and who being eligible, have offered themselves for re-election:
 - (i) Sammy Tse Kwok Fai (Ordinary Resolution 3)
 - (ii) Dr Ir Jeyanthi a/p Ramasamy (Ordinary Resolution 4)
 - (iii) Ruziah binti Amin (Ordinary Resolution 5)
4. To approve the payment of Directors' fees amounting to RM340,079.00 for Non-Executive Directors in respect of the financial period ended 30 June 2019. (Ordinary Resolution 6)
5. To approve the payment of Directors' Remuneration (excluding Directors' fees) to Non-Executive Directors up to an amount of RM200,000.00 from 28 November 2019 until the next Annual General Meeting of the Company. (Ordinary Resolution 7)
6. To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS:

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

7. **Authority for Dato' Sri Meer Sadik bin Habib Mohamed to continue to act in office as an Independent Non-Executive Director** (Ordinary Resolution 9)
 (Please refer to Note 6)
 "THAT authority be and is hereby given to Dato' Sri Meer Sadik bin Habib Mohamed 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** (Ordinary Resolution 10)
 (Please refer to Note 6)
 "THAT, subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot shares in the Company, at any time and from time to time and upon such terms and conditions as for such purposes as the Directors may, in their absolute discretion deem fit, provided it does not exceed 10% of the total number of issued shares of the Company as prescribed by the MMLR at the time of issuance of shares and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier."
9. **Proposed Adoption of the Constitution of the Company** (Special Resolution)
 (Please refer to Note 6)
 "THAT the existing Memorandum of Association and Articles of Association of the Company be and are hereby deleted in its entirety AND THAT the new Constitution of the Company as set out in the Circular to Shareholders dated 31 October 2019 be and is hereby adopted as the new Constitution of the Company AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
10. 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 October 2019

Note 1: Appointment of Proxy

- (i) 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 to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- (ii) 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.
- (iii) Where a member or an exempt authorised nominee appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
- (iv) The instrument appointing 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.
- (v) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the 23rd Annual General Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the 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.
- (vi) The lodging of a completed Form of Proxy to the Share Registrar of the Company will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so. If a member subsequently decide to attend and vote in person at the meeting, the member is requested to rescind his/her earlier appointment of proxy(ies), and notify the Share Registrar of the Company as soon as practicable.
- (vii) For the purpose of determining a member who shall be entitled to attend the forthcoming 23rd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 54 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 18 November 2019. Only depositor whose name appears on the General Meeting Record of Depositors as at 18 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Note 2: Audited Financial Statements for the financial period ended 30 June 2019 and the Reports of the directors and Auditors thereon

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 Audited Financial Statements do not require a formal approval of the shareholders and hence, the matter is not put forward for voting.

Note 3: Abstention from voting

- (i) 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 Director of the Company at the 23rd Annual General Meeting.
- (ii) All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 6 and 7 concerning fees and remuneration to Non-Executive Directors at the 23rd Annual General Meeting.

Note 4: Explanatory Notes on Directors' Fees

Ordinary Resolution 6

The fees for the Non-Executive Directors as set out below have been implemented since financial year 2009 and the Board had agreed that the Directors' Fees in respect of the financial period ended 30 June 2019 be maintained as follows:

	Annual Fee (RM)
a. Chairman of the Board of Directors	60,000.00
b. Chairman of the Audit & Risk Management Committee ("ARMC")	60,000.00
c. Non-Executive Director who is a member of the ARMC	58,000.00
d. Non-Executive Director who is not a member of the ARMC	48,000.00

The payment of the Directors Fees in respect of the financial period ended 30 June 2019 will only be made if the proposed Ordinary Resolution 6 has been approved at the 23rd Annual General Meeting of the Company.

Note 5: Explanatory Notes on Directors' Remuneration (excluding Directors' fees)

Ordinary Resolution 7

Pursuant to Section 230 of the Companies Act 2016, which came into force on 31 January 2017, any fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is therefore seeking the shareholders' approval for the payment of Directors' Remuneration (excluding Directors' fees) to its Non-Executive Directors for the period commencing 28 November 2019 until the next Annual General Meeting to be held in 2020 ("Relevant Period") in accordance with the remuneration structure set out below, payable as and when incurred:

1	Meeting Allowance	Board of Directors
		RM1,000 per meeting
2	Meeting Allowance	Board Committee
		RM1,000 per meeting
3	Transport allowance for attending Annual General Meeting, Board Meetings, Board Committee Meetings, Directors' Training and the Company's events	Non-Executive Director who is based in Malaysia but outside of Wilayah Persekutuan Kuala Lumpur and Selangor
		RM500 per trip

In determining the estimated total Directors' Remuneration (excluding Directors' Fees) for the Relevant Period, the size of the Board and Board Committees and the number of meetings estimated to be held during the Relevant Period based on the above remuneration structure were taken into consideration.

Note 6: Explanatory Notes on Special Business:

Ordinary Resolution 9

- Authority for Dato' Sri Meer Sadik bin Habib Mohamed to continue to act in office as an Independent Non-Executive Director

The Board of Directors has via the Nomination and Remuneration Committee conducted an annual performance evaluation and assessment of Dato' Sri Meer Sadik bin Habib Mohamed who has served as Independent Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Director of the Company based on the following justifications:-

- (a) that he fulfills the criteria set out in the definition of "Independent Director" in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad;
- (b) that his vast experience and expertise enable the Board to discharge its duties effectively and in a competent manner;
- (c) that although he has served the Company as Independent Director for a cumulative term of more than nine (9) years, he has at all times acted in the best interest of the Company, providing independent views to the deliberations and decision making of the Board and Board Committees and fully understand and provide critical oversight over the Company's objective and strategies as well as the business operation of the Company and the Group;
- (d) that he has proven to be reliable Independent Director with his professionalism, aptitude and business outlook and perspectives, devoted sufficient time and attention to his professional obligations for informed and balanced decision making. He has also exercised due care and diligence during his tenure in the best interest of the Company and the shareholders; and
- (e) that he has provided confirmation in writing that he is independent of the Management, the Board and major shareholders and are free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interests of the Company and the Group.

Ordinary Resolution 10

- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The Ordinary Resolution 10 is proposed pursuant to Sections 75 and 76 of the Companies Act, 2016, and if passed, will give the Directors of the Company authority from the date of the forthcoming 23rd Annual General Meeting of the Company, to issue and allot shares in the Company at any time up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors 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 Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held.

With this Share Mandate, the Company will have the flexibility to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate, for any purpose including funding future investment project(s), working capital and/or acquisition(s) without convening an Extraordinary General Meeting ("EGM"). In addition, the costs involved will also be lower as the need to have an EGM will be dispensed with if the proposed issuance of shares is within the 10% threshold. The Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold allowed by the Share Mandate.

The proposed resolution is to seek a renewal of the Share Mandate which was approved by the shareholders at the 22nd Annual General Meeting of the Company held on 24 August 2019. As the date of this notice, no new shares in the Company were issued and allotted pursuant to that Share Mandate, which will lapse at the conclusion of the forthcoming 23rd Annual General Meeting to be held on 28 November 2019.

Special Resolution

- Proposed Adoption of the Constitution of the Company

The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016, the MMLR of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout. Details of which as set out in the Circular to Shareholders dated 31 October 2019.

Note 7: Personal data privacy:

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 23rd Annual General 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 23rd Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 23rd Annual General 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.