

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 17<sup>th</sup> Annual General Meeting of **SCOMI GROUP BHD** (the "Company") will be held at Persatuan Alumni Universiti Malaysia, Lot 10476, Jalan Susur Damansara (Jalan Damansara Lama), Off Jalan Gegambar, 50480 Kuala Lumpur on Thursday, 28 November 2019 at 10.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS:

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 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) Dato' Sreesanthan a/l Eliathamby (Ordinary Resolution 1)
  - (ii) Foong Choong Hong (Ordinary Resolution 2)
3. To re-elect the following Directors who retire in accordance with Article 89 of the Articles of Association of the Company and who being eligible, have offered themselves for re-election:
  - (i) Dato' Mohd Shahrom bin Mohamad (Ordinary Resolution 3)
  - (ii) Amirul Azhar bin Baharom (Ordinary Resolution 4)
4. To approve the payment of Directors' fees amounting up to RM355,821.20 for Non-Executive Directors in respect of the financial period ended 30 June 2019. (Ordinary Resolution 5)
5. To approve the payment of Directors' benefits payable (excluding Directors' fees) to Non-Executive Directors up to an amount of RM240,000.00, from 28 November 2019 until the date of the next Annual General Meeting of the Company. (Ordinary Resolution 6)
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 7)

### AS SPECIAL BUSINESS:

7. **Authority for Dato' Sreesanthan a/l Eliathamby to continue to act in office as an Independent Non-Executive Director** (Ordinary Resolution 8)  
 "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." (Please refer Explanatory Note 9)
8. **Authority for the Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act")** (Ordinary Resolution 9)  
 "THAT, subject to the Act, 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 Act, 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 new shares to be issued and allotted pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares 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." (Please refer Explanatory Note 10)
9. **Proposed Adoption of the Constitution of the Company** (Special Resolution)  
 "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." (Please refer Explanatory Note 11)
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)**  
**TAI YIT CHAN (MAICSA 7009143)**  
**WONG SIEW YEEN (MAICSA 7018749)**

Company Secretaries  
 Selangor Darul Ehsan  
 Date: 31 October 2019

### 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, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at 11<sup>th</sup> 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 17<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 17<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 18 November 2019. Only a 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 or its behalf.

### Audited Financial Statements for the financial period ended 30 June 2019 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 the provision of Section 340(1)(a) of the Act, the Audited Financial Statements does 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 8 - Authority for Dato' Sreesanthan a/l Eliathamby ("Dato' Sreesanthan") 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' Sreesanthan 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 fulfils 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 understands and provides 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.

- (10) Ordinary Resolution 9 - Proposed renewal of the authority for Directors to issue and allot shares

The ordinary resolution 9 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 17<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 total number of issued share 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 16<sup>th</sup> AGM held on 24 August 2018, 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 16<sup>th</sup> AGM held on 24 August 2018 and which will lapse at the conclusion of the 17<sup>th</sup> AGM.

- (11) Special Resolution - Proposed adoption of the Constitution of the Company

The Special Resolution, if passed, will align the Constitution of the Company with the Act, 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.

### Abstention from voting

- (12) 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 17<sup>th</sup> AGM.
- (13) All the Non-Executive Directors ("NEDs") of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 5 and 6 concerning remuneration to the NEDs at the 17<sup>th</sup> AGM.

### Personal data privacy

- (14) 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 17<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 17<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 17<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.