

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") 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 Thursday, 25 March 2021 at 10.30 a.m. to transact the following business:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon. (Please refer to Note 2)
- To re-elect the following Directors of the Company who retire by rotation in accordance with Clause 96 of the Company's Constitution and who being eligible, have offered themselves for re-election:
 - Sammy Tse Kwok Fai (Ordinary Resolution 1)
 - Shah Hakim @ Shahzanim Bin Zain (Ordinary Resolution 2)
(Please refer to Note 3)
- To re-elect the following Directors who retire in accordance with Clause 103 of the Company's Constitution and who being eligible, have offered themselves for re-election:
 - Tunku Azlan Bin Tunku Aziz (Ordinary Resolution 3)
 - Mr. Cheong Wong Sang; and (Ordinary Resolution 4)
 - Mr. Ong Hock Seng (Ordinary Resolution 5)
(Please refer to Note 3)
- To approve the payment of Directors' fees amounting to RM359,692.00 for Non-Executive Directors in respect of the financial year ended 30 June 2020. (Ordinary Resolution 6)
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM200,000.00 from 26 March 2021 until the next Annual General Meeting of the Company. (Ordinary Resolution 7)
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 30 June 2021 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS:

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolution:

- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 9)
(Please refer to Note 4)

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company, at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting.
- To transact any other business of the Company of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

Ramnath A/L R. Sundaram (MIA 34590)
Rafidah Binti Ibrahim (LS 0005649)
Joint Company Secretaries
Kuala Lumpur

Date: 2 December 2020

Note 1: Appointment of Proxy

- A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised 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 18th AGM 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.
- 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 before the closing of registration for the 18th AGM.
- For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 68 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 19th March 2021. Only depositor whose name appears on the General Meeting Record of Depositors as at 19th March 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in this Notice will be put to vote by way of poll.

Note 2: Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Note 3: Abstention from Voting

- The interested Directors of the Company who are shareholders of the Company will abstain from voting on the relevant resolutions in respect of their own respective re-election as the Director of the Company at the 18th AGM.
- All the Non-Executive Directors of the Company who are shareholders of the Company will abstain from voting on Ordinary Resolutions 7 and 8 concerning fees and benefits to Non-Executive Directors at the 18th AGM.

Note 4: Explanatory Notes on Special Business:**Ordinary Resolution 8****- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 8 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016 for the purpose of obtaining a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company at any time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors deem fit and in the interest of the Company. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company after the approval was given, or at the expiry of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given, whichever is earlier.

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with the rules of Bursa Securities, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide its letter dated 16 April 2020 allowed a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirement of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions, expeditiously and efficiently, during the challenging time.

The Board, having considered the current financial position, challenging economic outlook, strategic planning and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 28 November 2019 and it will lapse at the conclusion of the 18th AGM of the Company.

Note 5: 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 18th AGM and any adjournment thereof, a member of the Company is hereby:

- 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 18th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 18th 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");
- 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
- 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.

IMPORTANT NOTICE: In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the 18th AGM in order to safeguard the health of attendees. Please follow the standard operating procedures as advised by the Malaysian Government which will be practiced at the venue.