



SARAWAK CONSOLIDATED INDUSTRIES BERHAD

(Company No. 25583-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sarawak Consolidated Industries Berhad (“SCIB” or the “Company”) will be held at the Board Room, 2nd Floor, SCIB Building, Lot 1258, Jalan Utama, Pending Industrial Estate, 93450 Kuching, Sarawak on Wednesday, 31 May 2017 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s 41st Annual General Meeting which will be held at the same venue on the same day at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:

SPECIAL RESOLUTION 1

- **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF SCIB (“PROPOSED M&A AMENDMENTS”)**

“THAT, approval be and is hereby given for the Company to remove Clause 5 of the Memorandum of Association and Article 47 of the Articles of Association as set out below:

Existing provisions	Proposed amendments
<p>Memorandum of Association</p> <p>Clause 5</p> <p>“The capital of the Company is RM500,000,000 divided into 500,000,000 ordinary shares of RM1.00 each with power to increase or reduce the capital and to divide the shares in the original or increased capital for the time being into several classes and to issue any parts or parts of the original capital or increased capital for the time being with such deferred qualified or special rights privileges or conditions with reference to preferential guaranteed fixed fluctuating redeemable or other dividend or interest or with such priority in the distribution of assets or otherwise as shall from time to time to be determined by the Company.”</p>	<p>Clause 5</p> <p>Deleted.</p>
<p>Articles of Association</p> <p>Article 47</p> <p>“The authorised share capital of the company shall be RM500,000,000 divided into 500,000,000 ordinary shares of RM1.00 each .”</p>	<p>Article 47</p> <p>Deleted.</p>

AND THAT the Board of Directors (“Board”) be and is hereby authorised to do or procure to be done all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give full effect to and implement the Proposed M&A Amendments with full power to assent to any condition, modification, variation and/or amendments as may be imposed or permitted by the relevant authorities.”

ORDINARY RESOLUTION 1

- **PROPOSED PRIVATE PLACEMENT OF UP TO 36,397,125 NEW ORDINARY SHARES IN SCIB (“SCIB SHARE(S)”) (“PLACEMENT SHARE(S)”) REPRESENTING UP TO 45% OF THE ENLARGED SHARE CAPITAL OF SCIB AFTER THE COMPLETION OF THE PROPOSED ACQUISITION OF CARLTON GARDENS SDN. BHD. TO BE SUBSCRIBED BY POTENTIAL INVESTORS TO BE IDENTIFIED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“THAT, subject to the approvals of any other relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the Placement Shares, approval be and is hereby given for the Board to allot and issue up to 36,397,125 Placement Shares at an issue price to be determined and fixed by the Board at future date(s), which shall be determined later after all the relevant approvals have been obtained;

THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the SCIB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute, sign and deliver, for and on behalf of the Company all such documents, and enter into any arrangements, agreements and/or undertakings with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Private Placement with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to/required by any relevant authorities or as a consequence of any such requirement.”

By Order of the Board

Voon Jan Moi
Company Secretary
(MAICSA 7021367)

9 May 2017

Notes:

1. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, speak and vote at this meeting shall have the same rights as the member of the Company.
2. To be valid, the duly completed Form of Proxy must be deposited at the registered office of the Company at Lot 1258, Jalan Utama, Pending Industrial Estate, 93450 Kuching, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
3. A member of the Company entitled to attend, speak and vote at this EGM shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
5. 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 authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. A depositor whose name appears in the Record of Depositors as at 25 May 2017 shall be regarded as a member of the Company entitled to attend this EGM or appoint a proxy to attend, speak and vote on his behalf.