

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

This Circular has been reviewed and approved by Mercury Securities Sdn Bhd, being the Adviser to SCC Holdings Berhad for the Proposals (as defined herein).

Bursa Malaysia Securities Berhad has not perused this Circular in relation to the Proposed Bonus Issue (as defined herein) prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



SCC HOLDINGS BERHAD

(Company No. 511477-A)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) **PROPOSED BONUS ISSUE OF 4,277,580 NEW ORDINARY SHARES IN SCC ("SCC SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 10 EXISTING SCC SHARES HELD ("PROPOSED BONUS ISSUE"); AND**
- (II) **PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 SCC SHARE HELD AFTER THE PROPOSED BONUS ISSUE INTO 3 ORDINARY SHARES IN SCC ("PROPOSED SHARE SPLIT")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



MERCURY SECURITIES SDN BHD

(Company No. 113193-W)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") of SCC Holdings Berhad ("**SCC**") to be held at Swan 1, 7th Floor, Pearl International Hotel, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on Monday, 29 May 2017 at 3.30 p.m. or immediately following the conclusion or adjournment of the 17th Annual General Meeting ("**AGM**") of SCC which will be held at the same place and on the same day at 3.00 p.m., whichever is later or at any adjournment thereof, together with the Form of Proxy are enclosed with this Circular.

The Form of Proxy must be completed and deposited at the registered office of SCC at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than 48 hours before the time and date indicated below should you be unable to attend the EGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

IMPORTANT DATES:

Last date and time for lodging the Form of Proxy	: Saturday, 27 May 2017 at 3.30 p.m.
Date and time of the EGM	: Monday, 29 May 2017 at 3.30 p.m. or immediately following the conclusion or adjournment of SCC's AGM, whichever is later

This Circular is dated 8 May 2017

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Board	:	Board of Directors of SCC
Bonus Shares	:	New SCC Shares to be issued pursuant to the Proposed Bonus Issue
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to shareholders in relation to the Proposals dated 8 May 2017
EGM	:	Extraordinary general meeting
Entitled Shareholders	:	Shareholders of the Company whose names appear in the Company's Record of Depositors on the Entitlement Date
Entitlement Date	:	The date (to be determined later by the Board) on which the names of shareholders must appear in the Company's Record of Depositors as at the close of business in order to be entitled to participate in the Proposals
EPS	:	Earnings per share
FYE	:	Financial year ended or ending 31 December, as the case may be
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
LPD	:	18 April 2017, being the latest practicable date prior to the printing of this Circular
Market Day	:	Any day between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for the trading of securities
Mercury Securities	:	Mercury Securities Sdn Bhd
NA	:	Net assets
Proposals	:	Collectively, the Proposed Bonus Issue and Proposed Share Split
Proposed Bonus Issue	:	Proposed bonus issue of 4,277,580 Bonus Shares on the basis of 1 Bonus Share for every 10 existing SCC Shares held on the Entitlement Date
Proposed Share Split	:	Proposed share split involving the subdivision of every 1 SCC Share held after the Proposed Bonus Issue into 3 ordinary shares in SCC
RM and sen	:	Ringgit Malaysia and sen respectively
SCC or Company	:	SCC Holdings Berhad
SCC Group or Group	:	SCC and its subsidiaries, collectively
SCC Shares	:	Ordinary shares in SCC
Subdivided Shares	:	Ordinary shares in SCC after the completion of the Proposed Share Split

DEFINITIONS *(Cont'd)*

All references to “**you**” in this Circular are to the shareholders of SCC.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations.

Any reference to any enactment or guideline in this Circular is a reference to that enactment or guideline as for the time being amended or re-enacted. Any reference to a date and time in this Circular is a reference to Malaysian date and time, unless otherwise specified.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that SCC’s plans and objectives will be achieved.

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SCC HOLDINGS BERHAD

(Company No. 511477-A)
(Incorporated in Malaysia)

Registered Office

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

8 May 2017

Board of Directors

Chee Long Sing @ Cher Hwee Seng (*Executive Chairman*)
Cher Sew Seng (*Managing Director*)
Goh Ah Heng @ Goh Keng Chin (*Executive Director*)
Cher Lip Chun (*Executive Director*)
Chu Soo Meng (*Executive Director*)
Dato' Ismail bin Hamzah (*Independent Non-Executive Director*)
Dato' Dr. Choong Tuck Yew (*Independent Non-Executive Director*)
Dr. Goy Hong Boon (*Independent Non-Executive Director*)

To: The Shareholders of SCC Holdings Berhad

Dear Sir/Madam,

- (I) PROPOSED BONUS ISSUE; AND**
- (II) PROPOSED SHARE SPLIT**

1. INTRODUCTION

On 19 April 2017, Mercury Securities had, on behalf of the Board, announced that the Company is proposing to undertake the Proposals.

Subsequently, on 27 April 2017, Mercury Securities had, on behalf of the Board, announced that Bursa Securities had, *vide* its letter dated 27 April 2017, approved the listing of and quotation for the Bonus Shares and Subdivided Shares on the ACE Market of Bursa Securities, subject to the conditions as set out in Section 6 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Proposed Bonus Issue

2.1.1 Details of the Proposed Bonus Issue

The Proposed Bonus Issue entails the issuance of 4,277,580 Bonus Shares on the basis of 1 Bonus Share for every 10 existing SCC Shares held by the Entitled Shareholders on the Entitlement Date.

Fractional entitlements arising from the Proposed Bonus Issue, if any, will be disregarded and shall be dealt with in such manner as the Board in their absolute discretion deem fit, expedient and in the best interest of the Company.

The Proposed Bonus Issue will not be implemented on a staggered basis and will be implemented concurrently with the Proposed Share Split. It is the Board's intention to fix the Entitlement Date for the Proposed Bonus Issue and Proposed Share Split on the same date, which will be determined at a later date upon receipt of all relevant approvals for the Proposals.

2.1.2 Capitalisation of reserves

The Proposed Bonus Issue shall be effected by capitalising an amount of RM0.50 per Bonus Share or RM2.1 million from the Company's share premium account as follows:

Company level	Audited as at 31 December 2016 RM'000
Share premium	2,696
<i>Less: Amount to be capitalised for the Proposed Bonus Issue</i>	(2,139)
<i>Less: Estimated expenses for the Proposals</i>	(150)
	407

The Board confirms that the available reserves of the Company are unimpaired by losses on a consolidated basis and are adequate for the capitalisation of the Proposed Bonus Issue based on the Company's latest audited financial statements for the FYE 2016.

2.1.3 Ranking of Bonus Shares

The Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing SCC Shares.

2.1.4 Listing of and quotation for the Bonus Shares

The Bonus Shares will be listed and quoted on the ACE Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment of the Bonus Shares will be issued and despatched to the Entitled Shareholders within 4 Market Days after the date of listing of and quotation for the Bonus Shares, or such other period as may be prescribed by Bursa Securities.

As SCC Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, the Bonus Shares will be credited into the respective Central Depository System accounts of the Entitled Shareholders and no physical share certificate will be issued.

The Proposed Share Split will be undertaken immediately after the issuance of the Bonus Shares. Thus, the Bonus Shares to be listed shall be in the form of the Subdivided Shares.

2.2 Proposed Share Split

2.2.1 Details of the Proposed Share Split

The Proposed Share Split entails the subdivision of every 1 SCC Share held by the Entitled Shareholders after the Proposed Bonus Issue into 3 Subdivided Shares.

As at the LPD, the issued share capital of SCC is RM21,387,900 comprising 42,775,800 SCC Shares. Upon completion of the Proposed Bonus Issue, the issued share capital of SCC will be RM23,526,690 comprising 47,053,380 SCC Shares. Subsequently, upon completion of the Proposed Share Split, the issued share capital of SCC will be RM23,526,690 comprising 141,160,140 Subdivided Shares.

For illustrative purposes, based on the last transacted market price of SCC Shares as at the LPD of RM1.70, the market price of the Subdivided Shares after the Proposals shall theoretically be adjusted as follows:

	Assumed no. of ordinary shares held	Market price / Theoretical price per share	Total value RM
As at the LPD	100	1.700	170
After the Proposed Bonus Issue	110	1.545	170
After the Proposed Share Split	330	0.515	170

As illustrated above, the Proposals are not expected to have any impact on the total value of ordinary shares held by the Entitled Shareholders.

2.2.2 Ranking of Subdivided Shares

The Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other.

2.2.3 Listing of and quotation for the Subdivided Shares

No suspension will be imposed on the trading of SCC Shares on Bursa Securities for the purpose of implementing the Proposed Share Split as the Proposed Share Split is prescribed as a Specified Subdivision pursuant to Rule 13.04(3) of the Listing Requirements.

The Subdivided Shares will be listed and quoted on the ACE Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment of the Subdivided Shares will be issued and despatched to the Entitled Shareholders within 4 Market Days after the date of listing and quotation for the Subdivided Shares or such other period as may be prescribed by Bursa Securities.

As SCC Shares are prescribed securities under Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, the Subdivided Shares will be credited into the respective Central Depository System accounts of the Entitled Shareholders and no physical share certificate will be issued.

3. RATIONALE FOR THE PROPOSALS

The Proposals are intended to:

- (i) reward the Company's shareholders for their continuing support, by enabling them to have a greater participation in the equity of the Company in terms of the number of shares held, whilst maintaining their percentage of equity interest;
- (ii) enhance the marketability and trading liquidity of SCC Shares on the ACE Market of Bursa Securities *via* a larger share base; and
- (iii) make SCC Shares more affordable as its reference market price will be adjusted downward and thus, potentially appeal to a wider group of public shareholders and/or investors to participate in the equity and growth of the Company.

4. EFFECTS OF THE PROPOSALS

4.1 Share Capital

The pro forma effects of the Proposals on the issued share capital of SCC are as follows:

	No. of Shares	RM
As at the LPD	42,775,800	21,387,900
To be issued pursuant to the Proposed Bonus Issue	4,277,580	2,138,790
	47,053,380	23,526,690
After the Proposed Share Split	141,160,140	23,526,690

4.2 NA and Gearing

Based on the latest audited consolidated financial statements of SCC for the FYE 2016, the proforma effects of the Proposals on the NA per share and gearing are as follows:

	Audited as at 31 December 2016 RM'000	(I) After subsequent event ⁽¹⁾ RM'000	(II) After (I) and the Proposed Bonus Issue RM'000	After (II) and the Proposed Share Split RM'000
Share capital	21,388	21,388	23,527	23,527
Share premium	2,696	2,696	⁽²⁾ 407	407
Fair value reserve	58	58	58	58
Retained earnings	14,326	12,187	12,187	12,187
Shareholders' funds/ NA	38,468	36,329	36,179	36,179
No. of shares in issue ('000)	42,776	42,776	47,053	141,160
NA per share	0.90	0.85	0.77	0.26
Total borrowings	163	163	163	163
Gearing (times)	⁽³⁾	⁽³⁾	⁽³⁾	⁽³⁾

Notes:

- (1) *Being adjustment for an interim dividend paid on 20 January 2017 amounting to RM2.1 million.*
- (2) *After capitalisation of RM2.1 million pursuant to the Proposed Bonus Issue and deduction of estimated expenses amounting to RM150,000 in relation to the Proposals.*
- (3) *Less than 0.01 times.*

4.3 Substantial Shareholders' Shareholdings

The Proposals will not have any effect on the percentage shareholdings of SCC's substantial shareholders. However, the number of shares held by each substantial shareholder will increase proportionately as a result of the Proposals.

4.4 Earnings and EPS

The Proposals are not expected to have any material effect on the earnings of the Group for the FYE 2017. However, there will be a corresponding dilution in the EPS of the Group as a result of the increase in the number of shares pursuant to the Proposals.

4.5 Convertible Securities

As at the LPD, the Company does not have any convertible securities.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of SCC Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High RM	Low RM
2016		
May	2.12	1.85
June	2.02	1.86
July	1.92	1.77
August	1.85	1.75
September	1.83	1.77
October	1.80	1.71
November	1.79	1.65
December	1.75	1.65
2017		
January	1.73	1.61
February	1.81	1.68
March	1.78	1.68
April	2.03	1.70

Last transacted market price on the LPD
(which is also the last trading day prior to the
announcement of the Proposals)

RM1.70

(Source: Bloomberg)

6. APPROVALS REQUIRED

The Proposals are conditional upon the following approvals being obtained:

- (a) Bursa Securities for the listing of and quotation for the Bonus Shares and Subdivided Shares on the ACE Market of Bursa Securities. The approval of Bursa Securities was obtained *vide* its letter dated 27 April 2017 and is subject to the following conditions:

Condition	Status of Compliance
1. SCC and Mercury Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue.	Noted.
2. SCC and Mercury Securities to inform Bursa Securities upon completion of the Proposed Bonus Issue.	To be complied.
3. SCC to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed.	To be complied.
4. SCC and Mercury Securities are required to make the relevant announcements for the Proposed Bonus Issue pursuant to Rules 6.36(2)(a)&(b) and 6.36(4) of the Listing Requirements.	To be complied.
5. In respect of the Proposed Share Split, SCC or its adviser is required to make the relevant announcements pursuant to Rule 13.10(2) of the Listing Requirements.	To be complied.

- (b) shareholders of SCC at the forthcoming EGM; and
- (c) any other relevant authorities and/or parties, if required.

The Proposed Bonus Issue and the Proposed Share Split are inter-conditional upon each other.

Save for the above, the Proposals are not conditional upon any other corporate exercise undertaken or to be undertaken by SCC.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or major shareholders of SCC and/or persons connected with them have any interest, direct or indirect, in the Proposals, save for their respective entitlements as shareholders of the Company under the Proposals which are also available to all other Entitled Shareholders.

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposals, including the rationale and effects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company.

As such, the Board recommends that you vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

9. OTHER CORPORATE PROPOSALS

As at the LPD, save for the Proposals, there are no other corporate exercises which have been announced by the Company but have yet to be completed.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposals are expected to be completed by the third quarter of 2017.

The tentative timeline for the implementation of the Proposals is as follows:

Event	Tentative Timeline
EGM	29 May 2017
Announcement of the Entitlement Date	Early July 2017
Entitlement Date	Mid July 2017
Listing of and quotation for the Bonus Shares and Subdivided Shares	End July 2017

11. EGM

The forthcoming EGM, the notice of which is enclosed with this Circular, will be held at Swan 1, 7th Floor, Pearl International Hotel, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on Monday, 29 May 2017 at 3.30 p.m. or immediately following the conclusion or adjournment of the 17th Annual General Meeting of SCC which will be held at the same place and on the same day at 3.00 p.m., whichever is later or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposals.

If you are unable to attend and vote in person at the forthcoming EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event, so as to arrive at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than 48 hours before the time and date stipulated for the EGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the forthcoming EGM should you subsequently wish to do so.

12. FURTHER INFORMATION

You are advised to refer to Appendix of this Circular for further information.

Yours faithfully
For and on behalf of the Board
SCC HOLDINGS BERHAD

CHEE LONG SING @ CHER HWEE SENG
Executive Chairman

1. RESPONSIBILITY STATEMENT

The Board has been seen and approved this Circular and they, collectively and individually, accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

Mercury Securities, being the Adviser to the Company for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Mercury Securities is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Adviser for the Proposals.

3. MATERIAL LITIGATION

As at the LPD, neither the Company nor any of its subsidiaries are involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the Group's financial position or business.

4. MATERIAL COMMITMENTS

As at the LPD, there are no material commitments incurred or known to be incurred by the Group.

5. CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group, which upon becoming enforceable may have a material impact on its financial position or business.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the date of the forthcoming EGM:

- (i) Memorandum and Articles of Association of the Company;
- (ii) Audited consolidated financial statements of the Company for the FYE 2015 and FYE 2016; and
- (iii) Letter of consent referred to in Section 2 above.



SCC HOLDINGS BERHAD

(Company No. 511477-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of SCC Holdings Berhad (“**SCC**” or “**Company**”) will be held at Swan 1, 7th Floor, Pearl International Hotel, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on Monday, 29 May 2017 at 3.30 p.m. or immediately following the conclusion or adjournment of the 17th Annual General Meeting of SCC which will be held at the same place and on the same day at 3.00 p.m., whichever is later or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 4,277,580 NEW ORDINARY SHARES IN SCC (“SCC SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 10 EXISTING SCC SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“THAT subject to the passing of Ordinary Resolution 2 as well as the approval of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to capitalise an amount of RM2,138,790 from the Company's share premium account and issue 4,277,580 Bonus Shares, on the basis of 1 Bonus Share for every 10 existing SCC Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board (“**Entitled Shareholders**”) which is intended to be on the same date as the entitlement date for the Proposed Share Split;

THAT fractional entitlements of the Bonus Shares, if any, will be disregarded and shall be dealt with by the Board in such manner as the Board may in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing SCC Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 SCC SHARE HELD AFTER THE PROPOSED BONUS ISSUE INTO 3 ORDINARY SHARES IN SCC ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")

"**THAT** subject to the passing of the Ordinary Resolution 1 as well as the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to subdivide each SCC Share held by the Entitled Shareholders after the Proposed Bonus Issue into 3 Subdivided Shares;

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Split with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

By Order of the Board
SCC HOLDINGS BERHAD

LEE WEE HEE (MAICSA 0773340)
WONG YUET CHYN (MAICSA 7047163)
Company Secretaries

Kuala Lumpur
8 May 2017

Notes:

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a member 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 May 2017 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this EGM.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.



SCC HOLDINGS BERHAD (511477-A)
(Incorporated in Malaysia)

No. of shares held

FORM OF PROXY

I/We _____ (NRIC No./Passport No./Co. No. _____)
(FULL NAME IN BLOCK LETTERS)

of _____
(ADDRESS)

being a member/members of **SCC HOLDINGS BERHAD (511477-A)**, hereby appoint _____
(NRIC No./Passport No. _____)
(FULL NAME IN BLOCK LETTERS)

of _____
(ADDRESS)

or failing him _____ (NRIC No./Passport No. _____)
(FULL NAME IN BLOCK LETTERS)

of _____
(ADDRESS)

or failing him, the **CHAIRMAN OF THE MEETING** as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Swan 1, 7th Floor, Pearl International Hotel, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan (KL) on Monday, 29 May 2017 at 3.30 p.m., or immediately following the conclusion or adjournment of the 17th Annual General Meeting of SCC which will be held at the same place and on the same day at 3.00 p.m., whichever is later or at any adjournment thereof.

ORDINARY RESOLUTION	FOR	AGAINST
1. PROPOSED BONUS ISSUE		
2. PROPOSED SHARE SPLIT		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2017.

Signature(s) of member(s)

Notes:

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a member 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 May 2017 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this EGM.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.



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AFFIX
STAMP

The Company Secretaries

SCC HOLDINGS BERHAD (511477-A)

No. 2-1, Jalan Sri Hartamas 8

Sri Hartamas

50480 Kuala Lumpur

Wilayah Persekutuan (KL)

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