



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting ("17th AGM") of SCC HOLDINGS BERHAD will be held at Swan 1, 7th Floor, Pearl International Hotel, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur on Monday, 29 May 2017 at 3.00 p.m. for the following purposes:-

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 and the Directors and Auditors Reports thereon.  
(Please refer to Explanatory Note 9)
- To approve the payment of Directors' fees of RM72,000 for the financial year ended 31 December 2016.  
(Ordinary Resolution 1)
- To re-elect the following Directors who retire pursuant to Article 90 of the Company's Articles of Association:-  
(i) Mr Cher Sew Seng  
(ii) Mr Goh Ah Heng @ Goh Keng Chin  
(Ordinary Resolution 2)  
(Ordinary Resolution 3)
- To re-appoint the following Directors of the Company:-  
(i) Mr Chee Long Sing @ Cher Hwee Seng  
(ii) Dato' Dr Choong Tuck Yew  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  
(Ordinary Resolution 6)

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

- Authority To Issue Shares Pursuant To Section 75 and 76 Of The Companies Act 2016**  
"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
(Ordinary Resolution 7)
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act 2016.

By Order of the Board  
SCC HOLDINGS BERHAD

**LEE WEE HEE (MAICSA 0773340)**

**WONG YUET CHYN (MAICSA 7047163)**

Company Secretaries  
Kuala Lumpur  
28 April 2017

### Notes:-

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxies 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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.
- 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.
- 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 forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- 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 17th AGM.
- 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 voting by way of poll.

### Explanatory Notes on Ordinary Business

- Audited Financial Statements for financial year ended 31 December 2016**  
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.
- With the coming into force the Companies Act 2016 on 31 January 2017, there is no age limit for directors. At the 16th Annual General Meeting of the Company held on 25 May 2016, both Mr Chee Long Sing @ Cher Hwee Seng and Dato' Dr Choong Tuck Yew, who are above the age of 70, were reappointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the 17th AGM. Their term of office will end at the conclusion of the 17th AGM and they have offered themselves for re-appointment. The proposed Ordinary Resolutions 4 and 5, if passed, will enable both Mr Chee Long Sing @ Cher Hwee Seng and Dato' Dr Choong Tuck Yew to continue to act as Directors of the Company and they shall subject to retirement by rotation at a later date.

### Explanatory Notes on Special Business

- Authority To Issue Shares Pursuant To Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company. This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.  
As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 25 May 2016 and this authority will lapse at the conclusion of the 17th AGM of the Company.  
The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.