



SCH GROUP BERHAD
(Company No. 972700-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third (3rd) Annual General Meeting of SCH Group Berhad ("SCH" or "the Company") will be held at Matahari 1, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, Mid Valley, 59200 Kuala Lumpur on Monday, 9 February 2015 at 10.00 a.m. for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 August 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
2. To approve the payment of Directors' fees of RM71,500.00 to non-executive directors of the Company for the financial year ended 31 August 2014. **Ordinary Resolution 1**
3. To re-elect the following Directors retiring pursuant to Section 129 of the Companies Act, 1965 :-
 - i) Chan Wan Choon **Ordinary Resolution 2**
 - ii) Wong Sin Chin **Ordinary Resolution 3**
4. To re-elect the following Directors retiring pursuant to the Article 95 of the Company's Articles of Association:-
 - i) Yeen Yoon Hin **Ordinary Resolution 4**
 - ii) Sim Yee Fuan **Ordinary Resolution 5**
5. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

SPECIAL BUSINESSES :-

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

6. **Authority To Directors To Allot And Issue Shares** **Ordinary Resolution 7**

"THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")."
7. To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
16 January 2015

Notes

- A. This Agenda item is meant for discussion only as Section 169 (1) of the Companies Act, 1965 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
1. A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. The provision of Section 149(1)(b) of the Act shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
5. The Form of Proxy must be deposited at the Registered Office of the Company at Suite 10.03, Level 10, The Gardens South Tower Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. For the purpose of determining a member who shall be entitled to attend the Third (3rd) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 2 February 2015. Only members whose name appears on the Record of Depositors as at 2 February 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Ordinary Resolution 7: Authority To Directors To Allot And Issue Shares

The Ordinary Resolution 7, if passed, is a new General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate 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) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.