### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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### SEG INTERNATIONAL BHD

(Company No.: 145998-U) (Incorporated in Malaysia)

### **CIRCULAR TO SHAREHOLDERS**

### IN RELATION TO THE

PROPOSED BONUS ISSUE OF UP TO 516,818,081 NEW ORDINARY SHARES IN SEG INTERNATIONAL BHD ("SEGI" OR "COMPANY") ("SEGI SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY SEVEN (7) EXISTING SEGI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER

### **AND**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



### **RHB Investment Bank Berhad**

(Company No. 19663-P) (A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("EGM") of SEGi, which is scheduled to be held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 May 2017 at 3.00 p.m. or immediately following the conclusion or adjournment of the Thirty First Annual General Meeting ("AGM") of the Company scheduled to be held at the same venue and on the same date at 2.30 p.m., whichever is later, together with the Form of Proxy are enclosed herein.

A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/ her behalf. In such event, the Form of Proxy should be lodged at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the EGM or at any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll, as indicated below. The lodging of the Form of Proxy does not preclude you from attending, participating, speaking and voting in person at the EGM, should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy:	Tuesday, 23 May 2017 at 3.00 p.m.
Date and time of the EGM :	Thursday, 25 May 2017 at 3.00 p.m. or immediately following the conclusion or adjournment of the Thirty First AGM, whichever is later

### **DEFINITIONS**

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

"Act" : The Companies Act, 2016

"AGM" : Annual General Meeting

"Board" : The Board of Directors of SEGi

"Bonus Share(s)" : Up to 516,818,081 new SEGi Shares to be issued pursuant to the

Proposed Bonus Issue

"Bursa Depository" or

"Depository"

Bursa Malaysia Depository Sdn Bhd

"Bursa Securities" : Bursa Malaysia Securities Berhad

"Circular" : This circular dated 10 May 2017

"Director(s)" : The director(s) of SEGi and shall have the meaning given in Section

2(1) of the Act and Section 2(1) of the Capital Markets and Services Act

2007 and includes:-

i. in the case of an issuer of structured warrants, a director of the

issuer of the structured warrants; or

ii. in the case of an applicant or listed issuer which is a collective

investment scheme, a director of a management company or a

director of the trustee-manager, as the case may be

"EGM" : Extraordinary General Meeting

"Entitled

Shareholder(s)"

The shareholders of SEGi who are registered as a member and whose

names appear in the Record of Depositors of the Company on the

**Entitlement Date** 

"Entitlement Date" : The date as at the close of business on which shareholders of SEGi

must be registered as a member and whose names appear in the Record of Depositors in order to participate in the Proposed Bonus

Issue

"EPS" : Earnings per Share

"ESOS Option(s)" : The employees' share option(s) under the Company's LTIP

"FYE" : Financial year ended/ ending

"Listing Requirements" : Main Market Listing Requirements of Bursa Securities

"LPD" : 11 April 2017, being the latest practicable date prior to the printing and

despatch of this Circular

"LTIP" : The long term incentive plan of SEGi comprising the employees' share

option scheme and the share grant plan, which is in force for a period of

ten (10) years commencing from 1 July 2014

### **DEFINITIONS (CONT'D)**

"Maximum Scenario"

: Assuming all the 1,263,067 vested ESOS Options are exercised into new SEGi Shares prior to the implementation of the Proposed Bonus Issue. Notwithstanding that the Company may issue new SEGi Shares for the purposes of or under its LTIP, the Company also reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options. For shareholders' information, the Company does not intend to transfer any of its treasury shares for such purpose on or before the Entitlement Date, and as such the treasury shares will not be entitled to the Bonus Shares

"Minimum Scenario"

Assuming none of the 1,263,067 vested ESOS Options is exercised into new SEGi Shares prior to the implementation of the Proposed Bonus Issue. Notwithstanding that the Company may issue new SEGi Shares for the purposes of or under its LTIP, the Company also reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options. For shareholders' information, the Company does not intend to transfer any of its treasury shares for such purpose on or before the Entitlement Date, and as such, the treasury shares will not be entitled to the Bonus Shares

"NA" Net assets

"Proposed

Issue"

Bonus The proposed bonus issue of up to 516.818.081 Bonus Shares to be

credited as fully paid-up on the basis of five (5) Bonus Shares for every

seven (7) existing SEGi Shares held on the Entitlement Date

"PSP Grant(s)" The performance share plan grant(s) under the Company's LTIP

"Record of Depositors" : A record of depositors established by Bursa Depository under the Rules

of Depository

"RHBIB"

"Adviser"

RHB Investment Bank Berhad, being the Adviser for the Proposed

Bonus Issue

"RM" and "sen" Ringgit Malaysia and sen, respectively

"SEGi" the : SEG International Bhd

"Company"

"SEGi Group" or the :

"Group"

SEGi and its subsidiary companies, collectively

"SEGi Share(s)"

or : Ordinary shares in SEGi

"Share(s)"

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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### SEG INTERNATIONAL BHD

(Company No.: 145998-U) (Incorporated in Malaysia)

### **Registered Office**

6th Floor, SEGi University No. 9, Jalan Teknologi Taman Sains Selangor Kota Damansara, PJU 5 47810 Petaling Jaya Selangor Darul Ehsan

10 May 2017

### **Board of Directors**

Tan Sri Dato' Seri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas (Independent Non-Executive Chairman)

Tan Sri Clement Hii Chii Kok (Group Managing Director)
Datuk Mohamed Azahari Bin Mohamed Kamil (Executive Director/ Group President)
Hew Moi Lan (Executive Director/ Chief Executive Officer)
Nicholas Rupert Heylett Bloy (Non-Independent Non-Executive Director)
Edwin Fua Chye Jin (Non-Independent Non-Executive Director)
Dato' Amos Siew Boon Yeong (Independent Non-Executive Director)
Goh Leng Chua (Independent Non-Executive Director)

To: The shareholders of SEGi

Dear Sir/ Madam,

PROPOSED BONUS ISSUE OF UP TO 516,818,081 BONUS SHARES TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY SEVEN (7) EXISTING SEGI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER

### 1. INTRODUCTION

On 13 April 2017, RHBIB had, on behalf of the Board, announced that the Company proposes to undertake a bonus issue of up to 516,818,081 Bonus Shares to be credited as fully paid-up on the basis of five (5) Bonus Shares for every seven (7) existing SEGi Shares held on the Entitlement Date.

On 9 May 2017 RHBIB had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 9 May 2017, approved the listing of up to 516,818,081 Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 6 of this Circular.

The purpose of this Circular is to provide the shareholders of SEGi with the relevant information on the Proposed Bonus Issue as well as to seek the approval from the shareholders of SEGi for the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company. The notice of the forthcoming EGM and the Form of Proxy are enclosed together with this Circular.

SHAREHOLDERS OF SEGI ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TO THE SHAREHOLDERS OF SEGI IN RELATION TO THE PROPOSED BONUS ISSUE INCLUDING THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED BONUS ISSUE TO BE TABLED AT THE FORTHCOMING EGM.

### 2. DETAILS OF THE PROPOSED BONUS ISSUE

As at the LPD, the issued share capital of SEGi is RM74,809,790.80 comprising 748,097,908 SEGi Shares (including 26,048,600 treasury shares).

In conjunction with the Proposed Bonus Issue, the Company has undertaken the following:-

- i. The Company will not purchase and/ or resell any additional Shares pursuant to its share buy-back exercise until the completion of the Proposed Bonus Issue and the Company has no intention to deal with the treasury shares prior to the completion of the Proposed Bonus Issue. Notwithstanding that, the Company reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options and/ or vesting of any PSP Grants; and
- ii. Save as disclosed below, the Company is not expected to vest any allocation of the ESOS Options and PSP Grants under the Company's LTIP until the completion of the Proposed Bonus Issue:-

	ESOS Options	PSP Grants
No. of ESOS Options/ PSP Grants	1,263,067	232,939
Exercise price of ESOS Options	RM1.27	Not applicable
Expected vesting date, subject to fulfilment of vesting conditions	By 30 April 2017	By 30 April 2017

As at the date of this Circular, a total of 232,939 PSP Grants have been vested into 232,939 new SEGi Shares to the grantees of the PSP Grants and a total of 1,263,067 ESOS Options have been vested to the grantees of the ESOS Options.

For illustrative purposes throughout this Circular, the effects of the Proposed Bonus Issue shall be illustrated based on the Minimum Scenario and Maximum Scenario.

### 2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue entails an issuance of up to 516,818,081 Bonus Shares to be credited as fully paid-up on the basis of five (5) Bonus Shares for every seven (7) existing SEGi Shares held by the Entitled Shareholders of SEGi whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date.

The actual number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue will depend on the total number of issued SEGi Shares outstanding (excluding treasury shares, if any) on the Entitlement Date.

Based on the total number of SEGi Shares outstanding in issue (excluding treasury shares) as at the LPD of 722,049,308 SEGi Shares and 232,939 PSP Grants vested into 232,939 new SEGi Shares, and assuming all the 1,263,067 vested ESOS Options are exercised into new SEGi Shares prior to the implementation of the Proposed Bonus Issue, a total of up to 516,818,081 Bonus Shares may be issued pursuant to the Proposed Bonus Issue. For the avoidance of doubt, all the existing 26,048,600 treasury shares will not be entitled to the Bonus Shares. For shareholders' information, the Company does not intend to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options on or before the Entitlement Date.

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

The Proposed Bonus Issue will not be implemented in stages over a period of time.

### 2.2 Capitalisation of reserves

The Proposed Bonus Issue shall be wholly capitalised from the share premium account of the Company.

An illustration of the proposed capitalisation for the Proposed Bonus Issue based on SEGi's latest audited financial statements for the FYE 31 December 2016 at the Company level, is set out below:-

SEGi (C	Company level)	Minimum Scenario RM'000	Maximum Scenario RM'000
Audited	share premium as at 31 December 2016	68,504	68,504
Less:	Amount to be capitalised pursuant to the Proposed Bonus Issue	(51,592)	(51,682)
Less:	Estimated expenses in relation to the Proposed Bonus Issue	(100)	(100)
After th	e Proposed Bonus Issue	16,812	16,722

The Board has confirmed that based on SEGi's latest audited financial statement for the FYE 31 December 2016 at the Company level, SEGi has adequate reserves available to be capitalised for the Proposed Bonus Issue.

In addition, the Board has also confirmed that based on SEGi Group's latest audited consolidated financial statements for the FYE 31 December 2016, the reserves available to be capitalised for the Proposed Bonus Issue are unimpaired by losses on a consolidated basis.

For shareholders' information, SEGi's audited consolidated accumulated losses at the Group level as at 31 December 2016 stood at approximately RM16.95 million. In addition, SEGi's share premium of approximately RM68.50 million and retained earnings of approximately RM2.45 million at the Company level as at 31 December 2016 amounted to approximately RM70.95 million. Based on the aforementioned, the excess reserves of approximately RM54.00 million is sufficient for capitalisation purpose of the Proposed Bonus Issue which amounts to approximately RM51.68 million.

### 2.3 Ranking of the Bonus Shares

The Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing SEGi Shares.

### 2.4 Listing of the Bonus Shares

The approval from Bursa Securities was obtained vide its letter dated 9 May 2017 for the listing of the Bonus Shares on the Main Market of Bursa Securities.

### 3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED BONUS ISSUE

After due consideration, the Board is of the view that the Proposed Bonus Issue is the most appropriate avenue of rewarding the existing shareholders of the Company while at the same time enhance the Company's capital base as the Proposed Bonus Issue will:-

- i. Increase the Company's issued share capital to a level which would be more reflective of its current scale of operations and assets employed;
- ii. Reward the existing shareholders of the Company for their continuous support;
- iii. Enlarge the number of SEGi Shares held by the Company's existing shareholders without increasing the percentage equity interest; and
- iv. Possibly able to encourage trading liquidity of SEGi Shares on Bursa Securities and greater participation by investors as well as potentially broadening the shareholder base of the Company.

### 4. EFFECTS OF THE PROPOSED BONUS ISSUE

### 4.1 Issued share capital

The proforma effects of the Proposed Bonus Issue on the issued share capital of SEGi are set out below:-

	Mini No. of Shares	mum Scenario RM	Maxi No. of Shares	mum Scenario RM
Issued share capital as at the LPD	748,097,908	74,809,791	748,097,908	74,809,791
Less: Treasury shares	(26,048,600)	(37,486,000)	(26,048,600)	(37,486,000)
	722,049,308	37,323,791	722,049,308	37,323,791
Shares issued pursuant to the vesting of 232,939 PSP Grants into new SEGi Shares	232,939	-	232,939	-
Shares to be issued assuming 1,263,067 vested ESOS Options are exercised into new SEGi Shares#	-	-	1,263,067	1,604,095 <sup>~2</sup>
	722,282,247	37,323,791	723,545,314	38,927,886
Shares to be issued pursuant to the Proposed Bonus Issue	515,915,891	51,591,589 <sup>*1</sup>	516,818,081	51,681,808*1
Enlarged issued share capital (excluding treasury shares)	1,238,198,138	88,915,380	1,240,363,395	90,609,694

### Notes:-

- \* As set out in Section 2 of this Circular, notwithstanding that the Company may issue new SEGi Shares for the purposes of or under its LTIP, the Company also reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options. For shareholders' information, the Company does not intend to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options on or before the Entitlement Date, and as such, the treasury shares will not be entitled to the Bonus Shares
- Capitalisation based on the last known par value of SEGi Shares of RM0.10 each prior to the commencement of the Companies Act. 2016
- <sup>2</sup> Calculated based on the exercise price of the ESOS Options of RM1.27 each

### 4.2 NA per Share and gearing

Based on the latest audited consolidated statements of financial position of SEGi Group as at 31 December 2016, the proforma effects of the Proposed Bonus Issue on the NA per Share and gearing of the Group are set out below:-

### Minimum Scenario

	Audited as at 31 December 2016 RM'000	After adjusted for the capital reduction and repayment exercise <sup>11</sup> RM'000	After I and vesting of PSP Grants and assuming none of the vested ESOS Options are exercised RM'000	After II and the Proposed Bonus Issue RM'000
Share capital Treasury shares Share premium Capital reserve Share-based payment reserve Exchange translation reserve Available-for-sale financial asset reserve Accumulated losses Shareholders' equity/ NA	187,024 (37,486) 68,504 - 2,545 739 (20) (16,952) <b>204,354</b>	74,810 <sup>-1</sup> (37,486) 68,504 3,907 <sup>-1</sup> 2,545 739 (20) (17,152) <sup>-2</sup> 95,847	74,810 (37,486) 68,504 3,907 2,545 739 (20) (17,152) <b>95,847</b>	126,402 (37,486) 16,812 <sup>-4</sup> 3,907 2,545 739 (20) (17,152) <b>95,747</b>
No. of Shares outstanding (excluding treasury shares) ('000)	722,049	722,049	722,282 <sup>*3</sup>	1,238,198
NA per Share (RM)	0.28	0.13	0.13	0.08
Total borrowings (RM'000)	3,044	3,044	3,044	3,044
Gearing ratio (times)	0.01	0.03	0.03	0.03

### Notes:-

- After adjusted for the capital reduction and cash repayment of RM0.15 per Share to shareholders amounted to approximately RM108.31 million by way of reduction in the par value of 722,049,308 SEGi Shares held by shareholders by RM0.15 per Share to the revised par value of RM0.10 per Share, coupled with the reduction in the par value of 26,048,600 treasury shares amounted to approximately RM3.91 million which was credited into a capital reserve account of SEGi. The capital reduction and repayment exercise was completed on 18 January 2017
- After deducting estimated expenses of RM200,000 in relation to the capital reduction and repayment exercise
- After adjusted for the issuance of 232,939 new SEGi Shares for free to the grantees of the PSP Grants pursuant to the vesting of 232,939 PSP Grants
- After the capitalisation of approximately RM51.59 million pursuant to the issuance of 515,915,891 Bonus Shares under the Proposed Bonus Issue and after deducting estimated expenses of RM100,000 in relation to the Proposed Bonus Issue

### Maximum Scenario

	Audited as at 31 December 2016 RM'000	After adjusted for the capital reduction and repayment exercise 1 RM'000	After I and vesting of PSP Grants and assuming all the vested ESOS Options are exercised 3 RM'000	After II and the Proposed Bonus Issue RM'000
Share capital Treasury shares Share premium Capital reserve Share-based payment reserve Exchange translation reserve Available-for-sale financial asset reserve Accumulated losses Shareholders' equity/ NA	187,024 (37,486) 68,504 - 2,545 739 (20) (16,952) <b>204,354</b>	74,810 <sup>-1</sup> (37,486) 68,504 3,907 <sup>-1</sup> 2,545 739 (20) (17,152) <sup>-2</sup> 95,847	76,414 <sup>-3</sup> (37,486) 68,504 3,907 2,545 739 (20) (17,152) <b>97,451</b>	128,096 (37,486) 16,722 <sup>-4</sup> 3,907 2,545 739 (20) (17,152) <b>97,351</b>
No. of Shares outstanding (excluding treasury shares) ('000)	722,049	722,049	723,545 <sup>*3</sup>	1,240,363
NA per Share (RM)	0.28	0.13	0.13	0.08
Total borrowings (RM'000)	3,044	3,044	3,044	3,044
Gearing ratio (times)	0.01	0.03	0.03	0.03

### Notes:-

- After adjusted for the capital reduction and cash repayment of RM0.15 per Share to shareholders amounted to approximately RM108.31 million by way of reduction in the par value of 722,049,308 SEGi Shares held by shareholders by RM0.15 per Share to the revised par value of RM0.10 per Share, coupled with the reduction in the par value of 26,048,600 treasury shares amounted to approximately RM3.91 million which was credited into a capital reserve account of SEGi. The capital reduction and repayment exercise was completed on 18 January 2017
- After deducting estimated expenses of RM200,000 in relation to the capital reduction and repayment exercise
- After adjusted for the issuance of 232,939 new SEGi Shares for free to the grantees of the PSP Grants pursuant to the vesting of 232,939 PSP Grants and assuming the exercise of all the vested 1,263,067 ESOS Options into 1,263,067 new SEGi Shares at the exercise price of RM1.27 per ESOS Option. Further, as set out in Section 2 of this Circular, notwithstanding that the Company may issue new SEGi Shares for the purposes of or under its LTIP, the Company also reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options. For shareholders' information, the Company does not intend to transfer any of its treasury shares for such purpose on or before the Entitlement Date, and as such, the treasury shares will not be entitled to the Bonus Shares
- After the capitalisation of approximately RM51.68 million pursuant to the issuance of 516,818,081 Bonus Shares under the Proposed Bonus Issue and after deducting estimated expenses of RM100,000 in relation to the Proposed Bonus Issue

# 4.3 Substantial shareholding structure

The Proposed Bonus Issue will not have any effect on the substantial shareholders' percentage of shareholding in the Company as the Bonus Shares will be allotted on a pro-rata basis to all the shareholders of the Company. However, the number of SEGi Shares held by each substantial shareholder will increase proportionately as a result of the Proposed Bonus Issue. The effects of the Proposed Bonus Issue on the substantial shareholders' shareholdings of the Company are set out below:-

# Minimum Scenario

	Shareh	oldings	Shareholdings as at the LPD		After the	l vestinç	l After the vesting of PSP Grants*	25-	After I and 1	l he Pro	II After I and the Proposed Bonus Issue	ene
	< Direct <	<b>V</b>	:Indirect No. of	1	> <direct No. of</direct 	V ^	> <ndirect No. of</ndirect 		<pre><nirect no.="" of<="" pre=""></nirect></pre>	^	-> <direct> <indirectno. of<="" th=""><th>1</th></indirectno.></direct>	1
Substantial shareholders	Shares	%	Shares	%	Shares	%	Shares	%	Shares	%	Shares	%
Tan Sri Clement Hii Chii Kok ("TSC")	231,405,116 32.05	32.05	268,079,604 <sup>-1</sup>	37.13	231,405,116	32.04	268,079,604~1	37.12	396,694,481	32.04	459,565,034 <sup>~1</sup>	37.12
Pinnade Heritage Solutions Sdn Bhd ("PHS")	268,079,604 37.13	37.13	231,405,116 <sup>-2</sup>	32.05	268,079,604	37.12	231,405,116 <sup>-2</sup>	32.04	459,565,034	37.12	396,694,481 <sup>-2</sup>	32.04
Nicholas Rupert Heylett Bloy	1	1	499,484,720 <sup>3</sup>	69.18	•	1	499,484,720 <sup>-3</sup>	69.15	•	1	856,259,520	69.15
Richard Elletson Foyston	1	1	499,484,720 3	69.18	1	ı	499,484,720 <sup>-3</sup>	69.15	1	1	856,259,520	69.15
Navis Capital Partners Limited	1	1	499,484,720 <sup>3</sup>	69.18	•	ı	499,484,720 <sup>*3</sup>	69.15	•	•	856,259,520	69.15
SmartUni 1 Ltd	ı	1	499,484,720*3	69.18	•	1	499,484,720*3	69.15	•	1	856,259,520*3	69.15
Navis Asia Fund VI G.P., Ltd	ı	1	499,484,720*3	69.18	•	1	499,484,720*3	69.15	•	1	856,259,520*3	69.15
HAL Investments (Asia) Ltd	1	1	499,484,720 3	69.18	1	1	499,484,720*3	69.15	ı	ı	856,259,520	69.15
HAL Holding N.V.	1	1	499,484,720 <sup>*3</sup>	69.18	1	ı	499,484,720 <sup>*3</sup>	69.15	1	ı	856,259,520	69.15
HAL Trust	1	1	499,484,720 <sup>*3</sup>	69.18	1	ı	499,484,720 <sup>*3</sup>	69.15	ı	1	856,259,520	69.15
Rodney Chadwick Muse	1	1	499,484,720 <sup>*3</sup>	69.18	1	ı	499,484,720*3	69.15	1	1	856,259,520*3	69.15
Navis GP Investment HoldCo Ltd	7	1	499,484,720 <sup>*3</sup>	69.18	ı	1	499,484,720 <sup>*3</sup>	69.15	ı	1	856,259,520 <sup>73</sup>	69.15

## Notes:-

- After adjusted for the issuance of 232,939 new SEGi Shares to the grantees of the PSP Grants pursuant to the vesting of 232,939 PSP Grants
- TSC is deemed interested in such SEGi Shares held by PHS pursuant to the shareholders' agreement dated 25 April 2012 entered between TSC and PHS for regulating their relationship with one another as shareholders of SEGi ("Shareholders' Agreement")
- <sup>2</sup> PHS is deemed interested in such SEGi Shares held by TSC pursuant to the Shareholders' Agreement
- Deemed interest by virtue of shares held by PHS in which the Director(s)/ company(ies) is deemed to have an interest 'n

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	Shareh	oldings	Shareholdings as at the LPD		After the v assuming all 1	esting chest	After the vesting of PSP Grants and assuming all the vested ESOS Options are exercised#	nd 1s are	After I and t	he Proj	 After I and the Proposed Bonus Issue	en
Substantial shareholders	<direct No. of Shares</direct 	·› ^	Indirect No. of Shares	į	> <direct No. of % Shares</direct 	· ^ *	:Indirect No. of Shares		> <direct No. of % Shares</direct 	-> ^	lndirect No. of Shares	<b>^</b> %
TSC	231,405,116	32.05	268,079,604*1	37.13	231,405,116	31.98	268,079,604*1	37.05	396,694,481	31.98	459,565,034 <sup>7</sup>	37.05
PHS	268,079,604	37.13	231,405,116 <sup>*2</sup>	32.05	268,079,604	37.05	231,405,116 <sup>*2</sup>	31.98	459,565,034	37.05	396,694,481 <sup>*2</sup>	31.98
Nicholas Rupert Heylett Bloy	1	1	499,484,720 <sup>*3</sup>	69.18	ı	1	499,484,720 <sup>*3</sup>	69.03	1	1	$856,259,520^{73}$	69.03
Richard Elletson Foyston	1	1	499,484,720 <sup>*3</sup>	69.18	ı	ı	499,484,720 <sup>*3</sup>	69.03	1	ı	$856,259,520^{*3}$	69.03
Navis Capital Partners Limited	1	1	499,484,720 <sup>*3</sup>	69.18	ı	ı	499,484,720 <sup>*3</sup>	69.03	1	ı	$856,259,520^{73}$	69.03
SmartUni 1 Ltd	ı	1	499,484,720 <sup>*3</sup>	69.18	1	1	499,484,720 <sup>*3</sup>	69.03	1	1	$856,259,520^{*3}$	69.03
Navis Asia Fund VI G.P., Ltd	1	1	499,484,720 <sup>*3</sup>	69.18	ı	1	499,484,720 <sup>*3</sup>	69.03	1	1	$856,259,520^{73}$	69.03
HAL Investments (Asia) Ltd	ı	1	499,484,720 <sup>*3</sup>	69.18	1	1	499,484,720 <sup>*3</sup>	69.03	1	1	$856,259,520^{*3}$	69.03
HAL Holding N.V.	ı	ı	499,484,720 <sup>*3</sup>	69.18	ı	ı	499,484,720 <sup>*3</sup>	69.03	1	ı	$856,259,520^{73}$	69.03
HAL Trust	1	1	499,484,720 <sup>°3</sup>	69.18	ı	ı	499,484,720 <sup>*3</sup>	69.03	1	1	$856,259,520^{73}$	69.03
Rodney Chadwick Muse	1	1	499,484,720 <sup>3</sup>	69.18	1	1	499,484,720 <sup>*3</sup>	69.03	•	ı	$856,259,520^{73}$	69.03
Navis GP Investment HoldCo Ltd	7	1	499,484,720 <sup>*3</sup>	69.18	1	1	499,484,720 <sup>*3</sup>	69.03	•	ı	$856,259,520^{*3}$	69.03

# Notes:-

After adjusted for the issuance of 232,939 new SEGi Shares to the grantees of the PSP Grants pursuant to the vesting of 232,939 PSP Grants and assuming the exercise of all the vested 1,263,067 ESOS Options into 1,263,067 new SEGi Shares. Further, as set out in Section 2 of this Circular, notwithstanding that the Company may issue new SEGi Shares for the purposes of or under its LTIP, the Company also reserves the rights to transfer any of its treasury shares for the purposes of or under its LTIP pursuant to the exercise of any vested ESOS Options. For shareholders' information, the Company does not intend to transfer any of its treasury shares for such purpose on or before the Entitlement Date, and as such, the treasury shares will not be entitled to the Bonus Shares

<sup>&</sup>quot;
TSC is deemed interested in such SEGi Shares held by PHS pursuant to the Shareholders' Agreement

<sup>&</sup>quot;2 PHS is deemed interested in such SEGi Shares held by TSC pursuant to the Shareholders' Agreement

Deemed interest by virtue of shares held by PHS in which the Director(s)/ company(ies) is deemed to have an interest ş,

### 4.4 Earnings and EPS

The Proposed Bonus Issue, which is expected to be completed within the second quarter of 2017, is not expected to have any effect on the earnings of SEGi Group for the FYE 31 December 2017. However, the EPS of SEGi Group may be diluted as a result of the increase in the number of SEGi Shares in issue upon the completion of the Proposed Bonus Issue.

### 4.5 Convertible securities

As at the date of this Circular, save for the ESOS Option(s), the Company does not have any existing convertible securities. The Proposed Bonus Issue may give rise to adjustment to the exercise price and/ or number of the unvested and/ or unexercised ESOS Options held by each grantee of the ESOS Options ("ESOS Grantee(s)") pursuant to the by-laws dated 1 July 2014, governing the LTIP ("By-Laws"). Any adjustment which is required will be made in accordance with the provisions of the By-Laws to ensure that the status of the ESOS Grantees holding the unvested and/ or unexercised ESOS Options are not prejudiced after the completion of the Proposed Bonus Issue. Any such adjustment will only be finalised on the Entitlement Date. In addition, a written notification will be despatched to the ESOS Grantees holding the unvested and/ or unexercised ESOS Options in the event of any such adjustment.

In addition, as at the date of this Circular, the Company has existing unvested PSP Grants. The Proposed Bonus Issue may give rise to adjustment to the number of the unvested PSP Grants held by each grantee of the PSP Grants ("PSP Grantee(s)") pursuant to the By-Laws. Any adjustment which is required will be made in accordance with the provisions of the By-Laws to ensure that the status of the PSP Grantees holding the unvested PSP Grants are not prejudiced after the completion of the Proposed Bonus Issue. Any such adjustment will only be finalised on the Entitlement Date. In addition, a written notification will be despatched to the PSP Grantees holding the unvested PSP Grants in the event of any such adjustment.

### 5. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of SEGi Shares as traded on Bursa Securities for the past 12 months from May 2016 to April 2017 are set out below:-

	High RM	Low RM
2016		
May	1.30	1.16
June	1.26	1.16
July	1.21	1.17
August	1.21	1.15
September	1.20	1.09
October	1.17	1.10
November	1.13	1.09
December	1.15	1.09
2017		
January	1.25	1.09
February	1.13	1.08
March	1.10	1.06
April	1.28	1.06
Last transacted market price on 12 April 2017 (being the date prior to the announcement of the Proposed Bonus Issue)		RM1.14
Last transacted market price on the LPD		RM1.11

(Source: Bloomberg)

### 6. APPROVALS REQUIRED

The Proposed Bonus Issue is subject to the following approvals being obtained:-

i. Bursa Securities, which was obtained vide its letter dated 9 May 2017, for the listing of up to 516,818,081 Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, subject to the following conditions:-

	Conditions	Status of complian
(i)	SEGi and RHBIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue;	Noted
(ii)	SEGi and RHBIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue;	To be complied
(iii)	SEGi 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; and	To be complied
(iv)	SEGi and RHBIB are required to make the relevant announcements pursuant to Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements.	To be complied

- ii. The shareholders of SEGi, for the Proposed Bonus Issue at the forthcoming EGM of the Company; and
- iii. Any other relevant authority, if required.

The Proposed Bonus Issue is not conditional upon any other proposals undertaken or to be undertaken by the Company.

The voting on the resolution pertaining to the Proposed Bonus Issue at the EGM will be taken on a poll.

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

None of the Directors, major shareholders of SEGi and/ or persons connected to them have any interest, either direct or indirect, in the Proposed Bonus Issue, apart from their respective entitlement as shareholders of the Company under the Proposed Bonus Issue, the rights of which are also available to all other existing shareholders of the Company as at the Entitlement Date.

### 8. ESTIMATED TIME FRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposed Bonus Issue is expected to be completed by the second quarter of 2017. The tentative timetable in relation to the Proposed Bonus Issue is set out below:-

Timeline	Events		
25 May 2017		invening of EGM to obtain the approval of the shareholders of SEGi the Proposed Bonus issue	
End May 2017	• An	nouncement on the Entitlement Date	

Timeline	ents	
Mid June 2017	Entitlement Date	
End June 2017	Listing of and quotation for the Bonus S	Shares on the Main Market of

### 9. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue and the proposed renewal of shareholders' authorisation for the Company to purchase its own Shares up to 10% of the issued Shares of the Company to be tabled at the forthcoming Thirty First Annual General Meeting of the Company, the Board is not aware of any other corporate exercise that has been announced but not yet completed as at the date of this Circular.

### 10. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue, including the rationale and justification for the Proposed Bonus Issue and the effects of the Proposed Bonus Issue, is of the opinion that the Proposed Bonus Issue is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company.

### 11. EGM

The EGM, the notice of which is enclosed in this Circular, which is scheduled to be held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 May 2017 at 3.00 p.m. or immediately following the conclusion or adjournment of the Thirty First AGM of the Company scheduled to be held at the same venue and on the same date at 2.30 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Bonus Issue.

If you are unable to attend, participate, speak and vote in person at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the EGM or at any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

### 12. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendix for further information.

Yours faithfully, For and on behalf of the Board SEG INTERNATIONAL BHD

TAN SRI DATO' SERI MEGAT NAJMUDDIN BIN DATO' SERI DR. HAJI MEGAT KHAS Independent Non-Executive Chairman

### **FURTHER INFORMATION**

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, and the Directors 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 other facts, the omission of which would make any statement herein misleading.

### 2. CONSENT

RHBIB, being the Adviser for the Proposed Bonus Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

### 3. DECLARATION OF CONFLICT OF INTEREST

RHBIB has given its written confirmation that as at the date of this Circular, there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Adviser to SEGi for the Proposed Bonus Issue.

### 4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither SEGi nor any of its subsidiary companies are engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of SEGi Group and the Board has no knowledge of any proceedings, pending or threatened, against the Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of the Group.

### 5. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by SEGi Group which, upon becoming enforceable, may have a material impact on the financial results/ position of SEGi Group:-

Non-cancellable operating lease commitments		
Future minimum lease payments		
Not later than one (1) year	27,353	
• Later than one (1) year and not later than five (5) years	34,675	
Later than five (5) years	6,056	
	68.084	

### 6. CONTINGENT LIABILITIES

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

### 7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, during normal business hours (except public holidays) from the date of this Circular up to the time set for holding the EGM or at any adjournment thereof:-

- i. Memorandum and Articles of Association of SEGi;
- ii. Audited consolidated financial statements of SEGi Group for the past two (2) financial years up to the FYE 31 December 2016; and
- iii. Letter of consent and declaration of conflict of interest referred to in Sections 2 and 3 above.

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### **SEG INTERNATIONAL BHD**

(Company No.: 145998-U) (Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of SEG International Bhd ("SEGi" or the "Company") will be held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 May 2017 at 3.00 p.m. or immediately following the conclusion or adjournment of the Thirty First Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 2.30 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

### **ORDINARY RESOLUTION**

PROPOSED BONUS ISSUE OF UP TO 516,818,081 NEW ORDINARY SHARES IN SEGI ("SEGI SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY SEVEN (7) EXISTING SEGI SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all relevant authorities in respect of the listing of and quotation for up to 516,818,081 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the board of directors of SEGi ("Board") be and is hereby authorised to capitalise a total sum of up to RM51,681,808.10 from the share premium account of the Company, the details of which are set out in Section 2.2 of the Circular to shareholders of the Company dated 10 May 2017, for the purposes of the Proposed Bonus Issue;

**THAT** the Board be and is hereby authorised to apply such capitalisation sum and to issue up to 516,818,081 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted to 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 and announced later by the Board ("Entitlement Date"), on the basis of five (5) Bonus Shares for every seven (7) existing SEGi Shares held in the Company on the Entitlement Date;

**THAT** the Board be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue, if any, which shall be disregarded and dealt with in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing SEGi Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

### By Order of the Board

### CHONG POH YEE (MIA 7620) HEW LING SZE (MAICSA 7010381)

**Company Secretaries** 

Selangor Darul Ehsan 10 May 2017

### Notes:-

- 1. A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, participate, speak 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.
- 2. A member may appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 3. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, 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 appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
- 5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, must be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll.
- 6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 May 2017 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/ or vote at the meeting or appoint proxy(ies) to attend, participate, speak and/ or vote on his behalf.

### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the EGM, a member of the Company (i) consents 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 EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants 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, and (iii) agrees 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 warranty.

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### SEG INTERNATIONAL BHD

(Company No.: 145998-U) (Incorporated in Malaysia)

### **FORM OF PROXY**

No. of Shares held	
CDS Account No.	

I/ We	*NRIC No./ Passport No./ Company No.
(FULL NAME IN BLOCK CAPITAL)	*NRIC No./ Passport No./ Company No.
of	
	L ADDRESS)
being *a member / members of SEG INTERNATIONAL	BHD (145998-U) hereby appoint
5	
	*NRIC No./ Passport No.
(FULL NAME IN BLOCK CAPITAL)	· -
of	
	L ADDRESS)
or failing *him/ her	*NRIC No./ Passport No.
(FULL NAME IN BLOCK CAP	
of	
	L ADDRESS)
us on *my/ our behalf at the Extraordinary General Me Right Wing, SEGi University, No. 9, Jalan Teknologi, T	our proxy/ proxies to attend, participate, speak and vote for *m eting of the Company which is scheduled to be held at Level aman Sains Selangor, Kota Damansara, PJU 5, 47810 Petalir 2017 at 3.00 p.m. or immediately following the conclusion of

ıe/ 2. ng or adjournment of the Thirty First Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 2.30 p.m., whichever is later, in the manner indicated below:-

\*My/ our proxy is to vote as indicated below:-

RESOLUTION	FOR	AGAINST
ORDINARY RESOLUTION - PROPOSED BONUS ISSUE		

Please mark with " X " in either box if you wish to direct the proxy how to vote. If no mark is made, the proxy may vote on the resolution or abstain from voting as the proxy thinks fit.

Strike out whichever is not desired

Signature of Member(s)/ Common Seal

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:-No. of Shares Percentage % Proxy 1 Proxy 2 % Total 100%

### Date: \_ Notes:-

- A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy or 1. proxies to attend, participate, speak 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 member may appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a 2. member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 3. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, 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 appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially 5 certified or office copy of such power or authority, must be deposited at the Registered Office of the Company at 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 May 2017 6 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/ or vote at the meeting or appoint proxy(ies) to attend, participate, speak and/ or vote on his behalf.

### Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 May 2017.

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AFFIX STAMP

The Company Secretaries SEG INTERNATIONAL BHD (145998-U)

6th Floor, SEGi University No. 9, Jalan Teknologi Taman Sains Selangor Kota Damansara, PJU 5 47810 Petaling Jaya Selangor Darul Ehsan

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