SEACERA GROUP BERHAD

(Company No. 163751-H)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Seacera Group Berhad ("**Seacera**" or "**Company**") will be held at Lot 16428, 14km Jalan Ipoh, Kawasan Perindustrian Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 17 August 2017 at 10.00 am for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY SEACERA PROPERTIES SDN BHD, A WHOLLY-OWNED SUBSIDIARY COMPANY OF SEACERA GROUP BERHAD OF 1,500,000 ORDINARY SHARES REPRESENTING THE ENTIRE ISSUED ORDINARY SHARES IN DUTA NILAI HOLDINGS SDN BHD FROM ISMAIL BIN OTHMAN AND ZAINAB BINTI MANSOR FOR A TOTAL CONSIDERATION OF RM165,100,000 TO BE SATISFIED PARTLY VIA ISSUANCE OF 90,000,000 NEW ORDINARY SHARES IN SEACERA TO BE ISSUED AT AN ISSUE PRICE OF RM1.00 EACH AND THE BALANCE VIA DEFERRED CASH PAYMENT OF RM75,100,000

"**THAT** subject to the approvals of relevant authorities being obtained (if required), approval be and is hereby given for Seacera Properties Sdn. Bhd., a wholly-owned subsidiary of Seacera Group Berhad ("**Seacera**" or "**Company**"), to acquire 1,500,000 ordinary shares representing the entire issued ordinary shares in Duta Nilai Holdings Sdn. Bhd. from Ismail bin Othman and Zainab bin Mansor (collectively referred to as "**Vendors**"), for a total consideration of RM165,100,000 to be satisfied partly via issuance of 90,000,000 new ordinary shares in Seacera ("**Seacera Shares**") to be issued at an issue price of RM1.00 each ("**DNHSB Consideration Shares**") and the balance via deferred cash payment of RM75,100,000 upon the terms and conditions contained in the conditional sale and purchase agreement for shares dated 16 November 2016 ("**DNHSB SPA**") ("**Proposed Acquisition**");

AND THAT the DNHSB SPA be and is hereby approved and confirmed;

AND THAT the board of directors of Seacera ("**Board**") be and is hereby authorised to issue the DNHSB Consideration Shares to the Vendors as part settlement for the Proposed Acquisition AND THAT the DNHSB Consideration Shares, shall upon allotment and issue, rank pari passu in all respects with the then existing Seacera Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions of which the entitlement date is prior to the date of the allotment of such DNHSB Consideration Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Acquisition with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Acquisition or as the Board may deem fit, necessary and/or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 73,816,500 NEW ORDINARY SHARES IN SEACERA REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES IN SEACERA AS AT 18 MAY 2017

"THAT approval be and is hereby given for Seacera Group Berhad ("**Seacera**" or "**Company**") to allot and issue up to 73,816,500 new ordinary shares in Seacera ("**Seacera Shares**") representing up to 30% of the total number of issued shares in the Company ("**Subscription Shares**") at an issue price of RM1.00 each or such other price at a discount of not more than 10% to the five (5)-day volume weighted average market price of Seacera Shares immediately before the price-fixing date to the subscribers of the Subscription Shares upon the terms of and subject to the conditions set out in subscription agreements entered or to be entered into by the Company with each of the subscribers ("**Proposed Shares Issuance**");

AND THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Shares Issuance for the purposes set out in the circular to shareholders dated 2 August 2017, and the board of directors of Seacera ("**Board**") be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approval of the relevant authorities, where required;

AND THAT the Subscription Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing Seacera Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment and issuance of such Subscription Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Shares Issuance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Shares Issuance or as the Board may deem fit, necessary and/or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shares Issuance in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF NEW WARRANTS ("WARRANT(S) C") ON THE BASIS OF TWO (2) WARRANTS C FOR EVERY FIVE (5) EXISTING SEACERA SHARES HELD BY THE ENTITLED SHAREHOLDERS OF SEACERA ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

"THAT subject to approvals of all relevant authorities, including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission, listing of and quotation for up to 177,452,770 new warrants ("**Warrants C**") to the Official List of Bursa Securities as well as for the listing of and quotation for the new Seacera Group Berhad's ("**Seacera**" or "**Company**") ordinary shares ("**Seacera Shares**") arising from the exercise of the Warrants C on the Main Market of Bursa Securities, authority be and is hereby given to the board of directors of Seacera ("**Board**") to implement a proposed bonus issue of Warrants C by allotting and distributing the Warrants C to all shareholders of Seacera whose names appear on the Record of Depositors of the Company as at the close of business on the entitlement date to be determined and announced later ("**Entitlement Date**") ("**Entitled Shareholders**") for free, on the basis of two (2) Warrants C for every five (5) existing Seacera Shares held then by the Entitled Shareholders in accordance with the provisions in the deed poll constituting the Warrants C to be executed ("**Deed Poll Warrant C**") ("**Proposed Bonus Issue of Warrants**");

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll Warrant C with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll Warrant C;

AND THAT the Board be and is hereby authorised to allot and issue such appropriate number of additional Warrants C ("**Additional Warrants C**") in accordance with the provisions of the Deed Poll Warrant C, including any Additional Warrants C as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll Warrant C and to adjust from time to time the exercise price and/or number of the Warrants C to which the holders of the Warrants C are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll Warrant C;

AND THAT the Board be and is hereby authorised to allot and issue such number of new Seacera Shares to be credited as fully paid-up to the holders of the Warrants C arising from their exercise of the Warrants C and such number of new Seacera Shares arising from the exercise of the Additional Warrants C during the tenure of the Warrants C;

AND THAT any fractional entitlement that may arise from the Proposed Bonus Issue of Warrants shall be disregarded and dealt in such a manner as the Board shall in their absolute discretion deem fit and in the best interests of the Company;

AND THAT the new Seacera Shares arising from any exercise by the holders of the Warrants C and/or Additional Warrants C shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Seacera Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the Entitlement Date of which is prior to the date of allotment and issuance of such new Seacera Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bonus Issue of Warrants or as the Board may deem fit, necessary and/or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants in the best interests of the Company."

ORDINARY RESOLUTION 4

PROPOSED ACQUISITION BY SEACERA CERAMICS SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF SEACERA, OF LAND KNOWN AS LOT 1749, MUKIM TANGGA BATU, DAERAH MELAKA TENGAH, NEGERI MELAKA AND HELD UNDER PN 16988 TOGETHER WITH THE BUILDING ERECTED THEREON FROM QM SPORTS SDN BHD FOR A TOTAL PURCHASE CONSIDERATION OF RM16,900,000

"THAT subject to the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given for Seacera Ceramics Sdn. Bhd. ("**SCSB**"), a wholly-owned subsidiary of Seacera Group Berhad ("**Seacera**" or "**Company**") to acquire the land known as Lot 1749, Mukim Tangga Batu, Daerah Melaka Tengah, Negeri Melaka and held under PN 16988 together with the building erected thereon from QM Sports Sdn. Bhd. ("**QMS**"), for a total purchase consideration of RM16,900,000 to be satisfied by way of a cash payment of RM4.50 million and the allotment and issuance of 8,857,143 new Seacera Shares at an issue price of RM1.40 per share subject to any adjustments in accordance with the conditional sale and purchase agreement dated 17 May 2017 ("**Warehouse SPA**"), amounting to approximately RM12.40 million ("**Warehouse Consideration Shares**") ("**Proposed Warehouse Acquisition**");

AND THAT the Warehouse SPA be and is hereby approved and confirmed;

AND THAT the board of directors of Seacera ("**Board**") be and is hereby authorised to issue 8,857,143 Warehouse Consideration Shares, including any additional consideration shares to be issued pursuant to the terms of the Warehouse SPA, to QMS as part settlement for the Proposed Warehouse Acquisition AND THAT the Warehouse Consideration Shares, shall upon allotment and issuance, rank pari passu in all respects with the then existing Seacera Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions of which the entitlement date is prior to the date of the allotment of such Warehouse Consideration Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Warehouse Acquisition with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Warehouse Acquisition or as the Board may deem fit, necessary and/or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Warehouse Acquisition in the best interests of the Company."

BY ORDER OF THE BOARD

SEOW FEI SAN
LOH LAI LING
Company Secretaries

Petaling Jaya
2 August 2017

Notes:-

(i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint 1 or more proxies to attend and vote in his stead. Where a holder appoints 1 or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.

(ii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Authorised Nominee"), it may appoint 2 or more proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(iii) Where a member of the Company is an exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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.

(iv) Only a depositor whose name appears in the Company's Record of Depositors as at 10 August 2017 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.

(v) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 334 of the Companies Act 2016 shall not apply to the Company.

(vi) The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17, Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or adjourned meeting.