

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of BELL & ORDER BERHAD ("B&O" or "Company") will be held at The Summit Hotel Subang USJ, Persiaran Kewajipan USJ 1, 47600 UEP Subang Jaya, Selangor on Thursday, 10 November 2005 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification the following motions:

**ORDINARY RESOLUTION 1
- PROPOSED RIGHTS ISSUE**

"THAT subject to the approvals being obtained from all relevant authorities and subject to the passing of Ordinary Resolutions 2, 4 and 13 and the Special Resolution 1, approval be and is hereby given to the Directors of the Company to allot and issue by way of a renounceable rights issue 57,552,000 new ordinary shares of RM1.00 each ("Rights Shares") on the basis of three (3) Rights Shares for every one (1) existing ordinary share of RM1.00 each held in B&O ("B&O Shares") at an issue price to be determined by the Directors of B&O ("Proposed Rights Issue") and payable in full upon acceptance, to the shareholders of the Company who are registered as members of the Company and whose names appear on the Record of Depositors at the close of business on a date to be determined and announced by the Board of Directors of B&O ("Board"), with any fractional entitlements to be disregarded and to be dealt with in such manner as the Board in its absolute discretion considers expedient in the interest of the Company,

AND THAT the Rights Shares will, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up share capital of the Company except that they shall not be entitled to any dividends, rights, allotments and/or distributions which may be declared, made or paid, before the date of allotment of the Rights Shares,

AND THAT the Directors of the Company, be and are hereby authorised to give full effect to the Proposed Rights Issue with full power to deal with fractions of shares in such manner as they shall deem fit in the interests of the Company and to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and/or to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Rights Issue,

AND THAT where and when necessary, the common seal be affixed thereon in accordance with the Company's Articles of Association."

**ORDINARY RESOLUTION 2
- PROPOSED OOHMSB AND OPL ACQUISITIONS**

"THAT subject to and conditional upon approvals being obtained from all relevant authorities, the approval of the shareholders of Scomi Group Bhd ("SCOMI") and subject to the passing of Ordinary Resolutions 1, 4, 5 and 13 and Special Resolution 1, approval be and is hereby given for B&O to acquire 1,200,000 Class A shares of RM1.00 each and 800,000 Class B shares of RM1.00 each representing the entire issued and paid-up share capital in OMS Oilfield Holdings (Malaysia) Sdn Bhd (formerly known as Oiltools Holdings (Malaysia) Sdn Bhd) ("OOHMSB") and 1,010,800 ordinary shares of SGD1.00 each representing the entire issued and paid-up share capital of Oiltools Pte Ltd ("OPL") for a total purchase consideration of RM237,500,000 to be satisfied by the issuance and allotment of 160,472,973 new B&O Shares at an issue price of RM1.48 per share to the persons nominated by KMC Oiltools Bermuda Limited and KMC Oiltools (Cayman) Ltd (collectively, the "Vendors") in accordance with the terms and conditions of the Sale and Purchase Agreement entered into between B&O and the Vendors on 7 January 2005, subject to any adjustment as may be required by the Securities Commission ("Proposed OOHMSB AND OPL Acquisitions"),

AND THAT the 160,472,973 new B&O Shares to be issued as consideration pursuant to the Proposed OOHMSB AND OPL Acquisitions ("Consideration Shares 1") will, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up share capital of the Company except that they shall not be entitled to the Proposed Rights Issue (under Ordinary Resolution 1 above), any dividends, rights, allotments and/or distributions which may be declared, made or paid, before the date of allotment of the Consideration Shares 1,

AND THAT the Directors of the Company, be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of B&O all such documents and/or agreements as they shall deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed OOHMSB AND OPL Acquisitions with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities,

AND THAT where and when necessary, the Common Seal be affixed thereon in accordance with the Company's Articles of Association."

**ORDINARY RESOLUTION 3
- PROPOSED SCOTS AND SSB ACQUISITIONS**

"THAT subject to and conditional upon approvals being obtained from all relevant authorities, the approval of the shareholders of SCOMI and subject to the passing of Ordinary Resolutions 1, 2, 4, 5 and 13 and Special Resolution 1, approval be and is hereby given for B&O to acquire 500,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Scomi Transportation Solutions Sdn Bhd ("SCOTS") and 9,281,762 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Scomi Sdn Bhd ("SSB") for a total purchase consideration of RM47,500,000 to be satisfied by the issuance and allotment of 32,094,594 new B&O Shares at an issue price of RM1.48 per share to SCOMI, in accordance with the terms and conditions of the Sale and Purchase Agreement entered into between B&O and SCOMI on 7 January 2005, subject to any adjustment as may be required by the Securities Commission ("Proposed SCOTS AND SSB Acquisitions"),

AND THAT the 32,094,594 new B&O Shares to be issued as consideration pursuant to the Proposed SCOTS AND SSB Acquisitions ("Consideration Shares 2") will, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up share capital of the Company except that they shall not be entitled to the Proposed Rights Issue (under Ordinary Resolution 1 above), any dividends, rights, allotments and/or distributions which may be declared, made or paid, before the date of allotment of the Consideration Shares 2,

AND THAT the Directors of the Company, be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of B&O all such documents and/or agreements as they shall deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed SCOTS AND SSB Acquisitions with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities,

AND THAT where and when necessary, the Common Seal be affixed thereon in accordance with the Company's Articles of Association."

**ORDINARY RESOLUTION 4
- PROPOSED MANDATORY OFFER EXEMPTION**

"THAT subject to the approvals of the relevant authorities and subject to the passing of Ordinary Resolutions 1, 2, 3, 5 and 13 and Special Resolution 1, approval be and is hereby given by way of poll for the exemption to SCOMI from having to undertake a mandatory general offer pursuant to Part II of the Malaysian Code on Takeovers and Mergers, 1998 for all the remaining B&O Shares not already owned by SCOMI after the Proposed OOHMSB AND OPL Acquisitions and the Proposed SCOTS AND SSB Acquisitions ("Proposed Mandatory Offer Exemption"),

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of B&O all such documents and/or agreements as they shall deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Mandatory Offer Exemption with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities."

**ORDINARY RESOLUTION 5
- PROPOSED TRANSFER OF B&O'S UNDERTAKING AND PROPERTY (AS DEFINED IN SECTION 178(5) OF THE COMPANIES ACT, 1965) TO ATLAS JADE SDN BHD, THE SPECIAL PURPOSE VEHICLE INCORPORATED PURSUANT TO THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN B&O AND ITS CREDITORS FOR THE SETTLEMENT OF BANK BORROWINGS AND OTHER CREDITORS UNDER SECTION 176 OF THE COMPANIES ACT, 1965**

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 13 and Special Resolution 1, approval be and is hereby given for the transfer of the whole of the undertaking and property of the Company (as defined in Section 178 (5) of the Companies Act, 1965) to Atlas Jade Sdn Bhd, the special purpose vehicle incorporated pursuant to the composite scheme of arrangement between B&O and its creditors for the settlement of bank borrowings and other creditors under Section 176 of the Companies Act, 1965 ("Proposed Transfer Of Undertaking And Property"),

AND THAT the Directors of the Company, be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of B&O all such documents and/or agreements as they shall deem fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Transfer Of Undertaking And Property with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities,

AND THAT authority be and is hereby given to any one (1) Director and/or the officer of the Company to execute and sign all relevant documents in connection therewith for and on behalf of the Company AND THAT where and when necessary, the Common Seal be affixed thereon in accordance with the Company's Articles of Association,

AND THAT authority be and is hereby given for the necessary adjustment to be made to the books of accounts of the Company accordingly."

**ORDINARY RESOLUTION 6
- PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME**

"THAT subject to passing of Ordinary Resolutions 1, 2, 3, 4, 5 and 13 and Special Resolutions 1 and 2, and subject to the completion of the proposals set out in Ordinary Resolutions 1, 2, 3 and 4 above, and the approval in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new B&O Shares to be issued hereunder and the approvals of any other relevant authorities, approval be and is hereby given to the Board of Directors of the Company to:

- establish and administer an employee share option scheme for the benefit of the eligible employees and directors ("Eligible Persons") of the Company and its subsidiaries (which are not dormant) to be known as the "Bell & Order Berhad Employee Share Option Scheme" (hereinafter referred to as the "Scheme") and in accordance with the draft By-Laws of the Scheme as set forth in Appendix XV of the Circular to Shareholders dated 20 October 2005 ("By-Laws") and to take all necessary steps to give effect to the Scheme;
- adopt the final By-Laws in respect of the Scheme;
- from time to time to allot and issue such number of new B&O Shares as may be required to be issued to the Eligible Persons pursuant to the exercise of the options granted under the Scheme ("Options") and to any adjustment under the Scheme, provided that the aggregate number of new ordinary shares to be allotted and issued under the Scheme shall not exceed fifteen percent (15%) of the total issued and paid-up share capital of the Company at the time of the offer of the Options and that such new B&O Shares shall, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up ordinary shares of RM1.00 each of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which (namely the date as at the close of business on which the shareholders of the Company must be recorded in the Record of Depositors and/or the Register of Members in order to be entitled to any dividends, rights, allotments and/or other distributions) is prior to the date of allotment of the new B&O Shares to be issued pursuant to the Scheme;

- make the necessary application to Bursa Securities or any other relevant authority and do all things necessary at appropriate time or times for the listing of and quotation for the new B&O Shares which may from time to time be allotted and issued pursuant to the Scheme;
- modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the final By-Laws relating to modifications and/or amendments; and
- take all steps and do all acts, deeds and things, and execute, sign and deliver on behalf of the Company all necessary documents to give full effect to or for the purpose of completing or implementing the Scheme with full power to assent to any condition, revaluation, modification, variation or amendment in any manner as may be required by the relevant authorities or otherwise."

**ORDINARY RESOLUTION 7
- PROPOSED ISSUE OF OPTIONS TO GREGORY JEROME GERALD FERNANDES**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolutions 1 and 2 and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Gregory Jerome Gerald Fernandes, being an Independent Non-Executive Director of the Company, Options to subscribe for up to 600,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 8
- PROPOSED ISSUE OF OPTIONS TO EDLIN BIN GHAZALI**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolutions 1 and 2 and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Edlin Bin Ghazali, being an Independent Non-Executive Director of the Company, Options to subscribe for up to 600,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 9
- PROPOSED ISSUE OF OPTIONS TO SHAH HAKIM @ SHAHZANIM BIN ZAIN**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolution 1 and contingent upon his appointment as a Director of the Company and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Shah Hakim @ Shahzanim bin Zain, presently a proposed Executive Director of the Company, Options to subscribe for up to 2,000,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 10
- PROPOSED ISSUE OF OPTIONS TO DATO' ZAINUN AISHAH BINTI AHMAD**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolutions 1 and 2 and contingent upon her appointment as a Director of the Company and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Dato' Zainun Aishah binti Ahmad, presently a proposed Chairman/Independent Non-Executive Director of the Company, Options to subscribe for up to 1,000,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 11
- PROPOSED ISSUE OF OPTIONS TO FAD'L BIN MOHAMED**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolutions 1 and 2 and contingent upon his appointment as a Director of the Company and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Fad'l bin Mohamed, presently a proposed Independent Non-Executive Director of the Company, Options to subscribe for up to 600,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 12
- PROPOSED ISSUE OF OPTIONS TO DATO' ABDUL RAHIM BIN ABU BAKAR**

"THAT subject to the passing of Ordinary Resolutions 6 and 13 and Special Resolutions 1 and 2 and contingent upon his appointment as a Director of the Company and subject to the approval of all relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Dato' Abdul Rahim Bin Abu Bakar, presently a proposed Independent Non-Executive Director of the Company, Options to subscribe for up to 600,000 of the new B&O Shares to be issued under the Scheme, subject always to such terms and conditions of, and/or any adjustments which may be made in accordance with the provisions of the final By-Laws governing and constituting the Scheme."

**ORDINARY RESOLUTION 13
- PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL**

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4 and 6 and Special Resolution 1, the Company increase its authorised share capital from RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each to RM400,000,000 divided into 400,000,000 ordinary shares of RM1.00 each by the creation of 300,000,000 new ordinary shares of RM1.00 each, with such new shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company."

**ORDINARY RESOLUTION 14
- PROPOSED CHANGE OF AUDITORS**

"THAT the resignation of Messrs. Leou & Associates (AF 0659) as Auditors of the Company be and is hereby accepted; and in place thereof, Messrs. PricewaterhouseCoopers (AF 1146) having consented to act, be and are hereby appointed Auditors of the Company for the year ended 31 December 2005 AND THAT authority be and is hereby given for the Directors to determine their remuneration."

**SPECIAL RESOLUTION 1
- ALTERATION TO SHARE CAPITAL CLAUSE IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3, 4, 6 and 13, Clause 5 of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company be amended to read as follows:

"The authorised capital of the Company is Ringgit Malaysia Four Hundred Million (RM400,000,000.00) divided into 400,000,000 shares of Ringgit Malaysia One (RM1.00) each."

**SPECIAL RESOLUTION 2
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

"THAT subject to the provisions of the Companies Act, 1965, the Listing Requirements of Bursa Securities and the passing of Ordinary Resolutions 6 and 13 and Special Resolution 1, the existing Article 5 (v) of the Articles of Association of the Company which reads as:

- (v) Every issue of shares or options to employees and/or Directors of the Company shall be approved by the members of the Company in general meeting and no Director shall participate in such issues of shares or options unless:
- (a) the members in general meeting have approved of the specific allotment to be made to such Directors; and
 - (b) he holds office in the Company in an executive capacity. Provided always that a non-executive director may
 - participate in an issue of shares pursuant to a public issue or public offer."

be amended to read:

- (v) Every issue of shares or options to employees and/or Directors of the Company shall be approved by the members of the Company in general meeting and no Director shall participate in such issue of shares or options unless the members in general meeting have approved of the specific allotment to be made to such Directors."

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the said amendment, alteration, modification and deletion to the Articles of Association of the Company with full powers to take all steps and to do all acts, things and deeds as they may deem necessary to give full effect to this resolution."

**SPECIAL RESOLUTION 3
- PROPOSED CHANGE OF NAME**

"THAT, subject to the approval from the Companies Commission of Malaysia ("CCM") to use the name "Scomi Engineering Bhd", and the passing of Ordinary Resolutions 1, 2, 3, 4, 5 and 13 and Special Resolutions 1 above, the name of the Company be changed from "Bell & Order Berhad" to "Scomi Engineering Bhd" with effect from the date of issuance of the Certificate of Incorporation on Change of Name of the Company by CCM, AND THAT all references in the Company's Memorandum and Articles of Association to the name "Bell & Order Berhad" wherever the same may appear, be replaced with "Scomi Engineering Bhd", AND THAT the Directors and/or the Company Secretary be and are hereby authorised to do all such acts and sign all such documents as may be necessary to give effect to the said change of name of the Company."

By Order Of The Board

NURLULYUN BINTI ABDUL JABAR (MIA 9113)

WOO YING PUN (MAICSA 7001280)

Company Secretaries

Kuala Lumpur

20 October 2005

Notes:

- A proxy may but does not need to be a member of the Company. The provision of Section 149(1)(b) of the Act shall not apply to the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Menara Mincem, Jalan Damansara, Pusat Bandar Damansara, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one proxy but not more than two proxies to attend and vote at the same meeting.
- A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one proxy but not more than two proxies 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 appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its common seal or under the hand of its attorney.