

PLB ENGINEERING BERHAD

(Company No.: 418224-X)

(Incorporated in Malaysia)

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at PLB Engineering Berhad, 3rd Floor, Training Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Wednesday, 30 January 2013 at 2:00 p.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 August 2012 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a first and final dividend of 3% less Income Tax of 25% for the financial year ended 31 August 2012. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees of RM60,000.00 for the financial year ended 31 August 2012. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Article 81 of the Company's Articles of Association:-
 - (i) Dato' Dr. Ong Seng Soon; **Ordinary Resolution 3**
 - (ii) Dato' Noordin Bin Md. Noor; and **Ordinary Resolution 4**
 - (iii) Madam Ong Guat Beng. **Ordinary Resolution 5**
5. To consider and, if thought fit, to pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-

“THAT Dato' Ong Choo Hoon, who retires in accordance with Section 129(2) of the Companies Act, 1965, be hereby re-appointed as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965 and to hold office until the next Annual General Meeting.”

Ordinary Resolution 6

6. To re-appoint Messrs Grant Thornton as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary
Resolution 7**

As special business :

To consider and if thought fit, to pass with or without modifications the following ordinary/special resolutions:-

7. **AUTHORITY TO ISSUE SHARES**

“THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

**Ordinary
Resolution 8**

8. **PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“THAT subject to the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as detailed in Section 2.2 of the Circular to Shareholders of the Company dated 21 December 2012 , involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company (“Related Parties”) as detailed in Section 2.2 of Circular to Shareholders of the Company dated 21 December 2012, provided that such arrangements and/or transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for day-to-day operations; and
- (iii) carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

(the “Proposed Mandate”).

THAT the Proposed Mandate shall take effect from this resolution and shall only continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the listed issuer following the general meeting at which such Proposed Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965]; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

And THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Mandate.”

**Ordinary
Resolution 9**

- 9 (i) “THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Dato’ Noordin Bin Md. Noor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”

**Ordinary
Resolution
10**

- (ii) “THAT authority be and is hereby given to Mr. Saw Chin Eng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”

**Ordinary
Resolution
11**

10. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

“THAT the Proposed Amendments to the Company’s Articles of Association as set out in Part B of the Circular to Shareholders dated 21 December 2012, be and are hereby approved and THAT the Directors and secretary be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company’s Articles of Association.”

**Special
Resolution 1**

11. To transact any other business of which due notices shall have been given.

By Order of the Board,

Chee Wai Hong (BC/C/1470)
Foo Li Ling (MAICSA 7019557)
Company Secretaries

Penang

Date: 21 December 2012

Notes :

1. *A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
2. *Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (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 its holds.*

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”) which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
3. *To be valid this form duly completed must be deposited at the registered office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.*
4. *If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*
5. *For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 57 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“ROD”) as at 23 January 2013 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.*

Explanatory Notes on Ordinary Business:

Agenda 1

The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

Ordinary Resolution 6

The Proposed Ordinary Resolution 6 is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a resolution be passed to re-appoint Dato' Ong Choo Hoon who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next AGM of the Company. This resolution shall be effect if be passed by a majority of not less than three-fourth of such shareholders of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the AGM of the Company.

Explanatory Notes on Special Business:

Ordinary Resolution 8

Subject to exceptions provided in the Companies Act, 1965, the Directors would have to call for a general meeting to approve the issue of new shares eventhough the number involved is less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to an amount not exceeding in total 10% of the issue share capital of the Company for the time being, for such purpose as they consider would be in the interest of the Company.

The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Fifteenth AGM held on 17 January 2012 and which will lapse at the conclusion of the Sixteenth AGM to be held on 30 January 2013. A renewal of this authority is being sought at the Sixteenth AGM under proposed Resolution 8.

The renewal mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of fund raising activities including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Ordinary Resolution 9

The proposed resolution in relation to Proposed of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature which is to be reviewed annually will eliminate the requirement for the Company to make regular announcements and convene separate general meetings from time to time in respect of the aforesaid Related Party Transactions.

Ordinary Resolutions 10 and 11

The Nomination Committee has assessed the independence of the following Directors, who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

Ordinary Resolution 10: Dato' Noordin Bin Md. Noor

- i. He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and brings an element of objectivity to the Board.
- ii. He performs his duty diligently and in the best interest of the Company without being subject to influence of management
- iii. He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- iv. He has vast experience in the various industries the Group is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgement.
- v. He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- vi. He has a good and thorough understanding of the main drivers of the business in a detailed manner.

Ordinary Resolution 11: Mr. Saw Chin Eng

- i. He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and brings an element of objectivity to the Board.
- ii. His vast experience in the accounting and audit industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.

- iii. He understands the Company's industry well and is able to contribute to the effective management of the Company's business activities.
- iv. He consistently challenged management in an effective and constructive manner and provided an independent voice on the board.
- v. He keeps a distance from management in overseeing and monitoring execution of strategy without being subject to influence of management.

Special Resolution 1

The Special Resolution 1, if passed, will amend the Articles of Association of the Company in line with the recent amendments prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.