



PCCS GROUP BERHAD

(280929-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be held at PCCS Group Berhad's Corporate Office, Lot 1376, GM127, Mukim Simpang Kanan, Jalan Kluang, 83000 Batu Pahat, Johor Darul Takzim on Friday, 23 August 2013 at 10:00 a.m. for the following purposes: -

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of the Directors and the Auditors thereon. **Please refer to Explanatory Note 1 Resolution 1**
- To approve the Directors' fees for the financial year ended 31 March 2013.
- To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association, and being eligible, have offered themselves for re-election: -
 - Mr. Chan Choo Sing **Resolution 2**
 - Mr. Tan Chuan Hock **Resolution 3**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 4**
- As Special Business

To consider and, if thought fit, with or without any modification to pass the following resolutions as Ordinary/Special Resolutions: -

ORDINARY RESOLUTION

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 5

ORDINARY RESOLUTION

- RETENTION OF MR. TAN CHUAN HOCK AS INDEPENDENT DIRECTOR

"THAT contingent upon passing of Resolution 3, Mr. Tan Chuan Hock be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Malaysian Code on Corporate Governance 2012."

Resolution 6

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the Proposed Amendments to the Articles of Association of the Company as set out in the Annexure "A" attached to the Annual Report be and are hereby approved and adopted AND THAT the Directors and Secretary of the Company 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 Articles of Association of the Company."

Resolution 7

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
Secretary

Kuala Lumpur
30 July 2013

Explanatory Notes to Special Business:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Authority pursuant to Section 132D of the Companies Act, 1965

The proposed adoption of the Ordinary Resolution is for the purpose of granting a renewed general mandate ("General Mandate"), and if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eighteenth Annual General Meeting of the Company held on 24 August 2012 which will lapse at the conclusion of the Nineteenth Annual General Meeting.

3. Retention of Mr. Tan Chuan Hock as Independent Director

Mr. Tan Chuan Hock was appointed as Independent Non-Executive Director of the Company on 4 November 1998 and has exceeded cumulative nine (9) years term limit recommended by the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"). In accordance with the MCCG 2012, the Board of Directors of the Company, after having assessed the independence of Mr. Tan Chuan Hock, regarded him to be independent based amongst others, the following justifications and recommends that Mr. Tan Chuan Hock be retained as Independent Non-Executive Director of the Company:-

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board of Directors is of the opinion that Mr. Tan Chuan Hock is an important Independent Non-Executive Director of the Board in view of his many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Non-Executive Director.

4. Proposed Amendments to the Articles of Association of the Company

The Proposed Amendments to the Articles of Association of the Company are required to streamline the Articles of Association of the Company to be aligned with the recent amendments in the Listing Requirements and to facilitate electronic payment of cash distributions.

Notes:

- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 16 August 2013. Only a depositor whose name appears on the Record of Depositors as at 16 August 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member of the Company entitled to attend and vote at a meeting of a company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting without limitation and the provisions of Sections 149 (1)(a), (b), (c) and (d) of the Act shall not apply. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a holder appoints two (2) or more proxies, he shall specify the proportions of his shareholdings to be represented by each proxy.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account.
- 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at PLO 10, Kawasan Perindustrian Parit Raja, 86400 Batu Pahat, Johor Darul Takzim not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.