



PRESS METAL BERHAD

(Company No. 153208-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN an Extraordinary General Meeting of Press Metal Berhad ("**PMB**" or "**Company**") will be held at Topaz Ballroom, Level G, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 28 February 2017 at 10.30 a.m. or at any adjournment thereof, to consider and if thought fit, to pass with or without modification, the following special resolution by way of poll:-

SPECIAL RESOLUTION PROPOSED INTERNAL REORGANISATION

"THAT subject to the approval of the holders of 2011/2019 Warrants C in PMB ("**PMB Warrants**"), the sanction of the High Court of Malaya, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approval of all other relevant authorities/parties (if any) being obtained, approval be and is hereby given to the board of directors of the Company ("**Board**") to implement the internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965 ("**Act**") between PMB with its shareholders and warrant holders ("**Scheme of Arrangement**"), details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders dated 25 January 2017, which entails the following proposals:

- (a) proposed exchange of the entire issued and paid-up ordinary shares of RM0.25 each in PMB ("**PMB Shares**") for ordinary shares of RM0.25 each in Press Metal Aluminium Holdings Berhad ("**Newco**") ("**Newco Shares**") on the basis of one (1) new Newco Share for every one (1) PMB Share held as at an entitlement date to be determined and announced later ("**Entitlement Date**") ("**Proposed Share Exchange**");
- (b) proposed exchange of all the outstanding PMB Warrants for new warrants in Newco ("**Newco Warrants**") on the basis of one (1) new Newco Warrant for every one (1) PMB Warrant held as at the Entitlement Date ("**Proposed Warrants Exchange**"); and
- (c) proposed assumption of the listing status of PMB by Newco and the admission of Newco to, and withdrawal of PMB from, the Official List of Bursa Securities with the listing of and quotation for the Newco Shares and Newco Warrants on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**");

(collectively referred to as the "**Proposed Internal Reorganisation**")

AND THAT the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the directors of the Company may consider necessary or expedient with full power to:-

- (a) execute any agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the directors of the Company in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation;

AND THAT all previous actions taken by the directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

By Order of the Board
PRESS METAL BERHAD

TAN AI NING (MAICSA 7015852)
TE HOCK WEE (MAICSA 7054787)
Company Secretaries

SELANGOR DARUL EHSAN, MALAYSIA

25 January 2017

Notes:-

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting ("**EGM**") is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (3) Where a member of the Company is an exempt authorised nominee which holds ordinary 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 shall be 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 signed by an officer or attorney so authorised.
- (5) The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or notorially certified copy of such power or authority, must be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of the poll for the EGM or at any adjournment thereof.
- (6) In respect of deposited securities, only members whose names appear in the Company's Record of Depositors on 20 February 2017 (General Meeting Record of Depositors) shall be eligible to attend the EGM or appoint proxy(ies) to attend and/or vote on his behalf.