



**PCCS GROUP BERHAD**  
(Company No. 280929-K)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of PCCS Group Berhad ("PCCS" or "Company") will be held at PCCS's Corporate Office, Lot 1376, GM127, Mukim Simpang Kanan, Jalan Kluang, 83000 Batu Pahat, Johor Darul Takzim on Wednesday, 20 September 2017 at 11.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

**ORDINARY RESOLUTION NO. 1**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 150,030,005 NEW ORDINARY SHARES IN PCCS ("PCCS SHARES") ("RIGHTS SHARES") ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY TWO (2) EXISTING PCCS SHARES HELD, TOGETHER WITH UP TO 90,018,003 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF THREE (3) WARRANTS FOR EVERY FIVE (5) RIGHTS SHARES SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS")**

**"THAT**, subject to the passing of the Ordinary Resolution No. 2 and the approvals of all relevant authorities and/or parties (if required) being obtained, the Board of Directors of PCCS ("Board") be and is hereby authorised to:-

- (i) provisionally allot and issue by way of a renounceable rights issue of up to 150,030,005 Rights Shares together with up to 90,018,003 Warrants on the basis of five (5) Rights Shares for every two (2) existing PCCS Shares held and three (3) Warrants for every five (5) Rights Shares subscribed by the shareholders of PCCS whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("**Entitled Shareholders**") and/or their renounee(s);
- (ii) determine the final issue price of the Rights Shares after taking into consideration the following:-
  - (a) the theoretical ex-rights price ("**TERP**") of PCCS Shares based on the five (5) day-volume weighted average market price ("**VWAP**") of PCCS Shares immediately preceding the price-fixing date with a discount to the TERP to be determined by the Board; and
  - (b) the funding requirement of PCCS and its subsidiaries, as detailed in Section 2.1.6, Part A of the circular to the shareholders dated 30 August 2017 ("**Circular**").
- (iii) determine the final exercise price of the Warrants after taking into consideration, among others, the TERP of PCCS Shares based on the 5 day-VWAP of PCCS Shares immediately preceding the price-fixing date; and
- (iv) enter into and execute the deed poll constituting the Warrants ("**Deed Poll**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll.

**THAT** the Board be and is hereby authorised to deal with all or any fractional entitlements of the Rights Shares and Warrants under the Proposed Rights Issue of Shares with Warrants, in such manner as the Board shall at its absolute discretion as it may deem fit, expedient or in the best interest of the Company.

**THAT** the Rights Shares which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s). The Board be and is hereby authorised to allocate such excess Rights Shares on a basis as the Board shall at its absolute discretion as it may deem fit or in the best interest of the Company.

**THAT** the proceeds from the Proposed Rights Issue of Shares with Warrants be utilised in the manner as set out in Section 2.1.6, Part A of the Circular, and the Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities, where required.

**THAT** the Rights Shares and the new PCCS Shares to be issued arising from the exercise of the Warrants shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing PCCS Shares, save and except that the Rights Shares and the new PCCS Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of the Rights Shares and the new PCCS Shares to be issued arising from the exercise of the Warrants.

**AND THAT** the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company or as may be required or imposed by any relevant authority."

**ORDINARY RESOLUTION NO. 2**

**PROPOSED EXEMPTION TO CCS CAPITAL SDN BHD ("CCS CAPITAL") AND PERSONS ACTING IN CONCERT WITH IT ("PACS") UNDER PARAGRAPH 4.08(1)(b) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING PCCS SHARES NOT ALREADY OWNED BY CCS CAPITAL AND ITS PACS UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS ("PROPOSED EXEMPTION")**

**"THAT** subject to the passing of Ordinary Resolution No. 1 and the approvals and/or consents of the Securities Commission Malaysia ("**SC**") and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for CCS Capital and its PACs to be exempted from the obligation to undertake a Mandatory Take-Over Offer upon completion of the Proposed Rights Issue of Shares with Warrants in accordance with Paragraph 4.08(1)(b) of the Rules.

**AND THAT** the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Exemption with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company or as may be required or imposed by any relevant authority."

**BY ORDER OF THE BOARD**

CHUA SIEW CHUAN (MAICSA 0777689)  
CHENG CHIA PING (MAICSA 1032514)  
Company Secretaries

Kuala Lumpur  
30 August 2017

**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend the EGM, 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 13 September 2017. Only a depositor whose name appears on the Record of Depositors as at 13 September 2017 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
2. A member of the Company entitled to attend and vote at the EGM of a company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM. Where a holder appoints two (2) proxies, he shall specify the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners 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.
5. 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.
6. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
  - (a) the constitution of the quorum at such meeting;
  - (b) the validity of anything he did as chairman of such meeting;
  - (c) the validity of a poll demanded by him at such meeting; or
  - (d) the validity of the vote exercised by him at such meeting.