

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Sixth Annual General Meeting ("26th AGM") of PNE PCB BERHAD ("PNE") will be held at Dahlia & Seroja, Thistle Johor Bahru, Jalan Sungai Chat, 80720 Johor Bahru, Johor, Malaysia. on Wednesday, 26th February 2014 at 11.45 a.m. for the following purposes:-

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 September 2013 together with the Directors' and Auditors' reports thereon. | (Please refer to Note No. 1) |
| 2. | To approve the Directors' fees of RM60,834 for the financial year ended 30 September 2013. | RESOLUTION 1 |
| 3. | To re-elect the following directors retiring pursuant Section 129(2) of the Companies Act, 1965:-
(a) Ir. Cheah Kam Loong
(b) Mr. Tan Kong Heng | RESOLUTION 2
RESOLUTION 3 |
| 4. | To re-elect Mr. Tan Kong Guan who is retiring pursuant to Article 84 of the Company's Articles of Association. | RESOLUTION 4 |
| 5. | To re-elect the following directors retiring pursuant to Article 75 of the Company's Articles of Association:-
(a) Datin Paduka Hajjah Norsiah Binti Haron
(b) Dato' Johari Bin Suratman | RESOLUTION 5
RESOLUTION 6 |
| 6. | To re-appoint the retiring Auditors, Messrs KPMG as Auditors and to authorise the Directors to fix their remuneration. | RESOLUTION 7 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary and Special Resolutions:

7. ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT approval be and is hereby given to the Directors to enter into and give effect to specified recurrent transactions of a revenue or trading nature with specified classes of Related Parties (as set out in Section 2.4 of the Circular to Shareholders dated 29 January 2014) which are necessary for the Group's day to day operations in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company and that the aggregate value of the recurrent transactions made during a financial year will be disclosed in the Company's Annual Report in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities");

and that such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
- the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
- revoked or varied by resolution of the shareholders in a general meeting;

whichever occurs first.

NOTICE OF ANNUAL GENERAL MEETING (continued)



AND THAT the aggregate value of the transactions conducted pursuant to the Proposed Renewal of Shareholders Mandate during the financial year will be disclosed in accordance with the Main Market Listing Requirements of Bursa Securities in the annual report of PNE of the said financial year;

AND THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Renewal of Shareholders' Mandate.

RESOLUTION 8

8. ORDINARY RESOLUTION

- RETENTION OF INDEPENDENT DIRECTOR, IR. CHEAH KAM LOONG

THAT Ir. Cheah Kam Loong be retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

RESOLUTION 9

9. ORDINARY RESOLUTION

- RETENTION OF INDEPENDENT DIRECTOR, Y.M. TUNKU YAN NAZIHAH BTE TUNKU LAKSAMANA NASIR

THAT Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir be retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

RESOLUTION 10

10. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

Further notice is also hereby given that for the purpose of determining a member who shall be entitled to attend the 26th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 February 2014. Only a depositor whose name appears on the Record of Depositors as at 17 February 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

ANG MUI KIOW
Secretary

Johor Bahru
29 January 2014

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

NOTES:

1. Audited Financial Statements

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 members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Form of Proxy

- i. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- ii. Where a member appoints more than one proxy (but not more than two), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii. 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 Seal or under the hand of an officer or attorney duly authorised.
- iv. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. Each appointment of proxy by an exempt authorised nominee shall be by a separate instrument of proxy which shall specify the proportion of shareholding to be represented by each proxy.
- v. All forms of proxy must be deposited at the Registered Office of the Company situated at Suite 7E, Level 7, Menara Ansar, 65, Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

3. Explanatory Notes on Special Business

i. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") (Resolution 8)

The proposed Resolution No. 8, if passed, will authorise the Company to enter into RRPTs with the respective related parties as set out in Section 2.4 of the Circular to the Shareholders dated 29 January 2014. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Renewal of Shareholders' Mandate for RRPTs, please refer to the Circular to Shareholders dated 29 January 2014 which was circulated together with the 2013 Annual Report.

ii. Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012 (Resolution 9 and Resolution 10)

(a) Ir. Cheah Kam Loong

Ir. Cheah Kam Loong was appointed as an Independent Non-Executive Director of the Company on 4 September 1996 and has, therefore served for more than nine (9) years. As at the date of the notice of the 26th AGM, he has served the Company for 17 years. However, he has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"). The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director.

(b) Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir

Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir was appointed as an Independent Non-Executive Director of the Company on 27 November 2001 and has, therefore served for more than nine (9) years. As at the date of the notice of the 26th AGM, she has served the Company for 12 years. However, she has met the independence guidelines as set out in Chapter 1 of the MMLR. The Board, therefore, considers her to be independent and believes that she should be retained as Independent Non-Executive Director.

Statement Accompanying Notice of Twenty Sixth Annual General Meeting

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The Directors standing for re-appointment under Section 129(6) of the Companies Act, 1965 and re-election are:

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|---|----------------|
| (a) Ir. Cheah Kam Loong | - RESOLUTION 2 |
| (b) Mr. Tan Kong Heng | - RESOLUTION 3 |
| (c) Mr. Tan Kong Guan | - RESOLUTION 4 |
| (d) Datin Paduka Hajjah Norsiah Binti Haron | - RESOLUTION 5 |
| (e) Dato' Johari Bin Suratman | - RESOLUTION 6 |

Further details of the above named Directors are set out in the profile of Directors and their shareholdings, if any on pages 6,7 and 83 of the annual report respectively.