



PRINSIPTEK CORPORATION BERHAD

(Company No. 595000-H)

AMENDED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth (12th) Annual General Meeting ("AGM") of Prinsiptek Corporation Berhad ("Company") will be held at the Juara Hall, Level 1, Carlton Holiday Hotel & Suites Shah Alam, No. 1, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 29 May 2014 at 10.00 am for the following purposes:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM111,632.00 for the financial year ended 31 December 2013. **Resolution 1**
3. To re-elect the following directors who retire pursuant to the Company's Article of Association:-
 - (i) Mr Foo Chu Pak (Article 84) **Resolution 2**
 - (ii) Datin Paduka Low Siew Moi (Article 91) **Resolution 3**
4. To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 4**

Special Business

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

5. To retain Y Bhg Tan Sri Dato' Seri Mohamad Noor Abdul Rahim, Independent Non-Executive Chairman who has served the Board for a cumulative period of more than 9 years pursuant to Malaysian Code of Corporate Governance 2012. **Resolution 5**
6. **Authority to Issue Shares** **Resolution 6**

"**THAT** subject to Section 132D of the Companies Act, 1965 ("Act"), and the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being.

AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company."

7. **Proposed Change of Company's Name from Prinsiptek Corporation Berhad to PST Holdings Berhad**

"THAT the name of the Company be changed from Prinsiptek Corporation Berhad to "PST Holdings Berhad" effective from the date of issuance of the Certificate of Incorporation on Change of Name by the Companies Commission of Malaysia AND THAT all references in the Memorandum and Articles of Association of the Company to the name of Prinsiptek Corporation Berhad, wherever the name may appear, shall be deleted and substituted with "PST Holdings Berhad"."

Any Other Business

8. 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.

By Order of the Board
PRINSIPTEK CORPORATION BERHAD

LIM SECK WAH (MAICSA 0799845)
TEOH YEE SHIEN (MIA 9662)
Company Secretaries

Selangor Darul Ehsan
Dated : 8 May 2014

Notes:-

Appointment of Proxy

1. A member entitled to attend and vote at the meeting shall not be entitled to appoint more than two (2) proxies to attend and vote at the General Meeting provided that:-
 - (a) where a member is an Authorised Nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account; or
 - (b) where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), the Exempt Authorised Nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.

Where a member appoints two (2) proxies (as the case may be), to attend a General Meeting, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and Section 149 (1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under either its common seal or the hand of its officer or attorney duly authorized. The instrument duly completed shall be deposited at the Company's registered office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The completed instrument appointing a proxy once deposited will not preclude the member from attending and voting in person at the general meeting should the member subsequently wish to do so.

Explanatory Notes to Special Business

1. Resolution 5

Y Bhg Tan Sri Dato' Seri Mohamad Noor Abdul Rahim has served the Board for a consecutive term of ten (10) years. The Nomination Committee has assessed his independence and has based on the following attributes recommended his retention as Independent Non-Executive Chairman:-

- i) have thorough understanding of the business of the Group is involved in and could provide the Board valuable advise and insight;
- ii) actively participate in Board deliberations and decision making in an objective manner; and;
- iii) consistently challenge the management in an effective and constructive manner;
- iv) exercise due care in all undertakings of the Group and carry out their fiduciary duties in the interest of the Company and minority shareholders.

2. Resolution 6

The proposed Resolution 6, if passed, will empower the Directors to issue and allot shares up to 10% of the issued and paid-up share capital of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The general mandate sought to grant authority to Directors to issue and allot shares is a renewal of the mandate that was approved by the shareholders at the Eleventh Annual General Meeting held on 29 May 2013. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Eleventh Annual General Meeting because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

3. Special Resolution 1

The proposed name "PST Holdings Berhad" was approved by the Companies Commission of Malaysia subject to shareholders' approval.

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 60(c) 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 22 May 2014. Only a depositor whose name appears on the Record of Depositors as at 22 May 2014 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend, speak and vote in his stead.