



PCCS GROUP BERHAD
(280929-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth 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, 22 August 2014 at 10:00 a.m. or at any adjournment thereof for the following purposes: -

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. 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: -
(a) Mr. Chan Chow Tek
(b) Dato' Chan Chor Ngiak | Resolution 1
Resolution 2 |
| 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 3 |

As Special Business

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

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| 4. ORDINARY RESOLUTION NO. 1
- PAYMENT OF DIRECTORS' FEES

"THAT the Directors' Fees amounting to RM510,000/- (Ringgit Malaysia: Five Hundred and Ten Thousand only) for the financial year ended 31 March 2014, be and is hereby approved for payment." | Resolution 4 |
| 5. ORDINARY RESOLUTION NO. 2
- 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 |
| 6. ORDINARY RESOLUTION NO. 3
- APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Mr. Tan Chuan Hock who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 4 November 1998 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." | Resolution 6 |
| 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
31 July 2014

Explanatory Notes to Ordinary/ Special Business:

- 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.
- Payment of Directors' Fees**
The Resolution 4, if approved, will authorise the payment of Directors' Fees pursuant to Article 106 of the Articles of Association of the Company.
- Authority to Issue Shares 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 purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority 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 Nineteenth Annual General Meeting of the Company held on 23 August 2013 which will lapse at the conclusion of the Twentieth Annual General Meeting.
- Approval to Continue in Office as Independent Non-Executive Director**
The Board of Directors has vide the Nomination Committee conducted an annual performance evaluation and assessment on Mr. Tan Chuan Hock ("**Mr. Tan**") who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue in office as an Independent Non-Executive Director based on the following justifications:-
(i) Mr. Tan has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements.
(ii) Mr. Tan 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.
(iii) In view of his professional background as a qualified Chartered Accountant, Mr. Tan has contributed extensively in his capacity as Chairman of the Audit Committee to ensure the financial results prepared by Management be duly reviewed and adhere to the relevant financial reporting standards.
(iv) In view of his many years on the Board with incumbent knowledge on the Company as well as the Group's activities, Mr. Tan has provided invaluable input to the Board in his role as an Independent Non-Executive Director.
(v) Mr. Tan has contributed sufficient amount of time and efforts in his capacity as the Chairman of Remuneration Committee and as a member of Nomination Committee. He has attended all the meetings of the Audit Committee, Nomination Committee, Remuneration Committee as well as Board of Directors for informed and balanced decision making.

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 15 August 2014. Only a depositor whose name appears on the Record of Depositors as at 15 August 2014 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.