



PRESS METAL

PRESS METAL BERHAD

(Company No. 153208-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Press Metal Berhad ("PMB" or "Company") will be held at Cypress & Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 23 October 2014 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 584,814,692 NEW ORDINARY SHARES OF RM0.50 EACH IN PMB ("SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY EXISTING SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED BONUS ISSUE")

"**THAT** subject to the passing of the Special Resolution, approvals of all the relevant authorities and/or parties being obtained for the listing of and quotation for up to 584,814,692 Bonus Shares to be issued by the Company pursuant to the Proposed Bonus Issue on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Board of Directors of PMB ("Board") to issue at par value up to 584,814,692 Bonus Shares to be credited as fully paid-up and such Bonus Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced by the Board, on which the entitled shareholders are entitled to the Proposed Bonus Issue ("**Entitlement Date**") on the basis of one (1) Bonus Share for every existing Share held in the Company on the Entitlement Date;

THAT the Board be and is hereby authorised to capitalise the sum of up to RM292,407,346 from the share premium account of the Company whilst the remainder, if any, shall be capitalised from the retained earnings account of the Company for the purpose of the Proposed Bonus Issue;

THAT the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Shares, save and except that the Bonus Shares will not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid where the entitlement date precedes the date of issuance and allotment of such Bonus Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue, in such manner as the Board shall at its absolute discretion deem fit and expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to give effect to and implement the Proposed Bonus Issue with full powers to assent to any condition, variation, modification and/or amendment in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take all such steps and to do all acts and things as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE DEED POLL DATED 20 JULY 2011 CONSTITUTING THE WARRANTS 2011/2019 OF THE COMPANY ("WARRANTS C") ("PROPOSED AMENDMENTS TO THE DEED POLL")

"**THAT** the Board be and is hereby authorised to give effect to and implement the Proposed Amendments To The Deed Poll with full powers to assent to any condition, variation, modification and/or amendment in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendments To The Deed Poll and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take all such steps and to do all acts and things as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendments To The Deed Poll."

SPECIAL RESOLUTION

(I) PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF PMB FROM RM500,000,000 COMPRISING 1,000,000,000 SHARES TO RM1,000,000,000 COMPRISING 2,000,000,000 SHARES TO FACILITATE THE PROPOSED BONUS ISSUE ("PROPOSED IASC"); AND

(II) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF PMB TO FACILITATE THE PROPOSED IASC ("PROPOSED AMENDMENTS TO THE M&A")

"**THAT** subject to the passing of the Ordinary Resolution 1, the authorised share capital of PMB be increased from RM500,000,000 comprising 1,000,000,000 Shares to RM1,000,000,000 comprising 2,000,000,000 Shares;

THAT the existing Clause 5 and Article 3 of the Memorandum and Articles of Association of PMB be amended to read as follows:

(i) First sentence of Clause 5 of the Memorandum of Association:

The share capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000) divided into two billion (2,000,000,000) ordinary shares of RM0.50 each.

(ii) Article 3 of the Articles of Association:

The authorised share capital of the Company is RM1,000,000,000 divided into 2,000,000,000 ordinary shares of RM0.50 each;

AND THAT the Board be and is hereby authorised to give effect to and implement the Proposed IASC and Proposed Amendments To The M&A with full powers to assent to any condition, variation, modification and/or amendment in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed IASC and Proposed Amendments To The M&A and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take all such steps and to do all acts and things as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed IASC and Proposed Amendments To The M&A."

BY ORDER OF THE BOARD

Tan Ai Ning (MAICSA 7015852)

Te Hock Wee (MAICSA 7054787)

Company Secretaries
Selangor Darul Ehsan

1 October 2014

Notes:

1. A member of the Company entitled to attend and vote at the meeting 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.
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 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 is 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 a notarially certified copy of such power or authority, must be deposited at the Company's Share Registrar's office at Tricor Investor Services Sdn Bhd, at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 October 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.