

PFCE Berhad (Company No.: 504718-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of PFCE Berhad ("PFCE" or the "Company") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Tuesday, 2 December 2014, at 9.00 a.m., for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1.	To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial period ended 30 June 2014.	(Please refer to Explanatory Notes)
2.	To re-elect the following Directors who retire in accordance with Article 91 and Article 96 of the Company's Articles of Association and being eligible, have offered themselves for re-election:- i. Ong Teng Kek (Article 91) ii. Kamarul Bahrain Bin Mohd Johan (Article 96) iii. Amirul Azhar Bin Baharom (Article 96) iv. Ahmad Ruslan Zahari Bin Dato' Dr. Zakaria (Article 96) v. Tee Guan Pian (Article 96)	(Resolution 1) (Resolution 2) (Resolution 3) (Resolution 4) (Resolution 5)
3.	To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.	(Resolution 6)

AS SPECIAL BUSINESS

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

4.	Proposed Authority to Directors to Issue New Ordinary Shares Pursuant to Section 132D of the Companies Act 1965 "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting, commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."	Ordinary Resolution 7				
5.	Proposed Increase in the Authorised Share Capital of the Company from RM50,000,000.00 comprising 100,000,000 Ordinary Shares of RM0.50 each to RM100,000,000.00 comprising 200,000,000 Ordinary Shares of RM0.50 each "THAT the Company be authorised to increase its authorised share capital from RM50,000,000.00 comprising of 100,000,000 ordinary shares of RM0.50 each to RM100,000,000.00 comprising of 200,000,000 ordinary shares of RM0.50 each."	Ordinary Resolution 8				
6.	Proposed Amendment to the Memorandum of Association of the Company "THAT subject to the passing of Resolution 8 above, approval be hereby given for the Memorandum of Association of the Company be amended as follows: <table border="1"><thead><tr><th>Existing Clause VI</th><th>Proposed New Clause VI</th></tr></thead><tbody><tr><td>The capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into One Hundred Million (100,000,000) ordinary shares of Ringgit Malaysia Fifty cents (RM0.50) each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as for dividends, capital, voting or otherwise.</td><td>The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into Two Hundred Million (200,000,000) ordinary shares of Ringgit Malaysia Fifty cents (RM0.50) each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as for dividends, capital, voting or otherwise.</td></tr></tbody></table>	Existing Clause VI	Proposed New Clause VI	The capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into One Hundred Million (100,000,000) ordinary shares of Ringgit Malaysia Fifty cents (RM0.50) each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as for dividends, capital, voting or otherwise.	The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into Two Hundred Million (200,000,000) ordinary shares of Ringgit Malaysia Fifty cents (RM0.50) each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as for dividends, capital, voting or otherwise.	Special Resolution 1
Existing Clause VI	Proposed New Clause VI					
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7.	Proposed Change of Name of Company from "PFCE Berhad" to "Spring Gallery Berhad" ("Proposed Change of Company's Name") "THAT the Company be hereby authorised to apply to the Companies Commission of Malaysia ("CCM") to change its name from "PFCE Berhad" to "Spring Gallery Berhad" AND THAT its name shall be changed to "Spring Gallery Berhad" with effect from the date of issuance of the Certificate of Incorporation on Change of Name of the Company to be issued by the CCM and thereafter, all references in the Memorandum and Articles of Association of the Company to the name of "PFCE Berhad", wherever the same may appear, shall be deleted and substituted with "Spring Gallery Berhad". THAT the Directors and/or the Company Secretary be and are hereby authorised to carry out all necessary formalities to effect the Proposed Change of Company's Name."	Special Resolution 2				
8.	To transact any other business of which due notice shall have been given in accordance with the Act.					

By Order of the Board

PFCE BERHAD

LAM SOOK CHING (MAICSA 7006942)

LOW BEE KHENG (MAICSA 7060813)

Company Secretaries

Melaka

10 November 2014

NOTES:

- Depositors whose names appear in the Record of Depositors as at 24 November 2014 are entitled to attend, speak and vote at the meeting.
- Where a member of the Company who is entitled to attend and vote at the meeting is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary 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 it holds. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies failing which, the appointment(s) shall be invalid.
- A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
- The instrument appointing a proxy or proxies, in the case of an individual, must be signed by the appointer or his/her attorney duly authorised in writing and in the case of a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
- To be valid, the instrument appointing a proxy or proxies shall be deposited at the registered office of the Company at 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes: -

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.

Item 4 of the Agenda

The proposed Ordinary Resolution 7 is to seek for a renewal of general authority pursuant to Section 132D of the Companies Act, 1965, if passed, it will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

As at the date of this notice, no new shares in the Company were issued pursuant to the general authority to the Directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the "Act") at the 13th Annual General Meeting ("AGM") held on 28 June 2013. The general authority obtained at the 13th AGM had expired on 27 September 2014, in accordance with Section 132D(3) of the Act.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.

Item 5 of the Agenda

The proposed Ordinary Resolution 8, if passed, would enable the Company to accommodate potential corporate exercises in the future.

Item 6 of the Agenda

The proposed Special Resolution 1 is to facilitate the proposed increase in the Company's authorised capital.

Item 7 of the Agenda

The proposed Special Resolution 2 is to avoid any confusion arising from the similarity in the Company's name with "PFC Engineering Sdn. Bhd."