



**PNE PCB Berhad**  
(168098-V)  
(Incorporated in Malaysia)

# notice of annual general meeting

**NOTICE IS HEREBY GIVEN** that the Twenty Seventh Annual General Meeting of PNE PCB Berhad ("PNE" or "the Company") will be held at Tioman Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57100 Kuala Lumpur on Wednesday, 25 February 2015 at 2.30 p.m. to transact the following businesses:-

## AGENDA

### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2014 together with the reports of the Directors and Auditors thereon. **Please refer to Note i**
- To approve the payment of Directors' fees for the financial year ended 30 September 2014. **Resolution 1**
- To re-elect the following Directors who retire in accordance with Article 75 of the Company's Articles of Association:-  
i. Dato' Sri Ahmad Said Bin Hamdan  
ii. Mr. Cheng Kim Liang  
iii. Mr. Ho Jien Shiung  
iv. Mr. Kua Khai Loon  
v. Mr. Wong Kok Seong  
**Resolution 2**  
**Resolution 3**  
**Resolution 4**  
**Resolution 5**  
**Resolution 6**
- To appoint Messrs. SJ Grant Thornton as Auditors in place of the existing Auditors, Messrs. KPMG who had indicated their intention of not seeking for re-appointment. **Resolution 7**

Notice of nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed on Page 9 of the Annual Report has been received by the Company nominating Messrs. SJ Grant Thornton for appointment as Auditors and of the intention to propose the following ordinary resolution:-

"THAT Messrs. SJ Grant Thornton be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and the Auditors."

### Special Business

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

#### 5. ORDINARY RESOLUTION 1 RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir, who is over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

### Notes:

- The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. 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 member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- 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 the 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 Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 56(g) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 16 February 2015. Only members whose names appear in the General Meeting Record of Depositors as at 16 February 2015 shall be regarded as members and entitled to attend, speak and vote at the Twenty Seventh Annual General Meeting.

### EXPLANATORY NOTES TO SPECIAL BUSINESS

- The Ordinary Resolution 1 proposed under item 5 of the Agenda is to seek for shareholders' approval pursuant to Section 129(6) of the Companies Act, 1965 ("the Act") to re-appoint Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir, a Director who is over the age of seventy (70) and vacated office pursuant to Section 129(2) of Act, as a Director of the Company to hold office until the next Annual General Meeting of the Company.
- The Ordinary Resolution 2 proposed under item 6 of the Agenda is to seek for shareholders' approval to allow Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir to continue acting as an Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

The Nomination Committee of the Company has assessed the independence of Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and has recommended her to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- She fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board.
- She has vast experience in respective industries which could provide the Board with a diverse set of experience, expertise and independent judgment.
- She has devoted sufficient time and attention to her responsibilities as an Independent Director of the Company.
- She understands the main drivers of the Group's business in a detailed manner.
- She has actively participated in the Board's discussion and served as an effective Board member.
- She has exercised due care during her tenure as an Independent Director of the Company and carried out her duties in the best interest of the Company and shareholders of the Company.

- The Ordinary Resolution 3 proposed under item 7 of the Agenda, if passed, 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, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

This 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).

- The Special Resolution proposed under item 8 of the Agenda is to seek for shareholders' approval to amend the existing Articles of Association of the Company for better administrative purposes.

Details of the proposed amendments are set out in Appendix I attached to the Annual Report.

#### 6. ORDINARY RESOLUTION 2 CONTINUING IN OFFICE AS INDEPENDENT NON- EXECUTIVE DIRECTOR

"THAT approval be and is hereby given to Y.M. Tunku Yan Nazihah Bte Tunku Laksamana Nasir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012."

#### 7. ORDINARY RESOLUTION 3 GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain 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 Annual General Meeting of the Company."

#### 8. SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the proposed amendments to the existing Articles of Association of the Company as set out in the Appendix I attached to the Annual Report be and are hereby approved and adopted AND the Board of Directors of the Company be authorised to give effect to the said amendments."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

**TEA SOR HUA (MAICS 01324)**  
**YONG YEN LING (MAICSA 7044771)**

Company Secretaries  
Petaling Jaya, Selangor Darul Ehsan  
30 January 2015