

PINTARAS JAYA BERHAD

(189900-H)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting of the Company will be held at Mauna Lani A Room, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 13th October 2015 at 9:30 a.m. for the following purposes:-

AGENDA

1. To table the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To approve the declaration of a final single-tier dividend of 11 sen for the financial year ended 30 June 2015. (Resolution 1)
3. To approve the Directors' fees for the financial year ended 30 June 2015. (Resolution 2)
4. To re-elect the following Directors who retire in accordance with the Company's Articles of Association :-
 - i) Mr. Khoo Keow Pin (Article 73) (Resolution 3)
 - ii) Mr. Kong Kim Piew (Article 73) (Resolution 4)
 - iii) Mr. Chang Cheng Wah (Article 73) (Resolution 5)
5. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

Special Business:

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

6. Proposed Retention of Independent Non-Executive Directors

“**THAT** approval be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, to continue to act as Independent Non-Executive Directors in accordance with the Malaysian Code on Corporate Governance 2012:-

- i) Mr. Kong Kim Piew; and (Resolution 7)
- ii) Mr. Chang Cheng Wah.” (Resolution 8)

7. Authority to Issue Shares

(Resolution 9)

“**THAT** subject always to the Companies Act, 1965 and the relevant governmental and/or regulatory authorities, where such approvals shall be necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue ordinary shares from the unissued share capital of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its 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 empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”).”

8. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL (“Proposed Renewal of Share Buy-Back Authority”)** (Resolution 10)

“**THAT** subject to the provisions of the Companies Act, 1965 (“the Act”), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirement of Bursa Securities and any applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, modified or re-enacted from time to time and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company (“Pintaras Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution or held as treasury shares does not exceed 10% of the total issued and paid-up share capital of the Company at the time of purchase;

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company’s aggregate retained profits account and/or share premium account;

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders and guidelines and requirements issued by the relevant authorities for the time being in force to deal with any Pintaras Shares so prescribed by the Company in the following manner:-

- (i) to cancel the Pintaras Shares so purchased;
- (ii) to retain the Pintaras Shares so purchased as treasury shares for distribution as share dividends to the shareholders of the Company and/or to resell through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
or
- (iii) combination of (i) and (ii) above;

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held;
 - (iii) the earlier revocation or variation of the authority through a general meeting;
- whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Renewal of Share Buy-Back Authority with full powers to assent to any condition, variation, modification and/or amendment (if any) as may be imposed by the relevant authorities.”

9. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders, a final single-tier dividend of 11 sen in respect of the financial year ended 30 June 2015 will be paid on 12th January 2016 to shareholders whose names appear on the Record of Depositors at the close of business on 28 December 2015.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 28 December 2015 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

LIM MING TOONG (MAICSA 7000281)
Company Secretary

Shah Alam
21 September 2015

Notes:-

- A. *This 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 and hence, is not put forward for voting.*
1. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
2. *To be valid, the instrument appointing a proxy duly completed must be deposited at the Registered Office at No. 8, Jalan Majistret U1/26, HICOM-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting.*
3. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), 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.*
5. *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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
6. *Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
7. *If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney.*
8. *A depositor shall not be regarded as a member entitled to attend this general meeting and to speak and vote thereat unless his/her name appears in the Register of Members and/or Record of Depositors as at 7 October 2015 issued by Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") upon request by the Company in accordance with the rules of the Bursa Depository.*

Explanatory Note on Special Business

9. *Proposed retention of Independent Non-Executive Directors (Resolutions 7 and 8)*

The Board of Directors is unanimous in its recommendation that Mr. Kong Kim Piew and Mr. Chang Cheng Wah shall remain as Independent Non-Executive Directors of the Company as they are qualified and can be entrusted to discharge their duties and responsibilities independently and objectively notwithstanding their tenure on the Board. They have performed their roles diligently and in the best interest of the Company. Once their respective resolutions are approved at the forthcoming Annual General Meeting, they will continue their office as Independent Non-Executive Director.

10. *Resolution pursuant to Section 132D of the Companies Act, 1965 (Resolution 9)*

The proposed Resolution 9 will give powers to the Directors of the Company to issue ordinary shares in the capital of the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for the purpose of increasing the capacity of current business operations for long term growth and to cater for additional working capital requirements in line with the Company's expansion and diversification plans. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting.

This authority, unless revoked or varied at a General Meeting, will expire at the next Annual General Meeting of the Company.

11. *Resolution pursuant to the Proposed Renewal of Share Buy-Back Authority (Resolution 10)*

The details of the Proposed Renewal of Share Buy-Back Authority are set out in the Statement to Shareholders dated 21 September 2015 despatched together with the Annual Report.