



# PNE PCB BERHAD

(Company No. 168098-V)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of PNE PCB Berhad ("PNE" or the "Company") will be held at Pertiwi Room, Le Grandeur Palm Resort, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senal, Johor Darul Takzim on Tuesday, 22 December 2015 at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

### SPECIAL RESOLUTION 1

**PROPOSED PAR VALUE REDUCTION VIA THE CANCELLATION OF RM0.80 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM1.00 EACH IN THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") ("PROPOSED PAR VALUE REDUCTION")**

"THAT subject to the confirmation of the High Court of Malaya ("Court") pursuant to Section 64 of the Act, the passing of the Special Resolution 2 and the approvals of all relevant authorities being obtained (if required), approval be and is hereby given for the Company and the Board of Directors of the Company ("Board") to implement the Proposed Par Value Reduction and that part of the credit arising from such par value reduction to be set-off against the accumulated losses of the Company;

**AND THAT** the Board is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Par Value Reduction with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the Court and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

### SPECIAL RESOLUTION 2

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")**

"THAT subject to the passing of Special Resolution 1, Ordinary Resolution 1 and the completion of the Proposed Par Value Reduction, the amendments to the Memorandum and Articles of Association of the Company as set out in below be and are hereby approved and adopted;

Memorandum of Association	Existing provisions	Amended provisions
Clause 5	The Capital of the Company is RM100,000,000.00 divided into 100,000,000 shares of RM1.00 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increase or reduce) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is or at the option of the Company is liable, to be redeemed.	The Capital of the Company is RM200,000,000.00 divided into 1,000,000,000 shares of RM0.20 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increase or reduce) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is or at the option of the Company is liable, to be redeemed.
Articles of Association	Existing provisions	Amended provisions
Article 5(b)	Every issue of the shares or options to employees of the Company and/or the Company's subsidiary and/or Directors shall be approved by shareholders in a general meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. Only Directors holding office in an executive capacity shall participate in such an issue of shares or options. However, Directors not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer;	Every scheme for the issuance of shares or option to employees and/or Directors of the Company (including executive and non-executive directors) shall be approved by the shareholders in general meeting and no Director shall participate in such issue of shares or options unless the Members in general meeting have approved the specific allotment to be made to such a Director;

**AND THAT** the Board be and is hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Amendments and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Amendments."

### ORDINARY RESOLUTION 1

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 100,000,000 ORDINARY SHARES OF RM1.00 EACH TO RM200,000,000 COMPRISING 1,000,000,000 ORDINARY SHARES OF RM0.20 EACH IN THE COMPANY (AFTER THE PROPOSED BONUS ISSUE) ("SHARES") ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL");**

"THAT subject to the passing of Special Resolutions 1 and 2 and completion of the Proposed Par Value Reduction as well as the approvals of the relevant authorities / parties (where required) being obtained, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each to RM200,000,000 comprising 1,000,000,000 ordinary shares of RM0.20 each;

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Directors of the Company may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

### ORDINARY RESOLUTION 2

**PROPOSED BONUS ISSUE OF UP TO 65,748,500 NEW ORDINARY SHARES OF RM0.20 EACH ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING SHARE HELD BY ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("BONUS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**

"THAT subject to the passing of Special Resolution 1 and completion of the Proposed Par Value Reduction as well as the approvals of all relevant regulatory authorities for the listing and quotation of the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), authority be and is hereby given to the Board to capitalise a sum of up to RM13,149,700 from the balance capital reserve arising from the Proposed Par Value Reduction and to issue up to 65,748,500 Bonus Shares, to be credited as fully paid-up at par, on the basis of one (1) Bonus Share for every one (1) existing Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Bonus Entitlement Date.

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, where the entitlement date precedes the date of allotment of such Bonus Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Board and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

### ORDINARY RESOLUTION 3

**PROPOSED RENOUNCEMENT RIGHTS ISSUE OF UP TO 262,994,000 ORDINARY SHARES OF RM0.20 EACH ("RIGHTS SHARES") TOGETHER WITH UP TO 197,245,500 FREE WARRANTS ("WARRANTS") (AFTER THE PROPOSED BONUS ISSUE) ON THE BASIS OF FOUR (4) RIGHTS SHARES TOGETHER WITH THREE (3) WARRANTS FOR EVERY TWO (2) EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ("SHAREHOLDERS") ON AN ENTITLEMENT DATE TO BE DETERMINED BY THE BOARD AT A LATER DATE (AFTER THE PROPOSED BONUS ISSUE) ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"THAT subject to the passing of the Special Resolution 1, Ordinary Resolution 1 and Ordinary Resolution 2, the completion of the Proposed Par Value Reduction and Proposed Bonus Issue and the approval of all relevant authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad for the listing and quotation of the Rights Shares and the Warrants to be issued hereunder and the new shares to be issued pursuant to the conversion of the Warrants, the Board of Directors of the Company be and is hereby authorised:-

(a) to provisionally allot and issue by way of a renounceable rights issue of up to 262,994,000 Rights Shares together with up to 197,245,500 Warrants to the Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("Rights Entitlement Date") and/or their renouncee(s), on the basis of four (4) Rights Shares together with three (3) Warrants for every two (2) existing Shares held at a final issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;

(b) to issue the Warrants in registered form to the Shareholders (and/or their renouncee(s), as the case may be) and Excess Applicants (defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant conferring the right to subscribe for one (1) new Share at an exercise price to be determined by the Board, subject to any adjustment to the subscription rights attached to the Warrants in accordance with the provisions of a deed poll to be executed by the Company constituting the Warrants ("Deed Poll");

(c) to allot and issue such number of additional Warrants pursuant to adjustments as provided under the Deed Poll ("Additional Warrants") and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required); and

(d) allot and issue such number of new shares credited as fully paid-up to the holders of the Warrants upon their exercise of the relevant Warrants to subscribe for new shares during the tenure of the Warrants, and such further new shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll.

**THAT** any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

**THAT** the Rights Shares, Warrants and the new shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

**THAT** the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 3 of the Circular to Shareholders of the Company dated 30 November 2015 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities.

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants.

**THAT** the Rights Shares shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing issued and paid-up Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares.

**THAT** the new shares to be issued pursuant to the exercise of the Warrants (including the Additional Warrants, if any) shall, upon allotment, issue and full payment of the exercise price of the Warrants (or the Additional Warrants, if any), rank *pari passu* in all respects with the then existing issued and fully paid-up Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of such new Shares arising from the exercise of the Warrants (including the Additional Warrants, if any).

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants (including Additional Warrants, if any) and new shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

### ORDINARY RESOLUTION 4

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") INVOLVING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF PNE AND ITS SUBSIDIARIES ("PROPOSED ESOS")**

"THAT subject to the passing of the Ordinary Resolution 1, the completion of the Proposed Par Value Reduction and the approval of all the relevant authorities (where required) is obtained, including but not limited to the approval of Bursa Malaysia Securities Berhad for the listing and quotation of the new ordinary shares of RM0.20 each to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given to the Company to establish the Scheme of up to 15% of the issued and paid-up ordinary share capital of the Company for the benefit of eligible Directors and eligible employees of the Company and its subsidiaries, excluding the subsidiaries which are dormant and the Board be and is hereby authorised to:-

(a) implement and administer the Scheme in accordance with the form set out in the by-laws, as set out in Appendix II of the Circular ("By-Laws"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed / required by the relevant authorities;

(b) make the necessary applications and do all the things necessary at the appropriate time or times to Bursa Securities for the listing and quotation of the new Shares of the Company which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;

(c) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the ESOS options granted under the Scheme provided that the aggregate number of the new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the issued and paid-up ordinary share capital of the Company at any point of time during the existence of the Scheme and such new Shares to be issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up Shares except that the new Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new Shares pursuant Scheme and will be subject to all the provisions of Articles of Association of the Company relating to the transfer, transmission and otherwise of the Shares; and

(d) modify and/or amend the By-Laws from time to time as may be required / permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;

**AND THAT** the Board be and is hereby authorised to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion."

### ORDINARY RESOLUTION 5

**PROPOSED ALLOCATION OF ESOS OPTION TO CHENG KIM LIANG**

"THAT subject to the passing of Ordinary Resolution 4 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Cheng Kim Liang, options to subscribe for such number of shares in the Company to be issued under the Scheme ("PNE Shares") and if such options are accepted and exercised, to allot and issue such number of PNE shares as may be required to be issued to him under the Scheme PROVIDED THAT not more than ten percent (10%) of the total PNE Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Securities) to the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any), and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Scheme.

**AND THAT** the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid allocation as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

### ORDINARY RESOLUTION 6

**PROPOSED ALLOCATION OF ESOS OPTION TO HO JIEN SHIUNG**

"THAT subject to the passing of Ordinary Resolution 4 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Ho Jien Shiung, options to subscribe for such number of shares in the Company to be issued under the Scheme ("PNE Shares") and if such options are accepted and exercised, to allot and issue such number of PNE shares as may be required to be issued to him under the Scheme PROVIDED THAT not more than ten percent (10%) of the total PNE Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Securities) to the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any), and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Scheme.

**AND THAT** the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid allocation as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

By Order of the Board

PNE PCB BERHAD

TEA SOR HUA (MACS 01324)  
YONG YEN LING (MAICSA 7044771)  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
30 November 2015

### Notes:-

- 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 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 December 2015. Only members whose names appear in the General Meeting Record of Depositors as at 16 December 2015 shall be regarded as members and entitled to attend, speak and vote at the meeting.