



**PWF CONSOLIDATED BHD (420049-H)**

(formerly known as PW Consolidated Bhd)

Plot 127, Jalan Perindustrian Bukit Minyak 7, Taman Perindustrian Bukit Minyak, 14100 Bukit Mertajam, S.P.T. Penang, Malaysia.

Tel : 604 508 1088 (General line) Fax : 604 502 3099

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 19<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held at Impiana Room, Penang Golf Resort, No. 1687, Jalan Bertam, 13200 Kepala Batas, Seberang Prai Utara, Penang on 27 May 2016 at 10.00 a.m. for the following purposes:

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2015.
- To re-elect the following Directors who retire in accordance with the Company's Articles of Association, and being eligible have offered themselves for re-election: -
 

Article 95	(Resolution 1)
(a) Datin Law Hooi Lean	
Article 102	(Resolution 2)
(a) Dato' Zuraidi Bin Rahim	
- To approve the Directors' Fees of RM186,000 for the financial year ended 31 December 2015. (Resolution 3)
- To approve the Directors' Fees of RM250,800 for the financial year ending 31 December 2016. (Resolution 4)
- To re-appoint Messrs. Grant Thornton as Auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. (Resolution 5)

### SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions: -

- AUTHORITY TO ISSUE SHARES AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965 ("the Act")**  
 "THAT, subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Articles of Association and approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Securities 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 AGM of the Company." (Resolution 6)
- PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES IN ACCORDANCE WITH SECTION 67A OF THE COMPANIES ACT, 1965**  
 "THAT, subject always to the provisions of the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association of the Company, Bursa Securities' Main Market Listing Requirements and approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits and/or share premium account, to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares") then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take such steps as are necessary or expedient to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the Act, regulations and guidelines." (Resolution 7)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**  
 To retain Mr. Ong Kim Nam, who has served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. (Resolution 8)
- PROPOSED RENEWAL OF THE DIVIDEND REINVESTMENT PLAN**  
 "THAT pursuant to the Dividend Reinvestment Plan ("DRP") approved at the Extraordinary General Meeting held on 8 January 2015, approval be and is hereby given to the Company to allot and issue such number of New Ordinary Shares of RM1.00 each in the Company ("PWF Shares") for the DRP until the conclusion of the next AGM, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new PWF Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5) market day volume weighted average market price ("VWAP") of PWF Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and not less than the par value of PWF Shares at the material time.  
 AND THAT the Directors and the Secretary of the Company be and are hereby authorized to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company." (Resolution 9)
- PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") TO DATO' ZURAI BIN RAHIM**  
 "THAT pursuant to the ESOS approved at the Extraordinary General Meeting of the Company on 4 November 2015, the Board be and is hereby authorized at any time and from time to time during the duration of the ESOS to offer and to grant Dato' Zuraidi Bin Rahim, the Non-Executive Chairman of the Company, the ESOS Options to subscribe for new ordinary shares of the Company which currently have a par value of RM1.00 ("PWF Shares") under the ESOS subject always to the approved By-Law of ESOS;  
 AND THAT the Directors be and are hereby authorized to allot and issue such number of new PWF Shares pertaining thereto from time to time pursuant to the exercise of such ESOS Options." (Resolution 10)
- PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO PERSON CONNECTED TO DATO' SIAH GIM ENG AND DATIN LAW HOOI LEAN**  
 "THAT pursuant to the ESOS approved at the Extraordinary General Meeting of the Company on 4 November 2015, the Board be and is hereby authorized at any time and from time to time during the duration of the ESOS to offer and to grant the below named, the children of Dato' Siah Gim Eng and Datin Law Hooi Lean, the ESOS Options to subscribe for new ordinary shares of the Company which currently have a par value of RM1.00 ("PWF Shares") under the ESOS subject always to the approved By-Law of ESOS: -
 

i) Mr. Siah Wooi Kong	(Resolution 11)
ii) Mr. Siah Wooi Yang	(Resolution 12)
iii) Mr. Siah Wooi Nian	(Resolution 13)

 AND THAT the Directors be and are hereby authorized to allot and issue such number of new PWF Shares pertaining thereto from time to time pursuant to the exercise of such ESOS Options."
- To transact any other ordinary business for which due notice has been given.

**NOTICE IS HEREBY GIVEN** that for purpose of determining a member who shall be entitled to attend this 19<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 20 May 2016. Only a depositor whose name appears on the Record of Depositors as at 20 May 2016 shall be entitled to the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon  
(MAICSA No.: 0818580)  
Company Secretary

Penang

Date: 29 April 2016

### NOTES:

#### 1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### 2. Form of Proxy

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place. A proxy may but need not be a member and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
- Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

#### 3. Explanatory Note On Special Business

##### i) Authority to Issue Shares (Resolution 6)

The proposed resolution is in relation to authority to allot shares pursuant to Section 132D of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 18<sup>th</sup> AGM held on 29 June 2015 and which will lapse at the conclusion of the 19<sup>th</sup> AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening

a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

##### ii) Proposed Renewal of Share Buy-Back (Resolution 7)

The proposed resolution, if passed, will provide the mandate for the Company to buy back its own shares up to a limit 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 7 are set out in Statement dated 29 May 2015 accompanying the Annual Report.

##### iii) Continuing in office as Independent Non-Executive Director (Resolution 8)

The Board of Directors via the Nominating Committee assessed the independence of Mr. Ong Kim Nam, who has served on the Board as Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr. Ong Kim Nam, based on the following justifications: -

- He has met the criteria the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- Being director for more than nine (9) years have enabled him to contribute positively during deliberations/discussions at meetings as he is familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- He has the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- He has contributed sufficient time and exercised due care during his tenure as Independent Non-Executive Director and carried out his fiduciary duties in the interest of the Company and minority shareholders.

##### iv) Proposed Renewal in relation to the Dividend Reinvestment Plan (Resolution 9)

The proposed Resolution 9 will give authority to the Directors to allot and issue ordinary shares of the Company in respect of dividends to be declared, if any, under the Dividend Reinvestment Plan, until the conclusion of the next AGM. A renewal of this authority will be sought at the subsequent AGM.

##### v) Proposed Allocation of ESOS Options to Dato' Zuraidi Bin Rahim (Resolution 10)

The proposed Resolution 10 will allow Dato' Zuraidi Bin Rahim, the Non-Executive Chairman of the Company to participate in the Company's ESOS.

##### vi) Proposed Allocation of ESOS Options to Person Connected to Dato' Siah Gim Eng and Datin Law Hooi Lean (Resolution 11, 12 & 13)

The proposed Resolutions 11, 12 & 13 will allow the children of Dato' Siah Gim Eng and Datin Law Hooi Lean, who are employees of the Company and being eligible, to participate in the Company's ESOS.