



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT the Thirtieth Annual General Meeting of Press Metal Berhad will be held at Topaz Ballroom, Level G, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 June 2016 at 10.30 a.m.

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes) **Ordinary Resolution 1**
- To approve the payment of Directors' Fees for the financial year ended 31 December 2015. **Ordinary Resolution 2**
- To re-elect the following Directors retiring pursuant to Article 92 of the Articles of Association of the Company: **Ordinary Resolution 3**  
(i) Koon Poh Ming  
(ii) Koon Poh Kong **Ordinary Resolution 4**
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: **Ordinary Resolution 5**  
"That pursuant to Section 129(6) of the Companies Act, 1965, Dato' Wira (Dr.) Megat Abdul Rahman Bin Megat Ahmad be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: **Ordinary Resolution 6**  
"That pursuant to Section 129(6) of the Companies Act, 1965, Tuan Haji Mohamad Faiz Bin Abdul Hamid be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

**As Special Business**

- To consider and, if thought fit, to pass the following resolutions: **Ordinary Resolution 7**  
**Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in 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 Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."  
**Ordinary Resolution 8**  
**Authority for Tuan Haji Mohamad Faiz Bin Abdul Hamid to continue in office as Independent Non-Executive Director**  
"THAT authority be and is hereby given to Tuan Haji Mohamad Faiz Bin Abdul Hamid 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 until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."  
**Ordinary Resolution 9**  
**Authority for Loo Lean Hock to continue in office as Independent Non-Executive Director**  
"THAT authority be and is hereby given to Loo Lean Hock 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 until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."  
**Ordinary Resolution 10**  
**Authority for Tan Heng Kui to continue in office as Independent Non-Executive Director**  
"THAT authority be and is hereby given to Tan Heng Kui 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 until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."  
**Ordinary Resolution 11**  
**Authority for Dato' Wira (Dr.) Megat Abdul Rahman Bin Megat Ahmad to continue in office as Independent Non-Executive Chairman**  
"THAT authority be and is hereby given to Dato' Wira (Dr.) Megat Abdul Rahman Bin Megat Ahmad who has served as an Independent Non-Executive Chairman of the Company since 29 May 2007 and will reach the nine (9)-year term limit on 28 May 2016 to continue to act as an Independent Non-Executive Chairman of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012."  
**Ordinary Resolution 12**  
**Proposed Renewal of Shareholders' Mandate for Press Metal Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**  
"THAT approval be and is hereby given to the Company and its subsidiaries ("PMB Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 (i) of the Circular to Shareholders dated 29 April 2016 ("Circular") which are necessary for the PMB Group's day-to-day operations subject to the following:-  
a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and  
b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the recurrent related party transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the type of recurrent related party transactions made, the names of the related parties involved in each type of recurrent related party transactions and their relationships with the Company.  
THAT the authority conferred shall continue to be in force until:-  
i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;  
ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or  
iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.  
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."  
**Ordinary Resolution 13**  
**Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**  
"THAT subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise the maximum amount of funds available in the Company which shall not exceed the Company's aggregate retained profits and/or share premium account to purchase such amount of ordinary shares of RM0.50 each in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company.  
THAT an amount not exceeding the Company's share premium account and retained profits account be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.  
THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.  
THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;  
(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or  
(iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

- whichever occurs first,  
but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).  
AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."
- Proposed Amendments to the Articles of Association of the Company** **Special Resolution**  
"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Articles of Association of the Company."
  - To transact any other business for which due notice shall have been given.

**BY ORDER OF THE BOARD**

**TAN AI NING** (MAICSA 7015852)  
**TE HOCK WEE** (MAICSA 7054787)  
Company Secretaries  
Selangor Darul Ehsan  
Date: 29 April 2016

**NOTES:**

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may or may not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or of his attorney-in-fact or of his common seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Share Registrar's office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 June 2016 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

- To receive the Audited Financial Statements**  
Agenda item 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 for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution 7 on the Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**  
The Company had, during its Twenty-Ninth Annual General Meeting held on 18 June 2015, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.  
The Ordinary Resolution 7 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.  
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.
- Ordinary Resolution 8 on the Authority for Tuan Haji Mohamad Faiz Bin Abdul Hamid to continue in office as Independent Non-Executive Director**  
The Board of Directors had on 25 February 2016 via the Nomination Committee conducted an annual performance evaluation and assessment of Tuan Haji Mohamad Faiz Bin Abdul Hamid who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-  
a. He fulfilled the criteria under the definition on Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b. His experience enable him to provide the Board with a diverse set of experience, expertise, skills and competence. He has been with the Company for more than nine (9) years and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations and discussions at Audit Committee, Remuneration Committee, Nomination Committee and Board meetings without compromising his independent and objective judgement.  
c. He excused due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.
- Ordinary Resolution 9 on the Authority for Loo Lean Hock to continue in office as Independent Non-Executive Director**  
The Board of Directors had on 25 February 2016 via the Nomination Committee conducted an annual performance evaluation and assessment of Loo Lean Hock who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-  
a. He fulfilled the criteria under the definition on Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b. His experience in the audit and accounting industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence. As he has been with the Company for more than nine (9) years, he therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations and discussions at Audit Committee, Nomination Committee and Board meetings without compromising his independent and objective judgement.  
c. He exhibited high commitment and devoted sufficient time to his responsibilities as an Independent Non-Executive Director of the Company.
- Ordinary Resolution 10 on Authority for Tan Heng Kui to continue in office as Independent Non-Executive Director**  
The Board of Directors had on 25 February 2016 via the Nomination Committee conducted an annual performance evaluation and assessment of Tan Heng Kui who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-  
a. He fulfilled the criteria under the definition on Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b. He has been with the Company for more than nine (9) years and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations and discussions at Audit Committee and Board meetings without compromising his independent and objective judgement.  
c. He excused due care in the interest of the Company and shareholders during his tenure as an Independent Non-Executive Director of the Company.
- Ordinary Resolution 11 on Authority for Dato' Wira (Dr.) Megat Abdul Rahman Bin Megat Ahmad to continue in office as Independent Non-Executive Chairman**  
The Board of Directors had on 25 February 2016 via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Wira (Dr.) Megat Abdul Rahman Bin Megat Ahmad who has served as an Independent Non-Executive Chairman of the Company since 29 May 2007 and will reach the nine (9) years term limit on 28 May 2016 and recommended him to continue to act as Independent Non-Executive Chairman of the Company based on the following justifications:-  
a. He fulfilled the criteria under the definition on Independent Directors as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
b. His experience enable him to provide the Board with a diverse set of experience, expertise, skills and competence. He has been with the Company for more than nine (9) years and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations and discussions at Remuneration Committee, Nomination Committee and Board meetings without compromising his independent and objective judgement.  
c. He excused due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.
- Ordinary Resolution 12 on Proposed Renewal of Shareholders' Mandate for Press Metal Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**  
For further information on Ordinary Resolution 12, please refer to Part A of the Circular to Shareholders dated 29 April 2016 accompanying the Annual Report of the Company for the financial year ended 31 December 2015.
- Ordinary Resolution 13 on Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**  
For further information on Ordinary Resolution 13, please refer to the Statement to Shareholders in Part B of the Circular to Shareholders dated 29 April 2016 accompanying the Annual Report of the Company for the financial year ended 31 December 2015.
- Special Resolution on Proposed Amendments to the Articles of Association of the Company**  
The Special Resolution, if passed, will allow the Chairman the prerogative to promote orderly conduct of general meetings and render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

# Appendix A

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association of the Company are proposed to be amended in the following manner:-

Article No.	Existing Article	Amended Article
To add Article 53A	<i>(New provision)</i>	Without prejudice to any other power which the Chairman may have under the provisions of these Articles or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature.
To amend Article 134	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and to be laid before the Company in general meeting such income statements, balance sheets, consolidated financial statements (if any) and reports as are referred to in the Section. <b>The interval between the close of a financial year of the Company and the issue of annual financial statements, the directors' and auditors' reports relating to it shall not exceed four (4) months.</b>	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and to be laid before the Company in general meeting such income statements, balance sheets, consolidated financial statements (if any) and reports as are referred to in the Section.