



PCCS GROUP BERHAD

(280929-K)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second ("22nd") Annual General Meeting of the Company will be held at PCCS Group Berhad's Corporate Office, Lot 1376, GM127, Mukim Simpang Kanan, Jalan Kluang, 83000 Batu Pahat, Johor Darul Takzim on Friday, 26 August 2016 at 10:00 a.m. or at any adjournment thereof for the following purposes: -

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and the Auditors thereon.
- To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association, and being eligible, have offered themselves for re-election: -
 - Mr. Chan Choo Sing
 - Mr. Chan Chow Tek
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note B1

Resolution 1
Resolution 2

Resolution 3

As Special Business

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

4. ORDINARY RESOLUTION NO. 1

- PAYMENT OF DIRECTORS' FEES

"THAT the Directors' Fees amounting to RM402,000/- (Ringgit Malaysia: Four Hundred and Two Thousand only) for the financial year ended 31 March 2016, be and is hereby approved for payment."

Resolution 4

5. ORDINARY RESOLUTION NO. 2

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 5

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

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

Secretary
Kuala Lumpur
29 July 2016

Notes:

(A) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(b) 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 19 August 2016. Only a depositor whose name appears on the Record of Depositors as at 19 August 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member of the Company entitled to attend and vote at a meeting of a company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting without limitation and the provisions of Sections 149 (1)(a), (b), (c) and (d) of the Companies Act, 1965 shall not apply. There shall be no restriction as to the qualification of the proxy. 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 holder appoints two (2) or more proxies, he shall specify the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds 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 authorised nominee may appoint in respect of each omnibus account.
- 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 its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Corporate Office of the Company at Lot 1376, GM127, Mukim Simpang Kanan, Jalan Kluang, 83000 Batu Pahat, Johor Darul Takzim not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.

Explanatory Notes to Ordinary Business:-

(B) Audited Financial Statements for the financial year ended 31 March 2016

- This Agenda 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 for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(C) Re-election of Directors

- In determining the eligibility of the Directors to stand for re-election at the forthcoming 22nd Annual General Meeting, the Nominating Committee ("NC") has considered the requirements under Paragraph 2.20A of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and recommended Mr. Chan Choo Sing and Mr. Chan Chow Tek for re-election as Directors pursuant to Article 94 of the Articles of Association of the Company ("Retiring Directors").

All the Retiring Directors have consented to their re-election, and abstained from deliberation and voting in relation to their individual re-election at the NC Meeting, where applicable and Board of Directors' Meeting, respectively.

(D) Re-appointment of Auditors

- The Audit Committee ("AC") have assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Ernst & Young as External Auditors of the Company for the financial year ending 31 March 2017. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 22nd Annual General Meeting of the Company under Resolution 3.

(E) Abstention from Voting

- Any Director referred to in Resolutions 1 and 2, who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election at the 22nd Annual General Meeting of the Company.

Explanatory Notes to Special Business:

(F) Resolution 4 – Payment of Directors' Fees

- The proposed adoption of the Ordinary Resolution No. 1 is to approve the Proposed Directors' fees for the financial year ended 31 March 2016 of RM402,000/- (2015: RM510,000/-).

The Resolution 4, if approved, will authorise the payment of Directors' Fees pursuant to Article 105 (a) of the Articles of Association of the Company.

(G) Abstention from Voting

- Any Director of the Company who is shareholder of the Company will abstain from voting on Resolution 4 in relation to payment of Directors' fees at the 22nd Annual General Meeting of the Company.

(H) Resolution 5 – Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

- The proposed adoption of the Ordinary Resolution No. 2 is for the purpose of granting a renewed general mandate ("General Mandate"), and if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The 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).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twenty-First Annual General Meeting of the Company held on 4 September 2015 which will lapse at the conclusion of the 22nd Annual General Meeting.