



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting of **PECCA GROUP BERHAD** will be held at Rafflesia 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 23 November 2016 at 9.30 a.m. for the following purposes:-

**A G E N D A**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon.
- To declare a Final Single Tier Dividend of 2.00 sen per ordinary share of RM0.50 each for the financial year ended 30 June 2016.
- To approve the payment of Directors' Fees for the financial year ended 30 June 2016.
- To re-elect the following Directors who are retiring pursuant to Article 98 of the Articles of Association of the Company:-
  - Datuk Teoh Hwa Cheng
  - Mr Leong Kam Weng
- To appoint Messrs KPMG as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath and to authorise the Directors to fix their remuneration.

(Please refer to Note 1 of the Explanatory Notes)

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2016) has been received by the Company for the nomination of Messrs KPMG who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs Crowe Horwath and of the intention to propose the following ordinary resolution:-

"That Messrs KPMG, having consented to act, be and are hereby appointed as Auditors of the Company for the financial year ending 30 June 2017 in place of the retiring Auditors, Messrs Crowe Horwath and to hold office until the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration."

**Ordinary Resolution 5**

**As Special Business**

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

- 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 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 issue."

**Ordinary Resolution 6**

- Proposed Grant of Authority to the Company to Purchase its own Ordinary Shares ("Proposed Share Buy-Back")**

"THAT subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements

and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of the Company's shares 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, necessary and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings and share premium account of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:-
  - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders in 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).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- cancel all the ordinary shares so purchased; and/or
- retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company."

**Ordinary Resolution 7**

- To transact any other business for which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the shareholders at the Sixth Annual General Meeting to be held on Wednesday, 23 November 2016, a Final Single Tier Dividend of 2.00 sen per ordinary share of RM0.50 each in respect of the financial year ended 30 June 2016 will be paid to shareholders on 27 December 2016. The entitlement date for the said dividend shall be on 9 December 2016.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- Shares transferred to the Depositor's securities account before 4.00 p.m. on 9 December 2016 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**TAI YIT CHAN** (MAICSA 7009143)

**TAN AI NING** (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

Date: 28 October 2016

**Notes**

- A Member of the Company shall be entitled to be present, and to vote on any question either personally or by proxy, or as proxy for another Member, at any general meeting and shall also be reckoned as forming part of the quorum, in respect of any fully paid-up shares and any shares upon which all calls due and payable to the Company shall have been paid, held by such Member. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the form of proxy. However, such attendance shall automatically revoke the proxy's authority. Notwithstanding anything to the contrary in these Articles, no Member shall be entitled to vote or be recognised to form part of the quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid.
- A Member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend, vote and speak in his stead. Where a Member of the Company is an authorised nominee as defined in the Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account. Where a Member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Where a Member of the Company is an Exempt Authorised 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 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 appointer or his attorney duly authorised in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorised. An instrument appointing a proxy to vote at a general meeting of the Company shall be deemed to include the power to demand a poll on behalf of the appointer.
- The instrument appointing a proxy(ies), together with 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 at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, 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 14 November 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:-**

- 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 6 on the Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

The Ordinary Resolution 6 proposed under item 6 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. 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 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 7 on Proposed Grant of Authority to the Company to Purchase its own Ordinary Shares**

For further information on Ordinary Resolution 7, please refer to the Circular to Shareholders dated 28 October 2016 accompanying the Annual Report of the Company for the financial year ended 30 June 2016.