



**PRESS METAL BERHAD**

(Company No. 153208-W)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF COURT CONVENED MEETING  
IN THE HIGH COURT OF MALAYA  
ORIGINATING SUMMONS NO. WA-24NCC-372-09/2016**

In the matter of Press Metal Berhad  
(Company No.:153208-W) ("**Applicant**");

And

In the matter of a Scheme of Arrangement  
under Section 176 of the Companies  
Act, 1965 between the Applicant and its  
shareholders and warrant holders;

And

In the matter of Sections 176 and 177 of the  
Companies Act, 1965 and other relevant  
provisions of the Companies Act, 1965;

And

In the matter of Order 88 of the Rules of  
Court, 2012.

Press Metal Berhad (Company No.: 153208-W) ... **Applicant**

**NOTICE OF COURT CONVENED MEETING**

*(For Shareholders of the Applicant)*

**NOTICE IS HEREBY GIVEN** that by an Order of the High Court of Malaya ("**Court**") dated 27 September 2016 in respect of the above matter ("**Order**"), the Court ordered a meeting to be convened for the shareholders of the abovenamed Applicant, Press Metal Berhad ("**PMB**" or "**Company**"), for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made between PMB, its shareholders and its warrant holders ("**Court Convened Meeting**") pursuant to Section 176 of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for PMB's shareholders:

"**THAT** subject to the sanction of the Court, the approval of PMB's shareholders and warrant holders, as well as approval of all relevant authorities/parties, if any, being obtained, approval be and is hereby given for the implementation of the internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Act between PMB with its shareholders and its warrant holders ("**Scheme of Arrangement**"), details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders and Warrant Holders dated 25 January 2017, which entails the following proposals:

- (a) proposed exchange of the entire issued and paid-up ordinary shares of RM0.25 each in PMB ("**PMB Shares**") for ordinary shares of RM0.25 each in Press Metal Aluminium Holdings Berhad ("**Newco**") ("**Newco Shares**") on the basis of one (1) new Newco Share for every one (1) PMB Share held as at an entitlement date to be determined and announced later ("**Entitlement Date**") ("**Proposed Share Exchange**");
- (b) proposed exchange of all the outstanding 2011/2019 Warrants C in PMB ("**PMB Warrants**") for new warrants in Newco ("**Newco Warrants**") on the basis of one (1) new Newco Warrant for every one (1) PMB Warrant held as at the Entitlement Date ("**Proposed Warrants Exchange**"); and
- (c) proposed assumption of the listing status of PMB by Newco and the admission of Newco to, and withdrawal of PMB from the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") with the listing of and quotation for the Newco Shares and Newco Warrants on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**");

(collectively referred to as the "**Proposed Internal Reorganisation**")

**AND THAT** the board of directors of the Company be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the directors of the Company may consider necessary or expedient with full power to:

- (a) execute any agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the directors of the Company in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,

**AND THAT** all previous actions taken by the directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

The Court Convened Meeting for Shareholders will be held at Topaz Ballroom, Level G, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 28 February 2017 at 11.30 a.m. or immediately following the conclusion of the Extraordinary General Meeting of the Company, which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, or at any adjournment thereof (as the case may be), at which place and time all the aforesaid shareholders are requested to attend.

A copy of the Explanatory Statement/Circular detailing the Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 177 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on any day from the date of the Document up to the date of the Court Convened Meeting for Shareholders, from 8.30 a.m. to 5.30 p.m. from Mondays to Fridays (except public holidays). The resolution to be voted upon and approved in the Court Convened Meeting for Shareholders shall be decided by way of poll.

The Shareholders may vote in person at the Court Convened Meeting for Shareholders or they may appoint their proxy(ies) to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for the Court Convened Meeting for Shareholders is enclosed in the Document.

The Form of Proxy must be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than twenty-four (24) hours before the time appointed for the taking of the poll for the Court Convened Meeting for Shareholders or any adjourned meeting thereof. By the Order of the Court, the Court has appointed Dato' Koon Poh Keong (NRIC No.: 610425-10-6539) being a director of PMB or failing him, any one (1) director of PMB, to act as the Chairman of the Court Convened Meeting and that any one (1) duly authorised director of PMB is directed to report the results of the Court Convened Meeting to the Court after the Court Convened Meeting.

The Scheme of Arrangement will be subject to the subsequent sanction of the High Court.

Date: 25 January 2017

Messrs Wong & Partners  
Level 21, The Gardens South Tower  
Mid Valley City, Lingkaran Syed Putra  
59200 Kuala Lumpur, Malaysia

**Notes:-**

- (1) A member of the Company entitled to attend and vote at the Court Convened Meeting for shareholders ("**CCM**") is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need 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.
- (2) 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.
- (3) 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**") 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.
- (4) 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 Common Seal or signed by an officer or attorney so authorised.
- (5) The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority, must be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of the poll for the CCM or at any adjournment thereof.
- (6) In respect of deposited securities, only members whose names appear in the Company's Record of Depositors on 20 February 2017 (General Meeting Record of Depositors) shall be eligible to attend the CCM or appoint proxy(ies) to attend and/or vote on his behalf.