

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th 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 24 May 2017 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1.

To receive the Audited Financial Statements for the financial year ended 31 December 2016.

2.

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

(a) Dato’ Siah Gim Eng

(b) Haji Zainal Bin Pandak

3.

To approve the Directors’ Fees and benefits up to RM287,300 for the financial year ending 31 December 2017.

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 1)
(Resolution 2)
(Resolution 3)
(Resolution 4)
- SPECIAL BUSINESS
- To consider and if thought fit, to pass the following Ordinary Resolutions: -
5. **AUTHORITY TO ISSUE SHARES AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016 (“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 75 and 76 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 5)
6. **PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**
- “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 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 6)
7. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
- “THAT 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 7)
8. **PROPOSED RENEWAL OF THE DIVIDEND REINVESTMENT PLAN**
- “THAT pursuant to the Dividend Reinvestment Plan (“DRP”) as approved by the shareholders of the Company at the Extraordinary General Meeting held on 8 January 2015 and renewed in subsequent annual general meetings, approval be and is hereby given to the Company to allot and issue such number of new ordinary shares in the Company (“PWF Shares”) for the DRP from time to time as may be required to be allotted and issued pursuant to 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 best interest of the Company PROVIDED THAT the issue price of the said new PWF Shares shall be fixed by the Directors at a discount of not more than ten percent (10%) to the five (5) market day volume weighted average market price (“VWAP”) of PWF Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price.
- AND THAT the Directors of the Company be and are hereby authorized to do all such acts and enter into all such transactions, arrangements, deeds, undertakings 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 to the terms of the DRP 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 by the Directors as they may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company.” (Resolution 8)
9. 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 20th 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 17 May 2017. Only a depositor whose name appears on the Record of Depositors as at 17 May 2017 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: 28 April 2017
- NOTES:
1.

Only a depositor whose name appear s in the Record of Depositors of the Company as at 17 May 2017 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the 20th AGM.

2.

A member entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his/her stead. 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. A proxy may not be a member of the Company.

3.

Where a member appoints more than one (1) proxy to attend the meeting, the appointment shall be invalid unless he/she specifies the proportions of his holdings to be represented by each proxy.

4.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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 of the corporation.

5.

The Form 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.
- Explanatory Notes
- 1)

To receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 December 2016

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Act, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.

2)

Authority to Issue Shares (Resolution 5)

The proposed resolution is in relation to authority to allot shares pursuant to Section 75 & 76 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 19th AGM held on 27 May 2016 and which will lapse at the conclusion of the 20th 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.
- 3) Proposed Renewal of Share Buy-Back (Resolution 6)
- 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 6 are set out in Statement dated 28 April 2017 accompanying the Annual Report.
- 4) Continuing in office as Independent Non-Executive Director (Resolution 7)
- 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: -
- (a)

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;

(b)

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;

(c)

He has the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and

(d)

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.
- 5) Proposed Renewal in relation to the Dividend Reinvestment Plan (Resolution 8)
- The proposed Resolution 8 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.