



PMB TECHNOLOGY BERHAD

(Company No. 584257-X)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of PMB Technology Berhad (“PMBT” or the “Company”) will be held at Room Tunku Abdul Rahman, The Royal Commonwealth Society of Malaysia, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Tuesday, 17 April 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions by way of poll:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE IN PMBT INTO TWO (2) ORDINARY SHARES IN PMBT (“SUBDIVIDED SHARES”) (“PROPOSED SHARE SPLIT”)

“THAT, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of PMBT (“Board” or the “Directors”) to subdivide each of the existing ordinary shares in PMBT (“PMBT Shares”), held by the entitled shareholders of PMBT whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board into two (2) Subdivided Shares;

THAT the Subdivided Shares shall rank *pari passu* in all respects with each other after the subdivision;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Share Split with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 160,000,000 5-YEAR 3.00% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“ICULS”) TOGETHER WITH UP TO 80,000,000 FREE DETACHABLE WARRANTS (“WARRANTS”) TO RAISE GROSS PROCEEDS OF APPROXIMATELY RM200 MILLION (“PROPOSED RIGHTS ISSUE OF ICULS WITH WARRANTS”)

“THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and approvals of all relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Board:-

- to provisionally allot and issue such number of ICULS together with free detachable Warrants at such issue price and entitlement basis to be determined and announced later by the Board, to the entitled shareholders of PMBT whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board (“Entitlement Date”) and/or their renounee(s), to raise gross proceeds of approximately RM200 million;
- to enter into and execute the document constituting the ICULS between the Company and the trustee who acts for the benefit of the holders of the ICULS (“Trust Deed”) and to do all acts, deeds and things as they deem fit or expedient in order to implement, finalise and give effect to the aforesaid Trust Deed wherein the ICULS are convertible into Subdivided Shares on any market day from the date of issuance of the ICULS (“ICULS Issue Date”) up to the date falling five (5) years from the ICULS Issue Date at the conversion price to be determined and announced later by the Board, which may be subject to adjustments in accordance with the provisions of the Trust Deed;
- to enter into and execute the deed poll constituting the Warrants (“Deed Poll”) and to do all acts, deeds and things as they deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll wherein each of the Warrants will carry the options to subscribe for one (1) Subdivided Share on any market day from the date of issuance of the Warrants (“Warrants Issue Date”) up to the date falling five (5) years from the Warrants Issue Date at the exercise price to be determined and announced later by the Board, which may be subject to adjustments in accordance with the provisions of the Deed Poll;
- to allot and/or issue such number of new Subdivided Shares pursuant to the conversion of the ICULS and the exercise of the Warrants and the new Subdivided Shares which shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Subdivided Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders of the Company where the Entitlement Date is prior to the date of allotment and issuance of the said new Subdivided Shares; and
- to allot and issue such further ICULS or Warrants and new Subdivided Shares arising from conversion of ICULS and exercise of further Warrants as a consequence of any adjustment in accordance with the provisions of the Trust Deed, Deed Poll and/or as may be required by the relevant authorities;

THAT, any fractional entitlements under the Proposed Rights Issue of ICULS with Warrants will be disregarded and shall be dealt with in such manner as the Directors shall in their absolute discretion deem expedient in the best interest of the Company;

THAT, the proceeds of the Proposed Rights Issue of ICULS with Warrants be utilised for the purposes as set out in the circular to the shareholders of the Company dated 2 April 2018 (“Circular”), and the Directors be authorised with full powers to vary* the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject (where required by law) to the approval of the relevant authorities and/or parties;

Note: *Capital Markets and Services Act 2007 would require approval from holders of ICULS for the Directors to vary the manner and/or purpose of utilisation of such proceeds.

THAT, the Directors be authorised to fix the number of ICULS to be issued, the issue price of the ICULS and entitlement basis for the ICULS in order to ensure the intended gross proceeds of approximately RM200 million are met;

AND THAT the Directors be and are hereby authorised to sign and execute all documents, (including without limitation, the affixing of the Company’s common seal in accordance with the Constitution of the Company, where necessary), do all things and acts as may be required to give full effect to the Proposed Rights Issue of ICULS with Warrants with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of ICULS with Warrants.”

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE MANUFACTURING OF METALLIC SILICON (“PROPOSED DIVERSIFICATION”)

“THAT subject to the passing of Ordinary Resolution 2 and approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Company for the Proposed Diversification.

AND THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Diversification with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification.”

BY ORDER OF THE BOARD

TAN AI NING (MAICSA 7015852)

TE HOCK WEE (MAICSA 7054787)

Company Secretaries

Selangor Darul Ehsan

2 April 2018

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 but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- 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, if the appointor is a corporation, either under its 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, Malaysia, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, otherwise the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 April 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the General Meeting of the Company shall be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 warrant