



## PMB TECHNOLOGY BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of PMB Technology Berhad ("PMBT" or "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 Wednesday, 26 June 2019 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Seventeenth (17<sup>th</sup>) Annual General Meeting of the Company, scheduled to be held at the same venue on the same day at 10.30 a.m., whichever is the later, 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 PRIVATE PLACEMENT OF UP TO 20% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES IN PMBT ("PROPOSED PLACEMENT II")

"THAT subject to the approval of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of PMBT ("Board") to allot and issue up to 32,324,000 new ordinary shares of PMBT ("PMBT Shares") ("Placement II Shares"), representing approximately 20% of the existing total number of issued PMBT Shares, to be implemented in a single or multiple tranche(s) within six (6) months from the date the approvals of the relevant authorities are obtained, or any extended period as may be approved by Bursa Malaysia Securities Berhad;

THAT approval is given to the Board to determine the issue price for the Placement II Shares at a later date based on not more than 10% discount to the five (5)-day volume weighted average market price ("VWAP") of PMBT Shares immediately preceding the price-fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds of Proposed Placement II for such purposes and in such manner as set out in Section 3 of the Circular to Shareholders of the Company dated 11 June 2019 and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT such Placement II Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing PMBT Shares, save and except that the Placement II Shares shall not be entitled to any dividend, rights allotment and/or other form of distributions that may be declared, made or paid by the Company prior to the date of allotment and issuance of the said Placement II Shares;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Placement II and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Placement II;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement II Shares to be issued pursuant to or in connection with the Proposed Placement II have duly allotted and issued in accordance with the terms of the Proposed Placement II."

#### ORDINARY RESOLUTION 2

##### PROPOSED PLACEMENT OF 16,162,000 PLACEMENT II SHARES TO TAN SRI DATO' KOON POH KEONG, KOON POH MING, DATO' KOON POH TAT AND KOON POH WENG BEING THE DIRECTORS OF THE COMPANY (COLLECTIVELY, "INTERESTED DIRECTORS") ("PROPOSED INTERESTED DIRECTORS ALLOCATION")

"THAT subject to the passing of Ordinary Resolution 1, specific approval be and is hereby given to the non-interested Directors to allot and issue 16,162,000 Placement II Shares to the Interested Directors pursuant to their letters to the Company dated 29 April 2019 undertaking to subscribe for 16,162,000 Placement II Shares in the following manner:

Name	Designation	% of the total Placement II Shares	Number of Placement II Shares
Tan Sri Dato' Koon Poh Keong	Non-Independent Executive Chairman	12.50%	4,040,500
Koon Poh Ming	Non-Independent Executive Director, Chief Executive Officer	12.50%	4,040,500
Dato' Koon Poh Tat	Non-Independent Executive Director	12.50%	4,040,500
Koon Poh Weng	Non-Independent Executive Director	12.50%	4,040,500
<b>Total</b>		<b>50.00%</b>	<b>16,162,000</b>

THAT the non-interested Directors be hereby authorised to determine the issue price for the Placement II Shares at a later date based on the five (5)-day VWAP of PMBT Shares immediately preceding the price-fixing date without discount;

AND THAT such Placement II Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing PMBT Shares, save and except that the Placement II Shares shall not be entitled to any dividend, rights allotment and/or other form of distributions that may be declared, made or paid by the Company prior to the date of allotment and issuance of the said Placement II Shares."

#### BY ORDER OF THE BOARD

TAN AI NING (MAICSA 7015852)  
TAI YIT CHAN (MAICSA 7009143)

Company Secretaries  
Selangor Darul Ehsan  
11 June 2019

#### Notes:

1. A proxy may but need not be a member.
2. To be valid, this form, duly completed must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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 forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his / their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. 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"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 June 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the EGM 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 warranty.