



PCCS GROUP BERHAD

(Company No: 280929-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of PCCS Group Berhad ("PCCS" or "Company") will be held at PCCS Group Berhad's Corporate Office, Lot 1376, GM127, Mukim Simpang Kanan, Jalan Kluang, 83000 Batu Pahat, Johor Darul Takzim on Monday, 26 August 2019 at 11.30 a.m or immediately after the conclusion or adjournment (as the case may be) of the 25th annual general meeting ("AGM") of PCCS which will be held at the same venue on the same day, whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN PCCS (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF PCCS AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESOS")

THAT subject to the approvals of all the relevant regulatory authorities being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to:

- establish the Proposed ESOS for directors and employees of PCCS and its subsidiaries ("PCCS Group" or "Group") (excluding dormant subsidiaries) ("Scheme"); who is eligible to be selected and participate in the Proposed ESOS which, upon exercising, will receive new ordinary shares in PCCS ("PCCS Shares" or "Shares") at a pre-determined price, in accordance with the by-laws governing the Scheme ("By-Laws") and will be administered by a committee, comprising members who shall be duly appointed and authorised by the Board ("ESOS Committee") and governed by the By-Laws;
- the allotment and issuance of new PCCS Shares under the Proposed ESOS shall not exceed, in aggregate, 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time over the duration of the Scheme;
- do all the necessary for the listing of and quotation for the new PCCS Shares to be issued pursuant to the Proposed ESOS;
- all or any part of the By-Laws may be added to, amended, modified or deleted by a resolution of the Board upon recommendation of the ESOS Committee from time to time as it shall in its discretion deem fit subject to the By-Laws and compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other relevant regulatory authorities being obtained (if required); and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-Laws;

THAT the Board be and is hereby empowered and authorised to give effect to the Proposed ESOS with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws) as it may deem fit, necessary and/or expedient and/or as may be required by the relevant regulatory authorities and to take all steps as it may consider necessary or expedient to implement, finalise and give full effect to and in connection with the above;

THAT such new PCCS Shares to be issued pursuant to the Proposed ESOS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing PCCS Shares except that the new PCCS Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of PCCS, for which the entitlement date is prior to the date of allotment of the new PCCS Shares;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and Statement to Shareholders of the Company dated 17 July 2019, which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO JULIAN LIM WEE LIANG

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Julian Lim Wee Liang, the Senior Independent Non-Executive Chairman of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN CHOO SING

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Chan Choo Sing, the Group Managing Director and major shareholder of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN CHOW TEK

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Chan Chow Tek, the Executive Director and major shareholder of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' CHAN CHOR NGIAK

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Dato' Chan Chor Ngiaik, the Non-Independent Non-Executive Director of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN CHOR ANG

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Chan Chor Ang, the Non-Independent Non-Executive Director of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO PIONG YEW PENG

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Piong Yew Peng, the Independent Non-Executive Director of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN KWEE KEE, A PERSON CONNECTED TO CHAN CHOO SING

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Tan Kwee Kee, the Manufacturing Director of JIT Textiles Limited, a wholly-owned subsidiary of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN WEE KIANG, A PERSON CONNECTED TO CHAN CHOO SING

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Chan Wee Kiang, the Deputy Group General Manager of Thirty Three (Shanghai) Limited and PCCS (Hong Kong) Limited, both wholly-owned subsidiaries of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHAN WEE BOON, A PERSON CONNECTED TO CHAN CHOO SING

THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities for the Proposed ESOS being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer, from time to time throughout the duration of the Proposed ESOS, ESOS Options to subscribe for such number of new PCCS Shares under the Proposed ESOS to Chan Wee Boon, the Group General Manager of Mega Label (Malaysia) Sdn. Bhd., a wholly-owned subsidiary of the Company, provided that not more than 10% of the PCCS Shares made available under the Proposed ESOS and any other employee share schemes which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued PCCS Shares (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 11

PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY ("PROPOSED SHARE BUY-BACK")

THAT, subject to the provisions of the Companies Act 2016 ("Act"), the provisions of the Memorandum and Articles of Association/Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company ("Directors"), to the extent permitted by law, to purchase such number of PCCS Shares as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

- the maximum aggregate number of PCCS Shares, which may be purchased by the Company, shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provision of the Act, the Main Market Listing Requirements of Bursa Securities and/or any other relevant authorities;
- the maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the retained profits of the Company; and
- the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
 - the conclusion of the next AGM of PCCS following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back is passed, at which time shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
 - the expiration of the period within the next AGM is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholder of the Company at a general meeting,

THAT the Directors be and are hereby authorised to deal with the PCCS Share(s) purchased under the Proposed Share Buy-Back ("Purchased Shares"), at their discretion, in the following manner:

- cancel the Purchased Shares; or
- retain the Purchased Shares as treasury shares; or
- retain part of the Purchased Shares as treasury shares and cancel the remainder;

THAT where such Purchased Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:

- distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "shares dividends"; or
- resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employees' share scheme; or
- transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- cancel the Purchased Shares or any of the Purchased Shares; or
- sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Cooperatives and Consumerism, Malaysia may by order prescribe;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the purchase by the Company of its Shares."

By order of the Board

CHUA SIEW CHUAN (MAICSA 077689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

17 July 2019

Notes:

- For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(b) 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 19 August 2019. Only a depositor whose name appears on the Record of Depositors as at 19 August 2019 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
- A member of the Company entitled to attend and vote at the EGM of a company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM. Where a holder appoints two (2) proxies, he shall specify the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds 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.
- 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof.
- Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.