



**PNE PCB BERHAD**  
(168098-V)

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Thirty-First Annual General Meeting ("AGM" or "Meeting") of PNE PCB Berhad ("PNE" or "the Company") will be held at Pendeta 4, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on **Thursday, 29 August 2019 at 11.00 a.m.** to transact the following businesses:-

## AGENDA

### As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
2. To approve the payment of Directors' fees and benefits of up to RM78,000 for the financial year ending 31 March 2020. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Clause 85 of the Company's Constitution:-
  - (i) Dato' Sri Ahmad Said Bin Hamdan **Ordinary Resolution 2**
  - (ii) Ho Jien Shiung **Ordinary Resolution 3**
4. To re-elect Mr. Choong Lee Aun as Director who retires in accordance with Clause 91 of the Company's Constitution. **Ordinary Resolution 4**
5. To re-appoint Messrs. ChengCo PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

### As Special Business:

To consider and if thought fit, to pass the following resolutions with or without modifications:-

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad 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 Annual General Meeting of the Company."

7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** **Ordinary Resolution 7**

"THAT, authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries to enter into any of the transactions with the related parties as set out in Section 2.3 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 31 July 2019 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
  - (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,
- whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

8. **PROPOSED AMENDMENTS TO THE COMPANY'S SPECIAL RESOLUTION**

"THAT the proposed amendments to the Company's Constitution as set out in the "Appendix A" annexed to the Company's Annual Report for the financial year ended 31 March 2019, be and are hereby approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By order of the Board  
**TEA SOR HUA (MACS 01324)**  
Company Secretary  
Petaling Jaya, Selangor Darul Ehsan  
31 July 2019

### Notes:

- i. A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the meeting in his stead. Where a shareholder appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.
- ii. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iii. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- iv. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- v. 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 the seal or under the hand of an officer or attorney duly authorised.
- vi. To be valid, the instrument appointing a proxy must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- vii. For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 August 2019. Only members whose names appear in the General Meeting Record of Depositors as at 22 August 2019 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- viii. All the resolutions set out in this Notice of Meeting will be put to vote by poll.

### EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

**1. Item 1 of the Agenda**  
The Agenda is meant for discussion only as the provision of the Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

**2. Item 2 of the Agenda**  
The Directors' fees and benefits proposed for the financial year ending 31 March 2020 were calculated based on the current Board size and number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefit on a current financial year basis. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

**3. Item 6 of the Agenda**  
The Ordinary Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 27 August 2018 which will lapse at the conclusion of the Thirty-First AGM.

**4. Item 7 of the Agenda**  
The Ordinary Resolution 7 proposed under item 7 of the Agenda if passed, will allow the Company and/or subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information is set out in the Circular to Shareholders dated 31 July 2019 which is despatched together with the Company's Annual Report for the financial year ended 31 March 2019.

**5. Item 8 of the Agenda**  
The Special Resolution proposed under item 8 of the Agenda is to further enhance certain clauses of the Company's Constitution and to streamline with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.