



PNE PCB BERHAD
198801000741 (168098-V)

NOTICE OF THIRTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting ("36th AGM" or "Meeting") of PNE PCB Berhad ("PNE" or "the Company") will be held on a fully virtual basis and entirely via remote participation and electronic voting via online meeting platform at <https://rebrand.ly/PNE-AGM> provided by Inshub Sdn. Bhd. from the Main Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Thursday, 29 August 2024 at 2:00 p.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees and/or benefits of up to RM142,000.00 for the period commencing from the date immediately after the 36th AGM until the next Annual General Meeting ("AGM") of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:-
 - Mr. Wong Kok Seong **Ordinary Resolution 2**
 - Dato' Nik Ismail Bin Dato' Nik Yusoff **Ordinary Resolution 3**
- To re-appoint ChengCo PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business:

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

- RETENTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 5**
"THAT subject to the passing of Ordinary Resolution 2, Mr. Wong Kok Seong who has served as an Independent Non- Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."
- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")** **Ordinary Resolution 6**

"THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("Mandate") AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)
LEE SIEW FUN (MAICA 7063623) (SSM PC NO.: 202008000735)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
30 July 2024

Notes:

- A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- 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 and vote at the Meeting.
- 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 under the hand of an officer or attorney duly authorised.
- 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.
- Where a member of the Company is an exempt authorised 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 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.

- To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or via email at ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the Meeting.
- 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 2024. Only members whose names appear in the General Meeting Record of Depositors as at 22 August 2024 shall be regarded as members and entitled to attend and vote at the Meeting.
- All the resolutions as set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- Kindly check Bursa Securities' website at www.bursamalaysia.com and the Company's website at www.pnepcb.com for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 March 2024**

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

- Item 2 of the Agenda – Directors' Fees and/or Benefits**

The estimated Directors' fees and/or benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate the payment of Directors' fees and/or benefits for the period commencing from the date immediately after this 36th AGM until the date of the next AGM to be held in the year 2025. If the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.

- Item 3 of the Agenda – Re-election of Directors**

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire pursuant to Clause 85 of the Company's Constitution.

Following thereto, Mr. Wong Kok Seong and Dato' Nik Ismail Bin Dato' Nik Yusoff will retire by rotation pursuant to Clause 85 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the Meeting.

The Board has endorsed the Nomination Committee's recommendation to seek for shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Company's Annual Report 2024.

- Item 5 of the Agenda – Retention of Independent Non-Executive Director**

The Board had assessed the independence of Mr. Wong Kok Seong, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that he had met the independence and recommended him to continue to act as the Independent Non-Executive Director of the Company based on the following reasons:-

- he has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Paragraph 1 of the Listing Requirements of Bursa Securities;
- he has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement;
- he has good knowledge of the Group's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties in the best interest of the Company and shareholders of the Company.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the retention of Mr. Wong Kok Seong as the Independent Non-Executive Director of the Company is subject to the shareholders' approval through a two-tier voting process.

- Item 6 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 6 proposed under item 6 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new 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 new 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 earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of new 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 and allotted pursuant to the mandate granted to the Directors at the last AGM held on 24 August 2023 which will lapse at the conclusion of the Meeting.



PNE PCB BERHAD
198801000741 (168098-V)
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL THIRTY-SIXTH ANNUAL GENERAL MEETING (“36TH AGM” OR “MEETING”) OF PNE PCB BERHAD (“PNE” OR “THE COMPANY”)

Meeting Day and Date	: Thursday, 29 August 2024
Time	: 2:00 p.m., or at any adjournment thereof
Main Venue	: Lot 4.1, 4 th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor
	The 36 th AGM will be held on a fully virtual basis and entirely via remote participation and electronic voting via an online meeting platform at https://rebrand.ly/PNE-AGM operated by Inshub Sdn. Bhd. (“Inshub”)

MODE OF MEETING

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Questions (FAQs) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“SC Guidance”), the 36th AGM of the Company will be conducted on a **fully virtual basis and entirely via remote participation and electronic voting**.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES


Shareholders are to present, participate, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 36th AGM using the RPV facilities provided by Inshub via <https://rebrand.ly/PNE-AGM>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 36th AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at <https://rebrand.ly/PNE-AGM> provided by Inshub.

As the 36th AGM will be held as a fully virtual meeting, shareholders who are unable to participate in this 36th AGM via RPV facilities may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR THE RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the 36th AGM using the RPV facilities are advised to follow the requirements and procedures as indicated below:-

Procedures	Action
Before the 36th AGM	
1. Register as a participant in PNE Virtual 36 th AGM 	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/PNE-AGM. Click on the Register link to register for the 36th AGM session. If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the 36th AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.
2. Submit your online registration	<ul style="list-style-type: none"> All the Shareholders are required to register prior to the meeting. Registration for the 36th AGM is open from 2:00 p.m. on 30 July 2024 till 2:00 p.m. on 28 August 2024. Clicking on the link in item 1 will redirect you to the 36th AGM event page. Click on the Register link for the online registration form. Complete your particulars on the registration page. Your name MUST match your CDS account name. Kindly fill in the CDS account number and indicate the number of shares you hold. If you have more than one CDS account, please state the CDS account number and indicate the number of shares held separately with a comma (,). Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected.

Procedures	Action
Before the 36th AGM	
2. Submit your online registration	<ul style="list-style-type: none"> The system will send an email to notify you that your registration for remote participation has been received and is pending verification. After verification of your registration against the General Meeting Record of Depositors of the Company (“ROD”) as at 22 August 2024 the system will send you an email to notify you if your registration is approved or rejected after 22 August 2024. If your registration is rejected, you can contact ShareWorks Sdn. Bhd. for clarifications or to appeal.
On the day of 36th AGM	
3. Attending PNE Virtual 36 th AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. The first is one day before the 36th AGM day, while the 2nd will be sent 1 hour before the 36th AGM session. Click Join Event in the reminder email to participate in the RPV. Please ensure you have downloaded and installed the Cisco WebEx Meetings application before attending the Virtual 36th AGM.
4. Participating in live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied to later through your registered email. The session will be recorded. Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5. Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the 36th AGM. The list of resolutions for voting will appear on the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame. Click on the Submit button when you have completed it. Votes cannot be changed once it is submitted
6. End of remote participation	Upon the announcement by the Chairman on the closure of the 36 th AGM, the live session will end.

RECORD OF DEPOSITORS

Only a depositor name appears on the ROD as at 22 August 2024 shall be entitled to present, participate, speak and vote at the 36th AGM or appoint proxy(ies)/corporate representative(s) attorney(s) to attend and/or vote on his/her behalf.

INDIVIDUAL SHAREHOLDERS

Individual shareholders are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 36th AGM. Please refer to the details as set out above for information.

If an individual member is unable to attend the 36th AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 36th AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the 36th AGM must contact ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to the Company **no later than Tuesday, 27 August 2024 at 2:00 p.m.:-**

- i. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- ii. Copy of the Corporate Representative’s or proxy’s MyKad (front and back)/Passport; and
- iii. Corporate Representative’s or proxy’s email address and mobile phone number.

If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 36th AGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

NOMINEE COMPANY MEMBERS

The beneficiaries of the shares under a Nominee Company's CDS account ("Nominee Company member(s)") are also strongly advised to participate and vote remotely at the 36th AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the 36th AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 36th AGM. Nominee Company must contact ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to the Company **no later than Tuesday, 27 August 2024 at 2:00 p.m.:-**

- i. Proxy Form under the seal of the Nominee Company;
- ii. Copy of the proxy's MyKad (front and back)/Passport; and
- iii. Proxy's email address and mobile phone number.

If a Nominee Company member is unable to attend the 36th AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

If a shareholder is unable to attend the 36th AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and to indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

REVOCAION OF PROXY

Please note that if a Shareholder has submitted his/her Proxy Form prior to the 36th AGM and subsequently decides to personally participate in the 36th AGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than Tuesday, 27 August 2024 at 2:00 p.m.

POLL VOTING

The voting at the 36th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the 36th AGM and on Bursa Securities' website at www.bursamalaysia.com.

RECORDING/PHOTOGRAPHY

By participating at the 36th AGM, you agree that no part of the 36th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

If you have any enquiry prior to the Meeting, please contact the following persons during office hours (from 9:00 a.m. to 5:30 p.m. (Mondays to Fridays except public holidays)):-

For Registration, logging in and system related:	For Proxy and other matters:
Name : Ms Eris / Mr Calvin	Name : Mr Kou Si Qiang & Ms Farzana
Telephone No. : +603-7688 1013	Telephone No. : +603-6201 1120
Email : vgm@mlabs.com	Email : ir@shareworks.com.my

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.