PNE INDUSTRIES LTD

Company Registration no. 199905792R
(Incorporated in the Republic of Singapore)
Registered Office: 996 Bendemeer Road, #07-06, Singapore 339944

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at Orchid Country Club, 1 Orchid Club Road, Sapphire 1, Orchid Lodge, Level 2, Singapore 769162 on Thursday, 17 January 2019 at 9.00 a.m., to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Financial Statements for the year ended 30 September 2018 and the Auditors' Report thereon.
2. To declare a final dividend of S$0.03 (2017: S$0.03) per ordinary share for the year ended 30 September 2018.
3. To approve the Directors' Fees of S$147,500/- (2017: S$147,500/-) for the year ended 30 September 2018.

4(a). To re-elect Mr Tan Koon Chwee, the Director retiring pursuant to Regulation No. 93 of the Company's Constitution.

4(b). To re-elect Mr Tan Lee Khiang, the Director retiring pursuant to Regulation No. 93 of the Company's Constitution.

4(c). To re-elect Mr Lim Meng Wee, the Director retiring pursuant to Regulation No. 93 of the Company's Constitution.

5. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Resolutions No. 6 as Ordinary Resolution:

6. "That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors to:

   (i) (aa) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or

   (bb) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the directors may, in their absolute discretion, deem fit; and

   (ii) issue Shares in pursuance of any Instrument made or granted by the directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this resolution),

   Provided that:

   (iii) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% of the total number of issued Shares (as calculated in accordance with paragraph (iv) below), and provided further that where shareholders of the Company ("Shareholders") are not given the opportunity to participate in the same on a pro-rata basis ("non-pro-rata basis"), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares (as calculated in accordance with paragraph (iv) below);

   (iv) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (iii) above, the total number of issued Shares shall be based on the total number of issued Shares of the Company (excluding treasury shares) at the time such authority was conferred, after adjusting for:

   (aa) new Shares arising from the conversion or exercise of any convertible securities;

   (bb) new Shares arising from exercising share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and

   (cc) any subsequent bonus issue, consolidation or subdivision of the Shares;

   and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument; and

   (v) (unless revoked or varied by the Company in general meeting), the authority so conferred shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held whichever is the earlier."

7. To transact any other business.

By Order of the Board

TAN MENG SIEW
Company Secretary

Singapore
Date: 28 December 2018

Note :-
A member is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a Member of the Company. Members wishing to vote by proxy at the Meeting may use the proxy form enclosed. To be valid, the completed proxy form must be lodged at the registered office of the Company at 996 Bendemeer Road #07-06, Singapore 339944 not less than 48 hours before the Meeting.

NOTICE OF BOOK CLOSURE
NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of PNE Industries Ltd will be closed at 5.00 p.m. on **25 January 2019** for the preparation of Final Dividend entitlement and shall reopen on the following working day.

Duly completed and stamped registrable transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. **25 January 2019** will be registered to determine shareholders' entitlements to the said dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on **25 January 2019** will be entitled to the proposed dividend.

Payment of the dividend, if approved by the members at the AGM to be held on 17 January 2019, will be made on **15 February 2019**.

EXPLANATORY NOTE TO RESOLUTION 4(a):
Mr. Tan Koon Chwee is the Managing Director of the Company. He will, upon re-election, continue to serve as Managing Director of the Company. Mr. Tan Koon Chwee was last re-elected in 2016.

EXPLANATORY NOTE TO RESOLUTION 4(b):
Mr. Tan Lee Khiang is an Independent Director. He is the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees, respectively. He will, upon re-election, continue to serve as Chairman of the Nominating Committee and as a member of the Audit and Remuneration Committees, respectively. Mr. Tan Lee Khiang was last re-elected in 2017.

EXPLANATORY NOTE TO RESOLUTION 4(c):
Mr. Lim Meng Wee is an Independent Director. He is a member of the Audit, Remuneration and Nominating Committees, respectively. He will, upon re-election, continue to serve as a member of the respective Committees. Mr. Lim Meng Wee was last re-elected in 2017.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:
The ordinary resolution proposed in item (6) above if passed will empower the Directors of the Company from the date of the above Meeting to issue shares in the Company up to an amount not exceeding in total 50% of the total number of issued shares in the capital of the Company with a sub-limit of 20% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

PERSONAL DATA PRIVACY:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 the member's 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.