



PCI LIMITED

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 198804482N)

NOTICE OF ANNUAL GENERAL MEETING AND CLOSURE OF BOOKS

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of PCI Limited (the "Company") will be held at the Multi-Purpose Room, 2nd Floor, 35 Pioneer Road North, Singapore 628475 on Thursday, 18 October 2018 at 10.30 a.m. to transact the following business:

(A) ORDINARY BUSINESS:

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| 1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2018 and the Auditor's Report thereon. | Ordinary Resolution 1 |
| 2. To declare a final tax exempt one-tier dividend of 3 SG cents per ordinary share and a special tax exempt one-tier dividend of 2 SG cents per ordinary share for the financial year ended 30 June 2018. | Ordinary Resolution 2 |
| 3. To re-elect Mdm Joanna Young Sau Kwan who retires under Regulation 120 of the Company's Constitution and who, being eligible, offers herself for re-election. | Ordinary Resolution 3 |
| 4. To re-elect Mr Eldon Wan who retires under Regulation 120 of the Company's Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 4 |
| 5. To re-elect Mr Ho Soo Ching who retires by rotation under Regulation 110 of the Company's Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 5 |
| 6. To re-elect Mr Lo Pang Foo Steven who retires by rotation under Regulation 110 of the Company's Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 6 |
| 7. To note that Mr Loh Kee Kong will be retiring under Regulation 110 of the Company's Constitution and he will not be seeking re-election at this Annual General Meeting. | |
| 8. To approve the sum of SGD166,700 to be paid to Non-Executive Directors as Directors' fees for the financial year ended 30 June 2018 (FY2017: SGD134,000). | Ordinary Resolution 7 |
| 9. To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 8 |

(B) SPECIAL BUSINESS:

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| 10. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution: | Ordinary Resolution 9 |
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That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, 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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
- (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST ("Listing Manual");
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution 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.

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| 11. To transact such other business which can be transacted at the Annual General Meeting of the Company. | Ordinary Resolution 10 |
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NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of shareholders for the final and special dividends being obtained at the Twenty-Ninth Annual General Meeting to be held on 18 October 2018, the Transfer Books and the Register of Members of the Company will be closed on 30 October 2018 for the preparation of dividend warrants.

Duly completed transfers in respect of ordinary shares of the Company received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 29 October 2018, will be registered to determine shareholders' entitlements to the proposed final and special dividends. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 29 October 2018, will be entitled to the proposed final and special dividends.

The final and special dividends, if approved by shareholders at this Annual General Meeting, will be paid on 7 November 2018.

By Order of the Board

Valerie Tan May Wei
Company Secretary
1 October 2018

Explanatory Notes

- In relation to Ordinary Resolution 3, Mdm Joanna Young Sau Kwan is considered an independent director. Please refer to the section on Board of Directors in the Annual Report for further details on Mdm Young.
- In relation to Ordinary Resolution 4, Mr Eldon Wan is considered a non-independent director. Please refer to the section on Board of Directors in the Annual Report for further details on Mr Wan.
- In relation to Ordinary Resolution 5, Mr Ho Soo Ching, will upon re-election, continue to serve as the Lead Independent Director, Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. Mr Ho is considered an independent director. Please refer to the section on Board of Directors in the Annual Report for further details on Mr Ho.
- In relation to Ordinary Resolution 6, Mr Lo Pang Foo Steven, will upon re-election, continue to serve as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. Mr Lo is considered an independent director. Please refer to the section on Board of Directors in the Annual Report for further details on Mr Lo.
- Item 7 above is to note the retirement of Mr Loh Kee Kong who will be retiring by rotation under Regulation 110 of the Company's Constitution and not seeking re-election. Accordingly, he will step down as a member of the Audit and Remuneration Committees.

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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and 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 or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.

Kindly note that by attending the Annual General Meeting, the members of the Company, their proxy(ies) and/or representative(s) consent to the video-recording of the proceedings of the Annual General Meeting, for the Company's records.