



**PCI Limited**

(Co. Reg. No. 198804482N)

(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the TWENTY-SIXTH ANNUAL GENERAL MEETING of PCI Limited (the "Company") will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on Thursday, 22 October 2015 at 10.30 a.m. to transact the following business:

**(A) ORDINARY BUSINESS:**

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| 1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2015 together with the reports of the Directors and the Auditor thereon.                                                                                                                                      | <b>Ordinary Resolution 1</b> |
| 2. To declare a first and 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 2015.                                                                                        | <b>Ordinary Resolution 2</b> |
| 3. To re-elect Mr Ho Soo Ching who is retiring in accordance with Article 120 of the Company's Articles of Association and who, being eligible, offers himself for re-election.                                                                                                                             | <b>Ordinary Resolution 3</b> |
| 4. To re-elect Mr Peh Siong Woon Terence who is retiring by rotation in accordance with Article 110 of the Company's Articles of Association and who, being eligible, offers himself for re-election.                                                                                                       | <b>Ordinary Resolution 4</b> |
| 5. To re-appoint Mr Peh Kwee Chim to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore or (if then no longer in force) for such other period as may be permitted. | <b>Ordinary Resolution 5</b> |
| 6. To approve fees of SGD107,347.83 for Non-Executive Directors for the financial year ended 30 June 2015 (FY2014: SGD 108,000).                                                                                                                                                                            | <b>Ordinary Resolution 6</b> |
| 7. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration.                                                                                                                                                                               | <b>Ordinary Resolution 7</b> |

**(B) SPECIAL BUSINESS:**

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| 8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:<br>That authority be and is hereby given to the Directors of the Company to:<br>(a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or<br>(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,<br>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<br>(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,<br>provided that:<br>(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 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 in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);<br>(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 total number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:<br>(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<br>(ii) any subsequent bonus issue or consolidation or subdivision of shares;<br>(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and<br>(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. | <b>Ordinary Resolution 8</b> |
| 9. To transact any other business as may properly be transacted at an Annual General Meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Ordinary Resolution 9</b> |

**NOTICE IS HEREBY GIVEN** that, subject to the approval of shareholders to the first and final and special dividends being obtained at the Twenty-Sixth Annual General Meeting to be held on 22 October 2015, the Transfer Books and the Register of Members of the Company will be closed on 3 November 2015 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 2 November 2015, will be registered to determine shareholders' entitlements to the proposed first and 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 2 November 2015, will be entitled to the proposed first and final and special dividends.

The first and final and special dividends, if approved by shareholders at the Annual General Meeting, will be paid on 12 November 2015.

BY ORDER OF THE BOARD

Valerie Tan May Wei  
Company Secretary  
7 October 2015

**EXPLANATORY NOTES ON ORDINARY BUSINESS TO BE TRANSACTED**

Ordinary Resolution 3 Mr Ho Soo Ching, will upon re-election, continue to serve as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. Mr Ho is considered an independent director.

Ordinary Resolution 5 Mr Peh Kwee Chim, will upon re-appointment, continue to serve as a member of the Nominating Committee. Mr Peh is considered a non-independent director.

**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, 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.