



## PCI LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198804482N)

### IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 255/2019

#### IN THE MATTER OF SECTION 210 OF THE COMPANIES ACT, CHAPTER 50

And

#### IN THE MATTER OF PCI LIMITED

(Company Registration No. 198804482N)

...Applicant

#### SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

PCI Limited

And

Shareholders (as defined herein)

And

Pagani Holding III Limited

#### NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "Court") has directed a meeting (the "Scheme Meeting") of Shareholders (as defined in the Schedule hereto) of PCI Limited (the "Company") to be convened and such Scheme Meeting shall be held at **The Multi-Purpose Room, Level 2, 35 Pioneer Road North, Singapore 628475** on **2 April 2019** at **10.30 a.m.**, for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution (the "Scheme Resolution"):

"That the Scheme of Arrangement dated 18 March 2019 proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, between (i) the Company, (ii) Shareholders and (iii) Pagani Holding III Limited, a copy of which has been circulated with the Notice convening this Scheme Meeting, be and is hereby approved."

A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, Chapter 50 of Singapore are incorporated in the Scheme Document (as defined in the Schedule hereto) of which this Notice forms part. Capitalised terms used but not defined herein shall bear the same meanings ascribed to them in the Scheme Document.

Shareholders (including Overseas Shareholders (as defined in the Schedule hereto)) may obtain copies of the Scheme Document and any related documents during normal business hours and up to the date of the Scheme Meeting from the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00, Singapore 068898. Alternatively, an Overseas Shareholder may write in to the Share Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three Market Days (as defined in the Schedule hereto) prior to the date of the Scheme Meeting.

A Shareholder entitled to attend and vote at the Scheme Meeting may vote in person at the Scheme Meeting or may appoint one (and not more than one) person, whether a member of the Company or not, as his proxy to attend and vote in his stead.

A form of proxy applicable for the Scheme Meeting (the "Proxy Form") is enclosed with the Scheme Document of which this Notice forms part.

It is requested that Proxy Forms be lodged with the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00, Singapore 068898 not less than 72 hours before the time fixed for holding the Scheme Meeting.

Each Shareholder entitled to attend and vote at the Scheme Meeting, and who votes in person or by proxy at the Scheme Meeting, may only cast all the votes it uses at the Scheme Meeting in one way, namely, either for or against the Scheme Resolution.

Each Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be either executed under its common seal or signed by its attorney.

A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Scheme Meeting, in accordance with Section 179 of the Companies Act.

In the case of joint holders of Shares (as defined in the Schedule hereto), any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members (as defined in the Schedule hereto) or, as the case may be, the Depository Register (as defined in Section 81SF of the SFA (as defined in the Schedule hereto)) shall alone be entitled to vote.

By the said Order of Court, the Court has appointed Mr. Peh Kwee Chim, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme of Arrangement will be subject to, *inter alia*, the subsequent approval of the Court.

#### THE SCHEDULE

Expression	Meaning
"Companies Act"	The Companies Act, Chapter 50 of Singapore
"Market Day"	A day on which the Singapore Exchange Securities Trading Limited is open for the trading of securities
"Overseas Shareholders"	Shareholders whose addresses are outside Singapore, as shown on the Register of Members or, as the case may be, in the records of The Central Depository (Pte) Limited
"Register of Members"	The register of members of the Company
"Scheme Document"	The document dated 18 March 2019 containing the said Scheme of Arrangement and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
"SFA"	Securities and Futures Act, Chapter 289 of Singapore
"Shareholders"	(i) Persons who are registered as holders of Shares in the Register of Members (other than The Central Depository (Pte) Limited); and (ii) where The Central Depository (Pte) Limited is registered in the Register of Members as the holder of Shares, Depositors (as defined in Section 81SF of the SFA) who have Shares entered against their names in the Depository Register (as defined in Section 81SF of the SFA), and includes persons entitled to those Shares by transmission
"Shares"	Issued and paid-up ordinary shares in the capital 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 Scheme Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies) and representative(s) appointed for the Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder 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.

Dated this 18 March 2019

Allen & Gledhill LLP  
One Marina Boulevard #28-00  
Singapore 018989

Solicitors for  
PCI Limited