

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad has only perused Part A of this Circular in respect of the new shareholders' mandate for recurrent related party transactions on a limited review basis pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Bursa Malaysia Securities Berhad has not perused Part B and Part C in respect of the Proposed Renewal of Share Buy-Back Authority (as defined herein the Circular) and Proposed Amendments to the existing Constitution of the Company respectively prior to its issuance.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



PMB TECHNOLOGY BERHAD
REGISTRATION NO. 200201016594 (584257-X)
(INCORPORATED IN MALAYSIA)

- PART A CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- PART B STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**
- PART C CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY**

The resolutions in respect of the above proposals will be tabled at the Nineteenth Annual General Meeting ("**19th AGM**") of PMB Technology Berhad which will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from Broadcast Venue at Suite 61 & 62, Setia Avenue, No. 2, Jalan Setia Prima S U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 29 June 2021 at 2.30 p.m.

The Notice of the 19th AGM, Proxy Form, Administrative Details for the 19th AGM and this Circular are available at the Company's website at <http://www.pmbtechnology.com/investors-relation/>.

If you are unable to participate and vote remotely at the 19th AGM, you may appoint proxy(ies) to participate and vote on your behalf. Please complete and return your Proxy Form as soon as possible to the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, alternatively to be submitted via TIIH Online at website <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from participating and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 27 June 2021 at 2.30 p.m.

Date and time of the Annual General Meeting : Tuesday, 29 June 2021 at 2.30 p.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular:

- "Act" : Companies Act 2016, as amended from time to time
- "AGM" : Annual General Meeting
- "Audit Committee" : Audit Committee of PMBT
- "Board" : Board of Directors of PMBT
- "Bursa Securities" : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- "Code" : Malaysian Code on Take-overs and Mergers, 2016 including any amendments thereto that may be made from time to time
- "Director" : has the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon:-
- (i) a director of the Company, its subsidiary or holding company; or
 - (ii) a chief executive of the Company, its subsidiary or holding company
- "EPS" : Earnings per share
- "ICULS" : 5-Year 3.00% Irredeemable Convertible Unsecured Loan Stocks which shall be converted into new PMBT Share by 12 July 2023, the maturity date. Unless the ICULS are converted prior to the maturity date, the ICULS will be mandatorily converted into new PMBT Shares upon maturity date
- "LPD" : 30 April 2021, being the latest practicable date prior to the printing and despatch of this Circular
- "Listing Requirements" : Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
- "Major Shareholder" : A person who has an interest(s) in voting share(s) in the Company and the number or aggregate number of those shares is:-
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company;
- and shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction was agreed upon, a major shareholder of PMBT, its subsidiary or holding company.
- "Interest" shall have the meaning of "interest in shares" given in Section 8 of the Act
- "Person Connected" : Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements

DEFINITIONS (cont'd)

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular:

"PMAH"	:	Press Metal Aluminium Holdings Berhad [Registration No. 201601027232 (1198171-H)], a major shareholder of PMBT holding 20.87% PMBT Shares
"PMBT" or "Company"	:	PMB Technology Berhad [Registration No. 200201016594 (584257-X)]
"PMBT Group" or "Group"	:	PMBT and its subsidiary companies
"PMBT Share(s)"	:	Ordinary share(s) in PMBT
"Proposed Amendments"	:	Proposed amendments to the existing Constitution of the Company
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of authority for the Company to purchase its own ordinary shares
"Proposed Shareholders' Mandate"	:	Proposed renewal of shareholders' mandate for existing recurrent related party transactions and proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature
"Purchased Shares"	:	Shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority
"Related Party" or "Related Parties"	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"RRPT"	:	Recurrent related party transactions of a revenue or trading nature of PMBT Group and which is in the ordinary course of business of PMBT Group
"Substantial Shareholders"	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company
"Warrants"	:	Warrants of the Company which shall be exercisable into new PMBT Share within the period commencing on, and inclusive of, 13 July 2018 up to and including the date immediately preceding the fifth (5 th) anniversary of the Warrants issue date (if such date is not a market day, then on the preceding non-market day)

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PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND
PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE**



PMB TECHNOLOGY BERHAD

Registration Number: 200201016594 (584257-X)
(Incorporated in Malaysia)

Registered Office

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Date: 28 May 2021

Directors:

Tan Sri Dato' Koon Poh Keong (Executive Chairman)

Mr Koon Poh Ming (Chief Executive Officer)

Mr Koon Poh Weng (Executive Director)

Dato' Koon Poh Tat (Executive Director)

Mr Loo Lean Hock (Senior Independent Non-Executive Director)

Mr Ernest Bong Miau Fatt (Independent Non-Executive Director)

Puan Noor Alina Binti Mohamad Faiz (Independent Non-Executive Director)

To: The Shareholders of PMB Technology Berhad

Dear Sir/Madam,

Proposed renewal of shareholders' mandate for recurrent related party transactions and proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature

1. Introduction

The Company had at the 18th AGM held on 11 June 2020 obtained approval of its shareholders for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature in the ordinary course of its business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Such approval shall continue to be in full force until the conclusion of the forthcoming AGM of the Company scheduled on 29 June 2021 unless approval for its renewal is obtained from the shareholders of the Company at the AGM.

On 4 May 2021, the Company announced to Bursa Securities that the Board proposed to seek its shareholders' approval on the following which are necessary for PMBT Group's day-to-day operations and are in the ordinary course of business, which the Group may from time to time enter into in accordance with Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements:-

- (i) Proposed renewal of the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature; and
- (ii) Proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate, to set out the recommendation of the Board thereon and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. Details of the Proposed Shareholders' Mandate

2.1 Background Information

Pursuant to Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate for the RRPT which is necessary for its day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
 - (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1.0 million or more; or
 - (ii) the percentage ratio of such Recurrent Related Party Transactions is 1% or more,whichever is the higher;
- (c) the issuance of a circular to shareholders by the Company for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or interested Persons Connected with a Director or Major Shareholder; and where it involves the interest of the Persons Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions. An interested Director or Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions;
- (e) the Company shall make an immediate announcement to Bursa Securities when the actual value of the RRPT entered into by the Company, exceeds the estimated value of a RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement;
- (f) the transactions are conducted on normal commercial terms;
- (g) the transactions are not detrimental to the interest of the minority shareholders; and
- (h) the transactions are conducted on arm's length basis.

PMBT is principally an investment holding company whilst the PMBT Group is involved in the production of downstream aluminium products. The Group's principal activities are listed below:

- Design, fabrication and installation of aluminium curtain wall and skylight and façade works
- Fabrication and installation of aluminium system formworks
- Manufacturing and marketing of aluminium access equipment
- Trading and distribution of aluminium related products and building materials
- Production and distribution of metallic silicon and related products

Details of the subsidiary companies of PMBT are as follows:

Name	Effective Equity Interest (%)	Principal Activities
<u>Subsidiary companies held directly</u>		
PMB Facade Technology Sdn Bhd ("PMBF")	100.00	Design, fabrication and installation of aluminium curtain wall, cladding system and manufacturing and trading of aluminium related products
Everlast Aluminium (M) Sdn Bhd ("EASB")	100.00	Marketing of aluminium and other related products
PMB Silicon Sdn Bhd ("PMBS")	100.00	Production and distribution of metallic silicon and related products
<u>Subsidiary companies held indirectly through PMBF</u>		
PMB Facade Technology (H.K.) Ltd ("PMBF (HK)")	100.00	Design, fabrication and installation of aluminium curtain wall, cladding system and other related products
PMB-Cyberwall Ltd ("PMBC")	100.00	Supply and installation of curtain wall and aluminium windows and related works for building projects
<u>Subsidiary companies held indirectly through EASB</u>		
Everlast Access Technologies Sdn Bhd ("EAT")	100.00	Manufacturing and marketing of aluminium and other related products
PMB Quick Access Sdn Bhd ("PMBQA")	100.00	Marketing and rental of scaffolding tower and machinery as well as trading in other related products and to provide relevant transportation services
Everlast Environmental Management Sdn Bhd ("EEM")	100.00	Dormant

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It is anticipated that the PMBT Group would, in the ordinary course of its business, enter into the RRPT which are necessary for its day-to-day operations with the classes of Related Parties which are disclosed in Section 2.2 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board is seeking the shareholders' mandate which would allow the PMBT Group, to enter into the RRPT as specified in Section 2.3 of this Circular with the classes of Related Parties as set out in Section 2.2 of this Circular provided such transactions are necessary for its day-to-day operations, in the ordinary course of its business and are carried out on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Shareholders' Mandate will, if approved by the shareholders at the forthcoming AGM, apply in respect of the RRPT to be entered into as set out in Section 2.3 of this Circular and shall take effect from the date of passing of the proposed ordinary resolution at the AGM, and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, approval from the shareholders for renewal of the mandate will be sought at each subsequent AGM of the Company if the Board decides that the renewal of the shareholders' mandate is desirable.

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2.2 Classes of Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

	Related Party	PMBT's Effective Equity Interest (%)	Principal activities	Interested Directors, Major Shareholders and/or Persons Connected to them
1	K3 Metal Service Centre Sdn Bhd ("K3 Metal")	-	General Trading	<p>Kwan Yun Hong @ Kuan Onn Hing is a brother of Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat, Koon Poh Weng and Koon Poh Kong. His spouse, Tan Lam Kiew and son, Kwan Pek Loy, both are the Directors and shareholders of K3 Metal.</p> <p>Press Metal Berhad ("PMB") is also a shareholder of K3 Metal.</p>
2	PMAH	-	Investment holding	<p>PMAH is a Major Shareholder of PMBT, holds 20.87% equity stake in PMBT.</p> <p>Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors and shareholders of PMBT and PMAH.</p> <p>Koon Poh Kong, a brother of Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng is a shareholder of PMBT and PMAH as well as a Director of PMAH.</p>
<u>Subsidiaries of PMAH</u>				
	Angkasa Jasa Sdn Bhd ("AJSB")	-	Contracting fabrication aluminium stainless products	and Koon Poh Weng and Koon Poh Ming are Directors of PMBT and also AJSB.

Related Party	PMBT's Effective Equity Interest (%)	Principal activities	Interested Directors, Major Shareholders and/or Persons Connected to them
<u>Subsidiaries of PMAH – continued</u>			
Press Metal Bintulu Sdn Bhd ("PMBSB")	-	Manufacturing and trading of aluminium products	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors of PMBT and also PMBSB.
Press Metal Sarawak Sdn Bhd ("PMS")	-	Manufacturing and trading of aluminium products	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors of PMBT and also PMS.
Press Metal UK Limited ("PMUL")	-	Marketing of aluminium products	Tan Sri Dato' Koon Poh Keong and Dato' Koon Poh Tat are Directors of PMBT and also PMUL.
Press Metal Aluminium (Australia) Pty Ltd ("PMAA")	-	Marketing of aluminium products	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming and Dato' Koon Poh Tat are Directors of PMBT and also PMAA.
Press Metal North America Inc ("PMNA")	-	Marketing of aluminium products	PMAH, a Major Shareholder of PMBT.
PMB	-	Manufacturing and trading of aluminium products and investment holding	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming and Dato' Koon Poh Tat are Directors of PMBT and PMB.
PMB Development Sdn Bhd ("PMBD")	-	Investment holding and property development and building and contracting of construction work	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors of PMBT and also PMBD.
Press Metal International Limited ("PMIL")	-	Manufacturing and trading of aluminium products and investment holding	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming and Dato' Koon Poh Tat are Directors of PMBT and also PMIL. Koon Poh Kong, a brother of Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng is also a Director of PMIL.

Related Party	PMBT's Effective Equity Interest (%)	Principal activities	Interested Directors, Major Shareholders and/or Persons Connected to them
<u>Subsidiaries of PMAH – continued</u>			
PMB Aluminium Sdn Bhd (formerly known as PMB (Klang) Sdn Bhd) ("PMBA")	-	Manufacturing and trading of aluminium product and investment holding.	Koon Poh Ming, Dato' Koon Poh Tat and Tan Sri Dato' Koon Poh Keong are Directors of PMBT and also PMBA.
PMB Aluminium Sabah Sdn Bhd ("PMBAS")		Marketing of gypsum board, aluminium extrusion and other related products	Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors of PMBT and also PMBAS.
PMB Central Sdn Bhd ("PMBCentral")	-	Marketing of gypsum board, aluminium extrusion and other related products	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming and Dato' Koon Poh Tat are Directors of PMBT and also PMBCentral.
PMB Eastern Sdn Bhd ("PMBE")	-	Trading of all types of aluminium sections, gypsum board and other related products	Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng are Directors of PMBT and also PMBE.
PMB Northern Sdn Bhd ("PMBN")	-	Marketing of aluminium extrusion and other related products	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming and Dato' Koon Poh Tat are Directors of PMBT and also PMBN.

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2.3 Nature of the RRPT and estimated value

The RRPT which will be covered by the Proposed Shareholders' Mandate are general transactions by the PMBT Group relating to the provisions of or obtaining from, the Related Parties, products and services in the ordinary course of business of the PMBT Group which are as follows:

(i) Proposed renewal of shareholders' mandate

Company	Transacting party	Interested Directors	Interested Major Shareholders	Nature of transactions	# Estimated Value in current Proposed Shareholders' Mandate RM'000	Actual Value Transacted from preceding year's shareholders' mandate to LPD RM'000 (A)	Estimated Value as disclosed in the Circular to Shareholders dated 13 May 2020 RM'000 (B)	Reason for deviation where (A) exceeds (B) by 10% or more*
PMBT and its subsidiary companies i.e. PMBF, EASB, PMBF(HK), PMBC, EAT, EEM and PMBQA	K3 Metal, PMB, AJSB, PMIL, PMS, PMUL, PMAA, PMBSB, PMBA, PMBAS, PMBCentral, PMBE and PMBN	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng, Dato' Koon Poh Tat and Koon Poh Kong	PMAH, Alpha Milestone Sdn Bhd, Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng and Dato' Koon Poh Tat	Sale of fabricated aluminium products, building materials and other aluminium related products from PMBT Group to K3 Metal, PMAH's subsidiary companies Purchase of raw materials, aluminium ingot, aluminium extrusions and other aluminium products from K3 Metal, PMAH's subsidiary companies by PMBT Group	30,000	4,658	70,000	N/A
					100,000	17,097	200,000	N/A

Company	Transacting party	Interested Directors	Interested Major Shareholders	Nature of transactions	#Estimated Value in current Proposed Shareholders' Mandate RM'000	Actual Value Transacted from preceding year's shareholders' mandate to LPD RM'000 (A)	Estimated Value as disclosed in the Circular to Shareholders dated 13 May 2020 RM'000 (B)	Reason for deviation where (A) exceeds (B) by 10% or more*
PMBT and its subsidiary companies i.e. PMBF, EASB, PMBF(HK), PMBC, EAT, EEM and PMBQA	PMNA	NIL	PMAH	Sale of fabricated aluminium products, building materials and other aluminium related products from PMBT Group to PMNA	5,000	NIL	5,000	N/A
PMBT and its subsidiary company, PMBS	PMS and PMBSB	Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng	PMAH, Alpha Milestone Sdn Bhd, Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng and Dato' Koon Poh Tat	Sale of metallic silicon from PMBT Group to PMAH's subsidiaries companies Purchase of raw materials, aluminium ingot, aluminium extrusions and other aluminium products from PMAH's subsidiary companies by PMBT Group	150,000 5,000	23,334 NIL	150,000 5,000	N/A N/A

Company	Transacting party	Interested Directors	Interested Major Shareholders	Nature of transactions	#Estimated Value in current Proposed Shareholders' Mandate RM'000	Actual Value Transacted from preceding year's shareholders' mandate to LPD RM'000 (A)	Estimated Value as disclosed in the Circular to Shareholders dated 13 May 2020 RM'000 (B)	Reason for deviation where (A) exceeds (B) by 10% or more*
PMBT and its subsidiary company, PMBF	PMBD	Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng	PMAH, Alpha Milestone Sdn Bhd, Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng and Dato' Koon Poh Tat	Provision of construction work from PMBT's subsidiary i.e. PMBF to PMBD	50,000	NIL	50,000	N/A

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(ii) Proposed new shareholders' mandate

Company	Transacting party	Interested Directors	Interested Major Shareholders	Nature of transactions	#Estimated Value in current Proposed Shareholders' Mandate RM'000
PMBT and its subsidiary company, PMBS	PMBA	Koon Poh Ming, Dato' Koon Poh Tat and Koon Poh Weng	PMAH, Alpha Milestone Sdn Bhd, Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng and Dato' Koon Poh Tat	<p>Sale of metallic silicon from PMBT Group to PMAH's subsidiaries companies</p> <p>Purchase of raw materials, aluminium ingot, aluminium extrusions and other aluminium products from PMAH's subsidiary companies by PMBT Group</p>	<p>5,000</p> <p>1,000</p>

Notes:

- # The estimated value are based on historical records and the extrapolation of the Company's actual turnover figures of 31 December 2020. The estimated value may vary and subject to change.
- * The aggregated actual value of the RRPT did not exceed by 10% or more of the aggregated estimated value as approved under the previous shareholders' mandate granted to the Company at the 18th AGM held on 11 June 2020.

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2.4 Amount Due and Owing Under RRPT

As at the LPD, there were no amounts due and owing to the Company by its Related Parties, which exceeded the credit term given arising from RRPT as per Section 2.3 of this Circular. The payments were made within the agreed credit terms. Thus, there were no late payment charges imposed on the Related Parties.

2.5 Rationale for the RRPT

The RRPT to be entered into by the PMBT Group are all in the ordinary course of business and reflect the long term commercial relationship between the parties. The RRPT are undertaken on terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. All the transactions will be conducted on an arm's length basis. It is envisaged that in the normal course of the PMBT Group's business, the RRPT between the PMBT Group and the Related Parties are likely to occur from time to time and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT. The Proposed Shareholders' Mandate would eliminate the need to make announcements to Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' approval as and when the RRPT occur or arise. This would substantially reduce administrative time, inconvenience and resources associated with the convening of such meetings on an ad-hoc basis and allow manpower resources and time to be channelled towards attaining other corporate objectives. Hence, the Directors are seeking approval from the shareholders on the RRPT as described under Section 2.3 of this Circular.

2.6 Benefits of the RRPT

The RRPT are between the PMBT Group and the Related Parties. The close commercial relationships that had been established with the Related Parties have created an effective network that the PMBT Group can draw upon to support its operational needs, deriving synergistic and operational benefits to support its marketing, distribution and manufacturing functions. The continuous support that is extended by the Related Parties is important and forms an integral part of the PMBT Group's corporate strategy to operate as an operation in Malaysia and the linkages between the PMBT Group and the Related Parties serves to benefit the Group, which include cost savings as there are no necessity to invest further into the distribution of goods to small retailers, improvements in the allocation and utilisation of resources, the sharing of marketing, sales and distribution strategy and the consistent supply of raw materials and constant availability of skilled personnel.

2.7 Methods or procedures of determining the terms of RRPT

The following are in place to ensure that any transactions entered into by the PMBT Group with Related Parties, which are in the ordinary course of business of PMBT Group, are undertaken on an arm's length basis and on normal commercial terms consistent with the Group's usual business practices and policies and are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company:-

- (i) A list of Related Parties will be circulated within the Group to notify that all RRPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public. These include transacting at prevailing market rates/prices of the service or product provider's usual commercial terms (including where appropriate, similar preferential rates or discounts accorded for bulk purchases as those accorded for third party bulk purchase) or otherwise in accordance with applicable industry norm. Transactions refer to both sales and purchases of the Group.

Wherever practical and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, for transactions where it is vital that confidentiality is maintained or the nature of the scope of works involve multiple service providers), the Board and the Audit Committee will rely on their market knowledge of prevailing industry norms bearing

in mind the urgency and efficiency of transactions to be provided/required. Further, the transaction price will be reviewed and determined by the Directors who have no interest in the transaction to ensure that the RRPT are not detrimental to the Group.

- (ii) Records will be maintained by the Company to capture all RRPT which are entered into pursuant to the Proposed Shareholders' Mandate.
- (iii) Where any person(s) has an interest in the transactions to be reviewed, such person(s) shall abstain from deliberation and decision making in respect of those transactions.
- (iv) The annual internal audit plan shall incorporate a review of RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.
- (v) The Board and the Audit Committee shall review the internal audit reports to ensure that the procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of quarterly results.
- (vi) The Board and the Audit Committee have reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.
- (vii) There are no specific thresholds for approval of RRPT. All RRPTs will be reviewed by the Audit Committee of the Company on a quarterly basis. In their periodic review of such transactions, the Audit Committee may, as it deems fit, request for additional information from independent sources.

2.8 Validity period and disclosure of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to an annual renewal and shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

The breakdown of the aggregate value of the RRPT conducted pursuant to the Proposed Shareholders' Mandate during the financial year ending 31 December 2021 will be disclosed in the annual report of the Company based on the type of the RRPT made, the names of the Related Parties involved in each type of the RRPT entered into and the nature of their relationship with the Company.

2.9 Statement by the Audit Committee

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.7 above and is satisfied that the procedures as well as the quarterly review to be made by the Audit Committee are adequate to ensure that the RRPT are:

- monitored, tracked and identified in a timely and orderly manner;
- carried out on terms which are not more favourable to the Related Parties than those generally available to the public;
- not detrimental to the interests of the minority shareholders of the Company;
- on arm's length basis and on normal commercial terms; and
- the pricing of such RRPT are in accordance with the Group's pricing policy which is consistent with similar type of transactions made by the Group with unrelated third parties.

In addition, the Audit Committee is also of the view that the PMBT Group has in place adequate procedures and processes to identify, monitor, track and

disclose RRPT in a timely and orderly manner and such procedures and processes are reviewed by the Audit Committee and/or the Management staff on quarterly basis.

2.10 Directors' and Major Shareholders' interests

The direct and indirect interest of the interested Directors, interested Major Shareholders and/or Persons Connected with them as at LPD are as follows:

Name of Interested Directors	Direct		Indirect	
	No. of PMBT Shares	%#	No. of PMBT Shares	%#
Tan Sri Dato' Koon Poh Keong	6,222,500	3.02	42,951,916 ^(a)	20.87
Koon Poh Ming	4,100,500	1.99	40,406,806 ^(b)	19.64
Koon Poh Weng	4,360,500	2.12	16,904,576 ^(c)	8.22
Dato' Koon Poh Tat	10,950,500	5.32	13,594,576 ^(d)	6.61

Name of Interested Major Shareholders	Direct		Indirect	
	No. of PMBT Shares	%#	No. of PMBT Shares	%#
PMAH	42,951,916	20.87	-	-
Alpha Milestone Sdn Bhd	-	-	42,951,916 ^(e)	20.87
Tan Sri Dato' Koon Poh Keong	6,222,500	3.02	42,951,916 ^(a)	20.87
Koon Poh Ming	4,100,500	1.99	40,406,806 ^(b)	19.64
Koon Poh Weng	4,360,500	2.12	16,904,576 ^(c)	8.22
Dato' Koon Poh Tat	10,950,500	5.32	13,594,576 ^(d)	6.61
Puan Sri Datin Khoo Ee Pheng	-	-	49,174,416 ^(f)	23.90
Ong Soo Fan	11,812,230	5.74	32,695,076 ^(g)	15.89
Chan Poh Choo	3,300,000	1.60	17,965,076 ^(h)	8.73

Notes:

- (a) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act.
- (b) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Ong Soo Fan and his children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim.
- (c) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Chan Poh Choo and his daughter, Koon Sim Ee.
- (d) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (e) Deemed interested in the shares held via PMAH in the Company pursuant to Section 8(4)(c) of the Act.
- (f) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act and shares held by her spouse, Tan Sri Dato' Koon Poh Keong.
- (g) Deemed interested in the shares held by her spouse, Koon Poh Ming and her children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (h) Deemed interested in the shares held by her spouse, Koon Poh Weng and her daughter, Koon Sim Ee and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- # Excluding a total of 5,040,400 shares bought back by the Company that retained as treasury shares as at LPD.

Name of Persons Connected to Interested Directors and Interested Major Shareholders	Direct		Indirect	
	No. of PMBT Shares	% [#]	No. of PMBT Shares	% [#]
Weng Fatt Stainless Steel Sdn Bhd	13,594,576	6.61	-	-
Koon Poh Kong	-	-	13,594,576 ⁽¹⁾	6.61
Estate of Kuan Poh Fatt	-	-	13,594,576 ⁽¹⁾	6.61
Joyce Koon Hui Ginn	3,000,000	1.46	15,912,730 ⁽²⁾	7.73
Koon Hui Ling (Carolyn)	3,000,000	1.46	15,912,730 ⁽²⁾	7.73
Lydia Koon Hui Li	3,000,000	1.46	15,912,730 ⁽²⁾	7.73
Leslie Koon Tzer Peng	3,000,000	1.46	15,912,730 ⁽²⁾	7.73
John Koon Tzer Lim	3,000,000	1.46	15,912,730 ⁽²⁾	7.73
Koon Sim Ee	10,000	0.01	7,660,500 ⁽³⁾	3.72

Notes:

- (1) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (2) Deemed interested in the shares held by their parents, Koon Poh Ming and Ong Soo Fan.
- (3) Deemed interested in the shares held by her parents, Koon Poh Weng and Chan Poh Choo.
- # Excluding a total of 5,040,400 shares bought back by the Company that retained as treasury shares as at LPD.

By virtue of their directorships and shareholdings in PMBT and the Related Parties as disclosed in Section 2.2 above, the interested Directors have abstained and will continue to abstain from the Board's deliberations and voting. They will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company, on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

In addition, the interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

The aforesaid interested Directors and interested Major Shareholder have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them have any direct or indirect interest in the Proposed Shareholders' Mandate.

2.11 Directors' recommendation

The Board of Directors of PMBT (with the exception of the Directors who are interested and deemed interested in the Proposed Shareholders' Mandate, namely Tan Sri Dato' Koon Poh Keong, Koon Poh Ming, Koon Poh Weng and Dato' Koon Poh Tat who have abstained and will continue to abstain from board deliberations and voting in respect of the Proposed Shareholders' Mandate), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the PMBT Group and accordingly recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

3. Approval Required

The Proposed Shareholders' Mandate is subject to approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened.

4. Financial Effects of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is not expected to have any effect on the issued share capital and substantial shareholding of PMBT and, net assets and earnings of PMBT Group.

5. AGM

The 19th AGM of the Company, the Notice of which is enclosed in the Annual Report of PMBT for the financial year ended 31 December 2020 accompanying this Circular, will be conducted fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from Broadcast Venue at Suite 61 & 62, Setia Avenue, No. 2, Jalan Setia Prima S U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 29 June 2021 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolution on the Proposed Shareholders' Mandate under the agenda of Special Business as set out in the Notice.

If you are unable to participate and vote remotely at the forthcoming AGM, you may complete, sign and return the Proxy Form as soon as possible, so as to arrive at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, alternatively to be submitted via TIIH Online at website <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. The completion and return of the Form of Proxy does not preclude you from participating and voting in person at the 19th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from participating the said AGM.

6. Further Information

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
PMB Technology Berhad

Loo Lean Hock
Senior Independent Non-Executive Director

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PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO:
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO
PURCHASE ITS OWN ORDINARY SHARES**



PMB TECHNOLOGY BERHAD
Registration No. 200201016594 (584257-X)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT

1. Introduction

The shareholders of PMBT had at the 18th AGM of the Company held on 11 June 2020, granted approval for the Directors to purchase up to ten per centum (10%) of the total number of issued shares of the Company pursuant to Section 127 of the Act. The said mandate shall, in accordance with Listing Requirements, lapse at the conclusion of the forthcoming AGM unless a fresh mandate is obtained from the shareholders.

On 4 May 2021, the Company announced to Bursa Securities that it proposes to seek its shareholders' approval for the proposed renewal of authority for the Company to purchase its own ordinary shares.

The aforesaid proposal, if approved by the shareholders would become valid immediately upon the passing of the ordinary resolution at the forthcoming AGM and will expire at the conclusion of the next AGM of the Company unless the authority is further renewed by ordinary resolution passed at a general meeting (either unconditionally or subject to conditions) or upon the expiration of the period within which the next AGM is required by law to be held, or if earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first.

2. Details of the Proposed Renewal of Share Buy-Back Authority

The Board proposes to seek a renewal of the authority from its shareholders to purchase up to ten per centum (10%) of its total number of issued shares. Kenanga Investment Bank Berhad and RHB Investment Bank Berhad were appointed as stockbrokers of the Company for the purposes of the share buy-back on 28 April 2006 and 27 June 2007 respectively.

As at the LPD, the Company has purchased a total of 5,040,400 PMBT Shares which are held as treasury shares. The total number of issued shares of the Company as at LPD and before adjusting for treasury shares is 210,811,650 PMBT Shares.

The Board of Directors proposes to seek a new mandate from its shareholders to purchase up to 16,040,765 PMBT Shares representing 7.61% of the existing total number of issued shares as at LPD. The said 16,040,765 shares together with the 5,040,400 PMBT Shares already purchased represent 10% of the existing total number of issued shares of the Company.

The approval from the shareholders for the Proposed Renewal of Share Buy-Back Authority would be effective immediately upon the passing of the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM and shall be valid until:-

- (i) the conclusion of the next AGM of the Company (being the Twentieth ("20th") AGM of the Company) following the forthcoming AGM, at which time the said authority will lapse, unless the authority is renewed at the meeting, either unconditionally or conditionally;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

The shareholders' approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own shares on Bursa Securities. Rather, the Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the powers of the Company to purchase its own ordinary shares at any time within the abovementioned time period using the internal funds of the Company and/or external borrowings.

The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on the availability of internally generated funds and bank borrowings at the time of the purchase(s), actual number of PMBT Shares to be purchased and other cost factors. Should the Proposed Renewal of Share Buy-Back Authority be financed through bank borrowings, the Company will ensure that it will have sufficient funds to repay such borrowings as and when they fall due. The Proposed Renewal of Share Buy-Back Authority is expected to reduce the cashflow of PMBT and its subsidiary companies. The actual number of PMBT Shares to be purchased will depend on the prevailing equity market conditions as well as the retained profits and financial resources available to the Company as well as the factors affecting the current circumstances and needs of the Company at the time of purchase(s).

The Board proposed to allocate an amount not exceeding the retained profits of the Company for the purchase of PMBT Shares subject to compliance with Section 127 of the Act, and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase. Based on the audited financial statements for the financial year ended 31 December 2020, the retained profits of PMBT were RM13,745,000. The retained profits of the Company based on its Management Accounts as at LPD were RM11,867,000.

In accordance with Section 127(4) of the Act, the Board of PMBT is able to deal with any Purchased Shares in the following manner:-

- (a) to cancel the Purchased Shares;
- (b) to retain the Purchased Shares as treasury shares; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time.

Where the Purchased Shares are held as treasury shares, the Board may:-

- (a) distribute the shares as dividends to shareholders, such dividends to be known as "share dividends";
- (b) resell the shares, or any of the shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the shares, or any of the shares for the purposes of or under an employees' share scheme;
- (d) transfer the shares, or any of the shares as purchase consideration;
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distribution and otherwise are suspended. Additionally, the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at meetings, in accordance with Section 127(9) of the Act.

The Company will make an immediate announcement to Bursa Securities of any purchase or resale of the PMBT Shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both.

PMBT will not purchase its own shares or hold any of its own shares as treasury shares if these results in the aggregate shares purchased or held to exceed 10% of the total number of issued shares of the Company.

The Company has not purchased any PMBT Shares nor resale, transfer/cancel any treasury shares on Bursa Securities in the preceding 12 months. The Company had bought-back a total of 5,040,400 PMBT Shares as at LPD, all of which have been retained as treasury shares.

3. Rationale for the Proposed Renewal of Share Buy-Back Authority

- (i) The Proposed Renewal of Share Buy-Back Authority will enable PMBT an additional option to utilise its surplus financial resources.
- (ii) In addition, the Purchased Shares may be held as treasury shares and resold on Bursa Securities with the intention of realising a potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.
- (iii) With the mandate, the Company will also be able to stabilise the supply and demand of PMBT Shares traded on the Bursa Securities and thereby supports its fundamental value, if required.

4. Financial Effects of the Proposed Renewal of Share Buy-Back Authority

Assuming that the Proposed Renewal of Share Buy-Back Authority is implemented in full, and the shares repurchased are cancelled or alternatively retained as treasury shares or both, the effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, net assets, working capital and earnings are as set out below:

4.1 Share Capital

- (i) The effect of the Proposed Renewal of Share Buy-Back Authority on the share capital will depend on whether the PMBT Shares purchased are cancelled or retained as treasury shares.
- (ii) In the event that the maximum number of shares authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and retained as treasury shares, there would be no effect on the share capital of PMBT. However, the rights attached to treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.
- (iii) The Proposed Renewal of Share Buy-Back Authority will reduce the issued share capital of the Company if the PMBT Shares so purchased are cancelled.

Assuming that all the purchased shares (including the 5,040,400 PMBT Shares already purchased by the Company) are subsequently cancelled, the effect shall be as follows:

Minimum Scenario

Assuming that none of the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority, the Proposed Renewal of Share Buy-Back Authority will have no effect on the issued share capital as PMBT Shares purchased are to be retained as treasury shares, resold or distributed to the shareholders:-

	No. of PMBT Shares
Existing total number of issued shares as at LPD	210,811,650
Purchase of own shares pursuant to the Proposed Renewal of Share Buy-Back Authority	(21,081,165)
Resultant total number of issued shares	<u>189,730,485</u>

Maximum Scenario

Assuming that all the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority, the effect shall be as follows:

	No. of PMBT Shares
Existing total number of issued shares as at LPD	210,811,650
Add:	
Conversion of ICULS	74,642,150
Exercise of Warrants	38,739,900
Enlarged total number of issued shares after conversion of ICULS and exercise of Warrants	<u>324,193,700</u>
Purchase of own shares pursuant to the Proposed Renewal of Share Buy-Back Authority	(32,419,370)
Resultant total number of issued shares	<u>291,774,330</u>

4.2 Net Assets

- (i) The net assets per share of PMBT based on the latest audited financial statements as at 31 December 2020 is RM2.72.
- (ii) The effect of the share repurchase on the net assets per share of the PMBT Group is dependent on the number of PMBT Shares which the Company will buy-back, purchase price of the PMBT Shares at the time of buy-back, the treatment of the shares so purchased and the funding cost, if any.
- (iii) If the maximum number of PMBT Shares purchased is cancelled, the share repurchase would reduce the net assets per share of the PMBT Group if the purchase price exceeds the net assets per share at the relevant point in time. Conversely, the net assets per share of the PMBT Group would increase if the purchase price is lower than the net assets per share at the relevant point in time.
- (iv) If the PMBT Shares are retained as treasury shares, the net assets per share would increase/decrease depending on the purchase price of the PMBT Shares. The net assets per share of PMBT Group would reduce if the purchase price exceeds the net assets per share and vice versa.
- (v) If the treasury shares are resold on the Bursa Securities, the net assets per PMBT Share will increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the net assets per PMBT Share will decrease by the cost of the treasury shares.

4.3 Working capital

- (i) The share repurchase will result in an outflow of cash and thereby reducing the working capital of the PMBT Group, the quantum of which is dependent on the purchase price of the PMBT Shares and the number of PMBT Shares repurchased and the funding cost, if any. Nevertheless, the Board will be mindful of the interests of PMBT and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and will assess the working capital needs of the PMBT Group prior to any repurchase of PMBT Shares.
- (ii) In the event the Company purchases its own shares using external borrowings, the Company will ensure that it has sufficient funds to repay the external borrowings.

4.4 Earnings

- (i) The effect of the share repurchase on the EPS of the PMBT Group is dependent on the actual purchase price of PMBT Shares and the effective funding cost and/or loss in interest income to the Group, if internally generated funds are utilised.
- (ii) For instance, the share repurchase will increase the EPS of the PMBT Group if the effective funding cost and/or loss in income to the Company which is attributable to every repurchased share is lower than the EPS of the PMBT Group and vice versa.
- (iii) If the PMBT Shares so purchased are cancelled, the consolidated EPS of the Group will increase provided the income foregone and interest expense incurred on these PMBT Shares is less than the consolidated EPS prior to such purchase.

4.5 Dividends

- (i) Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full, the share repurchase will have the effect of increasing the dividend rate of PMBT as a result of a decrease in the number of shares in PMBT which are entitled to participate in the dividends distribution.
- (ii) The Proposed Renewal of Share Buy-Back Authority may have an impact on the Company's dividend distribution as it would reduce the cash available for dividend payment. Nonetheless, the PMBT Shares purchased may be distributed as dividends to shareholders of the Company, if the Directors so decide.

5. Advantages and Disadvantages of the Proposed Renewal of Share Buy-Back Authority

Advantages

- (i) The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable the Company to stabilise the supply and demand of PMBT Shares on Bursa Securities and thereby reducing the volatility of PMBT Shares.
- (ii) The Company would have the opportunity to utilise its financial resources not immediately required for other use to purchase PMBT Shares and may have the opportunities for potential gains if the purchased PMBT Shares which are retained as treasury shares are resold at prices higher than their purchase prices.

Disadvantages

- (i) The Proposed Renewal of Share Buy-Back Authority will reduce the amount of resources available for distribution to the shareholders of the Company and may result in the Group having to forgo feasible investment opportunities that may emerge in the future. However, the financial resources of the Group may increase if the PMBT Shares so purchased held as treasury shares are resold at prices higher than their purchase price.
- (ii) The working capital of the Group will also be affected, as any purchase of PMBT Shares will reduce the Group cashflow depending on the actual number of shares purchased and their purchase price.

The Board will be mindful of the interests of the Company, the Group and the shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

6. Historical Share Prices

The highest and lowest prices of PMBT Shares traded on Bursa Securities for the past 12 months from May 2020 to April 2021 are as follows:

	High (RM)	Low (RM)
2020		
May	2.95	2.78
June	2.97	2.73
July	2.85	2.56
August	2.59	2.38
September	2.85	2.50
October	2.95	2.52
November	3.99	2.92
December	4.70	3.98
2021		
January	5.90	4.45
February	5.81	4.83
March	6.28	5.27
April	5.88	5.48

Last transacted price on Bursa Securities on 30 April 2021, being the latest practicable date prior to the printing of the Statement was RM5.55.

Source: Investing.com

7. Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was approximately 45.38% of its total number of issued shares.

For the purpose of illustration, if the Company purchases up to the maximum of ten per centum (10%) of the total number of issued shares of PMBT Shares and assuming the number of PMBT Shares currently held by the Directors, the Substantial Shareholders or associates of the Directors and/or Substantial Shareholders remain unchanged and no ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority, the proforma public shareholding spread of the Company as at LPD, is expected to be approximately 40.76%. The Board is mindful of the requirement that any purchase of PMBT Shares by the Company must not result in the public shareholding spread of PMBT falling below 25% of its total number of issued shares.

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8. Substantial Shareholders' and Directors' Shareholdings

(i) Substantial Shareholders

The proforma effects of the share repurchase on the shareholdings of substantial shareholders based on the Register of Substantial Shareholders as at LPD are as follows:-

Minimum Scenario – Assuming that none of the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

Substantial Shareholders	Before the Proposed Renewal of Share Buy-Back Authority			After the Proposed Renewal of Share Buy-Back Authority @		
	<-- Direct -->	<- Indirect ->	% of share capital*	<-- Direct -->	<- Indirect ->	% of share capital
	No. of shares held	No. of shares held	% of share capital*	No. of shares held	No. of shares held	% of share capital
PMAH	42,951,916	-	20.87	42,951,916	-	22.64
Weng Fatt Stainless Steel Sdn Bhd	13,594,576	-	6.61	13,594,576	-	7.17
Alpha Milestone Sdn Bhd	-	42,951,916 ⁽¹⁾	-	-	42,951,916 ⁽¹⁾	22.64
Tan Sri Dato' Koon Poh Keong	6,222,500	42,951,916 ⁽²⁾	3.02	6,222,500	42,951,916 ⁽²⁾	22.64
Koon Poh Ming	4,100,500	40,406,806 ⁽³⁾	1.99	4,100,500	40,406,806 ⁽³⁾	21.30
Dato' Koon Poh Tat	10,950,500	13,594,576 ⁽⁴⁾	5.32	10,950,500	13,594,576 ⁽⁴⁾	7.17
Koon Poh Weng	4,360,500	16,904,576 ⁽⁵⁾	2.12	4,360,500	16,904,576 ⁽⁵⁾	8.91
Estate of Kuan Poh Fatt	-	13,594,576 ⁽⁴⁾	-	-	13,594,576 ⁽⁴⁾	7.17
Koon Poh Kong	-	13,594,576 ⁽⁴⁾	-	-	13,594,576 ⁽⁴⁾	7.17
Ong Soo Fan	11,812,230	32,695,076 ⁽⁶⁾	5.74	11,812,230	32,695,076 ⁽⁶⁾	17.23
Puan Sri Datin Khoo Ee Pheng	-	49,174,416 ⁽⁷⁾	-	-	49,174,416 ⁽⁷⁾	25.92
Chan Poh Choo	3,300,000	17,965,076 ⁽⁸⁾	1.60	3,300,000	17,965,076 ⁽⁸⁾	9.47

Notes:

- @ On the assumption that the Company repurchase the maximum 21,081,165 PMBT Shares, representing ten per centum (10%) of its total number of issued shares comprising 210,811,650 PMBT Shares.
- * Excluding a total of 5,040,400 shares bought-back by the Company and retained as treasury shares.
- (1) Deemed interested in the shares held via PMAH in the Company pursuant to Section 8(4)(c) of the Act.
- (2) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act.
- (3) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Ong Soo Fan and his children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim.
- (4) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (5) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Chan Poh Choo and his daughter, Koon Sim Ee.
- (6) Deemed interested in the shares held by her spouse, Koon Poh Ming and her children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (7) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act and shares held by her spouse, Tan Sri Dato' Koon Poh Keong.
- (8) Deemed interested in the shares held by her spouse, Koon Poh Weng and her daughter, Koon Sim Ee and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.

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Maximum Scenario – Assuming that all the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

Substantial Shareholders	Before the Proposed Renewal of Share Buy-Back Authority				Assuming the full conversion and/or exercise of all outstanding ICULS and Warrants				After the Proposed Renewal of Share Buy-Back Authority @			
	<-- Direct -->		<- Indirect ->		<-- Direct -->		<- Indirect ->		<-- Direct -->		<- Indirect ->	
	No. of shares held	% of share capital *	No. of shares held	% of share capital	No. of shares held	% of share capital	No. of shares held	% of share capital	No. of shares held	% of share capital	No. of shares held	% of share capital
PMAH	42,951,916	20.87	-	23.19	75,165,853	23.19	-	-	75,165,853	25.76	-	-
Weng Fatt Stainless Steel Sdn Bhd	13,594,576	6.61	-	7.34	23,790,508	7.34	-	-	23,790,508	8.15	-	-
Alpha Milestone Sdn Bhd	-	-	42,951,916 ⁽¹⁾	20.87	-	-	75,165,853 ⁽¹⁾	23.19	-	-	75,165,853 ⁽¹⁾	25.76
Tan Sri Dato' Koon Poh Keong	6,222,500	3.02	42,951,916 ⁽²⁾	20.87	7,859,000	2.42	75,165,853 ⁽²⁾	23.19	7,859,000	2.69	75,165,853 ⁽²⁾	25.76
Koon Poh Ming	4,100,500	1.99	40,406,806 ⁽³⁾	19.64	4,145,500	1.28	73,105,011 ⁽³⁾	22.55	4,145,500	1.42	73,105,011 ⁽³⁾	25.06
Dato' Koon Poh Tat	10,950,500	5.32	13,594,576 ⁽⁴⁾	6.61	16,133,000	4.98	23,790,508 ⁽⁴⁾	7.34	16,133,000	5.53	23,790,508 ⁽⁴⁾	8.15
Koon Poh Weng	4,360,500	2.12	16,904,576 ⁽⁵⁾	8.22	4,375,500	1.35	31,189,508 ⁽⁵⁾	9.62	4,375,500	1.50	31,189,508 ⁽⁵⁾	10.69
Estate of Kuan Poh Fatt	-	-	13,594,576 ⁽⁴⁾	6.61	-	-	23,790,508 ⁽⁴⁾	7.34	-	-	23,790,508 ⁽⁴⁾	8.15
Koon Poh Kong	-	-	13,594,576 ⁽⁴⁾	6.61	-	-	23,790,508 ⁽⁴⁾	7.34	-	-	23,790,508 ⁽⁴⁾	8.15
Ong Soo Fan	11,812,230	5.74	32,695,076 ⁽⁶⁾	15.89	21,623,003	6.67	55,627,508 ⁽⁶⁾	17.16	21,623,003	7.41	55,627,508 ⁽⁶⁾	19.07
Puan Sri Datin Khoo Ee Pheng	-	-	49,174,416 ⁽⁷⁾	23.90	-	-	83,024,853 ⁽⁷⁾	25.61	-	-	83,024,853 ⁽⁷⁾	28.46
Chan Poh Choo	3,300,000	1.60	17,965,076 ⁽⁸⁾	8.73	5,300,000	1.64	30,265,008 ⁽⁸⁾	9.34	5,300,000	1.82	30,265,008 ⁽⁸⁾	10.37

Notes:

- @ On the assumption that the Company repurchase the maximum 32,419,370 PMBT Shares, representing ten per centum (10%) of its total number of issued shares comprising 324,193,700 PMBT Shares.
- * Excluding a total of 5,040,400 shares bought-back by the Company and retained as treasury shares.
- (1) Deemed interested in the shares held via PMAH in the Company pursuant to Section 8(4)(c) of the Act.
- (2) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act.
- (3) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Ong Soo Fan and his children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim.
- (4) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (5) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Chan Poh Choo and his daughter, Koon Sim Ee.
- (6) Deemed interested in the shares held by her spouse, Koon Poh Ming and her children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (7) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act and shares held by her spouse, Tan Sri Dato' Koon Poh Keong.
- (8) Deemed interested in the shares held by her spouse, Koon Poh Weng and her daughter, Koon Sim Ee and by virtue of her spouse's interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.

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(ii) Directors' Shareholdings

The proforma effects of the share repurchase on the shareholdings of Directors based on the Register of Directors' Shareholdings as at LPD are as follows:

Minimum Scenario – Assuming that none of the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

Directors	Before the Proposed Renewal of Share Buy-Back Authority			After the Proposed Renewal of Share Buy-Back Authority @		
	<-- Direct -->	<- Indirect ->	% of share capital*	<-- Direct -->	<- Indirect ->	% of share capital
	No. of shares held	No. of shares held	% of share capital*	No. of shares held	No. of shares held	% of share capital
Tan Sri Dato' Koon Poh Keong	6,222,500	42,951,916 ⁽¹⁾	20.87	6,222,500	42,951,916 ⁽¹⁾	22.64
Koon Poh Ming	4,100,500	40,406,806 ⁽²⁾	19.64	4,100,500	40,406,806 ⁽²⁾	21.30
Dato' Koon Poh Tat	10,950,500	13,594,576 ⁽³⁾	6.61	10,950,500	13,594,576 ⁽³⁾	7.17
Koon Poh Weng	4,360,500	16,904,576 ⁽⁴⁾	8.22	4,360,500	16,904,576 ⁽⁴⁾	8.91
Ernest Bong Miao Fatt	96,000	-	-	96,000	-	-
Loo Lean Hock	-	-	-	-	-	-
Noor Alina Binti Mohamad Faiz	-	-	-	-	-	-

Notes:

@ On the assumption that the Company repurchase the maximum 21,081,165 PMBT Shares, representing ten per centum (10%) of its total number of issued shares comprising 210,811,650 PMBT Shares.

* Excluding a total of 5,040,400 shares bought-back by the Company and retained as treasury shares.

(1) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act.

(2) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Ong Soo Fan and his children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim.

(3) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.

(4) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Chan Poh Choo and his daughter, Koon Sim Ee.

Maximum Scenario – Assuming that all the outstanding ICULS and Warrants are converted and/or exercised into new PMBT Shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

Directors	Before the Proposed Renewal of Share Buy-Back Authority			Assuming the full conversion and/or exercise of all outstanding ICULS and Warrants			After the Proposed Renewal of Share Buy-Back Authority @					
	<-- Direct --> No. of shares held	% of share capital*	< - Indirect -> No. of shares held	% of share capital	<-- Direct --> No. of shares held	% of share capital	<-- Direct --> No. of shares held	% of share capital	< - Indirect -> No. of shares held	% of share capital		
Tan Sri Dato' Koon Poh Keong	6,222,500	3.02	42,951,916 ⁽¹⁾	20.87	7,859,000	2.42	75,165,853 ⁽¹⁾	23.19	7,859,000	2.69	75,165,853 ⁽¹⁾	25.76
Koon Poh Ming	4,100,500	1.99	40,406,806 ⁽²⁾	19.64	4,145,500	1.28	73,105,011 ⁽²⁾	22.55	4,145,500	1.42	73,105,011 ⁽²⁾	25.06
Dato' Koon Poh Tat	10,950,500	5.32	13,594,576 ⁽³⁾	6.61	16,133,000	4.98	23,790,508 ⁽³⁾	7.34	16,133,000	5.53	23,790,508 ⁽³⁾	8.15
Koon Poh Weng	4,360,500	2.12	16,904,576 ⁽⁴⁾	8.22	4,375,500	1.35	31,189,508 ⁽⁴⁾	9.62	4,375,500	1.50	31,189,508 ⁽⁴⁾	10.69
Ernest Bong Miao Fatt	96,000	0.05	-	-	168,000	0.05	-	-	168,000	0.06	-	-
Loo Lean Hock	-	-	-	-	-	-	-	-	-	-	-	-
Noor Alina Binti Mohamad Faiz	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

@ On the assumption that the Company repurchase the maximum 32,419,370 PMBT Shares, representing ten per centum (10%) of its total number of issued shares comprising 324,193,700 PMBT Shares.

* Excluding a total of 5,040,400 shares bought-back by the Company and retained as treasury shares.

(1) Deemed interested in the shares held via Alpha Milestone Sdn Bhd in PMAH, which in turn hold shares in the Company pursuant to Section 8(4)(c) of the Act.

(2) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Ong Soo Fan and his children, Joyce Koon Hui Ginn, Koon Hui Ling (Carolyn), Lydia Koon Hui Li, Leslie Koon Tzer Peng and John Koon Tzer Lim.

(3) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act.

(4) Deemed interested by virtue of his interest in Weng Fatt Stainless Steel Sdn Bhd pursuant to Section 8(4)(c) of the Act and shares held by his spouse, Chan Poh Choo and his daughter, Koon Sim Ee.

9. Implications relating to the Code

In the event the Proposed Renewal of Share Buy-Back Authority results in any Director, Substantial Shareholder and/or parties acting-in-concert with him/them triggering a mandatory offer obligation under the Code, the affected Director or Substantial Shareholder will be obliged to make a mandatory offer for the remaining PMBT Shares not held by him/them.

However, an exemption from mandatory offer obligation may be granted by the Securities Commission under Paragraph 4.15 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, subject to the Company and the parties acting-in-concert complying with the conditions stipulated in Paragraph 4.15 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions.

10. Directors' Recommendation

The Board have considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of PMBT and accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

11. Interest of the Directors and Major Shareholders

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in their capacities as the shareholders of the Company pursuant to the Proposed Renewal of Share Buy-Back Authority, none of the Directors and/or Major Shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

12. Further Information

Shareholders are advised to refer to the attached Appendix I for further information.

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PART C

**CIRCULAR TO SHAREHOLDERS IN RELATION TO:
PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF
THE COMPANY**



PMB TECHNOLOGY BERHAD

Registration Number: 200201016594 (584257-X)
(Incorporated in Malaysia)

Registered Office

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Date: 28 May 2021

Directors:

Tan Sri Dato' Koon Poh Keong (Executive Chairman)

Mr Koon Poh Ming (Chief Executive Officer)

Mr Koon Poh Weng (Executive Director)

Dato' Koon Poh Tat (Executive Director)

Mr Loo Lean Hock (Senior Independent Non-Executive Director)

Mr Ernest Bong Miao Fatt (Independent Non-Executive Director)

Puan Noor Alina Binti Mohamad Faiz (Independent Non-Executive Director)

To: The Shareholders of PMB Technology Berhad

Dear Sir/Madam,

Proposed Amendments

1. Introduction

On 27 May 2021, the Company announced to Bursa Securities that the Board proposed to seek its shareholders' approval on the Proposed Amendments.

The purpose of Part C of this Circular is to provide you with the details of the Proposed Amendments and to seek your approval for the Special Resolution to be tabled at the forthcoming AGM. The Notice of the 19th AGM and the proxy form are enclosed together with the Annual Report 2020.

You are advised to read and carefully consider the contents of this circular before voting on the Special Resolution at the forthcoming AGM.

2. Details and Rationale for the Proposed Amendments

The details of the Proposed Amendments are set out in Appendix II of this Circular. The purpose of the Proposed Amendments is to enhance administrative efficiency and provide greater clarity to the Constitution of the Company.

3. Effects of the Proposed Amendments

The Proposed Amendments is administrative in nature and will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

4. Interests of Directors, Substantial Shareholders and/or persons connected with them

None of the Directors and/or Substantial Shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendments.

5. Approval Required

The Proposed Amendments is subject to the approval of the shareholders of the Company at the forthcoming AGM by way of a Special Resolution.

6. Directors' Recommendation

The Board of Directors of PMAH have considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interest of the Company and accordingly recommend that you vote in favour of the Special Resolution pertaining to the Proposed Amendments to be tabled at the forthcoming AGM.

7. AGM

The 19th AGM of the Company, the Notice of which is enclosed in the Annual Report of PMBT for the financial year ended 31 December 2020 accompanying this Circular, will be conducted fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from Broadcast Venue at Suite 61 & 62, Setia Avenue, No. 2, Jalan Setia Prima S U13/S, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 29 June 2021 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolution on the Proposed Amendments under the agenda of Special Business as set out in the Notice.

If you are unable to participate and vote remotely at the forthcoming AGM, you may complete, sign and return the Proxy Form as soon as possible, so as to arrive at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, alternatively to be submitted via TIIH Online at website <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. The completion and return of the Form of Proxy does not preclude you from participating and voting in person at the 19th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from participating the said AGM.

8. Further Information

Shareholders are advised to refer to the attached Appendices I and II for further information.

Yours faithfully,
For and on behalf of the Board of
PMB Technology Berhad

Loo Lean Hock
Senior Independent Non-Executive Director

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FURTHER INFORMATION**1. Directors' responsibility statement**

This Circular has been seen and approved by the Directors of PMBT and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which, would make any statement herein misleading.

2. Material litigation, claims and arbitration

The Board of Directors of PMBT has confirmed that the Company and/or its subsidiaries are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors have no knowledge of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries.

3. Material contracts

Saved and disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by PMBT and its subsidiaries within past two (2) years immediately preceding the date of this Circular:-

(a) The conditional sale and purchase of shares agreements:

- (i) A conditional sale and purchase of shares agreement entered into between Everlast Aluminium (M) Sdn Bhd, a wholly-owned subsidiary of the Company with PMB Aluminium Sdn Bhd (formerly known as PMB (Klang) Sdn Bhd ("PMBA")), a wholly-owned subsidiary of Press Metal International (HK) Limited, which in turn is a wholly-owned subsidiary of Press Metal Aluminium Holdings Berhad on 29 October 2019 for disposal of the entire equity interests in PMB Central Sdn Bhd, PMB Northern Sdn Bhd and PMB Eastern Sdn Bhd to PMBA for a total cash consideration of RM43,182,000.
- (ii) A conditional sale and purchase of share agreement entered into between the Company and PMBA on 29 October 2019 for disposal of the entire equity interest in PMB Aluminium Sabah Sdn Bhd to PMBA, for a total cash consideration of RM1,204,000.

(collectively referred to as "Proposed Disposals")

The Proposed Disposals were completed on 19 December 2019.

- (b) The Sale and Purchase Agreement ("SPA") entered into between PMB Land (Sg. Besi) Sdn Bhd (formerly known as Everlast System Builder Sdn Bhd), a wholly-owned subsidiary of the Company with CMMC Sdn Bhd (In Liquidation) care of Messrs Ler Lum Corporate Restructuring Sdn. Bhd., for the acquisition of all that piece of freehold land with land use being categorised for 'building' (Bangunan) held under Geran Mukim No. Hakmilik 4489, No. Lot 101862, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur measuring approximately 7,304 square meter in area, for a total cash purchase consideration of RM30,000,000.00 ("Proposed Acquisition").

The Proposed Acquisition was completed on 5 January 2021 as stated in the SPA.

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4. Documents available for inspection

Copies of the following documents are available for inspection at the registered office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia during normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming AGM:

- (a) the Constitution of PMBT;
- (b) the audited financial statements of PMBT Group for the last two (2) financial years ended 31 December 2019 and 2020, and the latest unaudited quarterly results for the financial period ended 31 March 2021; and
- (c) the material contracts referred to in Section 3 of this Appendix.

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DETAILS OF PROPOSED AMENDMENTS

1. By amending Clause 2 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
The registered office of the Company will be situated in Malaysia.	The registered office of the Company is situated in Malaysia.

2. By amending Clause 3 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>The objects for which the Company is established are: -</p> <p>(1) To acquire and hold for investments, shares, debenture, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere in any part of the world or by any government, sovereign ruler, commission, public body or authority supreme, municipal, local or otherwise by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownerships thereof and in particular to sell, transfer, exchange or otherwise dispose of the same for such consideration as the Company may think fit.</p> <p>(2) To purchase or otherwise acquire for investment lands, houses, buildings, plantations and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create or sell freehold and leasehold ground rents, generally to acquire, deal in, by way of sale, lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal and whether for valuable consideration or not.</p> <p>(3) To acquire the Company's own shares in such manner and to such extent as may from time to time be prescribed and allowed by law and the applicable rules, regulations, orders, guidelines or requirements issued by any relevant authorities from time to time.</p>	<p>Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia which shall include, but not limited to the following object clauses:-</p> <p>(1) To acquire and hold for investments, shares, debenture, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere in any part of the world or by any government, sovereign ruler, commission, public body or authority supreme, municipal, local or otherwise by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownerships thereof and in particular to sell, transfer, exchange or otherwise dispose of the same for such consideration as the Company may think fit.</p> <p>(2) To purchase or otherwise acquire for investment lands, houses, buildings, plantations and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create or sell freehold and leasehold ground rents, generally to acquire, deal in, by way of sale, lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal and whether for valuable consideration or not.</p> <p>(3) To acquire the Company's own shares in such manner and to such extent as may from time to time be prescribed and allowed by law and the applicable rules, regulations, orders, guidelines or requirements issued by any relevant authorities from time to time.</p> <p>(4) To borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole or any part of the Company's</p>

Existing Provisions	Proposed Amendments
	<p>property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be.</p> <p>(5) To make contributions and donations and in any other manner to give aid assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.</p>

INTERPRETATION

3. By amending Clause 7 of the Constitution by including/amending definition of words as follows:-

Existing Provisions	Proposed Amendments
	<p>Business Day A day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur and/or Selangor</p> <p>Main Venue A primary physical venue in Malaysia where the Chairperson of the general meeting or any adjournment thereof is physically present.</p>
Beneficial owner	<p>The ultimate owner of the shares and does not include a nominee of any description.</p> <p>Beneficial owner</p> <p>Has the meaning ascribed to it in the Act.</p>
Bursa via TIIH Online website y	<p>Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) including any further change of name.</p> <p>Bursa Depository</p> <p>Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)] including any further change of name.</p>
Company	<p>PMB Technology Berhad (Company No. 584257-X).</p> <p>Company</p> <p>PMB Technology Berhad [Registration No. 200201016594 (584257-X)].</p>
Exchange	<p>Bursa Malaysia Securities Berhad (Company No. 635998-W) and / or any other Exchange on which the Company is listed.</p> <p>Exchange</p> <p>Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] and / or any other Exchange on which the Company is listed.</p>

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SHARE CAPITAL AND VARIATION OF RIGHTS

4. By amending Clause 10 (d) of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
(d) without limiting the generality of Section 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares if those shares or securities, when aggregated with any such shares or securities which the Company has issued during the preceding twelve (12) months, exceeds ten percent (10%) of the issued and paid-up capital (excluding treasury shares of the Company, except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue; and	(d) <i>subject to the Act and the Listing Requirements and</i> without limiting the generality of Section 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares <i>if those shares or securities, when aggregated with any such shares or securities which the Company has issued during the preceding twelve (12) months, exceeds ten percent (10%) of the issued and paid-up capital (excluding treasury shares of the Company,</i> except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue; and

ALTERATION OF CAPITAL

5. By replacing Clause 62 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
62. Subject to and in accordance with the provisions of the Act and the requirements of the Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.	62. Subject to the provisions of the Act, the Listing Requirements and other requirements of the Exchange and/or any other relevant laws, regulations, guidelines and / or authorities, the Company may from time to time by resolution of a general meeting, acquire by purchase in good faith and in the best interests of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debt arising from the obligation to pay for the shares so purchased. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.

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PROCEEDINGS AT GENERAL MEETING

6. By amending Clause 73 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>73. No business shall be transacted at any general meeting unless a quorum of member is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) members present in person or by proxy, or, in the case of corporations, by a representative duly appointed in that behalf shall be a quorum. For the purposes of constituting a quorum:-</p> <p>(i) one or more representatives appointed by a corporation shall be counted as one member; or</p> <p>(ii) one or more proxies appointed by a person shall be counted as one member.</p>	<p>73.(a) No business shall be transacted at any general meeting unless a quorum of member is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) members present in person or by proxy, or, in the case of corporations, by a representative duly appointed in that behalf shall be a quorum. For the purposes of constituting a quorum:-</p> <p>(i) one or more representatives appointed by a corporation shall be counted as one member; or</p> <p>(ii) one or more proxies appointed by a person shall be counted as one member.</p> <p>(b) Where a meeting is conducted using technology approved by the Directors under this Constitution, and where permitted by law, the two (2) Members referred to in Clause 73(a) need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.</p> <p>Participation by a member by using any technology or method that allows member to participate and exercise his rights to speak and vote at the meeting shall be deemed as present at the meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held or as the case may be, the member being out of Malaysia.</p>

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7. By amending Clause 74 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>74. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour at any adjourned meeting, the meeting shall be dissolved. For the purpose of this Clause, "business day" means a day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur.</p>	<p>74. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next Business Day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour at any adjourned meeting, the meeting shall be dissolved.</p> <p>74A. (a) Subject to the Act, where a general meeting is convened by the Board, the Chairman may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting or adjourn the meeting to a date and time determined by them or change place for the meeting, before or after it has started, and whether or not quorum is present, if he consider that:</p> <ul style="list-style-type: none"> (i) there is not enough room for the number of shareholders who wish to attend the meeting; (ii) the behaviour of the people presents prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or (iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out. <p>The Chairman does not need the consent of the meeting to adjourn it for any of these reasons to a date and time or place which he decides. He may also adjourn the meeting to a later time on the same day or indefinitely. If the meeting is adjourned indefinitely, the directors will fix the date, time and place of the adjourned meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</p> <p>This Clause shall not apply to a general meeting convened in accordance with Sections 310(b) and 311 of the Act by a member or members without prior written consent of the person who called or requisitioned the meeting.</p>

Existing Provisions	Proposed Amendments
	<p>(b) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <ul style="list-style-type: none"> (i) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper; (ii) given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and (iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board. <p>(c) A notice of postponement of a general meeting must specify:</p> <ul style="list-style-type: none"> (i) the postponed date and time for the holding of the general meeting; (ii) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the meeting; and (iii) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner. <p>The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.</p> <p>Notice of the business to be transacted at such moved and/or postponed meeting is not required. The Board must take reasonable steps to ensure that Members trying to attend the general meeting at the original time, date/or place are informed of the new arrangements for the general meeting.</p> <p>(d) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.</p> <p>(e) Where by the terms of an instrument appointing a proxy or attorney or an appointment of a representative:</p>

Existing Provisions	Proposed Amendments
	<p>(i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and</p> <p>(ii) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.</p> <p>(f) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.</p> <p>(g) A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.</p> <p>(h) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the members who requisitioned the meeting withdraw their requests prior to the date of the meeting.</p>

8. By amending Clause 76 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>76. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business that might be transacted or left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> <p>Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedure to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.</p>	<p>76. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business that might be transacted or left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> <p>Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedure to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.</p>

9. By inserting the following new Clauses 76A, 76B, 76C, 76D, 76E, 76F, 76G and 76H after the existing Clause 76:-

Existing Provisions	Proposed Amendments
	<p>76A. Without prejudice to any other power which the chairman may:</p> <p>(a) have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The chairman may also at his discretion and in accordance with the Applicable Laws, decide whether to admit new business at a general meeting;</p> <p>(b) if there is insufficient room at a venue used for the meeting, the Chairman may arrange another or a second or other venue (without giving notice or putting the matter to a vote).</p>

Existing Provisions	Proposed Amendments
	<p>76B. (a) The Chairman can proposed amendments to an ordinary or special resolution if there are amendments to correct typographical errors in the resolution.</p> <p>(b) Save as stated in Clause 76B(a), no other amendments can be proposed to a special resolution.</p> <p>(c) Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if written notice of the proposed amendment is received at the Registered Office addressed to the Secretary at least 3 clear Business Days before the day fixed for the meeting or adjourned meeting.</p> <p>(d) If the Chairman, acting in good faith, rules an amendment out of order, an error in that ruling will not affect the validity of a vote on the original resolution.</p>
	<p>76C. The Chairman of a meeting can take any action he considers appropriate for proper and orderly conduct at a general meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the Members or so that the meeting reflects the wishes of the majority.</p>
	<p>76D. (a) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the Members not physically present at a general meeting where the chairman of the general meeting is physically present, may, be means of remote communication:</p> <p>(i) participate in such general meeting; and</p> <p>(ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting.</p> <p>(b) That the general meeting shall be duly constituted and its proceedings shall be valid if the Chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that Members participating in the general meeting through remote communication are able:</p> <p>(i) to participate in the matters for which such general meeting has been convened;</p> <p>(ii) to speak (whether by use of microphones, loudspeakers, audio-visual communication equipment, type text or any form</p>

Existing Provisions	Proposed Amendments
	<p><i>of electronic means which allows the Members to raise any questions and/or express their views on the matters); and</i></p> <p><i>(iii) to vote on matters submitted to the Members.</i></p>
	<p>76E. <i>If, before or during a general meeting, it appears to the chairman of the general meeting that:-</i></p> <p><i>(a) the facilities at the main venue or venue other than main venue for the conduct of general meeting; or</i></p> <p><i>(b) the means used for the remote communication,</i></p> <p><i>have become inadequate for the purposes referred to in Clause 76C, any technical difficulty occurs, such that the Members do not have a reasonable opportunity to participate, then the chairman of the general meeting shall:</i></p> <p><i>(i) without the consent of the Members at the general meeting, interrupt or adjourn the general meeting until the difficulty is remedied; or</i></p> <p><i>(ii) where a quorum remains present (either at the place at which the chairman is present or by technology as contemplated by Clause 76C) and able to participate, subject to the Constitution, continue the meeting.</i></p> <p><i>All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 74 shall apply to that adjournment. No interruption or termination of any remote communication or the ability of a Member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such resolution decided upon at such general meeting.</i></p>
	<p>76F. <i>The Board may request the Members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deemed appropriate. The Board may, at their discretion, refuse entry to, or remove from, a general meeting, a Member, proxy or representative who does not comply with the security procedures. Security procedures may include Member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices without consent, or who refuses to comply with a request to turn off a mobile telephone, or other communication, recording or similar device, or who possesses an article which the Chairman of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.</i></p>

Existing Provisions	Proposed Amendments
	76G. <i>A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.</i>
	76H. <i>A person requested by the Directors or the chairman to attend a general meeting, is entitled to be present (and if invited by the Chairman, to speak) at the meeting, irrespective of whether the person is a Member.</i>

10. By amending Clause 78 (4) of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>78 (4) A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided by poll.</p>	<p>78 (4) A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices or if the meeting to be held virtual, the poll may be conducted virtually using any electronic means via any online platform, website or mobile application by any features available of that online platform, website or mobile application. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided by poll.</p>

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11. By inserting Clause 78A and 78B after the existing Clause 78 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
	<p>78A. The Chairman may appoint scrutineers for the purposes of a poll, and may either:</p> <p>(a) adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director or the Company Secretary to be the Chairman of such adjourned meeting at which the result of the poll of the poll will be declared; or</p> <p>(b) determine that the results of the poll, if certified by any Director or the Company Secretary, shall be published on the Company’s website without the requirement for the results being declared at any meeting or adjourned meeting,</p> <p>and any such declaration at an adjourned meeting or publication on the Company’s website of the results of the relevant poll which shows that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall, in the absence of manifest error, be conclusive evidence of such fact.</p>
	<p>78B. After the Chairman of general meeting shall have declared the meeting to be over and shall have left the chair no business and question shall under any pretext whatsoever be brought forward or discussed.</p>

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12. By amending Clause 80 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>80. Subject to any rights or restrictions for the time being attached to any class of shares at meetings of members or classes of members and Clause 67, Clause 68 and Clause 69 above, each member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative for a corporation, and on a resolution to be decided on a show of hands, each holder of an ordinary share or, each holder of a preference share who is personally present and entitled to vote, shall be entitled to one (1) vote and on a poll, every such member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands or on a poll, on any question, at any general meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the member's shareholdings represented by such proxy. A proxy may only vote as directed in the proxy form. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote.</p>	<p>80. Subject to any rights or restrictions for the time being attached to any class of shares at meetings of members or classes of members and Clause 67, Clause 68 and Clause 69 above, each member shall be entitled to be present and to vote at any general meeting in respect of any share or shares of which he is the registered holder and upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative for a corporation, and on a resolution to be decided on a show of hands, each holder of an ordinary share or, each holder of a preference share who is personally present and entitled to vote, shall be entitled to one (1) vote and on a poll, every such member present in person or by proxy or attorney or representative for a corporation shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands or on a poll, on any questions, at any general meeting. In a voting by poll, each proxy shall be entitled to such number of votes equal to the proportion of the member's shareholdings represented by such proxy. A proxy may only vote as directed in the proxy form. However, a member is not precluded from attending the meeting in person after lodging the instrument of proxy. Such attendance shall automatically revoke the authority granted to the proxy.</p>

13. By inserting Clause 83A after the existing Clause 83 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
	<p>83A. Subject to the provisions of the Act and the Listing Requirements, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail, facsimile.</p>

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14. By amending Clause 86 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>86. 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 the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or office. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.</p>	<p>86. 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 the corporation's common seal or under the hand of an officer or attorney duly authorised and shall be in any form (including electronic) that the Directors prescribe or accept. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or office. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.</p>

15. By amending Clause 87 of the Constitution :-

Existing Provisions	Proposed Amendments												
<p>87. Where it is desired to afford members on opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form as the Directors may approve or in any particular case, may accept:-</p> <p style="text-align: center;">PMB TECHNOLOGY BERHAD</p> <p>I/We,----- NRIC No./Company No. ----- of ----- and telephone no./ email address ----- being a member/ members of PMB Technology Berhad (the "Company"), hereby appoint ----- NRIC No.----- of ---- ----- or failing him/her, ----- NRIC No.---- ----- of ----- or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company, to be held at ----- on ----- -- or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.</p> <table border="1" data-bbox="252 1487 810 1615"> <thead> <tr> <th data-bbox="252 1487 507 1547">Agenda</th> <th data-bbox="507 1487 657 1547">For</th> <th data-bbox="657 1487 810 1547">Against</th> </tr> </thead> <tbody> <tr> <td data-bbox="252 1547 507 1615"> </td> <td data-bbox="507 1547 657 1615"> </td> <td data-bbox="657 1547 810 1615"> </td> </tr> </tbody> </table> <p>Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.</p> <p>The proportion of my/our shareholdings to be represented by my/our proxies are as follows: -</p> <table data-bbox="252 1872 657 1973"> <tr> <td data-bbox="252 1872 507 1906">First Proxy</td> <td data-bbox="507 1872 657 1906">%</td> </tr> <tr> <td data-bbox="252 1906 507 1939">Second Proxy</td> <td data-bbox="507 1906 657 1939">%</td> </tr> <tr> <td colspan="2" data-bbox="507 1939 657 1973" style="text-align: center;"><u>100%</u></td> </tr> </table>	Agenda	For	Against				First Proxy	%	Second Proxy	%	<u>100%</u>		<p>87. The instrument appointing a proxy shall be in such form as the Directors may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require.</p>
Agenda	For	Against											
First Proxy	%												
Second Proxy	%												
<u>100%</u>													

Existing Provisions		Proposed Amendments
<p>If appointment of proxy is under hand</p> <p>.....</p> <p>Signed by *individual member/*officer or attorney of member/*authorised nominee of</p> <p>(beneficial owner)</p>	<p>No. of shares held:</p> <p>Securities Account No.:</p> <p>(CDS Account No.) (Compulsory)</p> <p>Date :</p>	
<p>If appointment of proxy is under seal</p> <p>The Common Seal of was hereto affixed in accordance with its Constitution in the presence of:-</p> <p>.....</p> <p>Director</p> <p>.....</p> <p>Director/Secretary</p> <p>in its capacity as *member/*attorney of member/*authorised nominee of</p> <p>(beneficial owner)</p>	<p>Seal</p> <p>No. of shares held:</p> <p>Securities Account No:</p> <p>(CDS Account No.) (Compulsory)</p> <p>Date :</p>	
<p>Signed this day of , 20__</p> <p>*Strike out whichever is not desired. [Unless otherwise instructed, the proxy may vote as he thinks fit.]</p>		

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16. By amending Clause 89 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>89. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution.</p> <p>(2) For the purpose of Clause 89, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to Clause 89, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</p> <p>(a) Notice calling the meeting;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting; or</p> <p>(c) Website maintained by or on behalf of the Company.</p> <p>(4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Clause 89 (3) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>(5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.</p>	<p>89. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Boards, may accept the appointment of proxy received by electronic communication or electronic means using any technology or method that enables the appointment of proxy on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication or electronic means shall be in accordance with this Constitution.</p> <p>(2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication or by any electronic means must be received at the electronic address or any online portal, website, mobile application, or any other platform specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</p> <p>(a) Notice calling the meeting;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting; or</p> <p>(c) Website maintained by or on behalf of the Company.</p> <p>(4) An appointment of proxy by electronic communication or electronic means must be received at the electronic address or any online portal, website, mobile application, or any other platform specified by the Company pursuant to Clause 89 (3) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>(5) If the instrument or form is otherwise unclear or incomplete, the Company may:</p> <p>(i) by oral or written communication, clarify with the member any instruction on the appointment; and</p>

Existing Provisions	Proposed Amendments
	<p>(ii) complete or amend the contents of any instrument or form to reflect the clarification in the instructions received from the member (which may occur later than the time specified in the notice of meeting for the receipt of direct votes or proxy appointments) and the member appoints the Company as its attorney for this purpose.</p> <p>(5) (6) An appointment of proxy by electronic communication or electronic means which is not made in accordance with this Clause shall be invalid.</p>

17. By inserting the following new Clauses 89A after the existing Clause 89:-

Existing Provisions	Proposed Amendments
	<p>89A. A member is permitted to give the Company notice of revocation of a person's authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting. The notice of revocation must be in writing and be deposited at the Office or any other designated office or by electronic communication, be send to the electronic address which specified by the Company as indicated in the form of proxy.</p>

18. By inserting the following new Clause 149A after the existing Clause 149:-

Existing Provisions	Proposed Amendments
	<p>149A. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and / or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following persons:</p> <ul style="list-style-type: none"> (a) a holder of shares; (b) a Director; (c) an alternate Director; (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative; <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>

19. By inserting the following new Clauses 153A after the existing Clause 153:-

Existing Provisions	Proposed Amendments
	<p>153A. Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery.</p>

20. By replacing Clause 168 of the Constitution of the Company as follows:-

Existing Provisions	Proposed Amendments
<p>168. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid-up to and amongst the members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Subject to the Act, amount standing to the credit of the capital redemption reserve may, for the purposes of this Clause, be applied in paying up of unissued shares to be issued to members as fully paid bonus shares or any other members as set out in the Act.</p>	<p>168. The Director may, with the sanction of an ordinary resolution of the Company:-</p> <p>(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:</p> <p>i. the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>ii. such other date as may be determined by the Directors,</p> <p>in the proportion to their holdings of shares; and/or</p> <p>(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of Depositors at the close of business on:</p> <p>i. the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>ii. such other date as may be determined by the Directors,</p> <p>in proportion to their holdings of shares and applying such sum on their behalf in paying up in full</p>

Existing Provisions	Proposed Amendments
	<p>unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.</p> <p>The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share option scheme or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.</p>

21. By replacing the entire Clause 172 to 174 with the new Clause 172, 173, 174, 174A, 174B, 174C, 174D, 174E, 174F & 174G:-

Existing Provisions	Proposed Amendments
<p>172 (1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the member for such purpose or by publishing on the website. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice</p>	<p>172. Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution, the Act and / or the Listing Requirements, statements, reports or documents (including proxy forms) required to be sent to or completed by Members, shall be in writing either in hardcopy, in Electronic Form or partly in hardcopy and partly in Electronic Form.</p> <p>173. Any notice or Document required to be sent to Members shall state the place, date and time of the general meeting, may be given by the Company or the Secretary to any Member:-</p>

Existing Provisions	Proposed Amendments
<p>which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares. The contact details (including electronic address) of the member are as set out in the Record of Depositors shall be deemed the last known address provided by the member to the Company for purposes of communication with the member.</p> <p>(2) Where a notice, or any other document or information is served, sent or supplied by electronic communication:-</p> <p>(a) to the current address of member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of members (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).</p> <p>(b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.</p> <p>(3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the member in the following manner in writing:-</p> <p>(a) The publication of the notice, document or information on the website; and</p> <p>(b) The designated website link or address where a copy of the notice, document or information may be downloaded.</p> <p>(4) A member shall be implied to have agreed to receive such notice or document or information by way of such electronic communications. However, members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the member within the prescribed period specified under the Listing Requirements.</p> <p>(5) The Directors may, at their discretion, at any time give a member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communications or as a physical copy, and such member shall be deemed to have consented to receive such notice, document or information by way of electronic</p>	<p>(i) in hard copy or in Electronic Form as recorded or stored in a physical mode of storage, either sent personally or by post to him in a prepaid letter addressed to him at his last known address supplied by the Member to the Company;</p> <p>(ii) in Electronic Form and sent by the following Electronic Communication(s):-</p> <p>(a) transmitting to his last known electronic mail address; or</p> <p>(b) publishing the notice of general meeting, annual report or document on the Company's website for download provided that a notification of the said publication on the website via hard copy or Electronic Communication(s) or short messaging service has been given to them accordingly; or</p> <p>(c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or documents on the electronic platform via hard copy or Electronic Communication(s) or short messaging service has been given to them accordingly; or</p> <p>(iii) partly in hardcopy and partly in electronic form.</p> <p>174. Any notice or Document shall be deemed to have been served by the Company to a Member:-</p> <p>(i) where the notice or Document is sent in hard copy, or in Electronic Form as recorded or stored in a physical mode of storage, by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.</p> <p>In proving service by post, it shall be sufficient to prove that the letter, envelope or wrapper was properly addressed and put into a post office letter box or post box or by a letter from the Secretary certifying that the letter, envelope or wrapper was so addressed and posted.</p> <p>(ii) where the notice or Document is left by the Company at a registered address of a Member, it shall be deemed to have been served on the day it was left there.</p> <p>(iii) where the notice or Document is</p>

Existing Provisions	Proposed Amendments
<p>communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.</p> <p>173. A notice including notice given in electronic form or any other document, may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who shall become entitled to any share by operation of law, transfer, transmission or other means whatsoever, shall be bound by every notice in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares, shall have been duly given to the person from whom he derives the title to such share.</p> <p>174.(1) Notice of every general meeting shall be given in a manner herein before specified to:-</p> <p>(a) every Director with a registered address in Malaysia or an address for service of notices in Malaysia;</p> <p>(b) every member with a registered address in Malaysia or an address for service of notices in Malaysia;</p> <p>(c) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;</p> <p>(d) the auditors for the time being of the Company; and</p> <p>(e) every Exchange on which the Company is listed and any other relevant authorities.</p> <p>(2) Except as aforesaid no other person shall be entitled to receive notices of general meetings.</p> <p>(3) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.</p>	<p>sent by Electronic Communication(s):-</p> <p>(a) via electronic mail, at the time of transmission to a Member's last known electronic mail address pursuant to Clause 173(ii)(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p> <p>(b) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification of notice or document on website has been given pursuant to Clause 173(ii)(b); or</p> <p>(c) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 173(ii)(c).</p> <p>(iv) where the notice or Document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.</p> <p>In the event that service of a notice or Document pursuant to this Clause is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for the service of notice or document in hard copy in accordance with this Constitution.</p> <p>174A. A Member's address, electronic mail address and any other contact details provided to the Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or Documents to the Member.</p> <p>174B. Any notice and / or Document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by</p>

Existing Provisions	Proposed Amendments
	<p>advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a nationally circulated newspaper in Malaysia in the national language or English language.</p>
	<p>174C. If a notice, proxy form, other document or information relating to a meeting or other proceeding is accidentally not sent or is not received, the meeting or other proceeding will not be invalid as a result.</p> <p>A Member present, either in person (including by a representative) or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.</p>
	<p>174D. A notice and / or Document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice and / or document in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.</p>
	<p>174E. (i) Notice of every general meeting shall be given in any manner herein before specified to:</p> <ul style="list-style-type: none"> (a) every Member at his last known address; (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; (c) the Auditors of the Company; (d) the Directors of the Company; and (e) the Exchange. <p>(ii) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</p> <p>(iii) All notices served for and on behalf of the Company or the Directors shall only be effectual if</p>

Existing Provisions	Proposed Amendments
	<p>it bears the name of a Director or the Secretary or a duly authorised Officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.</p> <p>(iv) Whenever any notice is required to be given under the provisions of the laws of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.</p> <p>174F. Subject to the Laws and Listing Requirements, the Company does not have to send notices, documents or information to a member whose address on the Register of Member or Record or Register of Depositors is outside Malaysia. This Clause applies to joint shareholders with an address outside Malaysia.</p> <p>For a member registered on a branch register, notices, documents or information can be posted or despatched in Malaysia or in the country where the branch register is kept.</p> <p>174G. This Clause applies where, on two consecutive occasions, notices, documents or information sent or supplied by post have been returned undelivered. If the shareholder registers a new address with the Company and the Bursa Depository (if they hold Depository Shares) where notices, documents or information can be sent or supplied, the shareholder is entitled to have notices, documents or information sent or supplied to them at that address. Otherwise, the shareholder is not entitled to receive any notices, documents or information from the Company.</p>

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22. By inserting the following new Clause 178(2) after the existing Clause 178:-

Existing Provisions	Proposed Amendments
<p>178. Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members to communicate to the public.</p>	<p>178(1) Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members to communicate to the public.</p> <p>(2) Directors or officers of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.</p>

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