



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held at Nyatoh, Level 2, Sunway Hotel Seberang Jaya, No. 11, Lebuh Tenggori Dua, Pusat Bandar Seberang Jaya, Seberang Jaya, 13700 Prai on Thursday, 23 May 2013 at 9.00 a.m.

AGENDA

1. To receive the Audited Financial Statements of the Company for the year ended 31 December 2012 together with the Reports of the Directors and of the Auditors thereon. (Please refer to Note A)
2. To declare the following Dividends for the year ended 31 December 2012:-
 - a) A Special Dividend of 20 sen per share less income tax at 25%; (Resolution 1)
 - b) A First and Final Dividend of 12 sen per share less income tax at 25%. (Resolution 2)
3. To approve the payment of Directors' Fees of up to RM72,000 for the financial year ended 31 December 2012. (Resolution 3)
4. To re-elect the following directors retiring under the Article 98 (1) of the Articles of Association of the Company, and who being eligible, offered themselves for re-election:-
 - a. Loo Hooi Beng (Resolution 4)
 - b. Khoo Lay Tatt (Resolution 5)
5. To consider and if thought fit, to pass the following resolution pursuant to Section 129 (6) of the Companies Act, 1965:-
 "That Cheng Shing Tsung, a Director who is over seventy years of age, who retires in compliance with Section 129(2) of the Companies Act, 1965 be hereby re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting." (Resolution 6)
6. To appoint Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration:-
 Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Annexure A" has been received by the Company for the nomination of Messrs. KPMG for appointment as Auditors of the Company in place of the retiring Auditors, Messrs. Deloitte KassimChan and of the intention to move the following motion to be passed as an Ordinary Resolution:-
 "THAT Messrs. KPMG be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs. Deloitte KassimChan to hold office until the conclusion of the next Annual General Meeting AND THAT authority be and is hereby given for the Directors to determine their remuneration." (Resolution 7)

SPECIAL BUSINESS

7. To consider and if thought fit, to pass the following resolution:-
ORDINARY RESOLUTIONS
 - a) Authority to Issue Shares
 "That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities." (Resolution 8)
 - b) Renewal of Authority to Purchase its own Shares
 "That subject to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association ("M&A") and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-
 - i) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;
 - ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits and share premium account of the Company. As at the latest financial year ended 31 December 2012, the audited retained profits and share premium account of the Company stood at RM47,623,772 and RM18,993,049 respectively;
 - iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
 - iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder.
 The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act, 1965, provisions of the Company's M&A, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals." (Resolution 9)
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the following Dividends for the year ended 31 December 2012, if approved, will be paid on 18 June 2013 to depositors registered in the Records of Depositors on 29 May 2013:-

- a) A Special Dividend of 20 sen per share less income tax at 25%; and
- b) A First and Final Dividend of 12 sen per share less income tax at 25%.

A Depositor shall qualify for entitlement to the Dividends in respect of:-

- a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 29 May 2013 in respect of ordinary transfers;
- b) shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Company will be held at Nyatoh, Level 2, Sunway Hotel Seberang Jaya, No. 11, Lebuh Tenggori Dua, Pusat Bandar Seberang Jaya, Seberang Jaya, 13700 Prai on Thursday, 23rd May 2013 at 10.00 a.m. or immediately following the conclusion or adjournment of the Sixteenth Annual General Meeting, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO P.I.E. INDUSTRIAL BERHAD AND ITS GROUP OF COMPANIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, approval be and is hereby given for the purpose of Chapter 10 of Bursa Malaysia Securities Berhad Main Market Listing Requirements for the Company and its group of companies to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations as listed in Section 3 of the Circular to the shareholders dated 29th April 2013 provided that such transactions are carried out in the ordinary course of business, at arm's length, on normal commercial terms and on terms not more favourable to the Mandated Related Parties than those generally available to the public, are not to the detriment of the minority shareholders and disclosures on the breakdown of the aggregate value of these transactions conducted pursuant to the shareholders' mandate shall be made available in the Annual Report for the year ending 31st December 2013 ("the Mandate") and the Directors of the Company are hereby authorized to give effect to the various arrangements and/or transactions related to the above transactions and this shareholders' mandate.

AND THAT the approval given above shall continue in force until:-

- (a) the conclusion of the next annual general meeting of the Company following the general meeting at which the Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting

whichever is earlier."

By Order of the Board,
HOW WEE LING (MAICSA 7033850)
OOI EAN HOON (MAICSA 7057078)
 Secretaries

Penang
 Date: 29th April 2013

- Notes:-**
- A. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
 1. For the purpose of determining a member who shall be entitled to attend and vote at the AGM & EGM, the Company shall be requesting the Record of Depositors as at 15 May 2013. Only a depositor whose name appears on the Record of Depositors as at 15 May 2013 shall be entitled to attend, speak and vote at the said meetings as well as for appointment of proxy(ies) to attend and vote on his/her stead.
 2. A Member of the Company entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
 3. Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
 4. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
 5. The instrument appointing a proxy must be deposited at the Registered Office, 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia at least 48 hours before the time for holding the Meeting or any adjournments thereof.

Explanatory Note On Special Business:

1. Resolution pursuant to the Authority to issue Shares
 The proposed Resolution No. 8 [Item 7(a)], if passed, will grant a renewed general mandate (Mandate 2013) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.
 The Mandate 2013 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.
 As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.
2. Resolution pursuant to the Authority to Purchase its own Shares
 The proposed Resolution No. 9 [Item 7(b)], if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the issued and paid-up share capital of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.