



NOTICE OF ANNUAL GENERAL MEETING

DATE/TIME : THURSDAY, 15 MAY 2014 AT 10.00 AM.
 VENUE : SABAH ROOM, B2 LEVEL, SHANGRI-LA HOTEL KUALA LUMPUR,
 11 JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR, MALAYSIA.

NOTICE IS HEREBY GIVEN that the 45th Annual General Meeting of PPB Group Berhad will be held at the Sabah Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 15 May 2014 at 10.00 am for the following purposes :

AS ORDINARY BUSINESS

1. To receive the audited Financial Statements for the year ended 31 December 2013 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To approve the payment of a final single tier dividend of 17 sen per share in respect of the financial year ended 31 December 2013 as recommended by the Directors. (Resolution 2)
3. To approve an increase in Directors' fees. (Resolution 3)
(See Explanatory Note 1)
4. To elect the following Directors who retire pursuant to Article 88 of the Articles of Association of the Company :
 4.1 Encik Ahmad Riza bin Basir (Resolution 4)
 4.2 Madam Tam Chiew Lin (Resolution 5)
5. To re-elect Mr Lim Soon Huat who retires pursuant to Article 107 of the Articles of Association of the Company. (Resolution 6)
6. To re-appoint Datuk Oh Siew Nam as a Director of the Company pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of the next Annual General Meeting of the Company. (Resolution 7)
(See Explanatory Note 2)
7. To re-appoint Mazars as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications :

8. **ORDINARY RESOLUTION**
- Authority to issue shares pursuant to Section 132D of the Companies Act 1965
 "THAT subject to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant authorities (if required), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
(Resolution 9)
(See Explanatory Note 3)
9. **ORDINARY RESOLUTIONS**
- Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature with the following related parties :
 (i) persons connected to PGEO Group Sdn Bhd; and (Resolution 10)
 (ii) persons connected to Kuok Brothers Sdn Berhad. (Resolution 11)
 The text of the above resolutions together with details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 24 April 2014.
 (See Explanatory Note 4)
10. **ORDINARY RESOLUTION**
- Proposed authority for PPB Group Berhad to purchase its own ordinary shares up to 10% of the issued and paid-up share capital
(Resolution 12)
 The text of the above resolution together with details of the Proposed Share Buy-back are set out in the Circular to Shareholders dated 24 April 2014.
 (See Explanatory Note 5)
11. To transact any other business of which due notice shall have been given.

NOTICE OF BOOKS CLOSURE AND DATE OF DIVIDEND PAYMENT

Notice has been given on 28 February 2014 that subject to the approval of shareholders at the Annual General Meeting to be held on 15 May 2014, a final single tier dividend of 17 sen per share in respect of the financial year ended 31 December 2013 is payable on 6 June 2014 to members whose names appear in the Record of Depositors on 20 May 2014.

A Depositor shall qualify for entitlement in respect of :

- i) Shares transferred into the Depositor's securities account before 4.00 pm on 20 May 2014 in respect of ordinary transfers; and
- ii) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

Kuala Lumpur
 24 April 2014

By Order of the Board
 Mah Teck Keong (MAICSA 0820976)
 Company Secretary

Appointment of Proxy

- A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Except for an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, a member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or in the case of a corporation, executed under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the AGM or any adjournment thereof.
- Others
 Only a depositor whose name appears on the Record of Depositors of the Company as at 5 May 2014 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

EXPLANATORY NOTES

1. **Proposed increase in Directors' fees**
 The basic fee payable to non-salaried Directors is proposed to be increased from RM45,000/- to RM50,000/- per Director for the financial year 2013. It is also proposed that the fee payable to the Audit Committee ("AC") Chairman be increased from RM15,000/- to RM20,000/-; and from RM10,000/- to RM12,500/- for each AC member. Arising therefrom, the total fees payable to non-salaried Directors would amount to RM280,494/-.
2. **Re-appointment of Director pursuant to Section 129(6) of the Companies Act 1965**
 Pursuant to Section 129(6) of the Companies Act 1965, a person of or over the age of 70 years who is proposed for appointment as a Director of the Company shall be appointed by a resolution passed by a majority of not less than three-fourths of the members of the Company present and voting in person or by proxy at a general meeting, and if so appointed, the Director shall hold office until the conclusion of the next AGM of the Company. The proposed Resolution 7, if passed, would enable Datuk Oh Siew Nam to hold office until the next AGM of the Company.

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3. **Authority to issue shares pursuant to Section 132D of the Companies Act 1965**
 The proposed Ordinary Resolution 9 is to seek a renewal of the general authority for the issue of new ordinary shares in PPB pursuant to Section 132D of the Companies Act 1965 which was approved by shareholders at the AGM held last year. The Company did not issue any new shares after the mandate was obtained at the last AGM.
 The Company continuously seeks opportunities to broaden the operating base and earnings potential of the Group. This may require the issue of new shares not exceeding ten per centum (10%) of the Company's issued share capital.
 The proposed Resolution 9, if passed, would enable the Company to avoid delay and cost of convening further general meetings to approve the issue of shares for such purposes. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.
 At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the said authority has been given, the Company will make an announcement on the purpose and/or utilisation of proceeds arising from such issue.
4. **Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**
 The proposed Ordinary Resolutions 10 and 11 are to enable the Company's subsidiaries to enter into recurrent related party transactions which are necessary for PPB Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not detrimental to the minority shareholders of the Company. This would also eliminate the need to make regular announcements to Bursa Securities or convene separate general meetings from time to time to seek shareholders' approval as and when recurrent related party transactions arise, thereby reducing substantial administrative time and expenses in convening such meetings.
 Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 24 April 2014 despatched together with the Company's 2013 Annual Report.
5. **Proposed authority for PPB Group Berhad to purchase its own ordinary shares up to 10% of the issued and paid-up share capital**
 The proposed Ordinary Resolution 12 is to enable the Company to purchase up to a maximum of 118,549,988 ordinary shares of RM1.00 each, representing 10% of the issued and paid-up share capital.
 Further information on the Proposed Share Buy-back is set out in the Circular to Shareholders dated 24 April 2014 despatched together with the Company's 2013 Annual Report.