



NOTICE OF ANNUAL GENERAL MEETING

DATE/TIME : TUESDAY, 14 MAY 2013 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 44th 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 Tuesday, 14 May 2013 at 10.00 am for the following purposes :

AS ORDINARY BUSINESS

- To receive the audited Financial Statements for the year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. (Resolution 1)
- To approve the payment of a final single tier dividend of 13 sen per share in respect of the financial year ended 31 December 2012 as recommended by the Directors. (Resolution 2)
- To approve the payment of Directors' fees of RM237,423/ - for the financial year ended 31 December 2012. (Resolution 3)
- To elect the following Directors who retire pursuant to Article 88 of the Articles of Association of the Company :
4.1 Mr Ong Hung Hock (Resolution 4)
4.2 Mr Soh Chin Teck (Resolution 5)
- To re-elect Dato' Capt Ahmad Sufian @ Qurnain bin Abdul Rashid who retires pursuant to Article 107 of the Articles of Association of the Company. (Resolution 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. (See Explanatory Note 1) (Resolution 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 :

- 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 2)
- Ordinary Resolution**
– **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The text of the above resolution together with details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 22 April 2013. (Resolution 10)
(See Explanatory Note 3)
- Special Resolution**
– **Proposed amendments to the Articles of Association of the Company**
The text of the above resolution together with details of the proposed amendments to the Articles of Association are set out in the Circular to Shareholders dated 22 April 2013. (Resolution 11)
(See Explanatory Note 4)
- 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 27 February 2013 that subject to the approval of shareholders at the Annual General Meeting to be held on 14 May 2013, a final single tier dividend of 13 sen per share in respect of the financial year ended 31 December 2012 is payable on 3 June 2013 to members whose names appear in the Record of Depositors on 17 May 2013.

A Depositor shall qualify for entitlement in respect of :

- Shares transferred into the Depositor's securities account before 4.00 pm on 17 May 2013 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

Kuala Lumpur
22 April 2013

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 appointer 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.
- Other**
Only a depositor whose name appears on the Record of Depositors of the Company as at 3 May 2013 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

EXPLANATORY NOTES

1) 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.

SPECIAL BUSINESS

2) 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.

3) Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 10 is 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 22 April 2013 despatched together with the Company's 2012 Annual Report.

4) Proposed amendments to the Articles of Association of the Company

The proposed Special Resolution 11 is to enable the Company to align its Articles of Association ("Articles") with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the proposed amendments to the Articles is set out in the Circular to Shareholders dated 22 April 2013 despatched together with the Company's 2012 Annual Report.