

PJBUMI BERHAD
(Company No: 141537 M)
Incorporated in Malaysia

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("AGM") of the Company will be held at Holiday Villa Subang, Level 4 Convention Centre, No. 9, Jalan SS 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Thursday, 27 June 2013 at 10.15 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To re-elect the following directors retiring in accordance with the Company's Articles of Association, and being eligible, have offered themselves for re-election :
 - a. Mohd Mahyudin bin Zainal (Ordinary Resolution 1)
 - b. Ahmad bin Md Daud (Ordinary Resolution 2)
 - c. Mustafa bin Ibrahim (Ordinary Resolution 3)
 - d. Abdul Rahman bin Haji Siraj (Ordinary Resolution 4)
 - e. Nik Md Nor Suhaimi bin Nik Ibrahim (Ordinary Resolution 5)
3. To appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors (Notice of Nomination and Consent Letter enclosed on pages 89 and 90 respectively of the Annual Report) of the Company in place of the retiring Auditors, Messrs Ernst & Young (letter enclosed on page 88 of the Annual Report) and to authorize the Directors to fix their remuneration. (Ordinary Resolution 6)

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution:-

4. **PROPOSED RENEWAL OF AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Ordinary Resolution 7)

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next AGM of the Company AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."
5. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** (Special Resolution)

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Annual Report be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and Secretary be and are hereby authorised to carry out all the necessary steps to give effect to the amendments."
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)
Company Secretaries

Selangor
Dated : 5 June 2013

Notes :-

- A. This Agenda item is meant for discussion only as the provision in the Company's Articles of Association do not require a formal approval of 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, the Company shall be requesting the Record of Depositors as at 21 June 2013. Only a depositor whose name appears on the Record of Depositors as at 21 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
 2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies and that a proxy need not also be a Member.
 3. When a member appoints two or more proxies the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
 4. Where a member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 5. Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
 6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such an appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
 7. The instrument appointing a proxy must be deposited at the Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
 8. **Explanatory note on Special Business:-**

Ordinary Resolution 7

The proposed Resolution 7 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 15 June 2012.

Special Resolution

The proposed Special Resolution on the amendments to the Articles of Association of the Company are to be in line with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements.