

PJBUMI BERHAD (141537-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth Annual General Meeting ("29th AGM") of the Company will be held at Holiday Villa Subang, Level 3, Ivory 6 Meeting Room, No. 9 Jalan 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Friday, 27 June 2014 at 10.00 am for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.

AS ORDINARY BUSINESS

2. To re-elect Encik Mohd Mahyudin bin Zainal who retires by rotation pursuant to Article 102 of the Company's Articles of Association, and being eligible, offered himself for re-election. **Ordinary Resolution 1**
3. To approve the Fees payable to the Directors of the Company as follows:- **Ordinary Resolution 2**
 - Directors' Fees at RM2,000 per month for each Director;
 - An additional Fee at RM1,000 per month for Chairman of the Board; and
 - An additional Fee at RM500 per month for Chairman of the Board Committee.
4. To re-appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 3**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution, with or without modifications:-

5. **ORDINARY RESOLUTION 4**
PROPOSED RENEWAL OF AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"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 percent (10%) 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 further authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued".

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. CHANDRANSEGARAN A/L S. MURUGASU (MAICSA NO.0781031)
Company Secretaries

Dated: 4 June 2014
Selangor

Notes:-

1. Depositors whose names appear in the Record of Depositors as at 20 June 2014 shall be regarded as members of the Company entitled to attend, speak and vote at this AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply. Where a member appoints two (2) or more proxies to attend and vote at the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under the SICDA which is exempted from compliance with the provisions of Subsection 25(A)(1) of the SICDA, of 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other attorney (if any), under which it is signed or notarially certified copy thereof, shall be deposited at the Registered Office of the Company 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 Extraordinary General Meeting or any adjournment thereof.

Notes to the Agenda:-**Agenda 1**

This agenda item is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 do not require shareholders to approve annual audited financial statements and hence, it is not put forward for voting.

Agenda 3

The Ordinary Resolution 2 is proposed to ensure that the Directors are adequately remunerated so that the Company will be able to attract and retain persons of calibre and credibility with the necessary skills and experience to be members of the Board of the Company.

All the Directors of the Company will abstain from voting on this Ordinary Resolution.

Agenda 5

The Proposed Ordinary Resolution 4 is primarily to give flexibility to the Board of Directors to issue shares in the Company up to a maximum of 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM required by law to be held, whichever is earlier. The mandate sought is a renewal of an existing mandate.

The renewed authority will provide flexibility to the Company for the allotment of shares for the purposes of future investment, working capital and/or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 27 June 2013.