

PJBUMI BERHAD

PJBUMI BERHAD

(Company No. 141537-M)

(Incorporated in Malaysia under the Companies Act, 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of PJBumi Berhad will be held at Level 1, Orchid Meeting Room, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah, 40150 Shah Alam, Selangor Darul Ehsan on Friday, 3 March 2017 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION 3

PROPOSED DISPOSAL BY PJBUMI COMPOSITES SDN BHD ("PCSB"), A WHOLLY-OWNED SUBSIDIARY OF PJBUMI BERHAD ("PJBUMI" OR THE "COMPANY"), OF A PARCEL OF LAND HELD IN PERPETUITY UNDER LOT PT 60592, HSD 35963, BANDAR SUNGAI PETANI, DISTRICT OF KUALA MUDA, KEDAH DARUL AMAN TOGETHER WITH A PURPOSE-BUILT DETACHED FACTORY ERECTED THEREON ("PROPERTY") TO YT CAPITAL SDN BHD ("YCSB") FOR A CASH CONSIDERATION OF RINGGIT MALAYSIA THIRTEEN MILLION ONLY (RM13,000,000) ("PROPOSED DISPOSAL")

"THAT subject to the provisions under the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant authorities/parties (where relevant/required) being obtained/fulfilled or waived (where permitted by law), approval be and is hereby given to PCSB to dispose of the Property to YCSB for a total cash consideration of RM13,000,000, subject to and upon the terms and conditions set out in the conditional sale and purchase agreement dated 28 November 2016 entered into between PCSB and YCSB in relation to the Proposed Disposal.

AND THAT any one of the Directors of PJBumi and/or PCSB be and are hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they may deem fit or consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Disposal with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposal and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Disposal as may be approved/required by the relevant regulatory authorities and/or as the Directors of PJBumi and/or PCSB deem fit and to do all such things as they may consider necessary, desirable, appropriate or expedient in the best interests of PJBumi and PCSB."

Note: The other ordinary resolutions will be tabled by the Company at the forthcoming EGM, further details of which are set out in the circular to shareholders in relation to the Proposed Acquisition and the Proposed Free Warrants Issue (as defined therein), which will be despatched separately. Please refer to the said circular to shareholders for further details of the other ordinary resolutions to be tabled.

BY ORDER OF THE BOARD PJBUMI BERHAD

LIM SECK WAH (MAICSA 0799845)

M. CHANDRASEGARAN A/L S.MURUGASU (MAICSA 0781031)

Company Secretaries

Kuala Lumpur

16 February 2017

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 27 February 2017. Only a depositor whose name appears on the Record of Depositors as at 27 February 2017 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, 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. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for 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 authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
6. The Form of Proxy must 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 48 hours before the time set for holding the meeting or any adjournment thereof.
7. The resolution as set out in this notice of EGM is to be voted by poll.