



NOTICE OF ANNUAL GENERAL MEETING

Date/Time : Friday, 17 May 2019 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 50th 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 Friday, 17 May 2019 at 10.00 am for the following purposes :

AS ORDINARY BUSINESS

- To receive the audited Financial Statements for the year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
(See Explanatory Note 1)
- To approve the payment of a final dividend of 20 sen per share in respect of the financial year ended 31 December 2018 as recommended by the Directors. (Resolution 1)
- To approve the Directors' fees for the financial year ended 31 December 2018. (Resolution 2)
 - To approve the payment of Directors' benefits for the period from 1 July 2019 to 30 June 2020. (Resolution 3)
(See Explanatory Note 2)
- To re-elect the following Directors pursuant to the Articles of Association of the Company :
 - Dato' Capt Ahmad Sufian @ Qurnain bin Abdul Rashid (Resolution 4)
 - Madam Tam Chiew Lin (Resolution 5)
- To appoint Ernst & Young as auditors of the Company and authorise the Directors to fix their remuneration.
(See Explanatory Note 3) (Resolution 6)

AS SPECIAL BUSINESS

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

- Ordinary Resolution**
To approve the continuation of Dato' Captain Ahmad Sufian @ Qurnain bin Abdul Rashid's tenure as an independent director. (Resolution 7)
(See Explanatory Note 4)
- Ordinary Resolution**
– **Authority to issue shares pursuant to the Companies Act 2016**
"THAT subject to the Companies Act 2016, the Articles of Association/Constitution of the Company and 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 ordinary shares 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."
(See Explanatory Note 5) (Resolution 8)
- Ordinary Resolution**
– **Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature with persons connected with PGEO Group Sdn Bhd** (Resolution 9)

The text of the above resolution together with details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 19 April 2019.
(See Explanatory Note 6)
- Ordinary Resolution**
– **Proposed renewal of authority for PPB Group Berhad to purchase its own ordinary shares up to 10% of the issued shares** (Resolution 10)

The text of the above resolution together with details of the Proposed Share Buy-back are set out in the Circular to Shareholders dated 19 April 2019.
(See Explanatory Note 7)
- Special Resolution**
– **Proposed adoption of a new Company Constitution in place of the existing Memorandum and Articles of Association** (Resolution 11)

"That a new Constitution as set out in Appendix III of the Circular to Shareholders dated 19 April 2019 be adopted in place of the existing Memorandum and Articles of Association of the Company; and that the Directors and Secretary be and are hereby authorised to take all actions they may consider necessary or expedient as may be required by the relevant authorities in order to finalise, implement and give full effect to the proposed adoption of the new Constitution."

The details of the Proposed Adoption are set out in the Circular to Shareholders dated 19 April 2019.
(See Explanatory Note 8)
- 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 2019 that subject to shareholders' approval at the Annual General Meeting to be held on 17 May 2019, a final dividend of 20 sen per share in respect of the financial year ended 31 December 2018 is payable on Monday, 10 June 2019 to members whose names appear in the Record of Depositors on Friday, 24 May 2019.

A Depositor shall qualify for entitlement in respect of :

- Shares transferred into the Depositor's securities account before 4.00 pm on Friday, 24 May 2019 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
19 April 2019

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 9 May 2019 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

EXPLANATORY NOTES

- Audited financial statements for the financial year ended 31 December 2018**
This item of the agenda is meant for discussion only, in accordance with Section 340(1)(a) of the Companies Act 2016 (the "Act") which requires the laying of the audited financial statements, and the reports of the directors and auditors at an annual general meeting ("AGM"). Hence, this agenda item will not be put forward for voting.
- Directors' fees and benefits**
The benefits comprise allowances and benefits-in-kind payable to non-salaried Directors, of which the estimated value for the period from 1 July 2019 to 30 June 2020 is RM311,000/-.
- Proposed appointment of auditors**
The retiring auditors, Mazars PLT are not seeking re-appointment at the forthcoming 50th AGM. The Company has received a letter dated 18 March 2019 to nominate Ernst & Young for appointment as auditors, a copy of which is annexed on page 210 of the 2018 Annual Report.

SPECIAL BUSINESS

- Independent director's tenure**
Dato' Captain Ahmad Sufian @ Qurnain bin Abdul Rashid was appointed as an Independent Non-executive Director on 22 June 2009 and his tenure as an independent director was extended at the 49th AGM of the Company in 2018 until the conclusion of the next AGM, pursuant to the recommendation in the Malaysian Code on Corporate Governance. The Board through the Nomination Committee has carried out the necessary assessment and is satisfied that Dato' Sufian is able to exercise independent judgement and act in the best interest of the Company. He has effectively applied his experience and knowledge to discharge his duties and responsibilities as a Director of the Company.

Dato' Sufian is the Chairman of the Remuneration Committee and a member of the Audit Committee. His profile is set out on page 40 of the Annual Report. He is also in compliance with the relevant criteria and provisions in the Bursa Securities Main Market Listing Requirements on independent directors. Dato' Sufian abstained from all deliberations at the Board meeting in relation to the recommendation of Resolution 7.
- Authority to issue shares pursuant to the Companies Act 2016**
The proposed Ordinary Resolution 8 is to seek a renewal of the general authority for the issue of new ordinary shares in PPB pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by shareholders at the AGM held in 2018. The Company did not issue any new ordinary shares after the mandate was obtained at the last AGM.

The Company continually seeks opportunities to broaden the operating base and earnings potential of the Group. This may require the issue of new ordinary shares not exceeding ten per centum (10%) of the Company's issued shares. The proposed Resolution 8, 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.

There is presently no decision to issue new ordinary shares. Should there be a decision to issue 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.
- Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**
The proposed Ordinary Resolution 9 is to enable the Company's subsidiaries to enter into recurrent related party transactions which are necessary for the 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 19 April 2019 despatched together with the 2018 Annual Report.
- Proposed renewal of authority for PPB Group Berhad to purchase its own ordinary shares up to 10% of the issued shares**
The proposed Ordinary Resolution 10 is to enable the Company to purchase up to a maximum of 142,259,893 ordinary shares, representing 10% of the present issued shares of the Company.

Further information on the Proposed Share Buy-back is set out in the Circular to Shareholders dated 19 April 2019 despatched together with the 2018 Annual Report.
- Proposed adoption of a new Company Constitution in place of the existing Memorandum and Articles of Association**
The proposed Special Resolution 11 is to enable the Company to adopt a new Constitution to align with the provisions in the Companies Act 2016, and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the Proposed Adoption is set out in the Circular to Shareholders dated 19 April 2019 despatched together with the 2018 Annual Report.