

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23rd) Annual General Meeting of the Company will be held at Olive & Orchid Room (Level C) One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on **21 May 2019 (Tuesday) at 11.00 a.m.** for the following purposes:

AGENDA

- | | |
|---|--------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. | |
| 2. To approve the payment of Directors' Fees of RM578,000.00 for the financial year ended 31 December 2018. | Resolution 1 |
| 3. To approve the payment of meeting allowance of RM500.00 per meeting for attendance of each Non-Executive Director from May 2019 until the next Annual General Meeting. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring pursuant to Article 103 of the Company's Articles of Association: | |
| 4.1 Datuk Ling Suk Kiong | Resolution 3 |
| 4.2 Dato' Gerald Hans Isaac | Resolution 4 |
| Note: Datuk Selva Kumar A/L Mookiah is retiring at the 23 rd Annual General Meeting and has indicated he is not seeking re-election. | |
| 5. To re-elect Datuk Hasmi bin Hasnan who is retiring pursuant to Article 109 of the Company's Articles of Association. | Resolution 5 |
| 6. To re-appoint KPMG PLT as Auditors and to authorise the Board of Directors to fix their remuneration. | Resolution 6 |

SPECIAL BUSINESS

- | | |
|--|--------------|
| 7. To consider and if thought fit, pass the following resolution: | |
| Special Resolution | |
| Proposed Adoption of new Constitution of the Company to replace the existing Memorandum and Articles of Association | Resolution 7 |

"THAT the existing Memorandum and Articles of Association of the Company be replaced in its entirety with a new Constitution as set out in Appendix II of the Company's Circular to Shareholders dated 22 April 2019."

Ordinary Resolutions:

- | | |
|---|--------------|
| 7.1 Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 | Resolution 8 |
|---|--------------|

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant 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 deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- | | |
|--|--------------|
| 7.2 Proposed Renewal of Existing Shareholders' Mandate For Recurrent Related Party Transactions of a revenue or Trading Nature. | Resolution 9 |
|--|--------------|

"THAT approval be and is hereby given to the Company and/or its subsidiaries ("PPB Group" or "the Group") to enter into and to give effect to renew the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 22 April 2019 ("the Circular"), provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

THAT, the estimates given on the recurrent related party transactions specified in Section 2.3.2 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.4 of the Circular and the aggregate value of the Recurrent Related Party Transactions be disclosed in the Annual Report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate."

By Order of the Board,

LEONG OI WAH (MAICSA 7023802)
Company Secretary
22 April 2019

Notes:

A Member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy to attend and vote his stead. Where there are two (2) or more proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy.

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

Depositors who appear in the Record of Depositors as at 14 May 2019 shall be regarded as Member of the Company entitled to attend the Twenty-Third (23rd) Annual General Meeting or appoint a proxy to attend and vote on his behalf.

Resolutions 7 and 9

Please refer to the Circular to Shareholders dated 22 April 2019 for further information.

Resolution 8

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 23 May 2018 ("Previous Mandate"). The Company had on 16 May 2017 announced the proposed use of the Previous Mandate for the private placement exercise of up to 10% of the total number of issued shares of the Company. Bursa Malaysia Securities Berhad ("Bursa Securities") had vide its letter dated 14 December 2017 approved the listing of and quotation for up to 77,847,094 new shares on the Main Market of Bursa Securities. The Company had on 13 December 2018 announced that it has decided not to proceed with the Private Placement.

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purpose of funding of working capital and capital expenditures.