



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 51st Annual General Meeting of PPB Group Berhad will be held at the Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (the "Broadcast Venue") on Friday, 12 June 2020 at 10.00 am (Malaysia time) for the following purposes:

1. To receive the audited financial statements for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.  
(See Explanatory Note 1)
2. a) To approve Directors' fees for the financial year ended 31 December 2019. (Resolution 1)  
(See Explanatory Note 2)  
b) To approve the payment of Directors' benefits for the period from 1 July 2020 to 30 June 2021. (Resolution 2)  
(See Explanatory Note 2)
3. To re-elect the following Directors pursuant to the Constitution of the Company:
  - a) Tan Sri Datuk Oh Siew Nam (Resolution 3)
  - b) Mr Lim Soon Huat (Resolution 4)
  - c) Encik Ahmad Riza bin Basir (Resolution 5)
4. To re-appoint Ernst & Young PLT as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

### OTHER BUSINESS

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

5. **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 3)
6. **Ordinary Resolution**  
– **Authority to issue shares pursuant to the Companies Act 2016** (Resolution 8)  
"THAT subject to the Companies Act 2016, the Constitution of the Company and the 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 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 4)
7. **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 May 2020.  
(See Explanatory Note 5)
8. **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 May 2020.  
(See Explanatory Note 6)

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9. To transact any other business of which due notice shall have been given.

Kuala Lumpur  
19 May 2020

By Order of the Board  
Mah Teck Keong  
Company Secretary  
(MAICSA 0820976)

### Notes

#### A. Remote participation and voting

- The 51st Annual General Meeting ("AGM") of the Company will be conducted through live streaming and remote online voting via Remote Participation and Voting ("RPV") facilities. Please follow the procedures in the **Administrative Guide for Shareholders** to register, participate and vote remotely at the AGM via the RPV facilities.
- The Broadcast Venue is limited to only essential individuals required to be physically present at the venue to organise and conduct the fully virtual AGM.
- A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this AGM via the RPV facilities must request his/her proxy to register him/herself for the RPV at Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") **TIIH Online** website at <https://tiih.online>.

#### B. Appointment of proxy

- A member of the Company entitled to attend and vote at the 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 appointer 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 office of Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or by electronic submission via Tricor's **TIIH Online** website at <https://tiih.online> not less than 48 hours before the time for holding the AGM or any adjournment thereof. For further information on electronic submission of Proxy Forms, please refer to the procedures in the **Administrative Guide for Shareholders**.

#### C. Others

- Only a depositor whose name appears in the Record of Depositors of the Company as at 2 June 2020 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

### EXPLANATORY NOTES

#### 1) **Audited financial statements for the financial year ended 31 December 2019**

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.

#### 2) **Directors' fees and benefits**

The proposed directors' fees payable to non-salaried directors for the financial year ended ("FYE") 31 December 2019 remain unchanged from FYE 2018, ie RM940,000/-.

The benefits comprise allowances and benefits-in-kind payable to non-salaried Directors, of which the estimated value for the period from 1 July 2020 to 30 June 2021 is RM290,000/-.

## NOTICE OF ANNUAL GENERAL MEETING

### OTHER BUSINESS

#### 3) 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 has been extended at the 50th AGM of the Company in 2019 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 in the Directors' Profiles section 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.

#### 4) 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 Act which was approved by shareholders at the AGM in 2019. The Company did not issue any new 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 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 shares. Should there be a decision to issue new 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.

#### 5) Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPTs")

The proposed Ordinary Resolution 9 is to enable the Company's subsidiaries to enter into RRPTs 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 Malaysia Securities Berhad or convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs 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 May 2020.

#### 6) 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 issued shares of the Company.

Further information on the Proposed Share Buy-back is set out in the Circular to Shareholders dated 19 May 2020.



## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

<b>MEETING</b>	: 51ST ANNUAL GENERAL MEETING
<b>DATE</b>	: Friday, 12 June 2020
<b>TIME</b>	: 10.00 am (Malaysia time)
<b>BROADCAST VENUE</b>	: Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

### 1. Fully Virtual Annual General Meeting

The Company ("PPB") will conduct its 51st Annual General Meeting ("AGM") entirely via live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. This is in line with the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued on 18 April 2020 by the Securities Commission Malaysia for listed issuers to conduct fully virtual or hybrid general meetings where safe distancing requirements remain.

The Broadcast Venue is limited to essential individuals required to be physically present at the venue to organize and conduct the virtual AGM of the Company.

Shareholders are invited to participate and vote at the forthcoming AGM via Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") TIH Online website at <https://tiih.online>.

### 2. No door gifts/vouchers

No door gift(s) or e-voucher(s) will be distributed this year to shareholders/proxies who participate in the AGM.

### 3. Entitlement to participate and vote at the AGM

Only a depositor whose name appears on the Record of Depositors of the Company as at Tuesday, 2 June 2020 shall be eligible to participate in the AGM or appoint proxy(ies) or corporate representative(s) to participate and vote on his/her behalf.

As the AGM is a fully virtual meeting, a member entitled to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/her proxy to attend and vote in his/her stead, and indicate his/her voting instructions in the Proxy Form.

The instrument appointing a proxy must be deposited at the office of Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; **or** by electronic submission via Tricor's **TIH Online** website at <https://tiih.online> not less than 48 hours before the time for holding the AGM or any adjournment thereof. Further information on electronic submission of proxy forms is set out in item 4 below.

A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this AGM via the RPV facilities must request his/her proxy to register him/herself for the RPV at Tricor's **TIH Online** website at <https://tiih.online>.

#### 4. RPV facilities

The RPV facilities are available on Tricor's **TIIH Online** website at <https://tiih.online>. Please follow the following procedures to register and join the AGM using the RPV facilities:

##### A. Open user account with Tricor

Individual shareholder/proxy/authorised representative	Access the website at <a href="https://tiih.online">https://tiih.online</a> and register as a user under "e-Services". Refer to the tutorial guide on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
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##### B. Before the AGM

Procedure	Action
Submit your request to participate and vote at the AGM	<ul style="list-style-type: none"> <li>Registration is open and will continue to be opened until 10.00 am on Wednesday, 10 June 2020.</li> <li>Login with your user ID and password provided by Tricor and select the corporate event "<b>(REGISTRATION) PPB 51st AGM</b>".</li> <li>Read and agree to the Terms and Conditions, and confirm the Declaration.</li> <li>Select "Register for Remote Participation and Voting".</li> <li>Review your registration and proceed to register.</li> <li>The TIIH Online system will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at 2 June 2020, you will receive an email notification to approve or reject your registration for remote participation.</li> </ul>

##### C. On the day of the AGM

Procedure	Action
i. Login to TIIH Online	Login with your user ID and password for remote participation at the AGM on 12 June 2020 at any time from 9.30 am, ie 30 minutes before the commencement of the AGM at 10.00 am.
ii. Participate through live streaming	<ul style="list-style-type: none"> <li>Select the corporate event: "<b>(LIVE STREAM MEETING) PPB 51st AGM</b>" to engage in the proceedings of the AGM remotely.</li> </ul> <p>You may use the query box to submit/transmit your question(s) to the Chairman/Board.</p>
iii. Online remote voting	<ul style="list-style-type: none"> <li>You may vote at any time commencing from the start of the AGM at 10.00 am.</li> <li>Select the corporate event: "<b>(REMOTE VOTING) PPB 51st AGM</b>".</li> <li>Read and agree to the Terms and Conditions, and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings or shareholdings of the beneficiary.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
iv. End of remote participation	The live streaming will end when the Chairman of the Meeting announces the closure of the AGM.

##### Note to users of the RPV facilities:

- Should your application to join the meeting be approved, Tricor will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with log-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616/011-40803168/011-40803169/011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

## 5. Revocation of Proxy

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate and vote at the AGM yourself, please contact Tricor (contact details are set out in item 9 below) to revoke the earlier appointed proxy not later than 48 hours before the meeting.

## 6. Poll Voting

Voting at the AGM will be conducted by poll. Tricor Investor and Issuing House Services Sdn Bhd is appointed as poll administrator to conduct the polling process, and independent scrutineers will be appointed to verify the results of the poll.

Kindly refer to item 4C above for guidance on how to vote remotely from the TIH Online website at <https://tiih.online>.

## 7. Participation through live streaming, question and voting at the AGM

The Chairman and management will respond to their best endeavours, questions submitted by shareholders which relate to the matters in the agenda of the AGM.

*Please note that no recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.*

## 8. Communication guidance

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the AGM arrangements.

## 9. Enquiries

If you have any enquiries on the RPV facilities, please email: [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) (General Line/Fax No: +6(03) 27839299/+6(03) 27839222) or contact the following Tricor personnel:

Name	Email address	Contact number <sup>#</sup>
Cik Ros Sakila Bahari	<a href="mailto:Sakila@my.tricorglobal.com">Sakila@my.tricorglobal.com</a>	+6(03) 2783 9277
En Mohammad Amirul Iskandar Bin Azizan	<a href="mailto:Mohammad.Amirul@my.tricorglobal.com">Mohammad.Amirul@my.tricorglobal.com</a>	+6(03) 2783 9299

<sup>#</sup> Mondays – Fridays, from 8.30 am to 5.30 pm.

## 10. Consent to the use of personal data

By registering for the RPV facilities and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of his/her personal data for purposes of processing and administration by the Company or its agents; and to comply with any laws, listing rules, regulations and/or guidelines.

19 May 2020



I/We \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_

of \_\_\_\_\_ Telephone No.: \_\_\_\_\_

being a member/members of PPB GROUP BERHAD hereby appoint the person(s) below as my/our proxy(ies) to vote for me/us and on my/our behalf at the 51st Annual General Meeting ("AGM") of the Company to be held at the Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 12 June 2020 at 10.00 am (Malaysia time) and at any adjournment thereof:

Option#	Name of proxy(ies)	NRIC/ Passport No.	Address	Proportion of shareholding to be represented
<input type="checkbox"/>	The Chairman of the Meeting			%
<input type="checkbox"/>	<b>Appoint ONE proxy only</b> (Please complete details of proxy below)			
				%
<input type="checkbox"/>	<b>Appoint MORE THAN ONE proxy</b> (Please complete details of proxies below)			
	First Proxy			%
	Second Proxy			%
				100%

# Please tick ONE box only.

**IMPORTANT NOTE**

Please (i) tick [✓] **ONLY ONE** of the above boxes, (ii) complete the details of your proxy/proxies and the proportion of your holding to be represented (if applicable), and (iii) sign or execute this form. The appointment will be **INVALID** if this form is not completed correctly in accordance with the said instructions.

My/Our proxy(ies) is/are to vote as indicated below:

No.	Resolutions	For	Against
1	To approve Directors' fees.		
2	To approve the payment of benefits to Directors.		
3	To re-elect Tan Sri Datuk Oh Siew Nam as a Director.		
4	To re-elect Mr Lim Soon Huat as a Director.		
5	To re-elect Encik Ahmad Riza bin Basir as a Director.		
6	To re-appoint Ernst & Young PLT as Auditors of the Company.		
7	To approve the continuation of Dato' Captain Ahmad Sufian @ Qurnain bin Abdul Rashid's tenure as an independent director.		
8	To authorise the Directors to allot and issue shares.		
9	To approve a shareholders' mandate for recurrent related party transactions of a revenue or trading nature with persons connected with PGEO Group Sdn Bhd.		
10	To approve the Proposed Share Buy-back.		

(Please indicate with an 'X' in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.)

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2020.

\_\_\_\_\_  
Signature

**NOTES:**

- a) A member of the Company entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- b) 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.
- c) The Proxy Form must be signed by the appointer 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.
- d) The instrument appointing a proxy must be deposited at the office of Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"), Unit 32-01, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or by electronic submission via Tricor's **TIH Online** website at <https://tih.online> not less than 48 hours before the time for holding the AGM or any adjournment thereof. For further information on electronic submission of Proxy Forms, please refer to the procedures in the **Administrative Guide for Shareholders**.
- e) Only a depositor whose name appears in the Record of Depositors of the Company as at 2 June 2020 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

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**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**

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Avenue 3, Bangsar South

8 Jalan Kerinchi

59200 Kuala Lumpur

Malaysia