

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth Annual General Meeting (“24<sup>th</sup> AGM”) of the Company will be held at **Tricor Leadership Room**, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“Broadcast Venue”) on **22 June 2020 (Monday) at 10.00 a.m.** and conducted entirely through live streaming from the Broadcast Venue for the following purposes:

**AGENDA**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.    |              |
| 2. To approve the payment of Directors’ Fees of RM388,000.00 for the financial year ended 31 December 2019.  | Resolution 1 |
| 3. To approve the payment of meeting allowance of RM500.00 per meeting for attendance of each Non-Executive Director from May 2020 until the next AGM. | Resolution 2 |
| 4. To re-elect the following Directors who are retiring pursuant to the following Articles in Company’s Constitution:                                  |              |
| 4.1 Mr Bailey Kho Chung Siang (Article 110)  | Resolution 3 |
| 4.2 En Alias bin Mat Lazin (Article 110)   | Resolution 4 |
| 4.3 Datuk Dr Abd Hapiz bin Abdullah (Article 110)  | Resolution 5 |
| 4.4 Pn Siti Nur Binti Mokhtar (Article 116)  | Resolution 6 |
| 5. To re-appoint KPMG PLT as Auditors and to authorise the Board of Directors to fix their remuneration.   | Resolution 7 |

**SPECIAL BUSINESS**

6. To consider and if thought fit, pass the following ordinary resolutions:
- 6.1 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 (“the Act”) 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 20% 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 AGM of the Company.”

- 6.2 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 28 May 2020 (“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:

- the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
- 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Act); or
- 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  
SSM Practising Certificate No. 201908000717  
Company Secretary  
28 May 2020

**IMPORTANT NOTICE ON REMOTE PARTICIPATION AND VOTING:**

- In view of the social distancing requirements under the Movable Control Order (“MCO”) that was issued following the COVID-19 outbreak, the 24<sup>th</sup> AGM will be conducted through live streaming and online voting using Remote Participation and Voting (“RPV”) facilities which are available on Tricor’s TIH Online website at <https://tiah.online>. Please refer to Administrative Details for the 24<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
- The venue of the 24<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No Members/Proxy(ies) will be allowed to be physically present at the Broadcast Venue as the Company has to comply with the MCO social distancing requirements.
- Shareholders/Proxy(ies) who wish to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) may do so remotely via the RPV facilities. Please follow the procedures provided in the Administrative Details for the 24<sup>th</sup> AGM in order to register, participate and vote remotely.

**PROXY NOTES**

- A Member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in their place. A proxy may but need not be a member of the Company.
- A Member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the Member at the AGM via RPV.
- Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company that is standing to the credit of the said securities account.
- Where a Member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (Omnibus Account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialed.
- A Member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 24<sup>th</sup> AGM via RPV facilities must request his/her proxy to register himself/herself at TIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details for Shareholders on 24<sup>th</sup> AGM.
- The appointment of proxy may be made in a hardcopy form or by electronic means as follows:  
In Hardcopy Form  
The Form of Proxy or 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 the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding this AGM or no later than 20 June 2020 at 10.00 a.m.  
By Tricor Online System (TIH Online)  
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIH Online (applicable to individual shareholder only). The website to access TIH Online is <https://tiah.online>. (Kindly refer to the Administrative Details-Electronic Submission of Form of Proxy for General Meeting).
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:  
  - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:  
    - at least two (2) authorised officers, of whom one shall be a director; or
    - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- For the purpose of determining a member who shall be entitled to attend this meeting via the RPV facilities, the Company shall request Bursa Malaysia Depository Sdn Bhd in accordance with Article 36(1) of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at **5.00 p.m. on 16 June 2020**. Only a depositor whose name appears therein shall be entitled to attend this meeting or appoint a proxy to attend and/or vote on his stead.

**EXPLANATORY NOTES**

- Ordinary Resolution 8**  
The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum twenty per centum (20%) of the total number of issued shares of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company (“20% General Mandate”). This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.  
The 20% General Mandate sought for issue of securities is a new mandate taking into account the flexibility given by Bursa Malaysia Securities Berhad under their letter dated 16 April 2020 for listed issuers to seek a higher general mandate of not more than 20% of the total number of the Company’s issued shares (including treasury shares) for the issuance of new securities.  
The Board of Director is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as the Company may need to undertake a fund-raising exercise expediently and for larger amount of proceeds to be raised to counter any potential bearish market price of the Company’s shares.  
The tabling of the 20% General Mandate at the 24<sup>th</sup> AGM 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 placement of shares for purpose of funding of working capital, capital expenditures, settlement of trade and non-trade creditors, repayment of banking facilities or as consideration for strategic investments.  
The mandate obtained at the 23<sup>rd</sup> AGM in 2019 for authority to allot shares of the Company up to 10% of the total number of issued shares of the Company was not utilized.
- Ordinary Resolution 9**  
Please refer to the Circular to Shareholders dated 28 May 2020 for further information on the Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature.