

PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

18 August 2020

Dear Shareholders,

PJBUMI BERHAD ANNUAL GENERAL MEETING 2020

We are pleased to inform that PJBumi Berhad ("PJBumi" or "the Company") will be convening the Thirty-Fifth Annual General Meeting ("AGM") of the Company on Friday, 18th September 2020 at Concorde Hotel Shah Alam, Level 1, Orchid Meeting Room, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan at 10:00 a.m.

Members who are eligible but not able to attend the AGM, may appoint a proxy to attend in his/her stead.

We attach herewith the following for your kind attention:-

- i) Notice of Thirty-Fifth AGM
- ii) Administrative Guide
- iii) Proxy Form

For your information, the Annual Report 2019 was duly despatched to you on 26 June 2020. A copy of the Annual Report 2019 can also be downloaded from our website at www.pjbumi.com.my or by scanning the QR code.



By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO.0781031)

Company Secretaries

PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fifth Annual General Meeting ("35th AGM") of the Company will be held at Concorde Hotel Shah Alam, Level 1, Orchid Meeting Room, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 18 September, 2020 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM13,500.00 for the year ended 31 December 2019.
3. To re-elect the following director retiring pursuant to the Company's Constitution, and being eligible, offered himself for re-election: -
 - (i) Encik Nik Md Nor Suhaimi Bin Nik Ibrahim (Article 86)
4. To re-appoint Messrs Jamal, Amin & Partners as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

**Ordinary
Resolution 1**

**Ordinary
Resolution 2**

**Ordinary
Resolution 3**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution:

5. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) AND SECTION 76 (1) OF THE COMPANIES ACT 2016**

"That pursuant to Section 75 (1) and Section 76 (1) of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company from time to time 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 issued share capital of the Company thereat AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted."

**Ordinary
Resolution 4**

6. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO.0781031)

Company Secretaries

Dated: 18 August 2020
Selangor

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 11 September 2020. Only a depositor whose name appears on the Record of Depositors as at 11 September 2020 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. A proxy may but need not be a member of the Company and a member may appoint any person to be his 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. **Explanatory Notes To Special Businesses**

Resolution Pursuant to Section 75 (1) and Section 76 (1) of the Companies Act, 2016

The Proposed Resolution 4 is the renewal of the general mandate obtained from the shareholders at the last AGM. As at the date of this notice, the Company did not allot any share pursuant to the general mandate granted to the Directors at the 34th Annual General Meeting held on 21 June 2019.

This Ordinary Resolution 4, if passed, will empower the Directors to allot and issue ordinary shares up to an amount not exceeding 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company, based on the additional temporary relief measures granted by Bursa Malaysia Securities Berhad to listed corporation via its letter dated 16 April 2020. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund raising activities for future investment projects or undertakings or for working capital purpose as the Directors may in their absolute discretion deem fit.

After having considered all aspect of the 20% General Mandate, the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis:-

- (a) The interest of the Company as well as its long term shareholders should be in congruence with the issue of long term sustainability of the Company as only a business operation with healthy and sufficient working capital could generate positive returns to the Company and its shareholders.
- (b) The Company continues to consider strategic opportunities to broaden the earnings potential of the Company. The additional fund raising flexibility through the 20% General Mandate will enable the Company, should it be required to do so, to meet its funding requirements for potential business/asset acquisitions or new joint venture arrangement and/or for working capital requirements expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.
- (c) The 20% General Mandate will provide flexibility to the cash flow planning of the Company should the Company require additional funding for the execution of its future plans or the business contingency plans to mitigate the financial impact due to the outbreak of Coronavirus disease (Covid-19) pandemic.

IMPORTANT NOTICE:-

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the Annual General Meeting ("AGM") in order to safeguard the health of attendees at AGM. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the AGM's arrangements.

PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

ADMINISTRATIVE GUIDE THIRTY-FIFTH ANNUAL GENERAL MEETING ("35TH AGM")

Day and Date : Friday, 18th September 2020
Time : 10:00 a.m.
Venue : Concorde Hotel Shah Alam, Level 1, Orchid Meeting Room, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan

MEASUREMENT TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the COVID-19 situation, the following steps will be taken for shareholders, proxies and others who will be attending the 35th AGM in order to minimize the risks of spreading the COVID-19 virus:

TEMPERATURE CHECKS AND FACE MASK

1. All persons attending the 35th AGM will be required to undergo a temperature check before entering the 35th AGM venue.
2. Any person who had recent travel history to overseas or any red zone areas in Malaysia during the last 14 days prior to the 35th AGM or had been in contact with a suspected or confirmed COVID-19 patient during the last 14 days prior to the 35th AGM, irrespective of nationality, will not be permitted to attend the 35th AGM.
3. Any person with a body temperature of more than 37.5 degrees Celsius and/or exhibit flu-like symptoms will not be allowed to attend the 35th AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the 35th AGM.
4. All persons must practise proper hygiene including the use of hand sanitisers provided by the Company and are strongly advised to wear a face mask before entering the 35th AGM venue.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

5. There will be door gifts and packed food served at the 35th AGM.
6. To enhance social distancing measures, the seats allocated for shareholders/ proxies at the 35th AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operating procedure provided by the relevant governmental and/or health authorities.
7. Limitation to the number of attendees

The Company will limit the number of participants to be physically present at the 35th AGM venue to 40. Children are not allowed to enter the meeting venue.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 35th AGM of the Company, in accordance with the guidelines and/or standing operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the 35th AGM. The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our 35th AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

REGISTRATION ON THE DAY OF 35th AGM

8. Registration will commence at 9:00 a.m. and will close by 10.15 am.
9. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
10. A wrist band will be given to you thereafter. No one will be allowed to enter the meeting room without the wrist band.
11. Registration must be done in person. No person is allowed to register on behalf of another.
12. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

PROXY

13. A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Form of Proxy in accordance with the notes and instructions printed therein.
14. The Form of Proxy is not required if you are attending as shareholder.
15. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.
16. Please ensure that the original Form of Proxy is deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the meeting time. No proof of sending of Form of Proxy will be entertained.

GENERAL MEETING RECORD OF DEPOSITORS

17. For the purpose of determining who shall be entitled to attend the 35th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 11th September 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

NO RECORDING OR PHOTOGRAPHY

18. No recording or photography of the 35th AGM proceedings is allowed without the prior written permission of the Company.

MOBILE DEVICES

19. Please ensure all mobile devices i.e. phones/other sound emitting devices are put on silence mode during the 35th AGM to ensure smooth and uninterrupted proceedings.

35TH AGM ENQUIRY

20. For any enquiry prior to the 35th AGM, please contact the following during office hours

Mega Corporate Services Sdn Bhd
Tel No.: +603 - 2692 4271
Email: sharereg@megacorp.com.my

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PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

FORM OF PROXY

(Before completing this form please refer to the notes below)

No. of ordinary shares held	
CDS Account No.	

I/We _____ NRIC No./Passport No./Registration No.: _____
(Full name in block letters)

of _____
(Full address)

being a member/members of **PJBUMI BERHAD** hereby appoint the following person(s):-

Name of proxy, NRIC/Passport No. & Address	No. of shares to be represented by proxy
1. _____	_____
2. _____	_____

or failing him/her, the Chairman of the Meeting as *my/our proxy/proxies to attend and vote for *me/us and on my/our behalf at the Thirty-Fifth Annual General Meeting of the Company to be held at Concorde Hotel Shah Alam, Level 1, Orchid Meeting Room, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 18th September 2020 at 10.00 a.m. and at every adjournment thereof to vote as indicated below:-

ORDINARY RESOLUTIONS	FIRST PROXY		SECOND PROXY	
	FOR	AGAINST	FOR	AGAINST
1. To approve Directors' fees				
2. To re-elect Encik Nik Md Nor Suhaimi Bin Nik Ibrahim				
3. To re-appoint Messrs Jamal, Amin & Partners as Auditors of the Company				
4. Authority to allot shares				

(Please indicate with a "√" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion).

Dated this day of 2020

.....
Signature/Common Seal

Notes

- For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 11 September 2020. Only a depositor whose name appears on the Record of Depositors as at 11 September 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
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- 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.
- A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- 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.
- 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.

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AFFIX
STAMP

The Secretary

PJBUMI BERHAD

Registration No. 198501009089 (141537-M)
Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail,
50250 Kuala Lumpur.

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