



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 53rd Annual General Meeting (“AGM”) of PPB Group Berhad will be conducted virtually through live streaming from the broadcast venue at Sarawak Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 12 May 2022 at 10.00 am (Malaysia time) for the following purposes:

1. To receive the audited financial statements for the year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.
(See Explanatory Note 1)
2. To approve the payment of a final dividend of 25 sen per share in respect of the financial year ended 31 December 2021 as recommended by the Directors. (Resolution 1)
3. a) To approve Directors’ fees amounting to RM1,016,000/- for the financial year ended 31 December 2021.
(See Explanatory Note 2) (Resolution 2)
b) To approve the payment of Directors’ benefits amounting to RM1,080,000/- for the period from 1 July 2022 to 30 June 2023.
(See Explanatory Note 2) (Resolution 3)
4. **Re-election of Directors**
- 4.1 To re-elect the following Directors pursuant to Clause 105 of the Constitution of the Company:
 - a) Dato’ Capt Ahmad Sufian @ Qurnain bin Abdul Rashid (Resolution 4)
 - b) Madam Tam Chiew Lin (Resolution 5)
(See Explanatory Note 3)
- 4.2 To re-elect Tengku Nurul Azian binti Tengku Shahrman pursuant to Clause 86 of the Constitution of the Company.
(See Explanatory Note 3) (Resolution 6)
5. To re-appoint Ernst & Young PLT as auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 7)

OTHER BUSINESS

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

6. **Continuation in office of Independent Directors**
- 6.1 “That approval be hereby given for Dato’ Captain Ahmad Sufian @ Qurnain bin Abdul Rashid to continue in office as an Independent Director until the conclusion of the next Annual General Meeting of the Company.”
(See Explanatory Note 4) (Resolution 8)
- 6.2 “That approval be hereby given for Mr Soh Chin Teck to continue in office as an Independent Director until the conclusion of the next Annual General Meeting of the Company.”
(See Explanatory Note 4) (Resolution 9)
- 6.3 “That approval be hereby given for Encik Ahmad Riza bin Basir to continue in office as an Independent Director until the conclusion of the next Annual General Meeting of the Company.”
(See Explanatory Note 4) (Resolution 10)

NOTICE OF ANNUAL GENERAL MEETING

7. Authority to issue shares pursuant to the Companies Act 2016

“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 5)

(Resolution 11)

8. Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature with persons connected with PGEO Group Sdn Bhd

The text of the above resolution together with details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 14 April 2022.

(See Explanatory Note 6)

(Resolution 12)

9. Proposed renewal of authority for PPB Group Berhad to purchase its own ordinary shares up to 10% of the issued shares.

The text of the above resolution together with details of the Proposed Share Buy-back are set out in the Circular to Shareholders dated 14 April 2022.

(See Explanatory Note 7)

(Resolution 13)

10. Special resolution – Proposed amendments to the Constitution of the Company

“That the amendments to the Constitution of the Company as set out in Appendix I of the Circular to Shareholders dated 14 April 2022 be and are hereby approved and adopted; and that the Directors and Secretary be and are hereby authorised to take 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 amendments to the Constitution of the Company.”

The details of the Proposed Amendments are set out in the Circular to Shareholders dated 14 April 2022.

(See Explanatory Note 8)

(Resolution 14)

11. 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 2022 that subject to shareholders' approval at the AGM to be held on 12 May 2022, a final dividend of 25 sen per share in respect of the financial year ended 31 December 2021 is payable on 1 June 2022 to members whose names appear in the Record of Depositors on 17 May 2022.

A Depositor shall qualify for entitlement in respect of :

- i) Shares transferred into the Depositor's securities account before 4.30 pm on 17 May 2022 in respect of ordinary transfers; and
- ii) Shares bought on Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the Rules of Bursa Securities.

Kuala Lumpur
14 April 2022

By Order of the Board
Mah Teck Keong
Company Secretary
(SSM PC No. 201908002826)
(MAICSA No. 0820976)

Notes**A. 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 number of shares 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 Boardroom Share Registrars Sdn Bhd (“Boardroom”) at the Ground or 11th Floor, Menara Symphony, No.5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; or by electronic submission via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (eProxy lodgement); or email to bsr.helpdesk@boardroomlimited.com 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**.

B. Others

- Only a depositor whose name appears in the Record of Depositors of the Company as at 5 May 2022 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 2021**

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 2021 remain unchanged from FYE 2020, ie RM1,016,000/-. The fees payable are determined as follows :

Position	Fee basis per director per year (RM)
Chairman of the Board	500,000
Base fee (other non-salaried Directors)	80,000
Chairman of Audit Committee	35,000
Member of Audit Committee	20,000
Chairman of other Board Committees	8,500
Member of other Board Committees	6,000

The directors’ benefits comprise meeting allowances and benefits-in-kind payable to non-salaried Directors, including medical and life insurance premiums. The higher amount this year comprises largely of a provision for the equivalent amount of coverage and benefits not covered by the insurer; whereby the actual pay-out would be subject to any claims made. The combined estimated value for the above is RM1,080,000/- for the period from 1 July 2022 to 30 June 2023.

3) Re-election of directors

Dato’ Capt Ahmad Sufian @ Qurnain bin Abdul Rashid, Madam Tam Chiew Lin and Tengku Nurul Azian binti Tengku Shahrman (who was appointed with effect from 1 March 2022), will retire at the AGM pursuant to the respective provisions in the Constitution of the Company. Their positions, qualifications and experience, directorships in listed and/or public companies, and relationship with other directors and/or major shareholders of the Company are set out in the Directors’ Profiles section in the 2021 Annual Report.

The Nomination Committee had carried out the necessary assessment of the retiring directors which includes the above factors as well as their independence, and their participation and contributions at board/board committee meetings; and recommended the retiring directors for re-election. The Board has endorsed the Nomination Committee’s recommendation to re-elect the above directors.

The retiring directors’ interests in shares of the Company and its related corporations are disclosed in the Statement of Shareholdings in the 2021 Annual Report.

OTHER BUSINESS**4) Continuation of Independent Directors' tenure**

Dato' Captain Ahmad Sufian @ Qurnain bin Abdul Rashid, Mr Soh Chin Teck and En Ahmad Riza Bin Basir have served as Independent Non-executive Directors of the Company since 2009, 2012 and 2013 respectively. Dato' Sufian and Mr Soh have served as Independent Directors for cumulative terms of 12 and 9 years respectively. En Riza would have served as an Independent Director for a cumulative term of 9 years by 25 July 2022.

The Board through the Nomination Committee has carried out the necessary assessment and recommend that they continue to act as Independent Directors of the Company based on the following :

- a) Dato' Sufian, Mr Soh and En Riza are able to exercise independent judgment and act in the best interest of the Company. They have effectively applied their experience and knowledge to discharge their duties and responsibilities as Directors of the Company;
- b) They participate actively and contribute positively during deliberations at board meetings; and
- c) They are in compliance with the relevant criteria and provisions in the Bursa Securities Main Market Listing Requirements on independent directors.

The profiles of Dato' Sufian, Mr Soh and En Riza are set out in the Directors' Profiles section of the 2021 Annual Report.

Dato' Sufian, Mr Soh and En Riza abstained from all deliberations at the Board meeting relating to the discussions and respective recommendations on the proposed Ordinary Resolutions 8 to 10.

Shareholders' approval for Resolutions 8 to 10 will be sought through a single tier voting process. The proposed resolutions if passed, would enable Dato' Sufian, Mr Soh and En Riza to continue serving as Independent Directors of the Company until the conclusion of the next AGM in 2023.

5) Authority to issue shares pursuant to the Companies Act 2016

The proposed Ordinary Resolution 11 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 2021. 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 11, 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.

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

The proposed Ordinary Resolution 12 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 14 April 2022.

7) 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 13 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 14 April 2022.

8) Proposed amendments to the Constitution of the Company

The proposed Special Resolution 14 is to amend several clauses in the present Constitution of the Company to provide further clarity on the use of technology, and enhance administrative efficiency on the conduct of general meetings.

Further information on the Proposed Amendments is set out in the Circular to Shareholders dated 14 April 2022.



ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

MEETING : **53RD ANNUAL GENERAL MEETING**
DATE : Thursday, 12 May 2022
TIME : 10.00 am (Malaysia time)
BROADCAST VENUE : Sarawak Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia

MEETING PLATFORM : <https://meeting.boardroomlimited.my> (“Virtual Meeting Portal”)

MODE OF COMMUNICATION : 1) You may type your question(s) in the meeting platform. The Messaging window facility will open concurrently with the Virtual Meeting Portal one (1) hour before the scheduled commencement of the 53rd Annual General Meeting (“AGM”), ie from **9.00 am on Thursday, 12 May 2022**.

2) You may submit questions relating to the agenda items of the AGM in advance via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> commencing from 14 April 2022 and in any event no later than **Tuesday, 10 May 2022 at 10.00 a.m.** using the same user ID and password provided in Step 2 (under note 4) below, and select “SUBMIT QUESTION” to pose your questions.

For further details on the mode of communication, please refer to note 5 of this Administrative Guide.

1. Virtual Annual General Meeting

As part of our continuing safety and precautionary measures, the Company (“PPB”) will conduct its 53rd AGM entirely via live streaming and online remote voting using remote participation and electronic voting (“RPEV”) facilities.

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

Shareholders are invited to participate and vote at the forthcoming AGM via the virtual meeting portal at <https://meeting.boardroomlimited.my>. **NO SHAREHOLDERS / PROXIES / CORPORATE REPRESENTATIVES** should be physically present at or will be admitted to the Broadcast Venue on the day of the AGM.

2. Entitlement to participate and vote at the AGM

Only a depositor whose name appears on the Record of Depositors of the Company as at Thursday, 5 May 2022 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 virtual meeting, a shareholder 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.

3. Voting procedure – Poll voting

- i. Voting at the 53rd AGM will be conducted by poll in accordance with Paragraph 8.29A of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- ii. The Company has appointed Boardroom Share Registrars Sdn Bhd (“Boardroom”) as poll administrator to conduct the poll by way of electronic voting (“e-Voting”), and independent scrutineers (“Scrutineers”) will be appointed to verify the results of the poll.
- iii. For the purposes of this AGM, e-Voting may be carried out via personal smart mobile phones, tablets, personal computers or laptops.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

- iv. Members and proxies are required to use one (1) of the following methods to vote remotely :
 - a) access to **Lumi AGM** via the website URL : <https://meeting.boardroomlimited.my>; or
 - b) launch **Lumi AGM** by scanning the QR code given to you in the email along with your remote participation User ID and Password.
- v. Please note that polling will commence after announcement by the Chairman of poll opening and continue until such time the Chairman announces closure of the poll. The poll result report will be verified by the Scrutineers, and the results announced thereafter. The Chairman will declare whether the resolutions put to vote are duly passed.
- vi. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the 53rd AGM has commenced. It is therefore your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the connectivity to the Virtual Meeting Portal for the live webcast and remote online voting is dependent on the bandwidth and stability of the internet connection at remote participants' locations.

4. RPEV facilities

- i. The RPEV facilities are available to **(i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees.**
- ii. If you wish to participate in the meeting, you will be able to view a live webcast of the meeting, and submit questions and your votes in real time whilst the meeting is in progress.
- iii. Kindly follow the steps below on how to request for your login ID and password.

Step 1 – Register online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – Submit Request for Remote Participation User ID and Password.]

- a. Access the website : <https://investor.boardroomlimited.com>
- b. Click **<<Register>>** to sign up as a user.
- c. Complete registration with all required information. Upload a softcopy of your MyKad (front and back), or passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for email verification from Boardroom to complete the registration.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be sent to you.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: Registration for remote access will open on 14 April 2022.]

Individual Members

- Login to <https://investor.boardroomlimited.com> using your User ID and Password from Step 1 above.
- Select **“PPB GROUP BERHAD 53RD ANNUAL GENERAL MEETING”** from the list of Corporate Meetings and click **“Enter”**.
- Click on **“Register for RPEV”**.
- Read and accept the General Terms & Conditions by clicking **“Next”**.
- Enter your CDS Account Number and thereafter submit your request.

eProxy Lodgement – Individual Members

- Login to <https://investor.boardroomlimited.com> using your User ID and Password from Step 1 above.
- Select **“PPB GROUP BERHAD 53RD ANNUAL GENERAL MEETING”** from the list of Corporate Meetings and click **“Enter”**.
- Click on **“Submit eProxy form”**.
- Read and accept the General Terms & Conditions by clicking **“Next”**.
- Enter your CDS Account Number and indicate the number of securities.
- Appoint your proxy(ies) or the Chairman of the Meeting, and enter the required particulars for your proxy(ies).

- Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act at his/her discretion, please indicate **DISCRETIONARY**.
- Review and confirm your proxy(ies) appointment.
- Click “**Apply**”.
- Download or print the eProxy Form acknowledgement.

Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

- Write to bsr.helpdesk@boardroomlimited.com by providing the name of Member and CDS Account Number, accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form, to submit the request.
- Please provide a copy of the Corporate Representative’s or Proxy Holder’s MyKad (front and back) or passport in JPEG, PNG or PDF format as well as his/her email address.

- a. You will receive a notification from Boardroom that your request has been received and is being verified.
- b. Upon system verification of your registration against the **AGM Record of Depositors as at 5 May 2022**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- c. You will also receive your remote access User ID and Password along with the email from Boardroom if your registration is approved.
- d. Please note that the closing date and time to submit your request is by **Tuesday, 10 May 2022 at 10.00 am**.

Step 3 – Login to Virtual Meeting Portal

[Note: Please note that the quality of the connectivity to the Virtual Meeting Portal for the live webcast and remote online voting is highly dependent on the bandwidth and stability of the internet connectivity available at remote users’ locations.]

- a. The Virtual Meeting Portal will open for login one (1) hour before the scheduled commencement of the AGM, ie from **9.00 am on Thursday, 12 May 2022**.
- b. Please follow the steps given to you in the email along with your remote access User ID and Password to login to the Virtual Meeting Portal (*Refer to Step 2(c) above*).
- c. The steps given will also guide you on how to view the live webcast, submit questions and vote.
- d. The live webcast will end and the Messaging window (for submission of questions) will be disabled once the Chairman announces the closure of the AGM.
- e. You can then logout from the Virtual Meeting Portal.

Note to users of the RPEV facilities :

1. Should your application to join the meeting be approved, Boardroom will facilitate your participation in the live stream meeting and remote voting. Your login to the Virtual Meeting Portal on the day of meeting will indicate your presence at the virtual meeting.
2. If you encounter any issues with login, connecting to the live stream meeting or online voting, please call Boardroom at +603-7890 4700 or send an email to bsr.helpdesk@boardroomlimited.com for assistance.

5. Mode of communication

You may submit questions relating to the agenda items of the AGM in advance via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, commencing from 14 April 2022 and in any event no later than **Tuesday, 10 May 2022 at 10.00 a.m.** using the same user ID and password provided in Step 2 (under note 4) above, and select “SUBMIT QUESTION” to pose questions.

Alternatively, you may submit any questions for the Chairman/Board during the AGM using the Messaging window facility which will open concurrently with the Virtual Meeting Portal one (1) hour before the scheduled commencement of the AGM, ie from **9.00 am on Thursday, 12 May 2022**.

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. Questions that are similar or on the same matter may be consolidated and answered together.

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

6. **Lodgement of proxy form**

Please deposit your completed Proxy Form at the office of Boardroom Share Registrars Sdn Bhd at the **Ground or 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**, not less than forty-eight (48) hours before the time appointed for the holding of the 53rd AGM, ie not later than **Tuesday, 10 May 2022 at 10.00 am**.

Alternatively, the proxy appointment can also be lodged electronically via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> which is available to individual shareholders, not less than forty-eight (48) hours before the time appointed for the holding of the 53rd AGM, ie **Tuesday, 10 May 2022 at 10.00 am**. For further information, kindly refer to note (4) – "RPEV facilities" above.

The lodging of the Proxy Form will not preclude you from personally participating remotely and voting at the 53rd AGM should you subsequently wish to do so.

Should you wish to personally participate remotely in the AGM, kindly register your intention to do so via Boardroom's website at <https://investor.boardroomlimited.com> (refer to note 4 - Steps 1 to 3 above). Please note that upon your registration to personally participate remotely in the AGM, any previous proxy appointment will be deemed revoked. Alternatively, please write in to bsr.helpdesk@boardroomlimited.com to revoke your earlier proxy appointment **no later than Tuesday, 10 May 2022 at 10.00 am**.

7. **Communication guidance**

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

8. **No door gifts/vouchers**

No door gifts or e-vouchers will be distributed to shareholders/proxies who participate in the AGM.

9. **Enquiries**

Should you have any enquiry prior to the AGM or if you wish to request technical assistance to participate in the AGM, please contact Boardroom during office hours (8.30 am to 5.30 pm) as follows:

Boardroom Share Registrars Sdn Bhd

Help Desk

Tel: +603 7890 4700

Email: bsr.helpdesk@boardroomlimited.com

10. **Personal data**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company: (i) consents to the collection, recording, holding, storing, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, recording, holding, storing, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.



I/We _____ NRIC/Passport No. _____
of _____ Telephone No. _____
CDS Account No. _____ Email address: _____

being a member/members of PPB GROUP BERHAD hereby appoint the person(s) below as my/our proxy(ies):

Name of proxy	NRIC/Passport No.	Email address	Contact No.	No. of shares

#and / #or failing him/her:

Name of proxy	NRIC/Passport No.	Email address	Contact No.	No. of shares

or failing the above, the **Chairman of the Meeting*** to vote for me/us and on my/our behalf at the 53rd Annual General Meeting ("AGM") of the Company to be conducted virtually through live streaming from the broadcast venue at Sarawak Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 12 May 2022 at 10.00 am (Malaysia time) and at any adjournment thereof.

Delete if not applicable.

* Delete the words 'the Chairman of the Meeting' if you wish to appoint another person to be your proxy.

IMPORTANT NOTE

Please (i) complete the details of your proxy/proxies and the number of shares to be represented (if applicable), and (ii) 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	Abstain
1	To approve the payment of the final dividend.			
2	To approve the payment of Directors' fees.			
3	To approve the payment of benefits to Directors.			
4	To re-elect Dato' Capt Ahmad Sufian @ Qurnain bin Abdul Rashid as a Director of the Company.			
5	To re-elect Madam Tam Chiew Lin as a Director of the Company.			
6	To re-elect Tengku Nurul Azian binti Tengku Shahrman as a Director of the Company.			
7	To re-appoint Ernst & Young PLT as Auditors of the Company.			
8	To approve the continuation of Dato' Captain Ahmad Sufian @ Qurnain bin Abdul Rashid as an independent director.			
9	To approve the continuation of Mr Soh Chin Teck as an independent director.			
10	To approve the continuation of En Ahmad Riza bin Basir as an independent director.			
11	To authorise the Directors to allot and issue shares.			
12	To approve a shareholders' mandate for recurrent related party transactions of a revenue or trading nature with persons connected with PGEO Group Sdn Bhd.			
13	To approve the Proposed Share Buy-back.			
14	To approve the proposed amendments to the Constitution of the Company.			

(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 _____ 2022.

Signature

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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 number of shares 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 Boardroom Share Registrars Sdn Bhd ("Boardroom") at the Ground or 11th Floor, Menara Symphony, No.5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; or by electronic submission via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (eProxy lodgement); or email to bsr.helpdesk@boardroomlimited.com 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 5 May 2022 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

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BOARDROOM SHARE REGISTRARS SDN BHD

11th Floor, Menara Symphony
No.5, Jalan Professor Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia



Dear Shareholders

The 2021 Annual Report of PPB Group Berhad (“PPB”), Sustainability Report, and Circular to Shareholders on the proposed shareholders’ mandate for recurrent related party transactions, proposed renewal of authority for PPB to purchase its own ordinary shares, and proposed amendments to the Constitution of the Company (“Circular”) are accessible from our website www.ppbgroup.com.

Should you require a printed copy of the Annual Report, Sustainability Report and/or Circular, please complete this request form and send it to us at the address printed overleaf, or fax to +603-2726 0099, or email to pcs@ppb.com.my. A printed copy of the said Annual Report, Sustainability Report and/or Circular will be forwarded to you within four (4) market days from the date of receipt of your written request.

PLEASE TICK THE APPROPRIATE BOX(ES)

- 2021 ANNUAL REPORT
- SUSTAINABILITY REPORT
- CIRCULAR TO SHAREHOLDERS

PARTICULARS OF SHAREHOLDER

Name : _____

CDS Account No. : _____

Address : _____

Telephone No. : _____

Email address (if any) : _____

I consent to the collection, holding, storing and use of my personal data above for :

- a. processing my request;
- b. communicating with me including responding to my enquiries;
- c. any purposes required by any relevant law, directives, guidelines, orders, rules, regulations and requirements of any governmental or statutory authority or administrative or regulatory or supervisory body (including disclosure thereunder); and
- d. any other purposes relating or incidental to any of the above.

Signature of Shareholder
Date:

Fold Here

Fold Here

Affix
stamp
here

PPB GROUP BERHAD

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No. 10 Jalan P Ramlee
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