

# PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh Annual General Meeting ("37th 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, 26 May 2023 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 period ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following directors retiring pursuant to the Company's Constitution, and being eligible, offered themselves for re-election: -
  - Encik Adlin Bin Shaharudin (Article 86) **Ordinary Resolution 1**
  - Datin Flora Remeo (Article 92) **Ordinary Resolution 2**
3. To re-appoint Messrs CHENGCO PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 3**

#### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions, with or without modification: -

4. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 4**

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 ("the Act") and subject to the approvals from the relevant governmental and/or regulatory 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 and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 3 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Section 75 and Section 76 of the Act."
5. **RETENTION OF DIRECTORS AS INDEPENDENT DIRECTORS OF THE COMPANY**

THAT the following directors who have served the Company for more than 9 years be retained as Independent Non-Executive Directors and to hold office until the conclusion of the next Annual General Meeting: -

  - i) Encik Ahmad Bin Md Daud **Ordinary Resolution 5**
  - ii) Encik Nik Md Nor Suhaimi Bin Nik Ibrahim **Ordinary Resolution 6**
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 & SSM PC No. 202008000054)**  
**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA No. 0781031 & SSM PC No. 202008002193)**  
Company Secretaries

Dated: 27 April 2023  
Kuala Lumpur

**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 **22 May 2023**. Only a depositor whose name appears on the Record of Depositors as at **22 May 2023** 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 one (1) proxy but not more than two (2) proxies for each Securities Account which it holds and the shares of the Company stand to the credit of the said Securities Account. The appointment of two (2) proxies in respect of any particular Securities Account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
4. Where a Member who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. If more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appoint the proxies.
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 or email to mega-sharereg@megacorp.com.my not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

**7. Explanatory Notes to Special Businesses**

**a) Ordinary Resolution 4 - Authority to allot shares pursuant to Section 75 and Section 76 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 Thirty-Sixth Annual General Meeting held on 17 December 2021.

This Ordinary Resolution 4, if passed, will empower the Directors to allot and issue ordinary shares up to an amount not exceeding 10% 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. 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.

**b) Ordinary Resolutions 5 and 6 - Retention of Directors as Independent Directors of the Company**

This item is tabled pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021.

Encik Ahmad Bin Md Daud and Encik Nik Md Nor Suhaimi Bin Nik Ibrahim, are Independent Directors of the Company who have served the Company for a cumulative term of more than nine (9) years.

The Nominating Committee and Board of Directors had assessed the independence of both of them and recommended them to be retained as Independent Non-Executive Directors of the Company based on the following justifications:

- i. They have met the criteria under the definition of Independent Director as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- ii. They do not have any conflict of interest with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiaries;
- iii. Their vast experience and expertise would enable them to provide independent judgement and invaluable contributions to the Board in their roles as Independent Non-Executive Directors;
- iv. They have been with the Company for more than nine years and are familiar with the Company's business operations; and
- v. They had actively participated in all Committee and Board's discussion and able to provide constructive opinions and acted in the best interest of the Company.

Therefore, the Board has recommended that the shareholders' approval to be sought through a two-tier voting process at the 37th AGM.

# PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

## ANNUAL REPORT 2022 REQUISITION FORM

Dear Shareholders,

Thank You for your continued support for PJBumi Berhad. We are pleased to inform you that PJBumi Berhad Annual Report 2022 for the financial period ended 31 December 2022 is also available in printed version. Should you require a printed version, please complete this form and fax it to us at (603) 2732 5388.

Alternatively, you can send the completed requisition form to us by posting to the address below. We shall forward a full version of the Annual Report 2022 as soon as reasonably practicable after the receipt of your request.

**Mega Corporate Services Sdn Bhd**

Registration No. 198901010682 (187984-H)

Level 15-2, Bangunan Faber Imperial Court

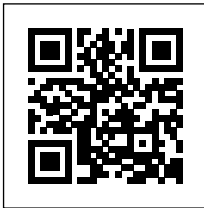
Jalan Sultan Ismail, 50250 Kuala Lumpur

Name (as per I/C) : \_\_\_\_\_

I/C No. / Passport No. : \_\_\_\_\_

Address : \_\_\_\_\_

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



\_\_\_\_\_  
Signature of shareholder

**Notes:**

- (1) You can also download the Annual Report 2022 from the Company's website: <http://www.pjbumi.com.my/> or by scanning the QR code.
- (2) The designated person to attend to your request and queries is En. Norhisham Abdul Hamid and telephone number: 03-2692 4271

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AFFIX  
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**The Share Registrar**

**PJBUMI BERHAD**

Registration No. 198501009089 (141537-M)

C/O Mega Corporate Services Sdn Bhd  
Level 15-2, Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur.

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# PJBUMI BERHAD

Registration No: 198501009089 (141537-M)

## ADMINISTRATIVE GUIDE

THIRTY-SEVENTH ANNUAL GENERAL MEETING ("37TH AGM")

**DAY AND DATE** : FRIDAY, 26 MAY 2023  
**TIME** : 10:00 A.M.  
**VENUE** : CONCORDE HOTEL SHAH ALAM, LEVEL 1, ORCHID MEETING ROOM, NO. 3, JALAN TENGGU AMPUAN ZABEDAH, 40100 SHAH ALAM, SELANGOR DARUL EHSAN

### REGISTRATION ON THE DAY OF 37th AGM

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

### PROXY

6. 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.
7. The Form of Proxy is not required if you are attending as shareholder.
8. 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.
9. 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 or email to mega-sharereg@megacorp.com.my 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

10. For the purpose of determining who shall be entitled to attend the 37th AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 22 May 2023 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

### NO RECORDING OR PHOTOGRAPHY

11. No recording or photography of the 37th AGM proceedings is allowed without the prior written permission of the Company.

### MOBILE DEVICES

12. Please ensure all mobile devices i.e. phones/other sound emitting devices are put on silence mode during the 37th AGM to ensure smooth and uninterrupted proceedings.

### ENQUIRY

13. For any enquiry prior to the 37th AGM, please contact the following during office hours: -

Mega Corporate Services Sdn. Bhd. (Share Registrar)  
Helpdesk : 03 - 2692 4271  
Facsimile : 03 - 2732 5388  
Email : mega-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):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

and / or\*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings (%)
Address		
Email Address	Mobile Phone No.	

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-Seventh Annual General Meeting ("37th AGM") 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, 26 May 2023 at 10.00 a.m. and at every adjournment thereof to vote as indicated below:-

RESOLUTIONS	DESCRIPTION OF RESOLUTIONS	FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
Ordinary Resolution 1	To re-elect Adlin Bin Shaharudin as Director				
Ordinary Resolution 2	To re-elect Datin Flora Remeo as Director				
Ordinary Resolution 3	To re-appoint Messrs CHENGCO PLT as Auditors of the Company				
Ordinary Resolution 4	Authority to allot shares				
Ordinary Resolution 5	Retention of Independent Director - Ahmad Bin Md Daud				
Ordinary Resolution 6	Retention of Independent Director - Nik Md Nor Suhaimi Bin Nik Ibrahim				

(Please indicate with an "x" in the space provided above on 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).

Dated this ..... day of ..... 2023

.....  
Signature/Common Seal

### Notes

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