

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting ("4th AGM") of the Company will be held virtually from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 6 December 2024 at 10.00 a.m. to transact the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who are retiring in accordance with Clause 93 of the Company's Constitution:
 - (i) Shamsul Bin Saad
 - (ii) Mohamad Reza Bin Abdul Mutalib
3. To approve the payment of Directors' fees not exceeding RM250,000.00 to the Non-Executive Directors for the period from December 2024 to November 2025.
4. To approve the payment of meeting attendance allowance of RM500.00 per meeting to each Non-Executive Director for attendance at the Board, Board Committee or General Meetings.
5. To re-appoint TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

6. **Proposed Authority to Issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, without first offer to holders of existing issued shares of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) 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 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 Annual General Meeting of the Company."

7. **Proposed Renewal of Authority for the Company to purchase its own shares of up to 10% of the total issued and paid-up share capital ("Proposed Renewal of Share Buy-Back")**

"THAT subject to the provisions under the Companies Act 2016 ("Act"), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all prevailing laws, rules, regulations, orders and guidelines as well as the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("PGB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of PGB Shares purchased pursuant to this resolution or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase;

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back shall not exceed the Company's retained profits account;

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders and guideline and requirements issued by any relevant authorities for the time being in force to deal with any PGB Shares so prescribed by the Company in the following manner:-

- (i) to cancel the PGB Shares so purchased;
- (ii) to retain the PGB Shares so purchased as treasury shares for distribution as share dividends to the shareholders of PGB and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
- (iii) to transfer as share award or share consideration; or
- (iv) combination of (i), (ii) and (iii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this Ordinary Resolution until:-

- (i) the conclusion of the Company's next Annual General Meeting following the general meeting at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution;
- (ii) the passing of the date on which the Company's next Annual General Meeting is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution that the shareholders pass in general meeting;

whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Renewal of Share Buy-Back with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities."

By Order of the Board

Leong Oi Wah (MAICSA 7023802)
SSM Practising Certificate No. 201908000717
Company Secretary

Selangor Darul Ehsan
25 October 2024

Important Notice on Remote Participation and Voting:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the 4th AGM to be present at the main venue of the 4th AGM.
2. Shareholders/ Proxies/ Corporate Representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the 4th AGM. Therefore, you are strongly advised to participate and vote remotely at the 4th AGM through live streaming and online remote voting using the Remote Participation and Electronic Voting ("RPEV") facilities at <https://meeting.boardroomlimited.my> provided by Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd.
3. Members/ 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 RPEV facilities. Please follow the procedures provided in the Administrative Guide for the 4th AGM in order to register, participate and vote remotely.

Proxy and/or Authorised Representative:

1. A member entitled to attend and vote at the 4th AGM is entitled to appoint a proxy/proxies who may but need not be member/members of the Company to attend and vote in his/her stead.
2. When a member appoints more than one proxy (subject always to a maximum of two proxies at each meeting), the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy/proxies shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing proxy/proxies must be deposited at the Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, at least forty-eight (48) hours before the time appointed for holding the 4th AGM or any adjournment thereof. Alternatively, the instrument appointing proxy/proxies can be deposited electronically (for individual shareholders only) through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/> or via email to bsr.helpdesk@boardroomlimited.com before the cut-off time for the lodgement of the proxy form. Please follow the procedures as set out in the Administrative Guide for the 4th AGM in order to register, participate and vote remotely via the RPEV facilities.
5. Depositors who appear in the Record of Depositors as at 29 November 2024 shall be regarded as member of the Company entitled to attend the 4th AGM or appoint a proxy to attend and vote on his/her behalf.

EXPLANATORY NOTES:**Ordinary Resolutions No. 1 & 2**

For the purpose of determining the eligibility of the Directors to stand for re-election at the 4th AGM, the Board through its Nominating & Remuneration Committee had assessed Shamsul Bin Saad and Mohamad Reza Bin Abdul Mutalib (collectively "the Retiring Directors"). Please refer to the Directors' Profile section for more details on these individuals. The Retiring Directors were assessed on their performance and understanding of the Group's business. Their active participation at the Board and Board Committee meetings showed that they were prepared and were effective in the discharge of their responsibilities. No circumstances have arisen in the past year to impair their judgement on matters brought for Board discussion and they have always acted in the best interest of the Company as a whole.

Based on the above, the Board supports their re-election.

Ordinary Resolution No. 6

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) 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 ("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 Board of Director is of the view that the General Mandate is in the best interest of the Company and its shareholders as the Company may need to undertake a fund-raising exercise expeditiously 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 General Mandate at the 4th 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 3rd AGM in 2023 for authority to allot shares of the Company up to 10% of the total number of issued shares of the Company was utilised and the Company implemented the Private Placement exercise where 17,495,852 new ordinary shares ("Placement Share") of the Company were issued at an issue price of RM0.115 per Placement Share.

The General Mandate to allot and issue shares, if passed, will give authority to the Directors of the Company, from the date of the AGM, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

In accordance with Clause 12(b) of the Company's Constitution, the passing of the Ordinary Resolution No. 6 shall be taken as the members agreement for the new shares of the Company to be issued to such persons as the Director may deem fit without first offer to holders of existing shares.

Ordinary Resolution No. 7

Please refer to the Statement of Share Buy-Back enclosed dated 25 October 2024.