



A MEMBER OF **OSK** GROUP

## PJ Development Holdings Berhad

196501000113 (5938-A)  
(Incorporated in Malaysia)

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### NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN THAT** the 58th Annual General Meeting of the Company will be held on a virtual basis via Remote Participation and Voting via Securities Services e-Portal at [www.sshsb.net.my](http://www.sshsb.net.my) from Board Room, 22nd Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan as the Broadcast Venue on Monday, 17 April 2023 at 11:00 a.m. to transact the following business:

#### AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon.                                    | <b>[Please refer to Explanatory Note (i)]</b> |
| 2. To approve the payment of Directors' fees of RM22,082.20 to the Non-Executive Directors for the financial year ended 31 December 2022.  | <b>Ordinary Resolution 1</b>                  |
| 3. To approve the payment of Director's benefits to the Non-Executive Director up to an amount of RM3,000.00 for the period from 18 April 2023 until the next Annual General Meeting of the Company. | <b>Ordinary Resolution 2</b>                  |
| 4. To re-elect the following Directors who retire by rotation in accordance with Clause 80 of the Company's Constitution and being eligible, offer themselves for re-election:                       |   |
| (a) Tan Sri Ong Leong Huat @ Wong Joo Hwa; and   | <b>Ordinary Resolution 3</b>                  |
| (b) Mr. Ong Ju Xing.   | <b>Ordinary Resolution 4</b>                  |
| 5. To re-appoint Messrs. BDO PLT as the Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.  | <b>Ordinary Resolution 5</b>                  |

#### AS SPECIAL BUSINESS

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

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| 6. <b>AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS</b> | <b>Ordinary Resolution 6</b> |
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"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier, pursuant to Section 76 of the Companies Act 2016.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Companies Act 2016.”

7. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)**  
**LIM LIH CHAU (LS 0010105) (SSM PC NO. 201908001454)**  
Company Secretaries

Kuala Lumpur  
24 March 2023

#### 1. **General Meeting Record of Depositors**

In respect of deposited securities, only members whose names appear in the Record of Depositors as at 10 April 2023 shall be eligible to attend, participate, speak and vote at the Meeting.

#### 2. **Broadcast Venue**

- (i) The Meeting will be conducted on a virtual basis by way of live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal’s platform at [www.sshsb.net.my](http://www.sshsb.net.my). Please read carefully and follow the procedures provided in the Administrative Notes in order to register, participate and vote remotely via the RPV facilities.
- (ii) The broadcast venue, which is the main venue of the Meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 56 of the Company’s Constitution, which require the Chairman to be present at the main venue of the Meeting. Members and proxies will not be allowed to be physically present at the broadcast venue on the day of the Meeting.

With the RPV facilities, members and proxies are strongly encouraged to exercise their rights to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the Meeting.

All members and proxies shall communicate with the broadcast venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members and proxies may email their questions to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) during the Meeting. The Chairman and Board of Directors shall endeavour to respond to all questions and/or remarks submitted by members and proxies during the Meeting.

#### 3. **Appointment of Proxy**

- (i) A member entitled to attend, participate, speak and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (ii) A proxy may but does not need to be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal of the corporation or under the hand of an officer or attorney duly authorised.
- (iv) Where a member of the Company 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.

#### 4. **Lodgement of Form of Proxy**

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited not less than 48 hours before the time for holding the Meeting or any adjournment thereof through either one of the following avenues:

- (i) In Hardcopy Form of Proxy (a) To be deposited at the office of SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
- (ii) By Electronic Form of Proxy (a) To be submitted via fax at +603 2094 9940 or +603 2095 0292 or emailed to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my); or  
(b) To be submitted electronically via Securities Services e-Portal at [www.sshsb.net.my](http://www.sshsb.net.my). Please refer to the Administrative Notes for further details.

## 5. Explanatory Notes on Ordinary and Special Business

### (i) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members for the Audited Financial Statements and only requires the Audited Financial Statements to be laid at the Meeting. Hence, this Agenda item is not put forward for voting.

### (ii) Ordinary Resolution 2 – Director’s Benefits Payable

The proposed Director’s benefits payable comprises allowances.

The total estimated amount of Director’s benefits payable is calculated based on the number of scheduled meetings for the period from 18 April 2023 until the next Annual General Meeting.

### (iii) Ordinary Resolutions 3 and 4 – Re-election of Directors

Pursuant to Clause 80 of the Company’s Constitution, Tan Sri Ong Leong Huat @ Wong Joo Hwa and Mr. Ong Ju Xing were due to retire at the forthcoming 58th AGM of the Company. Tan Sri Ong Leong Huat @ Wong Joo Hwa and Mr. Ong Ju Xing have indicated their willingness to seek for re-election.

### (iv) Ordinary Resolution 6 – Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights

This is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the Previous Mandate”). The Previous Mandate was not utilised and accordingly no proceeds were raised.

The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company’s future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without incurring any further cost to convene a separate general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all the existing shareholders of the Company prior to the issuance of new shares in the Company under the general mandate.