



A MEMBER OF OSK GROUP

PJ Development Holdings Berhad

196501000113 (5938-A)
(Incorporated in Malaysia)

NOTICE OF 60TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 60th Annual General Meeting of the Company (“60th AGM”) will be held at Main Auditorium, 11th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 13 May 2025 at 2:00 p.m. to transact the following business:

A G E N D A

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| 1. | To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. | [Please refer to Explanatory Note (i)] |
| 2. | To approve the payment of Director’s fees of RM20,000.00 to the Non-Executive Director for the financial year ended 31 December 2024. | Ordinary Resolution 1 |
| 3. | To approve the payment of Director’s fees of RM7,288.00 to the Non-Executive Director for the period from 1 January 2025 to 13 May 2025. | Ordinary Resolution 2 |
| 4. | To re-elect Mr. Ong Ju Xing, who is due to retire by rotation in accordance with Clause 80 of the Company’s Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 3 |
| 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. | Ordinary Resolution 4 |

AS SPECIAL BUSINESS

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

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| 6. | AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS | Ordinary Resolution 5 |
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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 the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time, at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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, 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. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

Special Resolution

“THAT the proposed alteration, modification and/or addition to the existing Constitution of the Company (“Proposed Amendment to Constitution”), as annexed herewith as Appendix I, be and is hereby approved and adopted, with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Amendment to Constitution.”

8. To transact any other ordinary business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act 2016.

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
21 April 2025

1. General Meeting Record of Depositors

In respect of deposited securities, only members whose names appear in the Record of Depositors as at 5 May 2025 shall be eligible to attend, participate, speak and vote at the Meeting.

2. 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 appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
- (iv) Where a member of the Company is an Authorised Nominee, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares standing to the credit of the said securities account. 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.

3. 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
 - The Form of Proxy shall be deposited at the Poll Administrator's office, Securities Services (Holdings) 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
 - The Form of Proxy shall be submitted via fax at +603 2094 9940 or +603 2095 0292 or emailed to eservices@sshsb.com.my; or
 - The Form of Proxy shall be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/>. Please refer to the Administrative Notes for further details.

4. 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 Resolutions 1 and 2 – Payment of Director's fees to the Non-Executive Director

This is the payment of Director's fees to the Non-Executive Director, Dato' Thanarajasingam Subramaniam, for the financial year ended 31 December 2024, as well as the prorated fees for the period from 1 January 2025 until his retirement at the 60th AGM.

(iii) Ordinary Resolution 3 – Re-election of Director

Pursuant to Clause 80 of the Company's Constitution, Mr. Ong Ju Xing, a Director of the Company, who is due for retirement as Director, and being eligible, has offered himself for re-election at the 60th AGM of the Company.

Dato' Thanarajasingam Subramaniam, a Director of the Company, who is subject to retirement by rotation in accordance with Clause 80 of the Company's Constitution, has expressed his intention not to seek re-election. As such, Dato' will retire as a Director at the conclusion of the 60th AGM.

(iv) Ordinary Resolution 5 – 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.

This 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.

(v) Special Resolution – Proposed Amendment to Constitution

This proposed resolution, if passed, 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 pursuant to Section 85 of the Companies Act 2016 in connection to the pre-emptive rights.

This proposed resolution is required to be passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 60th AGM.

For further information on the Proposed Amendment to Constitution, please refer to the Appendix I of the Notice of the 60th AGM.

PROPOSED AMENDMENT TO CONSTITUTION

Details of the Proposed Amendment

The Constitution of the Company shall be amended in the following manner:

Clause No.	Existing Provision	Proposed Amendment
7.	<p>Issuance of Shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares but subject to the Act, Shares may be issued by the Directors and any such Share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution of the Company, determine.</p>	<p>Issuance of Shares and Pre-emptive Rights</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares but subject to the Act, Shares may be issued by the Directors and any such Share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution of the Company, determine. Pre-emptive rights to new Shares pursuant to Section 85 of the Act shall not apply to the Company.</p>