

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting (“AGM”) of the Company will be held at Kelawai Room, Lobby Level, Evergreen Laurel Hotel Penang, No. 53, Persiaran Gurney, 10250 Penang on 28 July 2023 at 10.30 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

1. To receive the Company’s Audited Financial Statements for the year ended 28 February 2023 together with the Reports of Directors and Auditors thereon.
2. To approve the payment of a final dividend of 1.0 sen per ordinary share in respect of the financial year ended 28 February 2023. (Resolution 1)
3. To re-elect Mr. Fong Wern Sheng, the Chief Executive Officer of the Company who retire in accordance with Article 88 of the Company’s Constitution, and being eligible has offered himself for re-election. (Resolution 2)
4. To re-elect the following Directors who retire in accordance with Article 95 of the Company’s Constitution, and being eligible have offered themselves for re-election: -
 - (a) Ms. Ofelia Cheah Loo Ee (Resolution 3)
 - (b) Mr. Tan Jin Sun (Resolution 4)
 - (c) Ms Tan Suat Hoon (Resolution 5)
5. To approve the Directors’ Fees of RM26,825 for the financial year ended 28 February 2023. (Resolution 6)
6. To approve the Directors’ Other Benefits Payables up to an amount of RM24,250 from 29 July 2023 to the next AGM of the Company. (Resolution 7)
7. To re-appoint Messrs KPMG PLT as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 8)

SPECIAL BUSINESS

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

8. **Authority to Issue Shares Pursuant to the Companies Act 2016**

“THAT, subject always to the Companies Act 2016 (“Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the provisions of the Constitution of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Board of Directors of the Company (“Board”) be and is hereby empowered pursuant to Section 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions and for such purposes as the Board may, in its absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Mandate”) and that such authority shall continue in force until the conclusion of the next AGM of the Company;

THAT pursuant to Section 85 of the Act read together with Article 10 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company in respect of the allotment and issuance of new Shares pursuant to the Mandate AND THAT such new Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares;

AND FURTHER THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of new Shares pursuant to the Mandate.”

(Resolution 9)
9. To transact any other ordinary business for which due notice has been given in accordance with the Act.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 33rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 21 July 2023. Only a depositor whose name appears on the Record of Depositors as at 21 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of the shareholders at the 33rd Annual General Meeting, a final dividend of 1.0 sen per ordinary share in respect of the financial year ended 28 February 2023 will be paid on 15 August 2023 respectively to depositors registered in the Records of Depositors on 1 August 2023.

A depositor shall qualify for entitlement only in respect of: -

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 1 August 2023 in respect of transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

Ch'ng Lay Hoon
Company Secretary

Penang

30 June 2023

NOTES:

- i) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place.
- ii) Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- iv) Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- v) All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

Explanatory Note On Special Business

Ordinary Resolution 9

The proposed resolution is in relation to authority to allot shares pursuant to Section 76 of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. The Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the Mandate granted to the Directors of the Company at the 32nd AGM held on 29 July 2022 and which will lapse at the conclusion of the 33rd AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA SECURITIES BERHAD'S MAIN MARKET LISTING REQUIREMENTS

- 1) Save for re-election of the retiring Directors, there were no directors standing for election at the 33rd AGM.
- 2) The proposed Ordinary Resolution 9 for the Mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 29 July 2022.

PROXY FORM

| | |
|-----------------|--------------------|
| CDS ACCOUNT NO. | NO. OF SHARES HELD |
| | |

I/We, _____
(Full name of a member in BLOCK LETTERS as per Identity Card("MYKAD")/Passport/Certificate of Incorporation)

MYKAD/Passport No./Company No. _____ of _____

(Address in full)

telephone no. _____, being a member of PGF CAPTIAL BERHAD.

("the Company") hereby appoint _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

And/or failing him _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the 33rd Annual General Meeting of the Company, to be held at **Kelawai Room, Lobby Level, Evergreen Laurel Hotel Penang, No. 53, Persiaran Gurney, 10250 Penang on 28 July 2023 at 10.30 a.m.** and any adjournment thereof. My/our proxy/proxies is to be vote as indicated below:

| | Resolution | For | Against |
|----|---|-----|---------|
| 1. | Approval of Final Dividend of 1.0 sen for the financial year ended 28 February 2023 | | |
| 2. | Re-election of Mr. Fong Wern Sheng as Director | | |
| 3. | Re-election of Ms. Ofelia Cheah Loo Ee as Director | | |
| 4. | Re-election of Mr. Tan Jin Sun as Director | | |
| 5. | Re-election of Ms. Tan Suat Hoon as Director | | |
| 6. | Approval of Directors' Fees for the financial year ended 28 February 2023 | | |
| 7. | Approval of Directors Other Benefits Payable up to RM24,250 | | |
| 8. | Re-appointment of Auditors | | |
| 9. | Approval for Directors to issue shares pursuant to Section 76 of the Companies Act 2016 | | |

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2023

| | | |
|--|---------------|-------------|
| The proportions of my/or holding to be represented by my/our proxies are as follows: - | | |
| | No. of Shares | Percentage |
| First Proxy | | |
| Second Proxy | | |
| Total | | 100% |

Signature(s)/Common Seal of Member(s)

NOTES:

- A member entitled to attend and vote at this meeting may appoint more than one (1) proxy, who need not be a member, to attend and vote in his stead. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each Omnibus Account it holds.
- To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this 33rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 21 July 2023. Only a depositor whose name appears on the Record of Depositors as at 21 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

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The Company Secretary
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10050 Georgetown Penang

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