



PLB ENGINEERING BERHAD
Company No.: 199701002728 (418224-X)
(Incorporated in Malaysia)

Registered Office
51-8-A, Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang

Date: 19 February 2021

Board of Directors:

Dato' Seri Ong Choo Hoon (*Group Executive Chairman*)
Encik Mardzukhi Bin Abu Bakar (*Executive Director*)
Dato' Ong Guat Beng (*Executive Director*)
Mr. Ong Seng Chye (*Executive Director*)
Mr. Saw Chin Eng (*Independent Non-Executive Director*)
Madam Teoh Siew Tin (*Independent Non-Executive Director*)
Madam Wein Siew Fen (*Independent Non-Executive Director*)

To: The Shareholders of PLB

Dear Sir/Madam

PLB Engineering Berhad – Extraordinary General Meeting (“EGM”)

It is our pleasure to invite you to attend the EGM on fully virtual basis through live streaming and online remote voting, which will be held as below:

Day & Date : Monday, 8 March 2021
Time : 3.00 p.m.
Broadcast Venue : PLB Engineering Berhad, 2nd Floor, Board Room, 1320, Jalan Baru,
Taman Chai Leng, 13700 Prai, Penang

The Circular to Shareholders in relation to the Proposed Joint Development and Proposed EPCC Settlement is available on the Company's corporate website at <https://www.plb.com.my>

If you would like to have a printed copy of the Circular, kindly submit your Request Form (included herein) to us. Alternatively, you may fax it to +604-399 8323 or email it to kumutha@plbgroup.com.my

If you wish to appoint a proxy to attend and vote on your behalf at the fully virtual EGM, you may deposit your Proxy Form at our registered office at 51-8-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not later than 7 March 2021 at 3.00 p.m.

If you require any assistance, kindly contact Ms Kumutha at +604-390 5737 or email to kumutha@plbgroup.com.my

We thank you for your continued support to PLB ENGINEERING BERHAD.

Yours faithfully
For and behalf of the Board of
PLB ENGINEERING BERHAD

Dato' Seri Ong Choo Hoon
Group Executive Chairman
19 February 2021, Penang



PLB ENGINEERING BERHAD
Company No.: 199701002728 (418224-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of PLB Engineering Berhad (“PLB” or “Company”) will be held on a fully virtual basis at the Broadcast Venue of PLB Engineering Berhad, 2nd Floor, Board Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Monday, 8 March 2021 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED JOINT DEVELOPMENT BETWEEN PLB AND THE GOVERNMENT OF THE STATE OF PENANG AND THE PENANG DEVELOPMENT CORPORATION FOR THE IMPLEMENTATION AND COMPLETION OF THE PROJECT (AS DEFINED BELOW) (“PROPOSED JOINT DEVELOPMENT”)

“**THAT** subject to the approval and consent being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to PLB to undertake the implementation and completion of the Project comprising:

- (i) the safe rehabilitation of the existing dumpsite for the disposal of various types of waste on the land measuring approximately 84 acres located in Jelutong, Penang along Lebuhraya Tun Dr Lim Chong Eu (“**Existing Area**”) and the additional area in excess of the Existing Area to be rehabilitated by PLB as required and approved by the relevant authorities (“**Rehabilitation Works**”) and to secure the perimeters for the purpose of PLB carrying out and completing the Rehabilitation Works;
- (ii) the construction and operation of a new integrated recycling centre to be located on a site to be procured and acquired by PLB or its nominated subsidiary, for receiving, sorting and recovery of construction and demolition waste, green waste and excavation waste only, and the preparation thereof for reuse or recycling; and
- (iii) the development comprising residential, commercial and tourism developments/ projects to be constructed on PLB’s Entitled Land as described in the circular to shareholders dated 19 February 2021,

(collectively referred to as “**Project**”)

in accordance with the terms and conditions of the Conditional Joint Development Agreement dated 21 February 2020 entered into between PLB, the Government of the State of Penang and the Penang Development Corporation (“**JDA**”);

AND THAT the Board of Directors of PLB (“**Board**”) be and is hereby authorised to give effect to the Proposed Joint Development with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the JDA as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitation, the affixing of the Company’s common seal) as may be necessary or expedient in order to implement, finalise, give effect and to complete the aforesaid Proposed Joint Development or JDA (as the case may be), with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board to implement, finalise and give full effect to the Proposed Joint Development.”

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT TO CHINA RAILWAY ENGINEERING CORPORATION (M) SDN BHD ("CRECM") COMPRISING 90% OF PLB'S ENTITLED LAND (AS DEFINED IN THE CIRCULAR TO SHAREHOLDERS DATED 19 FEBRUARY 2021) FOR SERVICES RENDERED, NAMELY UNDERTAKING, MANAGEMENT, IMPLEMENTATION AND CONSTRUCTION OF THE REHABILITATION WORKS ("PROPOSED EPCC SETTLEMENT")

"THAT subject to the passing of Ordinary Resolution 1 above, and subject to the terms of the binding agreement to be entered into between PLB and CRECM for the purpose of forming the special purpose vehicle for the Rehabilitation Works, to be principally in the form of the Memorandum of Understanding dated 20 March 2020 entered into between the Company and CRECM ("**MOU**"), and subject to approval and consent being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to PLB to undertake the Proposed EPCC Settlement.

AND THAT the Board be and is hereby authorised to give effect to the Proposed EPCC Settlement with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the MOU or binding agreement (as the case may be) as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed EPCC Settlement, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board to implement, finalise and give full effect to the Proposed EPCC Settlement."

By Order of the Board

HING POE PYNG (MAICSA 7053526)
SSM PC NO. 202008001322

WONG YEE LIN (MIA 15898)
SSM PC NO. 201908001793

Joint Company Secretaries

Penang
19 February 2021

Notes:

1. As part of the initiatives and the safety measures to curb the spread of Coronavirus Disease 2019 (“**COVID-19**”), and having regard to the well-being and the safety of our shareholders, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities (“**RPV**”) which are available on Securities Services e-Portal (“**SSeP**”) at <https://www.sshsb.net.my/login.aspx>

Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV.

2. The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman of the meeting shall be present at the main venue of the EGM which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members’ right to speak and vote at the general meeting.
3. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 26 February 2021. Only a depositor whose name appears on the Record of Depositors as at 26 February 2021 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/ her stead.

Pursuant to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main/broadcast venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the EGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the EGM.

4. A member of the Company entitled to appoint at least 1 but not more than 2 proxies to attend, speak and vote on his/ her/its behalf. A proxy may but need not be a member of the Company.
5. Where a member appoints 2 proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.
6. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in 1 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 its holds.
7. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”) which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.
8. To be valid, the proxy form duly completed must be deposited at the registered office of the Company, 51-8-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than 24 hours before the time for holding the meeting. Proxy Form via facsimile or electronic mail will not be accepted.
9. The instrument appointing a proxy or proxies 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 common seal or under the hand of an officer or attorney duly authorised.
10. For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors as at 26 February 2021 has been requested. Only a depositor whose name appears on the Record of the Depositors as at 26 February 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.



PLB ENGINEERING BERHAD
Company No.: 199701002728 (418224-X)
(Incorporated in Malaysia)

Proxy Form

Number of Shares held	CDS Account No.									
-										

*1 / We *NRIC No./Passport No./Registration No.
(Full Name in Block Letters)

of
(Address, telephone no. and email address)

being a member/members of the PLB Engineering Berhad hereby appoint
(Full Name in Block Letters)

NRIC No. of
(Address, telephone no. and email address)

and NRIC No.
(Full Name in Block Letters)

of
(Address, telephone no. and email address)

or failing him/her, the Chairman of the meeting as *my / our proxy to vote for *me / us on *my / our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held on a fully virtual basis at the Broadcast Venue of PLB Engineering Berhad, 2nd Floor, Board Room, 1320, Jalan Baru, Taman Chai Leng, 13700 Prai, Penang on Monday, 8 March 2021 at 3.00 p.m. or any adjournment thereof, and to vote as indicated below:

RESOLUTIONS	FOR	AGAINST
ORDINARY RESOLUTION 1 - PROPOSED JOINT DEVELOPMENT		
ORDINARY RESOLUTION 2 - PROPOSED EPCC SETTLEMENT		

Please indicate with an "X" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction for voting is given, the proxy may vote as he thinks fit.

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:		
	No. of Shares	%
Proxy 1		
Proxy 2		
		100

Signed this day of , 2021.

Notes:

Signature(s)/Common Seal of Shareholder

- As part of the initiatives and the safety measures to curb the spread of Coronavirus Disease 2019 ("COVID-19"), and having regard to the well-being and the safety of our shareholders, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities ("RPV") which are available on Securities Services e-Portal ("SSEp") at <https://www.sshsb.net.my/login.aspx>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV.
- The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman of the meeting shall be present at the main venue of the EGM which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the general meeting.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 26 February 2021. Only a depositor whose name appears on the Record of Depositors as at 26 February 2021 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/her stead. Pursuant to the Guidance on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main/broadcast venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshbs.com.my during the EGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the EGM.
- A member of the Company entitled to appoint at least 1 but not more than 2 proxies to attend, speak and vote on his/her/its behalf. A proxy may but need not be a member of the Company.
- Where a member appoints 2 proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.
- Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in 1 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 its holds.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with section 333 of the Companies Act 2016.
- To be valid, the proxy form duly completed must be deposited at the registered office of the Company, 51-B-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than 24 hours before the time for holding the meeting. Proxy Form via facsimile or electronic mail will not be accepted.
- The instrument appointing a proxy or proxies 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 common seal or under the hand of an officer or attorney duly authorised.
- For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors as at 26 February 2021 has been requested. Only a depositor whose name appears on the Record of Depositors as at 26 February 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

PERSONAL DATA POLICY

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company (and/or its agents/ service providers), using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM, or any adjournment thereof.

Fold this flap for sealing

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THE COMPANY SECRETARIES

PLB ENGINEERING BERHAD

(Registration No.: 199701002728 (418224-X))

51-8-A, Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang

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PLB ENGINEERING BERHAD
Company No.: 199701002728 (418224-X)
(Incorporated in Malaysia)

REQUEST FORM

Dear Shareholders

Should you wish to receive a copy of the printed Circular in relation to the Proposed Joint Development and Proposed EPCC Settlement, please complete your particular below and return this form to us. Alternatively, you may fax to +604 - 399 8323. The hardcopy will be posted to you within four (4) market days from the receipt of your request.

PARTICULARS OF SHAREHOLDERS

Name of Shareholder

NRIC No. / Passport No. / Company No.

CDS Account No.

Mailing Address

Telephone No. / Email Address

Signature of Member/ Company Seal

Date

For any enquiries, please contact:
Ms Kumutha | T: +604 - 390 5737 | F: +604 - 399 8323

You may also download the Circular in relation to the Proposed Joint Development and Proposed EPCC Settlement from our website at www.plb.com.my.

Fold this flap for sealing

Then fold here

THE COMPANY SECRETARIES

PLB ENGINEERING BERHAD

(Registration No.: 199701002728 (418224-X))

1320, Jalan Baru,
Taman Chai Leng,
13700 Prai, Pulau Pinang

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WHAT IS Securities Services e-Portal?

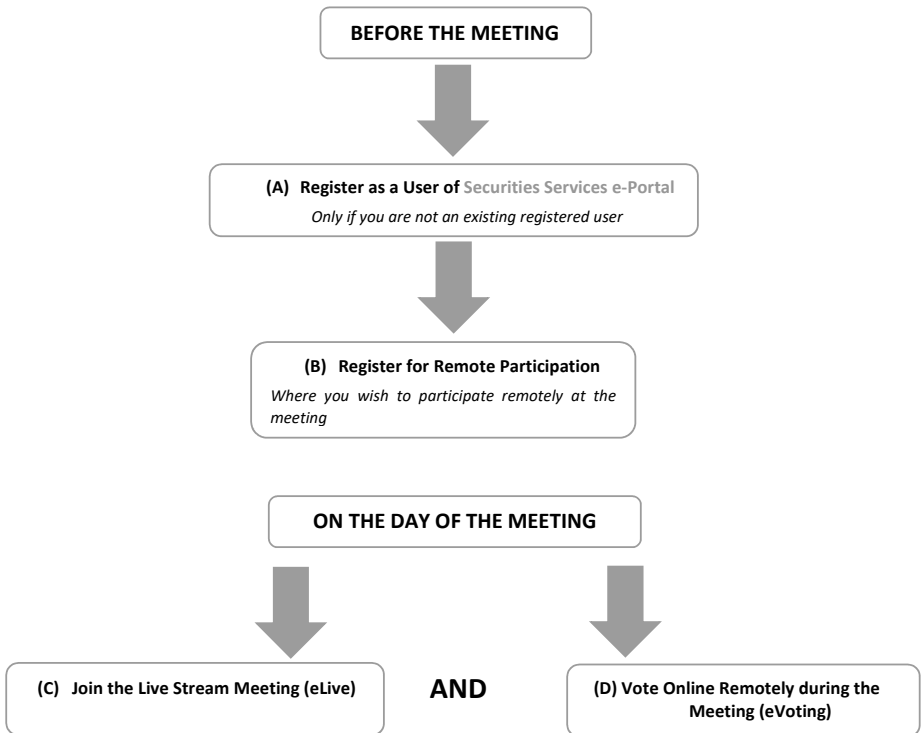
Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by PLB Engineering Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

REQUIRE ASSISTANCE?

Please contact Ms. Chew Peck Kheng (ext: 194) or Ms. Stephanie (ext: 186) at our general line (+604 263 1966) to request for e-Services Assistance during our office hours on Monday to Friday from 9:00 a.m. to 12:30 p.m. and from 1:30 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



BEFORE THE MEETING

(A) Register as a User of Securities Services e-Portal	
<p>Step 1 Visit https://sshsb.net.my/login.aspx</p> <p>Step 2 Register as a user</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> • This is a ONE-TIME registration. If you are already a registered user of Securities Services e-Portal, you need not register again. • Your email address is your User ID. • Please proceed to either (B) below once you are a registered user.

ALL SHAREHOLDERS MUST REGISTER AS A USER BY 3 MARCH 2021

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Monday, 8 March 2021 at 3:00 p.m.	Wednesday, 3 March 2021 at 3:00 p.m.

- Log in to <https://sshsb.net.my/login.aspx> with your registered email and password
- Look for **PLB Engineering Berhad** under Company Name and **EGM on 8 March 2021 at 3:00 p.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

<p>Step 1 Check if you are attending as –</p> <ul style="list-style-type: none"> ▪ Individual shareholder ▪ Corporate or authorised representative of a body corporate <p><i>For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.</i></p> <p>Step 2 Submit your registration.</p>	<ul style="list-style-type: none"> • A copy of your e-Registration for remote participation can be accessed via My Records (refer to the left navigation panel). • Your registration will apply to all the CDS account(s) of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate. • As the meeting will be conducted on a fully virtual basis and only the Chairman and other essential individuals will be present at the broadcast venue, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.
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PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 3 March 2021. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/login.aspx> with your registered email and password

(C) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Monday, 8 March 2021 at 3:00 p.m.	Monday, 8 March 2021 at 2:45 p.m.

➤ Look for **PLB Engineering Berhad** under Company Name and **EGM on 8 March 2021 at 3:00 p.m. – Live Stream Meeting** under Corporate Exercise / Event and click “>” to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/ Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(D) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Monday, 8 March 2021 at 3:00 p.m.	Monday, 8 March 2021 at 3:00 p.m.

➤ If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR

➤ If are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **PLB Engineering Berhad** under Company Name and **EGM on 8 March 2021 at 3:00 p.m. – Remote Voting** under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.
Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).

