



PTT SYNERGY GROUP BERHAD

[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of PTT Synergy Group Berhad (“PTT” or “Company”) will be held at 2A-1-1(B), Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 27 February 2025 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY PTT LOGISTICS HUB 1 SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY TO MTRUSTEE BERHAD (ACTING ON BEHALF OF CAPITALAND MALAYSIA TRUST) OF TWO (2) PARCELS OF ADJOINING FREEHOLD LAND HELD UNDER HSD 90267, PT 50053 AND HSD 90268, PT 50054, MUKIM OF RAWANG, DAERAH GOMBAK, STATE OF SELANGOR (“LAND”) TOGETHER WITH A SINGLE-STOREY INDUSTRIAL WAREHOUSE (TOGETHER WITH THE AUTOMATED STORAGE AND RETRIEVAL RACKING SYSTEM) WITH AN ANNEXED THREE-STOREY OFFICE BUILDING AND ANCILLARY BUILDINGS TO BE ERECTED ON THE LAND FOR A CASH CONSIDERATION OF RM180.0 MILLION AND SUBSEQUENT LEASEBACK BY PROJEK TETAP TEGUH SDN. BHD. FROM MTRUSTEE BERHAD (ACTING ON BEHALF OF CAPITALAND MALAYSIA TRUST)

“THAT subject to the approval of all relevant authorities/parties being obtained, approval be and is hereby given for PTT Logistics Hub 1 Sdn. Bhd., a wholly-owned subsidiary of the Company, to dispose two (2) parcels of adjoining freehold land held under HSD 90267, PT 50053 and HSD 90268, PT 50054, Mukim of Rawang, Daerah Gombak, State of Selangor together with a single-storey industrial warehouse (together with the automated storage and retrieval racking system) with an annexed three-storey office building and ancillary buildings to be erected on the Land to MTrustee Berhad, the trustee of CapitaLand Malaysia Trust for a cash consideration of RM180.0 million, upon the terms and conditions as set out in the conditional Sale and Purchase Agreement dated 2 December 2024 between PTT Logistics Hub 1 Sdn. Bhd. and MTrustee Berhad, acting as the trustee for CapitaLand Malaysia Trust (“Proposed Disposal”).

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to take all such necessary steps to give effect and to complete the Proposed Disposal with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Disposal.

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ RRPT MANDATE”)

“THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“Group”) to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Part B, Section 2.5 of the Circular to Shareholders dated 12 February 2025 provided that such transactions are: -

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group’s day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until: -

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this EGM at which the Proposed New Shareholders’ RRPT Mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier;

AND FURTHER THAT the Directors be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed New Shareholders’ RRPT Mandate.

By Order of the Board
PTT SYNERGY GROUP BERHAD

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
CHEW KIT YEE (SSM PC NO. 202208000376) (MAICSA 7067474)
Company Secretaries

Kuala Lumpur
12 February 2025

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of the EGM or on 20 February 2025 shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote in his stead at the EGM.
2. A member entitled to attend and vote at the EGM may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same EGM, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not 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 EGM shall have the same rights as the member to attend, participate, speak and vote at the EGM.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. 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 at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The resolutions set out in the notice of the EGM are to be voted by poll.
6. Any notice of termination of authority to act as proxy must be received by the Company before the commencement of the EGM or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Act:
 - (i) the constitution of the quorum at such meeting;
 - (ii) the validity of anything he did as chairman of such meeting;
 - (iii) the validity of a poll demanded by him at such meeting; or
 - (iv) the validity of the vote exercised by him at such meeting.