



FOUNDER

PUC FOUNDER (MSC) BERHAD

(Company No. 451734-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the Company will be held at Room Tioman, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 6 November 2013 at 10.30 a.m. for the purpose of considering, and, if thought fit, passing the following ordinary resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN RED MEDIA ASIA LTD (“RMA”) COMPRISING A TOTAL OF 8,269,818 ORDINARY SHARES OF USD1.00 EACH FROM RESOURCE HOLDING MANAGEMENT LIMITED (FORMERLY KNOWN AS REDHOT MEDIA INTERNATIONAL LIMITED) (“RESOURCE HOLDING” OR THE “VENDOR”) FOR A TOTAL CONSIDERATION OF RM90.0 MILLION TO BE SATISFIED VIA THE ISSUANCE OF 750,000,000 NEW ORDINARY SHARES OF RM0.10 EACH (“SHARES”) IN PUC FOUNDER (MSC) BERHAD (“PUCF”) AT AN ISSUE PRICE OF RM0.12 EACH (“PROPOSED ACQUISITION”)

“**THAT**, subject to and contingent upon the passing of Ordinary Resolutions 2, 3 and the approval of all relevant authorities, approval be and is hereby given for the Company to acquire the entire equity interest in RMA, a wholly-owned subsidiary of Resource Holding, comprising a total of 8,269,818 ordinary shares of USD1.00 each for a total consideration of RM90,000,000 (“**Purchase Consideration**”) to be satisfied via the issuance of 750,000,000 new Shares in PUCF at an issue price of RM0.12 each (“**Consideration Shares**”) subject to and upon such terms and conditions as set out in the conditional Sale of Shares Agreement (“**SSA**”) dated 16 November 2010, the First Supplemental SSA dated 23 February 2012 and the Second Supplemental SSA dated 14 November 2012 entered into between the Company and the Vendor (“**SSA**”);

AND THAT, such Consideration Shares shall, upon allotment and issue, rank pari passu in all respects with the existing Shares except that the Consideration Shares shall not be entitled to any dividend, right, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of the Consideration Shares;

AND FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to approve all amendments or variations to the Proposed Acquisition, in order to comply with the relevant conditions imposed by the relevant authorities, or take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and as the Board of Directors may deem fit, appropriate and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 OF THE CAPITAL MARKET AND SERVICES ACT 2007 (“CODE”) TO RESOURCE HOLDING MANAGEMENT LIMITED (FORMERLY KNOWN AS REDHOT MEDIA INTERNATIONAL LIMITED) (“RESOURCE HOLDING” OR THE “VENDOR”) AND PERSONS ACTING IN CONCERT WITH IT (“PAC”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING PUC FOUNDER (MSC) BERHAD (“PUCF”) SHARES NOT ALREADY HELD BY IT UPON COMPLETION OF THE PROPOSED ACQUISITION (“PROPOSED EXEMPTION”)

“**THAT**, subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and the approval from the Securities Commission being obtained, approval be and is hereby given for Resource Holding, being the vendor of RMA (“**RMA**”) to be exempted from any obligation to extend a mandatory general offer that may arise at any time under Part II of the Code to holders of voting shares of the Company to acquire all the remaining shares in the Company not already held by Resource Holding and PAC arising from or in connection with the Proposed Acquisition;

AND THAT, the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed Exemption with full power to assent to any condition and effect any modification, variation and/or amendment as the Board of Directors may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF PUC FOUNDER (MSC) BERHAD (“PROPOSED IASC”)

“**THAT**, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2, the authorised share capital of the Company be and is hereby increased from RM10,000,000 comprising of 100,000,000 ordinary shares of RM0.10 each (“**Shares**”) to RM500,000,000 comprising of 5,000,000,000 Shares by the creation of an additional 4,900,000,000 Shares and that the Memorandum and Articles of Association of the Company and all other documents be and are hereby amended accordingly.”

By Order of the Board

**LIM SECK WAH (MAICSA NO. 0799845)
TANG CHI HOE (KEVIN) (MAICSA NO. 7045754)**

Company Secretaries

18 October 2013

Kuala Lumpur

Notes:-

1. 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 31 October 2013. Only a depositor whose name appears on the Record of Depositors as at 31 October 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote in his/ her stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) shall not apply to the Company.
3. A member of the Company may appoint up to two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his/ her holdings to be represented by each proxy.
4. Where a member is an authorised nominee, as defined under the Central Depositories Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies shall be invalid unless the authorised nominee specifies the proportions of its shareholdings to be represented by each proxy.
5. 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.
6. The Form of Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.