

NOTICE OF EXTRAORDINARY GENERAL MEETING



PUC FOUNDER (MSC) BERHAD

(Company No: 451734-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of PUC Founder (MSC) Berhad (“**PUC**” or “**Company**”) will be held at Westin II, The Westin Kuala Lumpur, 199 Jalan Bukit Bintang, 55100 Kuala Lumpur on Monday, 8 September 2014 at 9.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION I

PROPOSED BONUS ISSUE OF UP TO 132,791,321 NEW ORDINARY SHARES OF RM0.10 EACH IN PUC (“PUC SHARES” OR “SHARES”) (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY SEVEN (7) EXISTING PUC SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)

“THAT approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 132,791,321 Bonus Shares on the basis of one (1) Bonus Share for every seven (7) existing PUC Shares held by the shareholders of the Company at the Entitlement Date (“**Entitled Shareholders**”);

AND THAT the Board be and is hereby authorised to capitalise a total sum of up to RM13,279,132 from the Company’s share premium account and/or retained earnings for the purpose of the Proposed Bonus Issue of Shares;

AND THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing PUC Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

ORDINARY RESOLUTION II

PROPOSED ISSUE OF UP TO 132,791,321 FREE WARRANTS (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY SEVEN (7) EXISTING PUC SHARES HELD AT THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED FREE WARRANTS ISSUE”)

“THAT approval be and is hereby given to the Board to create and issue up to 132,791,321 Warrants on the basis of one (1) Warrant for every seven (7) existing PUC Shares held by the Entitled Shareholders at the same Entitlement Date as the Proposed Bonus Issue of Shares;

AND THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Warrants as set out in the circular to the shareholders of the Company dated 22 August 2014 and the terms and conditions of a deed poll to be executed by the Company (“**Deed Poll**”);

AND THAT approval be and is hereby given to the Board to allot and issue such number of PUC Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll;

AND THAT the holders of the Warrants will not be entitled to any voting rights and in any form of distribution and/or offer of further securities in the Company until and unless such holders of the Warrants exercise their Warrants into new PUC Shares;

AND THAT the new PUC Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing PUC Shares, save and except that the new PUC Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date for the distribution precedes the date of allotment and issuance of the new PUC Shares arising from the exercise of the Warrants.

AND THAT the Board be and is hereby entitled to deal with all or any fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrants Issue.

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

AND THAT the proceeds to be derived from the exercise of Warrants to be utilised in the manner as set out in Section 2.2.5 of the circular dated 22 August 2014 and the Board be and are hereby authorised to revise the utilisation of the proceeds as they may deem fit and in the interest of the Company.”

By Order of the Board

LIM SECK WAH (MAICSA 0799845)
TANG CHI HOE (KEVIN) (MAICSA 7045754)
Company Secretaries

Kuala Lumpur
Date: 22 August 2014

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 29 August 2014. Only a depositor whose name appears on the Record of Depositors as at 29 August 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member 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 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. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorised.
7. The Form of 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 appointed for holding the meeting or any adjournment thereof.