



PUNCAK NIAGA HOLDINGS BERHAD

(Company No. 416087-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Puncak Niaga Holdings Berhad ("PNHB" or "Company") will be held at Concorde 1, Concorde Hotel Shah Alam, Level 2, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 7 January 2015 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 modification(s):-

SPECIAL RESOLUTION 1

PROPOSED DISPOSALS BY PNHB OF THE FOLLOWING:

- (I) **THE ENTIRE EQUITY INTEREST AND CUMULATIVE CONVERTIBLE REDEEMABLE PREFERENCE SHARES HELD IN PUNCAK NIAGA (M) SDN BHD ("PNSB") TO PENGURUSAN AIR SELANGOR SDN BHD (FORMERLY KNOWN AS TEMASEK TIASA SDN BHD) ("AIR SELANGOR") ("PROPOSED PNSB DISPOSAL"); AND**
- (II) **70% EQUITY INTEREST HELD IN SYARIKAT BEKALAN AIR SELANGOR SDN BHD ("SYABAS") AND RM212.0 MILLION NOMINAL VALUE OF REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS TO AIR SELANGOR ("PROPOSED SYABAS DISPOSAL")**

FOR A TOTAL CASH CONSIDERATION OF RM1,555.3 MILLION (COLLECTIVELY REFERRED TO AS THE "PROPOSED DISPOSALS")

"THAT subject to the relevant approvals being obtained from the relevant authorities, approval be and is hereby given for the Company to carry out and to implement all transactions contemplated therein in relation to the following:

- (i) the disposal of the entire equity interest held in PNSB comprising 10,000,000 ordinary shares of RM1.00 each in PNSB and 48,000,000 cumulative convertible redeemable preference shares of RM0.10 each in PNSB to Air Selangor for a total cash consideration of RM1,117.5 million; and
- (ii) the disposal of the 70% equity interest held in SYABAS comprising 45,500,000 ordinary shares of RM1.00 each in SYABAS for a cash consideration of RM225.8 million and RM212.0 million nominal value of redeemable convertible unsecured loan stocks for a cash consideration of RM212.0 million

in accordance with the terms and conditions of the conditional sale and purchase agreement in relation to the Proposed Disposals dated 11 November 2014 between PNHB and Air Selangor.

AND THAT the Board of Directors of the Company be and is hereby authorised to carry out all such acts, deeds and things deemed necessary or expedient to give full effect to implement all transactions contemplated therein in the Proposed Disposals, for and on behalf of the Company and in the best interests of the Company, with full powers to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Disposals as may be required by any relevant authorities and to execute, deliver and/or cause to be delivered such documents and agreements in connection therewith."

ORDINARY RESOLUTION 1

PROPOSED DISTRIBUTION OF A MINIMUM AMOUNT OF RM1.00 PER ORDINARY SHARE OF RM1.00 EACH IN THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY UP TO A MAXIMUM DISTRIBUTION OF RM534.3 MILLION ONLY VIA A SPECIAL CASH DIVIDEND PAYMENT TO THE ENTITLED SHAREHOLDERS OF PNHB AT AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED AT A LATER DATE BY THE BOARD OF DIRECTORS OF THE COMPANY ("PROPOSED DISTRIBUTION")

"THAT subject to the passing of Special Resolution 1 above and the completion of the Proposed Disposals, the Board of Directors of the Company be and is hereby authorised to declare and to pay part of the cash consideration received from Air Selangor pursuant to the Proposed Disposals, after the completion of the Proposed Disposals, a special cash dividend of a minimum amount of RM1.00 per ordinary share of RM1.00 each (excluding the treasury shares of the Company) in the issued and paid-up share capital of the Company up to a maximum distribution amount of RM534.3 million only ("Special Dividend") which shall be paid out of the available retained profits account of the Company pursuant to Section 365 of the Companies Act, 1965, to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced at a later date by the Board of Directors of the Company **AND THAT** the actual amount to be distributed as Special Dividend and the date for the Special Dividend entitlement and the date of the Special Dividend payment thereof to the entitled shareholders of the Company shall be fixed and announced by the Board of Directors of the Company at a later date **AND THAT** the Board of Directors of the Company be and is hereby given full authority and shall have the sole discretion to determine and adjust the final amount of the Special Dividend **AND FURTHER THAT** the Board of Directors of the Company be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things incidental to and/or as deemed necessary, expedient and/or appropriate, for and on behalf of the Company and in the best interests of the Company to give full effect to implement and complete the Proposed Distribution."

BY ORDER OF THE BOARD

Tan Bee Lian (MAICSA 7006285)
Lim Yew Heang (MAICSA 7007653)
Secretaries

Shah Alam
16 December 2014

Notes:-

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 30 December 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this Extraordinary General Meeting.
 2. A Member entitled to attend and vote at the Meeting is entitled to appoint another person to attend and vote in his stead.
 3. A proxy need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
 4. A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that,
 - (a) where a Member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to 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.
 - (b) where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.
- Where a Member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.
 6. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Article 82 of the Company's Articles of Association.
 7. The instrument appointing the proxy must be deposited at the Office of the Company's Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
 8. At any general meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded by either:
 - (a) the Chairman (being a person entitled to vote); or
 - (b) not less than two Members present in person or by proxy and entitled to vote; or
 - (c) a Member or Members present in person or by proxy and representing not less than one-twentieth of the total voting rights of all the Members having the right to vote at the Meeting; or
 - (d) a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-twentieth of the total sum paid up on all the shares conferring that right.
 9. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn), a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
 10. No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need to be given of a poll not taken immediately.
 11. On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
 12. **Explanatory Notes on Ordinary Resolution 1: Proposed Distribution**

Subject to the completion of the Proposed Disposals, it is the intention of the Board of Directors of the Company to distribute part of the cash consideration received from Air Selangor pursuant to the Proposed Disposals to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced at a later date by the Board of Directors of the Company via a special cash dividend of a minimum amount of RM1.00 per ordinary share of RM1.00 each in the Company (excluding treasury shares) up to a maximum distribution amount of RM534.3 million only ("Special Dividend") to reward the Company's shareholders for their support of the Company. The actual amount to be distributed as Special Dividend will be determined and announced at a later date by the Board of Directors of the Company upon the passing of the Special Resolution 1 and Ordinary Resolution 1 of this Notice of EGM. The actual amount to be distributed will depend on the total number of shares of the Company in issue as at the entitlement date to be fixed by the Board of Directors of the Company.