



PUC FOUNDER (MSC) BERHAD
(Company No.: 451734-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the **Nineteenth Annual General Meeting ("AGM")** of the Company will be held at **Plenary Theatre, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Wednesday, 28 June 2017 at 2.30 p.m.** for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
- To approve the payment of Directors' Fees for the financial year ended 31 December 2016. **(Resolution 1)**
- To approve the payment of Directors' Fees and benefits payable up to RM 1 million from 1 January 2017 until the conclusion of the next AGM of the Company. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 85 of the Company's Articles of Association and being eligible, offer themselves for re-election:
 - Dato' Othman Bin Jusoh; **(Resolution 3)**
 - Mr. Liew Peng Chuen @ Liew Ah Choy. **(Resolution 4)**
- To re-appoint Mr. Nathaniel Grant David Sherick as Director. **(Resolution 5)**
- To re-appoint Messrs UHY as the auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

To consider, and, if thought fit, to pass the following Resolutions:

AS ORDINARY RESOLUTIONS

7. Authority for the Company's Directors to Issue Shares

"THAT pursuant to Section 75 and 76 of the Companies Act 2016 ("Act") as it may be amended, modified or re-enacted from time to time, and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company." **(Resolution 7)**

8. Authority for the Company to purchase its own shares

"THAT, subject always to the Companies Act 2016, the provisions of the Memorandum and Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations as it may be amended, modified or re-enacted from time to time, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of ACE Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities." **(Resolution 8)**

AS SPECIAL RESOLUTIONS

9. Proposed Change of Company's Name from "PUC Founder (MSC) Berhad" to "PUC Berhad" ("Proposed Change of Name")

"THAT the name of the Company be hereby changed from "PUC Founder (MSC) Berhad" to "PUC Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be hereby amended accordingly, wherever the name of the Company appears.

AND THAT, the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities." **(Special Resolution 1)**

10. Proposed Adoption of New Company's Constitution

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular to Shareholders dated 28 April 2017 accompanying the Company's Annual Report for the financial year ended 31 December 2016 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **(Special Resolution 2)**

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

TANG CHI HOE (KEVIN) (MAICSA NO. 7045754)

Secretaries
Dated: 28 April 2017
Kuala Lumpur

Notes:-

A. This Agenda item is meant for discussion only as the provisions of the Company's Articles of Association do not require a formal approval from shareholders, and hence, is not put forward for voting.

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 20 June 2017. Only a depositor whose name appears on the Record of Depositors as at 20 June 2017 shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and vote in his/her stead.

Appointment of Proxy(ies)

- A member of the Company may appoint up to two (2) proxies who need not be a member of the Company to attend, speak and vote at the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member is an authorised nominee, as defined under the Securities Industry (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 credit of the said Securities Account which is credited with ordinary shares of the Company.
- 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.
- The completed Proxy Form shall be in writing under the hand of the appointer or of his/her 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.
- The instrument appointing a proxy(ies) shall be in writing, deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof will not preclude the member from attending, speaking and voting in person at the AGM should the member subsequently wish to do so.

Explanatory Notes:-

1. Resolution 5 – Re-appointment of Mr. Nathaniel Grant David Sherick as Director

Mr. Nathaniel Grant David Sherick, who is above the age of 70, was re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act 1965 (since repealed) at the Company's last AGM to hold office until the conclusion of this AGM. The proposed Ordinary Resolution 5, if passed, will enable Mr. Nathaniel Grant David Sherick to continue as a director of the Company.

As the Companies Act 2016, which came into force on 31 January 2017, had removed the age limit for directors, Mr. Nathaniel Grant David Sherick, after his re-appointment, shall only be subject to retirement by rotation at future AGM in accordance with the Memorandum and Articles of Association of the Company.

2. Resolution 7 – Authority for the Company's Directors to Issue Shares

The proposed Resolution 7, if passed, will empower the Directors to issue shares up to 10% of the total number of issued shares of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate sought to grant authority to Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the 18th AGM held on 28 June 2016. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, 54,285,800 ordinary shares were issued by way of private placement at an issue price of RM0.14 per share ("**Private Placement**"). The total proceeds of RM7,600,012 raised from the Private Placement is mainly for the expansion of its technology business.

3. Resolution 8 – Authority for the Company to purchase its own shares

The explanatory notes are set out in the Circular to Shareholders dated 28 April 2017.

4. Special Resolution 1 – Proposed Change of Name

The explanatory notes are set out in the Circular to Shareholders dated 28 April 2017.

5. Special Resolution 2 – Proposed Adoption of the New Company's Constitution

The proposed Special Resolution 2, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016. The proposed new Company's Constitution is set out in Part C of the Circular to Shareholders dated 28 April 2017.