



PUC Berhad
(Formerly known as PUC Founder (MSC) Berhad)
(Company No.: 451734-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of PUC Berhad (formerly known as PUC Founder (MSC) Berhad) (“PUC” or “Company”) will be held at **Greens III, Sports Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan** on **21 December 2017** at **10.00 a.m.**, for the purpose of considering and, if thought fit, passing with or without modification the following Ordinary Resolution by way of poll:-

ORDINARY RESOLUTION

PROPOSED VARIATION TO THE UTILISATION OF PART OF THE PROCEEDS RAISED FROM THE RIGHTS ISSUE OF IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“ICULS”) WITH WARRANTS-B (“PROPOSED VARIATION”)

“**THAT** subject to the passing of the Special Resolution in relation to the Proposed Variation by the ICULS Holders of the Company and the approvals of all relevant authorities and/or parties (if required) being obtained and satisfaction of conditions as may be imposed, approval be and is hereby given to the Company to vary the utilisation of part of the proceeds raised from the renounceable rights issue of RM42.65 million nominal value of three (3)-year, 4%, ICULS at 100% of the nominal value of RM0.05 each with Warrants-B which was completed on 24 February 2016, amounting up to RM36.45 million which remains unutilised for the Company to further expand its technology business, particularly in electronic commerce and electronic payment, advertising and media as well as related businesses as set out in Section 2.3 of the Circular; and

THAT the Directors be and is hereby authorised and empowered to take all acts and things and to execute all necessary documents, to give full effect to and complete the Proposed Variation with full power to assent to or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be deemed necessary by the Directors and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and expedient to finalise, implement and give full effect to and complete the Proposed Variation.”

By Order of the Board

Lim Seck Wah (MAICSA 0799845)
Tang Chi Hoe (Kevin) (MAICSA 7045754)
Company Secretaries

Kuala Lumpur

Date: 29 November 2017

Notes:

- 1. If all approvals have been obtained to undertake the Proposed Variation, our Company will be obligated to make a repayment offer to the ICULS Holders under Section 268(2) of the Capital Markets and Services Act, 2007 as set out in Section 2.3.1 of the Circular.*
- 2. For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, our Company shall be requesting the Record of Depositors as at 15 December 2017. Only a depositor whose name appears on the Record of Depositors as at 15 December 2017 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.*
- 3. A member of our Company may appoint up to two (2) proxies who need not be a member of our Company to attend, speak and vote at the same meeting. Where the member of our 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.*
- 4. 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 our Company standing to credit of the said Securities Account which is credited with ordinary shares of our Company.*
- 5. Where a member of our Company is an exempt authorised nominee which holds ordinary shares in our 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 completed Proxy Form shall be in writing under the hand of the appointer 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.*
- 7. The instrument appointing a proxy(ies) shall be in writing, deposited at the registered office of our 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 EGM should the member subsequently wishes to do so.*