



# **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 of Puncak Niaga Holdings Berhad (the "Company") will be held at Concorde 1, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 13 February 2018 at 9.30 a.m. or any adjournment of the Extraordinary General Meeting, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

### **ORDINARY RESOLUTION PROPOSED ACQUISITION**

"**THAT** subject to all other relevant approvals being obtained from the relevant authorities/parties (if any), approval be and is hereby given for the Company to acquire the entire issued share capital of TR1plc Berhad ("TR1plc") from Pimpinan Ehsan Berhad ("Pimpinan Ehsan") for a cash consideration of RM210,000,000 only ("Proposed Acquisition"), in accordance with the terms and conditions of the conditional Share Sale Agreement dated 16 December 2016 entered between Pimpinan Ehsan and the Company for the Proposed Acquisition (as supplemented by the supplemental agreement dated 15 September 2017) and any amendments, variations, modifications and additions thereto from time to time ("**SSA**") **AND THAT** in order to implement, complete and give full effect to the Proposed Acquisition, any one (1) Director of the Company (other than the Directors of the Company interested in the Proposed Acquisition), be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as deemed necessary, expedient and/or appropriate, with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authorities or parties (if any) or as a consequence of any such requirements or as he may in his absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the SSA and/or the Proposed Acquisition and in the best interest of the Company."

By Order of the Board  
**PUNCAK NIAGA HOLDINGS BERHAD**

**Tan Bee Lian (MAICSA 7006285)**  
**Lim Shook Nyee (MAICSA 7007640)**  
**Lee Siew Yoke (MAICSA 7053733)**  
Company Secretaries

Shah Alam  
18 January 2018

### **Notes:**

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 30 January 2018 (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. 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 Securities Industry (Central Depositories) Act 1991, 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 the 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 the 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 the 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 constitution (currently known as Memorandum and Articles of Association).
  7. The instrument appointing the proxy must be completed and returned, either by hand or post, so as to reach the Office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the Meeting or any adjournment thereof or in case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.
  8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.