



PUC BERHAD

(Formerly known as PUC Founder (MSC) Berhad)
Company No. 451734-A

(Incorporated in Malaysia under Companies Act, 1965
and deemed registered under the Companies Act, 2016)

NOTICE IS HEREBY GIVEN that the **Twentieth Annual General Meeting ("AGM")** of the Company will be held at **Hall 10, mmCineplexes eCurve, Level 2 & 2M, Jalan PJU 7/3, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 June 2018 at 2.00pm** for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and allowances for the financial year ended 31 December 2017. **(Resolution 1)**
- To approve the payment of Directors' fees and benefits payable up to RM 1 million from 28 June 2018 until the conclusion of the next AGM of the Company. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Constitution and being eligible, offer themselves for re-election.
 - Cheong Chia Chou (Clause 85) **(Resolution 3)**
 - Datuk Oh Chong Peng (Clause 92) **(Resolution 4)**
 - Raja Zufara Binti Raja Zain (Clause 92) **(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

6. Authority to Issue Shares

"THAT pursuant to Sections 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 capital 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 the 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)**

7. Proposed Renewal of Share Buy-Back Authority

"THAT, subject always to the Act, the provisions in the Company's Constitution, the ACE Market Listing Requirements of Bursa Securities and any other relevant governmental and/or regulatory authorities and all other applicable laws, guidelines, rules, regulations and orders 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 number of ordinary shares of the Company ("**Proposed Renewal of Share Buy-Back**") 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 or held 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 profit of the Company; 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 immediately upon passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the next AGM of the Company following the Twentieth AGM in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever is earlier;

AND THAT authority be and is hereby given unconditionally and generally to the Board of Directors of the Company to take all such steps as are necessary or expedient finalise and give full effect to the aforesaid share buy-back (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 Company's Constitution and the requirements and/or guidelines of ACE Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities as the Board may deem fit and expedient in the best interest of the Company." **(Resolution 8)**

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

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

Secretaries

Dated: 30 April 2018

Kuala Lumpur

Notes:-

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend, speak and vote at the Twentieth AGM, the Company shall be requesting the Record of Depositors as at 20 June 2018. Only a depositor whose name appears on the Record of Depositors as at 20 June 2018 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 Form of Proxy 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 wishes to do so.

Explanatory Notes To Special Business

1. Resolution 7 – Authority To Issue Shares

The proposed Resolution 7, if passed, will empower the Directors of the Company to issue shares up to ten per centum (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 Nineteenth AGM held on 28 June 2017. 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.

2. Resolution 8 – Proposed Renewal Of Share Buy-Back Authority

The Company has at the Nineteenth AGM on 28 June 2017, sought for shareholders' mandate but has never exercised the power to buy-back shares during the financial year. The mandate will be expired at the conclusion of the Twentieth AGM.

The Board would like to seek for shareholders' mandate at the Twentieth AGM.
The proposed Resolution 8, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits 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. Further information on the Proposed Renewal of Share Buy-Back are set out in the Share Buy-Back Statement on pages 80 to 89 in the Annual Report 2017.