



PUC Berhad

(199701036234 (451734-A))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the **Twenty-Second Annual General Meeting ("AGM")** of the Company will be held at **Ballroom I, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor** on **Thursday, 30 July 2020 at 10.00 am** for the following purposes :

AGENDA

As Ordinary Business

- 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- 2. To approve the payment of Directors' fees and benefits up to RM400,000 from this AGM until the next AGM of the Company. **(Resolution 2)**
- 3. To re-elect the following Directors retiring pursuant to the Company's Constitution and being eligible, offer themselves for re-election. **(Resolution 2)**
 - 3.1) Cheong Chia Chou (Clause 85) **(Resolution 3)**
 - 3.2) Nathaniel Grant David Sherick (Clause 85) **(Resolution 4)**
 - 3.3) Hafez Mohd Hashim Bin Razman Md Hashim (Clause 92) **(Resolution 4)**
- 4. 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 5)**

As Special Business

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

AS ORDINARY RESOLUTIONS

5. Authority to Issue Shares

THAT pursuant to Section 75 and 76 of the Companies Act, 2016 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 the Bursa Malaysia Securities Berhad 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 6)

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845) (SSM PC NO. 2020 08 00 0054)
TANG CHI HOE (KEVIN) (MAICSA NO. 7045754) (SSM PC NO. 2020 08 00 2054)
Secretaries
Dated : 10 June 2020
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 Twenty-Second AGM, the Company shall be requesting the Record of Depositors as at 24 July 2020. Only a depositor whose name appears on the Record of Depositors as at 24 July 2020 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)

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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.
- 5. 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 6 - Authority to issue shares

The proposed Resolution 6, 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 Twenty-First AGM held on 27 June 2019. 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, 215,786,400 ordinary shares were issued by way of private placement ("Private Placement"). Total proceeds of RM13,676,899.00 raised from the Private Placement has been fully utilized in accordance with the mandate of this exercise. The details of Private Placement as follows:-

Number of ordinary shares	Issue price per share (RM)	Amount (RM)
28,571,500	0.07	2,000,005.00
14,400,000	0.07	1,008,000.00
30,000,000	0.07	2,100,000.00
22,639,900	0.06	1,358,394.00
85,000,000	0.06	5,100,000.00
18,400,000	0.06	1,104,000.00
16,775,000	0.06	1,006,500.00
215,786,400		13,676,899.00