# NOTICE OF ANNUAL GENERAL MEETING

**PUC BERHAD**
[199701036234 (451734-A)]

NOTICE IS HEREBY GIVEN that the **Twenty-Seventh Annual General Meeting** (**"27TH AGM"**) of the Company will be held at Dewan Tunku, Kelab Golf Negara Subang, Jalan SS7/2, 47301 Petaling Jaya, Selangor on Wednesday, 24 June 2026 at 10.00 a.m. for the following purposes:

**AGENDA**

## AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial period ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.

2. To approve the payment of additional Non-Executive Directors' fees and benefits up to RM246,000 for the period from 1 January 2026 until this AGM. **(Ordinary Resolution 1)**

3. To approve the payment of Non-Executive Directors' fees and benefits up to RM469,000 from this AGM until the next AGM of the Company. **(Ordinary Resolution 2)**

4. To re-elect the following Directors retiring pursuant to the Company's Constitution and being eligible, offer themselves for re-election.

   4.1) Datuk Oh Chong Peng (Clause 85) **(Ordinary Resolution 3)**
   4.2) Liew Peng Chuen @ Liew Ah Choy (Clause 85) **(Ordinary Resolution 4)**
   4.3) Ng Say Beng (Clause 85) **(Ordinary Resolution 5)**
   4.4) Ooi Kah Hoe (Clause 85) **(Ordinary Resolution 6)**
   4.5) Dato' Sri Ting Teck Sheng (Clause 92) **(Ordinary Resolution 7)**
   4.6) Ng Yong Enn (Clause 92) **(Ordinary Resolution 8)**
   4.7) Khoo Yen Lan (Clause 92) **(Ordinary Resolution 9)**

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. **(Ordinary Resolution 10)**

## AS SPECIAL BUSINESS

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

6. **Retention of Independent Director**

   "THAT Datuk Oh Chong Peng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years be and is hereby retained as Independent Non-Executive Director of the Company." **(Ordinary Resolution 11)**

7. **Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**

   "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 of the Company at the time of submission to the authority;

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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;

AND THAT pursuant to Section 85 of the Act to be read together with Clause 47 of the Company's Constitution, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares." **(Ordinary Resolution 12)**

8. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**

"THAT subject to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (**"PUC Group"**) to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 30 April 2026, which are necessary for the day-to-day operations of PUC Group provided that the transaction are in the ordinary course of business, and are carried out at arms' length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public as well as are not detrimental to the minority shareholders' of the Company and such approval, shall continue to be in force until:-

i) the conclusion of the next AGM of the Company following the 27th AGM at which the Proposed New Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the Proposed New Shareholders' Mandate authority is renewed;
ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2)(b) of the Companies Act, 2016 (**"Act"**) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

AND THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, things and to execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary of expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution". **(Ordinary Resolution 13)**

9. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

**LIM SECK WAH (MAICSA 0799845) (SSM PC NO. 202008000054)**
**TANG CHI HOE (KEVIN) (MAICSA 7045754) (SSM PC NO. 202008002054)**
Secretaries

Dated: 30 April 2026
Kuala Lumpur

**Notes: -**

**Explanatory Notes for Ordinary Business**

**Ordinary Resolution 1 – Additional Non-Executive Directors' Fees and Benefits up to RM246,000 for the period from 1 January 2026 until this AGM**

The proposed additional Directors' fees and benefits are sought to cover the period from 1 January 2026 until the date of the 27th AGM.

The Directors' fees and benefits for the period from 1 July 2024 to 31 December 2025 were previously approved by shareholders at the 26th AGM held on 2 December 2024. Following the change in the Company's financial year end, the 27th AGM is scheduled to be held in June 2026 instead of December 2025.

As such, shareholders' approval is being sought for the payment of additional Directors' fees and benefits for the interim period from 1 January 2026 until the date of the 27th AGM.

**Explanatory Notes to Special Business**

1. **Ordinary Resolution 11 - Retention of Independent Director**

   The Board of Directors has vide the Nomination Committee conducted an assessment of the independence of Datuk Oh Chong Peng whose tenure as an Independent Non-Executive Director of the Company will achieve a cumulative term of 9 years on 1 October 2026 and recommended that Datuk Oh Chong Peng be retained as Independent Non-Executive Director of the Company through a two-tier voting based on the following justifications:

   i) he has fulfilled the criteria under the definition of Independent Director pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

   ii) he remains independent in character and judgement, actively participates in the Board's deliberations and provides independent and objective opinions to the Board.

   iii) he possesses in-depth knowledge of the Company's business operations and remains committed to devoting sufficient time and attention to the affairs of the Company.

   iv) he has extensive professional experience which enables him to provide constructive opinions, strategic insights and valuable guidance and ideas to the Board and Company.

2. **Ordinary Resolution 12 – Authority to issue shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**

   The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Act at the forthcoming 27th AGM of the Company.

   The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of 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.

   This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

   This mandate, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

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The waiver of pre-emptive rights pursuant to Section 85 of the Act will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

Since the 26th AGM and up to the date of this Notice, 12,433,223 ordinary shares were issued by way of private placement (**"Private Placement"**). Total proceeds of RM559,495.04 raised from the Private Placement has been fully utilised 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) |
|---|---|---|
| 12,433,223 | 0.0450 | 559,495.04 |

3. **Ordinary Resolutions 13 – Proposed New Shareholders' Mandate**

   The explanatory note on Ordinary Resolution 13 is set out in the Circular to Shareholders dated 30 April 2026.

***Notes:-***

***General Meeting Record of Depositors***

*For the purpose of determining a member who shall be entitled to attend, speak and vote at the 27th AGM, the Company shall be requesting the Record of Depositors as at 18 June 2026. Only a depositor whose name appears on the Record of Depositors as at 18 June 2026 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 participate 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 credit 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 appointment of proxy(ies) may be made in hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote, otherwise the Form of Proxy shall not be treated as valid:-*

   *(a) In hard copy form*

   *In case of an appointment made in hard copy form, the Form of Proxy must be deposited at the office of the Share Registrar of the Company, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or alternatively, to email Share Registrar at mega-sharereg@megacorp.com.my*

   *(b) By electronic form*

   *The Form of Proxy can be electronically lodged at https://www.equiti.my*

6. *By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this Meeting and any adjournment thereof.*