PUC BERHAD

[Registration No. 199701036234 (451734-A)]
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting ("**EGM**") of PUC Berhad ("**PUC**" or "**Company**") conducted on a virtual basis at the Broadccast Venue at the Boardroom of the Company at Unit C-2-01, Level 2, Capital 3, Oasis Square, No. 2, Jalan PJU 1A/7A, Ara Damansara, PJU 1A, 47301 Petaling Jaya, Selangor on Monday, 26 June 2023 at 3.40 p.m.

BOARD OF DIRECTORS	:	Datuk Oh Chong Peng (Chairman of Meeting) * Mr. Cheong Chia Chou * Mr Liew Peng Chuen @ Liew Ah Choy * Mr Fong Yew Meng * Mr Ng Say Beng Mr Ooi Kah Hoe* Dato' Sri Adnan Bin Wan Mamat * Raja Zafura Binti Raja Zain* En. Hafez Mohd Hashim Bin Razman Md Hashim*
IN ATTENDANCE	:	Ms. Cindy Lim Seck Wah (Company Secretary) Mr. Kevin Tang (Company Secretary) Ms. See Thoo Pao Yuk (Assistant to Company Secretary)
BY INVITATION	:	As per invitation list
SHAREHOLDERS	:	As per attendance list

* *Present at Broadcast Venue*

CHAIRMAN

The Independent Non-Executive Chairman, Datuk Oh Chong Peng ("**Datuk Chairman**") presided the meeting and welcomed all the members, proxy holders to the EGM who participated remotely from various locations through live streaming.

Datuk Chairman informed that the Principal Adviser, Malacca Securities Sdn Bhd participated remotely.

QUORUM

As the requisite quorum being present, Datuk Chairman called the Meeting to order.

NOTICE

Notice convening the Meeting having been circulated to all members was taken as read.

Datuk Chairman informed that pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the resolution tabled at the EGM would be voted by way of poll which would be conducted electronically via the Remote Participation and Voting ("**RPV**") facility provided by Mega Corporate Services Sdn Bhd, the appointed Poll Administrator and would be verified by Cygnus Technology Solutions Sdn Bhd, the appointed Independent Scrutineer.

Datuk Chairman informed the members/proxies that they can post their questions online by typing them in the question pane. The questions would be addressed accordingly during the Question & Answer session.

ORDINARY RESOLUTION

- **PROPOSED PRIVATE PLACEMENT OF UP TO 546,412,000 NEW ORDINARY SHARES IN PUC, REPRESENTING APPROXIMATELY 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF PUC, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

The following motion was duly proposed by Mr Fong Yew Meng (shareholder), and seconded by Mr Liew Peng Chuen @ Liew Ah Choy (shareholder) and was tabled at the meeting:-

"THAT subject to the approval of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 546,412,000 new ordinary shares in PUC ("PUC Shares" or "Shares") ("Placement Shares") to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 9 June 2023 ("Circular");

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately prior to the Price-Fixing Date;

THAT the Directors of the Company be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Directors of the Company be and are hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

THAT this Ordinary Resolution constitutes specific approval for the issuance of shares in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement;

THAT pursuant to Section 85(1) of the Companies Act, 2016 read together with Article 47 of the Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Shares ranking equally to the existing issued Shares arising from the issuance and allotment of the Placement Shares pursuant to the Proposed Private Placement AND THAT the Board is exempted from the obligation to offer such Placement Shares to the existing shareholders of the Company provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect."

QUESTION AND ANSWER ("Q & A") SESSION

Datuk Chairman proceeded with the Q & A session. He invited questions from the members/proxies.

There being no question, the Meeting proceed with voting.

MEETING ADJOURNED FOR POLLING AND VERIFICATION PROCESS

The meeting was adjourned for 3 minutes for poll voting and thereafter, verification of the poll result.

ANNOUNCEMENT OF VOTING RESULT

The meeting resumed upon receipt of the poll result from the Independent Scrutineer. The voting result was duly verified as follows:

Ordinary Resolution	Voted in Favour		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
Proposed Private Placement	**746,531,443**	**99.9803**	**147,098**	**0.0197**	**CARRIED**

Based on the above result, Datuk Chairman declared the Resolution CARRIED.

CONCLUSION

There being no further business, Datuk Chairman declared the meeting concluded at 4.05 pm.

CONFIRMED TRUE RECORD

-SIGNED-

DATUK OH CHONG PENG
CHAIRMAN OF THE MEETING