



PUC BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of PUC Berhad (“**PUC**” or “**Company**”) will be conducted on a fully virtual basis at the Broadcast Venue at Mega Corporate Services Sdn Bhd of Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 11 December 2020 at 3.00 pm, or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following Resolution, with or without any modifications:

ORDINARY RESOLUTION
- AUTHORITY TO ISSUE SHARES

“THAT the authority granted to 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 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company pursuant to the ordinary resolution no. 6 passed at the Twenty-Second Annual General Meeting held on 30 July 2020 at Ballroom I, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor at 10.00 am be and is hereby revoked AND 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 twenty per centum (20%) 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 (“**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.”

By Order of the Board
PUC BERHAD

Lim Seck Wah (MAICSA 0799845) (SSM PC NO. 202008000054)
Tang Chi Hoe (Kevin) (MAICSA 7045754) (SSM PC NO. 202008002054)
Company Secretaries
Kuala Lumpur

Dated : 25 November 2020

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 4 December 2020. Only a depositor whose name appears on the Record of Depositors as at 4 December 2020 shall be entitled to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and vote in his/her stead.

Notes:-

1. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue. No shareholders/ proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate in the EGM will therefore have to register via the link <https://vps.megacorp.com.my/fZTstm>. Kindly refer to the annexure of the Administrative Guide for further information.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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 or email to EGM-support.PUC@megacorp.com.my 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 EGM should the member subsequently wishes to do so. You also have the option to register directly at <https://vps.megacorp.com.my/fZTstm> to submit the proxy appointment electronically not later than Wednesday, 9 December 2020 at 3.00 pm. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.

Explanatory Notes

Ordinary Resolution – Authority to Issue Shares

Bursa Securities has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company (excluding treasury shares) ("**20% General Mandate**"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated. Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate from its shareholders at the forthcoming EGM.

The 20% General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/ or acquisitions, if necessary.

The previous mandate granted at the Twenty-Second AGM has not been utilised by the Company.



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ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS ON EXTRAORDINARY GENERAL MEETING

Date and Time	:	Friday, 11 December 2020 at 3.00 pm
Broadcast Venue	:	Mega Corporate Services Sdn Bhd Level 15-2, Bangunan Faber Imperial Court Jalan Sultan Ismail, 50250 Kuala Lumpur

1. Mode of Meeting

In light of the Coronavirus Disease (“**Covid-19**”) pandemic and as part of our safety measures, the Extraordinary General Meeting (“**EGM**”) will be conducted on a **fully virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online EGM”)**. This is in line with the Guidance Notes on the conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 13 October 2020.

Shareholders will not be allowed to be physically present at the EGM in person at the Broadcast Venue on the day of the meeting.

2. Notice to Shareholders and Proxy Form

- ❖ Please scan the QR Code for the Notice to Shareholders and proxy form of the Company which are also available at <https://www.puc.com>



- ❖ The notice of EGM and proxy form will be sent to Shareholders

3. No Vouchers/Door Gift

There will be **NO** distribution of door gift/food vouchers to Members/Proxies who participate in the EGM.

4. Digital Ballot Form at a Fully Virtual at EGM

- 4.1 No shareholders or proxies should be physically present at the Broadcast Venue. Shareholders who wish to participate in the EGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/fZTstm> (refer to para 4.4 for further details).

After the registration is validated and accepted, shareholders will be notified via an email with a link to grant access to the Digital Ballot Form (“**DBF**”) and link to the EGM.

- 4.2 With the DBF, you may exercise your right as a shareholder of the Company to participate and vote during the EGM, at the comfort of your home or from any location.
- 4.3 Shareholders may use the *Questions Pane* (located at the top right of the screen) to submit questions in real time during the meeting via the Webinar platform. Shareholders may also submit questions before the meeting to EGM-support.PUC@megacorp.com.my in relation to the agenda item for the EGM.

Procedures for Remote Participation and Voting via DBF

- 4.4 Kindly follow the steps below to ensure that you are able to obtain your DBF and details to login to the Webinar session to participate and remote voting at the EGM online:
 - (a) Open this link <https://vps.megacorp.com.my/fZTstm>, or scan the QR code (on the 1st page of this Administrative Guide) and submit all details requested at least **forty-eight (48) hours** before the date of EGM.
 - (b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
 - (c) Alternatively, you may deposit your Proxy Form with the proxy’s email address and mobile phone number at the office of Poll Administrator, Mega Corporate Services Sdn Bhd situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email to EGM-support.PUC@megacorp.com.my.
 - (d) For corporate shareholders or Nominee Accounts, please send Proxy Form by email as (c) above.
 - (e) The Poll Administrator, Mega Corporate Services Sdn Bhd, will email a copy of your DBF to you once they have verified your details.
 - (f) Shareholders will receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF – for remote voting purposes.

5. Record of Depositors (“ROD”) for the EGM

The date of ROD for the EGM is 4 December 2020. As such, only shareholders whose name appear in the ROD as at 4 December 2020 shall be entitled to attend the EGM and to participate, speak and vote thereat.

6. Poll Voting

- 6.1 The voting will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of this EGM, e-voting will be carried out via your digital devices (e.g. Computer /Mobile Phone/Tablets). The DBF itself is self-explanatory. Please read the instructions carefully on the email from *Webinar Master* and familiarize yourself with the steps needed to exercise your rights at the EGM.

- 6.2 Shareholders can proceed to vote on the resolution and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the meeting will announce the results of the resolution.

7. **Communication Guidance**

Shareholders are reminded to monitor the Company's website and announcements made to Bursa Malaysia Securities Berhad for any changes to the EGM.

8. **Enquiry**

If you have any enquiry prior to the EGM, please contact the following officers during office hours:

PUC Berhad

Address : Unit C-2-01, Level 2, Capital 3, Oasis Square,
No. 2, Jalan PJU 1A/7A,
Ara Damansara, PJU 1A,
47301 Petaling Jaya,
Selangor Darul Ehsan.

Contact Person : Ms. Janice Mak / Mr. Lee Wan Fatt / Mr. Johnny Tan

Telephone No. : 03-7651 0188

Fax No : 03-7651 0088

Email : info@puc.com

Poll Administrator – Mega Corporate Services Sdn Bhd

Address : Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail,
50250 Kuala Lumpur.

Contact Person : Mr. Alfred John

Telephone No. : 03-2692 4271/2694 8984

Fax No. : 03-2732 5388

Email : EGM-support.PUC@megacorp.com.my