

PUC BERHAD

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

Minutes of the Twenty-Second Annual General Meeting (“AGM”) of the Company 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 a.m.

BOARD OF DIRECTORS	:	Datuk Oh Chong Peng (Chairman of Meeting) Mr. Cheong Chia Chou YM Raja Zafura Binti Raja Zain Mr. Nathaniel Grant David Sherick Mr. Liew Peng Chuen @ Liew Ah Choy Ms. Hon Shil Hong Mr. Hafez Mohd Hashim Bin Razman Md Hashim
IN ATTENDANCE	:	Mr. Kevin Tang (Company Secretary) Ms. See Thoo Pao Yuk
BY INVITATION	:	As per invitation list
SHAREHOLDERS	:	As per attendance list

CHAIRMAN

The Independent Non-Executive Chairman, Datuk Oh Chong Peng (“**Datuk Chairman**”) presided the meeting and welcomed the members to the 22nd Annual General Meeting (“**Meeting**”).

On behalf of the Board, Datuk Chairman wished Dato’ Othman Bin Jusoh success in his future undertakings. Dato’ Othman has resigned as Director on 1 June 2020. Datuk Chairman invited the Group Managing Director/ Group Chief Executive Officer, Mr Cheong Chia Chou for a corporate presentation.

QUORUM

After the presentation, Secretary confirmed the presence of quorum for the Meeting. Datuk Chairman then called the Meeting to order.

NOTICE

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

Datuk Chairman informed that the Company has appointed Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) as the Poll Administrator to conduct the poll and the polling process would be conducted by way of electronic voting (“**eVoting**”). He further informed that the Company has appointed Asia Securities Sdn Berhad as the Independent Scrutineer to verify the poll results.

1. REPORTS AND FINANCIAL STATEMENTS

- 1.1 The Audited Financial Statements together with the Directors’ and Auditors’ Reports thereon for the financial year ended 31 December 2019 having been circulated to the shareholders were tabled before the Meeting. Datuk Chairman explained that pursuant to the provisions of the Company’s Constitution the financial statements do not require the approval from shareholders. Therefore, the financial statements is not put forward for voting.

- 1.2 Datuk Chairman invited questions from shareholders/proxies present pertaining to the audited financial statements.
 - 1.3 There being no question, Datuk Chairman declared the Audited Financial Statements for the financial year ended 31 December 2019 received.
 - 1.4 The proposed 6 motions as stipulated in the agenda were duly proposed by Mr Tan Eng Gooi, a proxyholder and seconded by Mr William Cheah Yew Boon, a shareholder.
- 2. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS UP TO RM400,000 FROM THIS AGM UNTIL THE NEXT AGM OF THE COMPANY – Ordinary Resolution 1**
- 2.1 The proposed resolution 1 was on the payment of Directors' fees and benefits up to RM400,000 from this AGM until the next AGM of the Company.
- 3. RE-ELECTION OF DIRECTORS**
- 3.1 **Re-election of Cheong Chia Chou – Ordinary Resolution 2**

The proposed resolution 2 was on the re-election of Director, Cheong Chia Chou, retiring in accordance with Clause 85 of the Company's Constitution and being eligible, offered himself for re-election.
 - 3.2 **Re-election of Nathaniel Grant David Sherick – Ordinary Resolution 3**

The proposed resolution 3 was on the re-election of Director, Nathaniel Grant David Sherick, retiring in accordance with Clause 85 of the Company's Constitution and being eligible, offered himself for re-election.
 - 3.3 **Re-election of Hafez Mohd Hashim Bin Razman Md Hashim – Ordinary Resolution 4**

The proposed resolution 4 was on the election of Director, Hafez Mohd Hashim Bin Razman Md Hashim retiring under Clause 92 of the Company's Constitution and being eligible, offered himself for re-election.
- 4. APPOINTMENT OF AUDITORS – Ordinary Resolution 5**
- 4.1 The proposed resolution 5 was on the re-appointment of Messrs UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration.
- 5. AUTHORITY FOR THE COMPANY'S DIRECTORS TO ISSUE SHARES – Ordinary Resolution 6**
- 5.1 The proposed resolution 6 was to empower the Directors to issue shares up to 10% pursuant to Section 75 and 76 of the Companies Act, 2016:-

“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.”

Datuk Chairman invited the representative from Tricor to brief the Meeting on the procedures to be followed in approving resolution which was conducted by way of eVoting.

The Meeting was adjourned for 15 minutes for verification of the votes.

6. ANNOUNCEMENT OF VOTING RESULTS

Datuk Chairman resumed the Meeting upon receipt of the poll results.

Datuk Chairman read out the voting results as follows:

Ordinary Resolution	Voted in Favour		Voted Against		Result
	No. of Votes	%	No. of Votes	%	
Ordinary Resolution 1 Directors' Fees and benefits	124,010,811	99.4211	722,051	0.5789	CARRIED
Ordinary Resolution 2 To re-elect Cheong Chia Chou as Director	124,773,031	99.4740	659,831	0.5260	CARRIED
Ordinary Resolution 3- To re-elect Nathaniel Grant David Sherick as Director	125,432,031	99.9993	831	0.0007	CARRIED
Ordinary Resolution 4- To re-elect Hafez Mohd Hashim Bin Razman Md Hashim as Director	125,431,831	99.9992	1,031	0.0008	CARRIED
Ordinary Resolution 5- To re-appoint Messrs UHY as Auditors	124,773,642	99.4744	659,220	0.5256	CARRIED
Ordinary Resolution 6- Authority to Issue Shares	125,432,642	99.9998	220	0.0002	CARRIED

7. CONCLUSION

There being no other business, Datuk Chairman declared the Meeting concluded at 10.55 a.m.

CONFIRMED TRUE RECORD

-SIGNED-

**DATUK OH CHONG PENG
CHAIRMAN OF THE MEETING**