



**PUC BERHAD**

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

Date: 4 October 2021

Dear Shareholders,

**EXTRAORDINARY GENERAL MEETING**

We are pleased to inform that PUC Berhad (“PUC” or the “Company”) will convene a fully virtual Extraordinary General Meeting (“EGM”) via remote participation and voting through meeting platform of GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851) on Wednesday, 20 October 2021 at 3.00 p.m.

Members who are eligible but not available to attend the virtual EGM, may appoint proxy to attend instead. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.

The Circular to Shareholders, Notice of EGM and proxy form can be viewed and downloaded from the Company’s designated website at <https://www.puc.com/> or by scanning the QR codes with your mobile phone:-



The Circular to Shareholders, Notice of EGM and proxy form is also available at [www.bursamalaysia.com](http://www.bursamalaysia.com).

Should you require a printed copy of the Circular to Shareholders, please communicate your request to our Share Registrar by way of telephone/e-mail at the number/e-mail address given below.

Our Share Registrar will forward a printed copy of the Circular to Shareholders will be forwarded to you **within four (4) market days** from the date of receipt of your request.

If you need any assistance, kindly contact our Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 6.00 p.m. (except on public holidays): -

**Mega Corporate Services Sdn. Bhd.**

General Line : +603-2692 4271/2694 8984  
Fax Number : +603-2732 5388  
Email : [sharereg@megacorp.com.my](mailto:sharereg@megacorp.com.my)



## **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 the “**Company**”) will be held fully virtually and entirely via remote participation and voting through meeting platform of GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851) on Wednesday, 20 October 2021 at 3.00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

#### **ORDINARY RESOLUTION**

**PROPOSED ISSUANCE OF UP TO 375,060,200 NEW ORDINARY SHARES IN THE COMPANY, REPRESENTING 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY, TO IDENTIFIED INVESTORS (“PROPOSED SHARE ISSUANCE”)**

“**THAT** subject to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of up to 375,060,200 new ordinary shares in PUC (“**PUC Shares**” or “**Shares**”) (“**Subscription Shares**”) on the ACE Market of Bursa Securities and all the requisite consents / approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue the Subscription Shares at the subscription price of RM0.125 per Subscription Share (“**Subscription Price**”) to the following investors (“**Investors**”) upon the terms and subject to the conditions set out in the respective subscription agreements dated 7 September 2021 between the Company and the Investors (“**Subscription Agreements**”) (“**Proposed Share Issuance**”):-

- (i) GPVF Sdn Bhd;
- (ii) Matrix Edge Venture Sdn Bhd; and
- (iii) KH Lim Capital Sdn Bhd;

**THAT** the Directors of the Company be and are hereby authorised to utilise the proceeds to be derived from the Proposed Share Issuance for such purposes as set out in the circular to shareholders of the Company (“**Shareholders**”) dated 4 October 2021 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Share Issuance 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 Subscription Shares shall, upon allotment, issuance and full payment of the Subscription Price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Subscription 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 Subscription Shares;

**AND 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 Share Issuance 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 Share Issuance.”

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  
4 October 2021

**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 11 October 2021. Only a depositor whose name appears on the Record of Depositors as at 11 October 2021 shall be entitled to attend, speak and vote at the EGM 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 of the Company 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 the 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 (1) 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) must be deposited at the office of 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](mailto:EGM-support.PUC@megacorp.com.my) not less than forty-eight (48) hours before the time appointed for holding the EGM 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. Kindly refer to the Administrative Guide for further information.*
- 6. By submitting the duly executed proxy form, 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.*



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**EXTRAORDINARY GENERAL MEETING  
ADMINISTRATIVE GUIDE**

Date	Time	Meeting Venue
20 October 2021	3.00 p.m.	Online meeting platform of GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851)

**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 through meeting platform of GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851). This is in line with the Guidance and FAQ on the conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 16 July 2021.

**2. No Vouchers/Door Gift**

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

**3. Digital Ballot Form at a Fully Virtual EGM**

Shareholders who wish to participate in the EGM will have to do so remotely. Pre-registration of attendance is required via the link, <https://vps.megacorp.com.my/fiuyVd>.

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.

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.

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**

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:

- (i) Open this link <https://vps.megacorp.com.my/fiuyVd>, 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.
- (ii) 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.
- (iii) 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.

- (iv) For corporate shareholders or Nominee Accounts, please send Proxy Form by email as (c) above.
- (v) The Poll Administrator, Mega Corporate Services Sdn Bhd, will email a copy of your DBF to you once they have verified your details.
- (vi) Shareholders will receive 2 emails:
  - (a) Webinar session link (to join the virtual meeting)
  - (b) DBF – for remote voting purposes.

#### **4. Record of Depositors (“ROD”) for the EGM**

The date of ROD for the EGM is 11 October 2021. As such, only shareholders whose name appear in the ROD as at 11 October 2021 shall be entitled to attend the EGM and to participate, speak and vote thereat.

#### **5. Poll Voting**

- (i) 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 Technology Solutions Sdn Bhd 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.

- (ii) 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.

#### **6. 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.

#### **7. 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

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 Devan John or Encik Norhisham Abdul Hamid

Telephone No. : 03-2692 4271/2694 8984

Fax No. : 03-2732 5388

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

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**FORM OF PROXY**

(Before completing this form, please refer to the notes below)

**No. of ordinary shares held**

I/We

[Full name in block letters]

NRIC No./Passport No./Co.No./CDS No.:

of

[Full address]

being a member(s) of **PUC BERHAD** hereby appoint the following person(s):-

Name of Proxy(ies)	NRIC No./ Passport No.	Phone Number	Email	Address	No. of shares or %
Proxy 1					
Proxy 2					

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the **Extraordinary General Meeting ("EGM")** of the Company to be held fully virtually and entirely via remote participation and voting through meeting platform of GoToWebinar hosted by megacorp.com.my (MYNIC Registration Number D1A018851) on Wednesday, 20 October 2021 at 3.00 p.m. or at any adjournment thereof. My/our proxy(ies) is/are to vote as indicated below:-

Ordinary Resolution	FIRST PROXY		SECOND PROXY	
	FOR	AGAINST	FOR	AGAINST
Proposed Share Issuance				

(Please indicate with a "✓" or "X" in the space provided how you wish your vote to be cast. If no instructions as to voting is given, the proxy(ies) will vote or abstain from voting at his/her discretion. All votings will be conducted by way of poll.

Dated this        day of        , 2021.

\_\_\_\_\_  
Signature/Common Seal

Notes:-

**General Meeting Record of Depositors**

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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 (1) 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 or email to EGM-support.PUC@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the EGM 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. Kindly refer to the Administrative Guide for further information.
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AFFIX  
STAMP

**The Company Secretary**  
**PUC BERHAD**  
**[Registration No. 199701036234 (451734-A)]**

Level 15-2  
Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur

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**REQUISITION FORM FOR CIRCULAR TO SHAREHOLDERS**

To: **PUC Berhad**  
c/o **Mega Corporate Services Sdn Bhd**  
Level 15-2, Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur,  
Wilayah Persekutuan

**REQUEST FORM FOR PRINTED COPY OF THE CIRCULAR TO SHAREHOLDERS**

Please find below my complete particulars for the delivery of the following printed copy of: -

Circular to Shareholders

(Please tick (√) in the box above)

**Particulars of Shareholder**

Name :

Identity Card No./Passport  
No./Registration No. :

CDS Account No. :

Mailing Address :

Telephone No. :

Date :

Signature of Shareholder:

\_\_\_\_\_  
Name:



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