

## PUC BERHAD

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

Minutes of the Extraordinary General Meeting of PUC Berhad (“**PUC**” or “**Company**”) conducted on a fully virtual basis 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.

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BOARD OF DIRECTORS	:	Mr. Liew Peng Chuen @ Liew Ah Choy (Chairman of Meeting) Mr. Cheong Chia Chou Raja Zafura Binti Raja Zain Mr. Nathaniel Grant David Sherick En. Hafez Mohd Hashim Bin Razman Md Hashim Ms. Lee Bao En En. Wan Hazreek Putra Hussain Yusuf
ABSENT WITH APOLOGY	:	Datuk Oh Chong Peng
IN ATTENDANCE	:	Ms. Cindy Lim Seck Wah (Company Secretary) Mr. Kevin Tang (Company Secretary) Ms. See Thoo Pao Yuk (Assistant to Company Secretary)
MEMBERS/ PROXIES	:	As per attendance list
BY INVITATION	:	As per invitation list

### CHAIRMAN

The Independent Non-Executive Director, Mr. Liew Peng Chuen (“**Chairman**”) presided the meeting pursuant to Clause 66 of the Company’s Constitution and welcomed the members, proxies and invited guests to the Extraordinary General Meeting (“**EGM**”) by participating remotely from various locations through live streaming.

He informed that the Independent Non-Executive Chairman, Datuk Oh Chong Peng had extended his apology for unable to attend the meeting.

The Chairman informed that the other Board members, Senior Management, Advisers and Company Secretaries participated remotely.

### QUORUM

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

### NOTICE

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

The 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.

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

#### **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”)**

The following ordinary resolution was tabled at the meeting:-

**“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.”

#### **QUESTION AND ANSWER (“Q & A”) SESSION**

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

Please refer to Appendix A for the Q & A.

**MEETING ADJOURNED FOR POLLING AND VERIFICATION PROCESS**

The meeting was adjourned for 3 minutes for poll voting and 5 minutes for 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:

<b>Ordinary Resolution</b>	<b>Voted in Favour</b>		<b>Voted Against</b>		<b>Result</b>
	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>	
Proposed Share Issuance	<b>474,728,943</b>	<b>99.9586</b>	<b>196,801</b>	<b>0.0414</b>	<b>CARRIED</b>

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

**CONCLUSION**

There being no further business, the Chairman declared the meeting concluded at 3.19 pm.

CONFIRMED TRUE RECORD

**-SIGNED-**

**LIEW PENG CHUEN @ LIEW AH CHOY**  
**CHAIRMAN OF THE MEETING**

APPENDIX APUC Berhad's EGM held on 20 October 2021

Summary of Questions and Answers at the EGM of the Company held on 20 October 2021:

Q1)	<p><b>I humbly request the Board to give PrestoPay Credit to minority shareholders as a token of appreciation. I believe the token sum is small, manageable and within annual budgeted expenses.</b></p> <p><b>Please give us the loyal minority shareholders a considerable PrestoPay Credit of RM50 so that we can make meaningful purchase in the Presto App.</b></p>
A1)	<p>Each shareholder or proxy attended the EGM will receive RM10 PrestoPay credit as a token of appreciation. It will be credited directly into your respective Presto account based on the mobile number provided during your registration for this EGM.</p> <p>If you have not registered for a Presto account, please do so in order to receive the RM10 PrestoPay credit. If you have not registered a Presto account within 3 months from the EGM date, your entitled PrestoPay credit will be deemed forfeited.</p> <p>The Board has approved and will proceed with the RM10 PrestoPay credit for this EGM. We will consider your suggestion for future general meetings.</p>
Q2)	<p><b>Thank you for the PrestoPay Credit given as token of appreciation at the previous AGM / EGM of the Company, however, I do not know how to use the credit for the purchases at Presto App, kindly advise.</b></p>
A2)	<p><b><u>How to use PrestoPay credit on Presto App</u></b></p> <ol style="list-style-type: none"> <li>1. Choose any items/products/services of your choice within Presto App</li> <li>2. Select the item in your Cart and click '<b>Order</b>'</li> <li>3. You will be directed to the Checkout page</li> <li>4. After you have filled in the delivery address, you will enter into '<b>Checkout – Payment</b>' page</li> <li>5. Under '<b>3. Payment Method</b>', please select '<b>PrestoPay</b>' and click '<b>Pay Now</b>'</li> <li>6. Click '<b>Pay with</b>' and select '<b>Credits</b>'. The balance PrestoPay credit will be shown</li> <li>7. You are able to top up if your Credit is insufficient to purchase the selected items</li> <li>8. Click '<b>Confirm &amp; Pay</b>'</li> <li>9. A payment successful page will appear and your item will be delivered to your address within a reasonable time.</li> </ol> <p>If you experience any issue or difficulties during the process, you may click on '<b>Account</b>' button on the bottom right corner and click the '<b>Help</b>' button where you can contact our customer service team via email or WhatsApp for assistance. You may also refer to the FAQ for more information.</p>
Q3)	<p><b>I visited Quill City Mall (“QCM”) yesterday, the mall seems quiet, how would the Company plan to attract traffics to the mall? Besides, congratulate on anchoring NSK grocer to set up the retail space vacant by Aeon Maxisave store.</b></p>
A3)	<p>The JDX Presto concept store was a joint venture with Smuzcity Berhad (“Smuzcity”) where the Group only invested minimally during the launching and allows the usage of the brand “Presto”. The said outlet was meant to be a testing ground to assess if the offline store would be beneficial to the Group.</p> <p>Subsequently, due to the pandemic and multiple movement control orders imposed by the government, the Group has ceased its involvement in managing the offline store. The online store is still in operation on PrestoMall.</p>

<b>Q4)</b>	<b>Any updates on the Company's businesses and operations can be shared by the management?</b>
A4)	For updates on PUC Group's businesses and operations, you may refer to Bursa announcements, quarterly reports, annual reports as well as any public documents released by the Company.  The Company will ensure that all subsequent updates and new development regarding PUC Group's businesses and operations will be announced to the public accordingly.