

OTHERS PUNCAK NIAGA HOLDINGS BERHAD (416087-U) ("PUNCAK" OR "THE COMPANY") PRESS RELEASE ON WATER DEAL SIGNED BY PUNCAK NIAGA HOLDINGS BERHAD (PUNCAK NIAGA) AND PENGURUSAN AIR SELANGOR SDN BHD (AIR SELANGOR)

PUNCAK NIAGA HOLDINGS BERHAD

Type	Announcement
Subject	OTHERS
Description	PUNCAK NIAGA HOLDINGS BERHAD (416087-U) ("PUNCAK" OR "THE COMPANY") PRESS RELEASE ON WATER DEAL SIGNED BY PUNCAK NIAGA HOLDINGS BERHAD (PUNCAK NIAGA) AND PENGURUSAN AIR SELANGOR SDN BHD (AIR SELANGOR)

Reference is made to the Company's announcement made yesterday evening, 11 November 2014 in respect of the Proposed Disposal by PNHB of the entire Equity Interest and Cumulative Convertible Redeemable Preference Shares held in Puncak Niaga (M) Sdn Bhd to Pengurusan Air Selangor Sdn Bhd ("Proposed PNSB Disposal") and Proposed Disposal by PNHB of 70% Equity Interest held in Syarikat Bekalan Air Selangor Sdn Bhd and RM212.0 million nominal value of Redeemable Convertible Unsecured Loan Stocks to Pengurusan Air Selangor Sdn Bhd ("Proposed SYABAS Disposal") (collectively referred to as "Proposed Disposals").

Copies of the Press Release issued on even date by Puncak to the media (in bilingual languages) are attached for immediate release by the Exchange.

This announcement is dated 12 November 2014.

Attachments

[Press release 12 Nov 2014 - English.pdf](#)
96 KB

[Press release 12 Nov 2014 - BM.pdf](#)
96 KB

Announcement Info

Company Name	PUNCAK NIAGA HOLDINGS BERHAD
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PUNCAK NIAGA HOLDINGS BERHAD^{416087-U}

PRESS RELEASE

**For Immediate Release
12 November 2014**

WATER DEAL SIGNED BY PUNCAK NIAGA HOLDINGS BERHAD (PUNCAK NIAGA) AND PENGURUSAN AIR SELANGOR SDN BHD (AIR SELANGOR)

KUALA LUMPUR – Puncak Niaga Holdings Berhad's (Puncak Niaga) Board of Directors yesterday had unanimously agreed to support the decision to dispose its entire 100% equity in Puncak Niaga (M) Sdn Bhd (PNSB) and 70% equity in Syarikat Bekalan Air Selangor Sdn Bhd (SYABAS) to Pengurusan Air Selangor Sdn Bhd (Air Selangor), a wholly owned subsidiary of Kumpulan Darul Ehsan Bhd (KDEB).

The decision was made as an amicable conclusion to the protracted negotiation for the consolidation and restructing exercise of the water industry in the State of Selangor and the Federal Territories of Kuala Lumpur and Putrajaya.

The signing ceremony of the Sale and Purchase Agreement (SPA) which was held at the office of the Ministry of Energy, Green Technology and Water (KeTTHA) yesterday (11 November 2014) evening was witnessed by the Minister of KeTTHA, Y.B. Datuk Seri Dr Maximus Ongkili and his Deputy, Y.B. Dato' Seri Mahdzir Khalid together with representatives from both the Federal and State Government.

The SPA was signed by YBhg Dato' Ruslan Hassan, Director of Puncak Niaga / Chief Executive Officer of SYABAS and YBhg Dato' Syed Danial Syed Ariffin, Chief Operating Officer of Puncak Niaga / Managing Director of PNSB, on behalf of Puncak Niaga as the Executive Chairman of Puncak Niaga Group, YBhg Tan Sri Rozali Ismail was away performing Umrah and was not able to attend the board meeting and the signing ceremony. Representing Air Selangor was its Chief Executive Officer, Tn Hj Suhaimi Kamaralzaman and YM Raja Haji Idris Raja Kamarudin.

Although not present at the signing ceremony, YBhg Tan Sri Rozali Ismail has given his undertaking to support the entire transaction as a major shareholder of Puncak Niaga at the extraordinary general meeting of Puncak Niaga to be convened in due

course whilst seeing through the smooth implementation of the agreement. YBhg Tan Sri Rozali further emphasized that his support is for the benefit and best interest of the consumers in Selangor and the Federal Territories of Kuala Lumpur and Putrajaya.

Prior to the execution of the SPA yesterday (11 November 2014), Puncak Niaga had been actively engaged in months of negotiations with KDEB / Air Selangor to finalise the terms of the SPA, amongst which, the salient terms involving the workforce of more than 4,000 employees of PNSB and SYABAS as agreed with KDEB / Air Selangor include:

- Sufficient protection for all employees whether they are concession or non-concession employees whereby their contracts and terms of service with the respective companies (i.e. PNSB, SYABAS and Perbadanan Urus Air Selangor Bhd (PUAS) is honoured, remains valid and enforceable
- Air Selangor shall honour all collective agreements with the employees signed by PNSB, SYABAS and PUAS
- Employment of all employees to continue on terms no less favourable than their current employment terms
- The employees' previous years of service with SYABAS, PNSB and PUAS shall continue to be recognised by Air Selangor / KDEB group of companies

YBhg Tan Sri Rozali Ismail urged all employees of PNSB, SYABAS and PUAS to continue to carry out their daily duties, responsibilities and tasks with a high degree of commitment and professionalism as currently demonstrated by them and to give their full support to Air Selangor once the sale of PNSB and SYABAS is completed. YBhg Tan Sri Rozali further emphasized that the consumers must be given priority at all times and the service level must continue to excel, if not enhanced further, going forward.

In the same instance, YBhg Tan Sri Rozali expressed his thanks and appreciation towards the Minister of KeTTHA and the Selangor Menteri Besar YAB Tuan Mohamed Azmin Ali for their continuous efforts in ensuring sufficient water supply for the people of Selangor, Federal Territories of Kuala Lumpur and Putrajaya. Moving forward, YBhg Tan Sri Rozali also conveyed his hope that the Langat 2 project would come to fruition in the near future to resolve the current water shortage faced by the consumers.

With the signing of the SPA, Air Selangor would take over the entire operations and maintenance of the water treatment plants and water supply distribution services which are currently managed by PNSB and SYABAS. The SPA is conditional upon the

fulfillment of all condition precedents stipulated in the SPA which include the approval of the shareholders of Puncak Niaga, bond holders and relevant government agencies. The transaction is expected to be completed by the first quarter of 2015.

Post completion of the SPA, with the proceeds to be received by Puncak Niaga, the Group will be able to partly utilise the proceeds for future investments in its existing oil and gas business and construction business and explore opportunities in other sectors as well as undertake cash distributions to reward its shareholders for their support and loyalty to the Company over the years.

The full detail of Puncak Niaga's announcement on the SPA is available at Bursa Malaysia website and the Company's website at www.puncakniaga.com.my at the Investor Relations link.

DATO' SYED DANIAL SYED ARIFFIN
Chief Operating Officer
Puncak Niaga Holdings Bhd

FOR FURTHER INFORMATION, PLEASE CONTACT:-

PRISCILLA ALFRED
General Manager,
Corporate Communication & Public Affairs

Tel : 03-2088 5276

Fax : 03-2088 5288

HP : 019-264 5707

Email : priscilla@syabas.com.my

ahms/pa/mss/sm



PUNCAK NIAGA HOLDINGS BERHAD_{416087-U}

KENYATAAN MEDIA

SIARAN SEGARA

12 November 2014

PUNCAK NIAGA HOLDINGS BERHAD (PUNCAK NIAGA) DAN PENGURUSAN AIR SELANGOR SDN BHD (AIR SELANGOR) METERAI PERJANJIAN

KUALA LUMPUR – Lembaga Pengarah Puncak Niaga Holdings Berhad's (Puncak Niaga) semalam dengan sebulat suara bersetuju untuk menyokong penuh keputusan untuk melepaskan keseluruhan 100% pegangan ekutinya di dalam Puncak Niaga (M) Sdn Bhd (PNSB) dan 70% pegangan ekutinya di dalam Syarikat Bekalan Air Selangor Sdn Bhd (SYABAS) kepada Pengurusan Air Selangor Sdn Bhd (Air Selangor), anak syarikat milik penuh Kumpulan Darul Ehsan Bhd (KDEB).

Keputusan ini merupakan penyelesaian kepada perundingan yang telah berlarutan sejak sekian lama terhadap penstrukturan semula industri air di Negeri Selangor, Wilayah Persekutuan Kuala Lumpur dan Putrajaya.

Majlis menandatangani Perjanjian Jual-Beli saham ini (SPA) telah diadakan semalam, 11 November 2014 di Kementerian Tenaga, Teknologi Hijau & Air (KeTTHA) dengan disaksikan bersama oleh Menteri KeTTHA, Y.B. Datuk Seri Dr Maximus Ongkili dan Timbalan Menteri, Y.B. Dato' Seri Mahdzir Khalid serta wakil-wakil dari kedua Kerajaan Persekutuan dan Kerajaan Negeri Selangor.

Kedua-dua YBhg Dato' Ruslan Hassan, Pengarah Puncak Niaga / Ketua Pegawai Eksekutif SYABAS dan YBhg Dato' Syed Danial Syed Ariffin, Ketua Pegawai Operasi Puncak Niaga / Pengarah Urusan PNSB telah menandatangani dokumen SPA tersebut bagi pihak Pengerusi Eksekutif Puncak Niaga, YBhg Tan Sri Rozali Ismail yang masih berada di Mekah menunaikan ibadah umrah sekali gus tidak dapat hadir sama di dalam mesyuarat Lembaga Pengarah Puncak Niaga dan juga majlis memeterai perjanjian tersebut. Sementara itu, Air Selangor telah diwakili oleh Tn Hj Suhaimi Kamaralzaman, Ketua Pegawai Eksekutif dan YM Raja Haji Idris Raja Kamarudin.

Walau pun beliau tiada semasa majlis memeterai perjanjian tersebut, YBhg Tan Sri Rozali Ismail selaku pemegang saham majoriti Puncak Niaga telah memberikan persetujuan untuk menyokong transaksi ini semasa Mesyuarat Agung Luar Biasa Puncak Niaga yang akan diadakan tidak lama lagi. Beliau menegaskan bahawa keputusan untuk menyokong transaksi ini diambil semata-mata demi kebaikan dan kepentingan pengguna di Negeri Selangor, Wilayah Persekutuan Kuala Lumpur dan Putrajaya. Sehubungan itu, YBhg Tan Sri Rozali Ismail berjanji akan memastikan perjanjian tersebut dapat dilaksanakan dengan lancar.

Majlis memeterai perjanjian SPA semalam (11 November 2014) merupakan kemuncak kepada siri rundingan yang telah dilakukan sejak beberapa bulan yang lalu di antara Puncak Niaga dan KDEB / Air Selangor terhadap terma dan syarat-syarat yang berkaitan termasuk terma-terma penting mengenai lebih 4,000 kakitangan PNSB dan SYABAS. Antara terma-terma penting mengenai kakitangan yang telah dipersetujui oleh KDEB / Air Selangor adalah:

- Perlindungan yang mencukupi terhadap semua kakitangan, samada kakitangan konsesi ataupun kakitangan bukan konsesi di mana kontrak dan terma perkhidmatan masing-masing dengan PNSB, SYABAS dan Perbadanan Urus Air Selangor Bhd (PUAS) sentiasa dihormati dan sah-laku
- Air Selangor wajib menghormati kesemua perjanjian kolektif dengan kakitangan yang ditandatangani oleh PNSB, SYABAS dan PUAS
- Kakitangan terus berkhidmat dengan terma dan syarat-syarat tidak kurang baiknya dari terma dan syarat-syarat sediaada
- Tempoh perkhidmatan kakitangan dengan SYABAS, PNSB dan PUAS diiktiraf sebagai tempoh perkhidmatan dengan Air Selangor / Kumpulan KDEB

Dalam pada itu, YBhg Tan Sri Rozali Ismail meminta kesemua kakitangan PNSB, SYABAS dan PUAS untuk terus melaksanakan tugas dan tanggungjawab masing-masing dengan komitmen dan tahap profesionalisma yang tinggi seperti yang diamalkan selama ini. Dan, setelah penjualan PNSB dan SYABAS disempurnakan, beliau juga meminta semua kakitangan memberikan sokongan padu kepada Air Selangor pula. YBhg Tan Sri Rozali juga menegaskan bahawa pengguna mesti diutamakan dan tahap perkhidmatan yang diberikan mesti di tahap yang terbaik sepanjang masa.

Pada masa sama, YBhg Tan Sri Rozali merakamkan ucapan terima kasih dan penghargaan kepada Menteri KeTTHA dan Menteri Besar Selangor, YAB Tuan Mohamed Azmin Ali di atas usaha berterusan mereka bagi memastikan bekalan air sentiasa mencukupi untuk rakyat Negeri Selangor, Wilayah Persekutuan Kuala Lumpur

dan Putrajaya. Sehubungan itu, YBhg Tan Sri Rozali menyampaikan harapan penuh beliau semoga projek Langat 2 dapat direalisasikan dalam masa yang terdekat bagi mengatasi kekurangan bekalan air yang dihadapi oleh pengguna.

Melalui pemeteraan perjanjian SPA ini, Air Selangor akan mengambilalih keseluruhan operasi dan penyenggaraan loji rawatan air dan sistem agihan bekalan air yang diuruskan oleh PNSB dan SYABAS pada masa ini. Walau bagaimanapun, pelaksanaan perjanjian SPA ini masih tertakluk kepada kesemua syarat-syarat duluan (condition precedents) yang ditetapkan termasuk kelulusan pemegang saham Puncak Niaga, pemegang bon dan agensi kerajaan yang berkaitan. Pihak syarikat menjangkakan keseluruhan transaksi ini dapat disempurnakan menjelang suku tahun pertama 2015.

Sementara itu, Puncak Niaga merancang untuk menggunakan sebahagian daripada hasil kemasukan dari transaksi ini bagi pelaburan dalam perniagaan sediaada petroleum (oil & gas) dan pembinaan di samping penerokaan peluang-peluang perniagaan dalam sektor yang lain. Puncak Niaga juga bercadang menggunakan sebahagian daripada hasil kemasukan tersebut dalam bentuk pengagihan tunai kepada para pemegang saham di atas sokongan dan kesetiaan mereka kepada Syarikat selama ini.

Perincian penuh pengumuman Puncak Niaga berkenaan perjanjian SPA diperolehi melalui laman web Bursa Malaysia dan juga melalui pautan Investor Relations di laman web Puncak Niaga (www.puncakniaga.com.my).

DATO' SYED DANIAL SYED ARIFFIN

Ketua Pegawai Operasi

Puncak Niaga Holdings Bhd

UNTUK MAKLUMAT LANJUT, SILA HUBUNGI:-

PRISCILLA ALFRED

Pengurus Besar,

Jabatan Komunikasi Korporat & Hal Ehwat Awam

Tel : 03-2088 5276

Fax : 03-2088 5288

HP : 019-264 5707

Email : priscilla@syabas.com.my