

OTHERS MEDIA RELEASE ON:- PUNCAK NIAGA HOLDINGS BERHAD (416087-U) ("PNHB" OR "THE COMPANY") (I) 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") (II) 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")

PUNCAK NIAGA HOLDINGS BERHAD

Type	Announcement
Subject	OTHERS
Description	<p>MEDIA RELEASE ON:- PUNCAK NIAGA HOLDINGS BERHAD (416087-U) ("PNHB" OR "THE COMPANY") (I) 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") (II) 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")</p>

Further to the general announcement released by Hong Leong Investment Bank Berhad, for and on behalf of the Company, on even date in relation to the Proposed Disposals, please find the Company's Media Release (in bilingual languages) in respect of the same for immediate release by the Exchange.

This announcement is dated 10 February 2015.

Attachments

[Media Release 10022015 - English.pdf](#)
57 KB

[Kenyataan Media 10022015 - Bahasa.pdf](#)
58 KB

Announcement Info

Company Name	PUNCAK NIAGA HOLDINGS BERHAD
Stock Name	PUNCAK
Date Announced	10 Feb 2015
Category	General Announcement
Reference No	PN-150210-B9EA8



PUNCAK NIAGA HOLDINGS BERHAD

MEDIA RELEASE

**10 FEBRUARY 2015
FOR IMMEDIATE RELEASE**

PUNCAK NIAGA HOLDINGS BERHAD (“PNHB” OR “COMPANY”)

- (I) 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”)**

- (II) 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”)

We refer to the conditional sale and purchase agreement dated 11 November 2014 signed between Puncak Niaga Holdings Berhad and Pengurusan Air Selangor Sdn Bhd (formerly known as Temasek Tiasa Sdn Bhd) (“Air Selangor”) (“SPA”) whereby both parties agreed on the Proposed PNSB Disposal and Proposed SYABAS Disposal for a total cash consideration of RM1,555.3 million.

The above SPA was signed with the full support and consent of the Federal Government whereby it is the intention of the State Government of Selangor to consolidate / restructure the water industry in the State of Selangor and the Federal Territories of Kuala Lumpur and Putrajaya (“Selangor Water Industry”) and for the Selangor Water Industry to be managed by the State Government of Selangor (Consolidation / Restructuring of the Selangor Water Industry”) and for the Federal Government to expedite the construction of Langat 2 and the distribution system.

Under the terms and conditions of the SPA, all conditions precedent were supposed to be fulfilled on 12 January 2015 ("Stop Date") whereby upon completion of the SPA, Puncak Niaga Holdings Berhad will hand over its water concession business in Selangor as well as SYABAS to the State Government of Selangor and in return, the State Government of Selangor will pay RM1,555.3 million to Puncak Niaga Holdings Berhad.

Unfortunately on 14 January 2015, this Stop Date was extended to 9 February 2015 because there were still pending issues related to the water asset transfer between the State Government of Selangor and the Federal Government as well as the consent from Unit Kerjasama Awam Swasta, Prime Minister's Department ("UKAS") on the sale of SYABAS were still pending. However, until to date, both these matters are still unresolved.

For that, on 10 February 2015, the Board of Directors of Puncak Niaga Holdings Berhad had agreed with Air Selangor to extend the Stop Date for another one (1) month until 9 March 2015 to enable these two matters to be resolved.

The Board of Directors of Puncak Niaga Holdings Berhad when considering the second extension of the Stop Date expressed concern that the longer the Proposed Disposals and the Consolidation / Restructuring of Selangor Water Industry take to complete, it will affect the level of services and management of the water supply system in the State of Selangor and the Federal Territories of Kuala Lumpur and Putrajaya as many major decisions on the capital expenditure ("capex") and operating expenditure ("opex") cannot be implemented as these had been put on hold by the Government pending completion of the Consolidation / Restructuring of the Selangor Water Industry.

Therefore, the Board of Directors of Puncak Niaga Holdings Berhad urges the State Government of Selangor and the Federal Government to work closely and resolve these two matters immediately in the interests of the consumers.

**DATO' SYED DANIAL SYED ARIFFIN
CHIEF OPERATING OFFICER
PUNCAK NIAGA HOLDINGS BERHAD**

- End -



PUNCAK NIAGA HOLDINGS BERHAD

KENYATAAN MEDIA

10 FEBRUARI 2015

SIARAN SEGERA

PUNCAK NIAGA HOLDINGS BERHAD ("PNHB" ATAU "SYARIKAT")

- (I) CADANGAN PELUPUSAN SELURUH KEPENTINGAN EKUITI DAN SAHAM TERKUMPUL UTAMA BOLEH TEBUS BOLEH TUKAR DI DALAM PUNCAK NIAGA (M) SDN BHD KEPADA PENGURUSAN AIR SELANGOR SDN BHD OLEH PNHB ("CADANGAN PELUPUSAN PNSB")**

- (II) CADANGAN PELUPUSAN 70% KEPENTINGAN EKUITI DI DALAM SYARIKAT BEKALAN AIR SELANGOR SDN BHD DAN SAHAM PINJAMAN BERCAGAR BOLEH TEBUS BERNILAI NOMINAL RM212.0 JUTA KEPADA PENGURUSAN AIR SELANGOR SDN BHD ("CADANGAN PELUPUSAN SYABAS")**

(SECARA BERSAMA DIRUJUK SEBAGAI "CADANGAN PELUPUSAN")

Perjanjian Jual-Beli bersyarat bertarikh 11 November 2014 yang ditandatangani oleh Puncak Niaga Holdings Berhad dan Pengurusan Air Selangor Sdn Bhd (dahulunya dikenali sebagai Temasek Tiasa Sdn Bhd) ("Air Selangor") ("Perjanjian SPA") di mana kedua-dua pihak telah bersetuju terhadap Cadangan Pelupusan PNSB dan Cadangan Pelupusan SYABAS dengan balasan tunai sebanyak RM1,555.3 juta adalah dirujuk.

Untuk makluman, Perjanjian SPA yang telah ditanda-tangani ini telah mendapat sokongan penuh dan kelulusan oleh Kerajaan Persekutuan di mana Perjanjian SPA ini memberi laluan kepada hasrat Kerajaan Negeri Selangor untuk menyatukan/menstruktur semula industri air di Negeri Selangor, Wilayah Persekutuan Kuala Lumpur dan Putrajaya ("Industri Air Selangor") dan sekali gus, Industri Air Selangor diurus sepenuhnya oleh Kerajaan Negeri

Selangor ("Penyatuan/Penstrukturan Semula Industri Air Selangor") serta pembinaan Loji Rawatan Air Langat 2 ("LRA 2") dan sistem bekalan air terawat dari LRA 2 ini segera disempurnakan oleh Kerajaan Persekutuan.

Dalam pada itu, di bawah terma dan syarat-syarat Perjanjian SPA ini, kesemua syarat-syarat duluan ("Conditions Precedent") perlu disempurnakan pada atau sebelum 12 Januari 2015 ("Tarikh Tamat")("Stop Date") bagi menyempurnakan Perjanjian SPA sekali gus membolehkan PNHB menyerahkan konsesi perniagaan air di Negeri Selangor yang dimilikinya dan juga SYABAS kepada Kerajaan Negeri Selangor dan sebagai balasan, Kerajaan Negeri Selangor akan membayar sebanyak RM1,555.3 juta kepada PNHB.

Walaupun, pada 14 Januari 2015, Tarikh Tamat ("Stop Date") tersebut telah dilanjutkan kepada 9 Februari 2015 kerana masih lagi terdapat isu berkaitan pemindahan aset air di antara Kerajaan Negeri Selangor dan Kerajaan Persekutuan yang masih belum dimuktamadkan di samping penjualan SYABAS juga masih belum mendapat kelulusan daripada Unit Kerjasama Awam Swasta, Jabatan Perdana Menteri ("UKAS). Untuk makluman, sehingga kini, kedua-dua perkara ini masih lagi tertangguh.

Sehubungan itu, pada 10 Februari 2015, Lembaga Pengarah PNHB telah memutuskan untuk memberi persetujuan kepada Air Selangor agar Tarikh Tamat ("Stop Date") tersebut dilanjutkan selama satu bulan lagi kepada 9 Mac 2015 bagi membolehkan kedua-dua perkara yang masih tertangguh diselesaikan sepenuhnya.

Namun, di sebalik persetujuan terhadap permohonan lanjutan kedua Tarikh Tamat ("Stop Date") ini, Lembaga Pengarah PNHB melahirkan kebimbangan terhadap penangguhan berpanjangan Cadangan Pelupusan dan Penyatuan/Penstrukturan Semula Industri Air Selangor. Ini adalah disebabkan penangguhan tersebut akan menjejaskan tahap perkhidmatan dan pengurusan sistem bekalan air di Negeri Selangor dan Wilayah Persekutuan Kuala Lumpur dan Putrajaya ekoran banyak keputusan penting dan utama operasi yang melibatkan perbelanjaan modal (CAPEX) dan perbelanjaan operasi (OPEX) tidak dapat dilaksanakan akibat penangguhan oleh Kerajaan sementara menunggu Penyatuan/Penstrukturan Semula Industri Air Negeri Selangor dimuktamadkan.

Justeru, Lembaga Pengarah PNHB meminta Kerajaan Negeri Selangor dan Kerajaan Persekutuan segera mempertingkatkan usaha dan kerjasama bagi menyelesaikan kedua-dua perkara yang masih tertangguh demi kepentingan para pengguna.

DATO' SYED DANIAL SYED ARIFFIN
KETUA PEGAWAI OPERASI
PUNCAK NIAGA HOLDINGS BERHAD

~Tamat~