



**PUNCAK NIAGA HOLDINGS BERHAD**  
(Registration No: 199701000591 (416087-U))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Puncak Niaga Holdings Berhad [199701000591 (416087-U)] will be conducted entirely through live streaming from the Broadcast Venue at the Boardroom, 12th Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan (“Broadcast Venue”) on **Wednesday, 7 February 2024 at 10.00 a.m.**, or at any adjournment thereof using the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>, for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the Notice of EGM, with or without modifications, to give effect to the Proposed Disposal of Lands.

### **ORDINARY RESOLUTION 1**

**PROPOSED DISPOSAL BY PUNCAK NIAGA HOLDINGS BERHAD OF A PIECE OF LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI 77570, LOT 7093, SITUATED IN MUKIM IJOK, DAERAH KUALA SELANGOR, NEGERI SELANGOR (“LOT 7093”) VIA A CONDITIONAL SALE AND PURCHASE AGREEMENT RM98,624,609.08 (“CONDITIONAL SPA 1”) (“PROPOSED DISPOSAL OF LAND 1”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Company to dispose a piece of leasehold land held under Pajakan Negeri 77570, Lot 7093, situated in Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor (“Lot 7093”) via a Conditional Sale and Purchase Agreement dated 17 August 2023 (“Conditional SPA 1”) with Alpha Galaxy Sdn Bhd for a cash consideration of RM98,624,609.08 in accordance with the terms and conditions as stipulated in the Conditional SPA 1 **AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all documents as they may consider necessary or expedient in order to carry out, finalise and give effect to the Conditional SPA 1 with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Conditional SPA 1”.

### **ORDINARY RESOLUTION 2**

**PROPOSED DISPOSAL BY PUNCAK NIAGA HOLDINGS BERHAD OF A PIECE OF LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI 77572, LOT 7095, SITUATED IN MUKIM IJOK, DAERAH KUALA SELANGOR, NEGERI SELANGOR (“LOT 7095”) VIA A CONDITIONAL SALE AND PURCHASE AGREEMENT RM106,324,088.04 (“CONDITIONAL SPA 2”) (“PROPOSED DISPOSAL OF LAND 2”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Company to dispose a piece of leasehold land held under Pajakan Negeri 77572, Lot 7095, situated in Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor (“Lot 7095”) via a Conditional Sale and Purchase Agreement dated 17 August 2023 (“Conditional SPA 2”) with Alpha Galaxy 1 Berhad for a cash consideration of RM106,324,088.04 in accordance with the terms and conditions as stipulated in the Conditional SPA 2 **AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all documents as they may consider necessary or expedient in order to carry out, finalise and give effect to the Conditional SPA 2 with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Conditional SPA 2”.

### ORDINARY RESOLUTION 3

**PROPOSED DISPOSAL BY PUNCAK NIAGA MANAGEMENT SERVICES SDN BHD (“PNMSSB”), A WHOLLY-OWNED SUBSIDIARY OF PUNCAK NIAGA HOLDINGS BERHAD, OF A PIECE OF LEASEHOLD LAND HELD UNDER PAJAKAN NEGERI 77571, LOT 7094, SITUATED IN MUKIM IJOK, DAERAH KUALA SELANGOR, NEGERI SELANGOR (“LOT 7094”) VIA A CONDITIONAL SALE AND PURCHASE AGREEMENT RM101,117,051.86 (“CONDITIONAL SPA 3”) (“PROPOSED DISPOSAL OF LAND 3”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to Puncak Niaga Management Services Sdn Bhd (“PNMSSB”), a wholly-owned subsidiary of Puncak Niaga Holdings Berhad to dispose a piece of leasehold land held under Pajakan Negeri 77571, Lot 7094, situated in Mukim Ijok, Daerah Kuala Selangor, Negeri Selangor (“Lot 7094”) via a Conditional Sale and Purchase Agreement dated 17 August 2023 (“Conditional SPA 3”) with Alpha Galaxy Sdn Bhd for a cash consideration of RM101,117,051.86 in accordance with the terms and conditions as stipulated in the Conditional SPA 3 **AND THAT** the Directors of PNMSSB be and are hereby authorised to do all acts, deeds and things and execute all documents as they may consider necessary or expedient in order to carry out, finalise and give effect to the Conditional SPA 3 with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of PNMSSB in order to implement, finalise and give full effect to the Conditional SPA 3”.

**BY ORDER OF THE BOARD**  
**WAN RAZMAH BINTI WAN ABD RAHMAN**  
**(MAICSA 7021383/SSM PC No: 202008002111)**  
**Secretary**

Shah Alam  
22 January 2024

Notes:

1. **IMPORTANT NOTICE**

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016** which requires the Chairman of the meeting to be present at the main venue of the EGM.

Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the Meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on EGM which is posted on our website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my) and take note of Notes (2) to (11) below in order to participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the **Record of Depositors as at 31 January 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.
3. A member who is entitled to participate in this EGM via RPV is entitled to appoint another person to participate in this EGM in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.

4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via RPV provided that:
  - a) where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to 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.
  - b) where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

5. Member(s), proxy(ies), corporate representative(s) or attorney(s) to participate at this EGM via RPV are required to register at **TIIH Online** website at <https://tiih.online> as a user first and then pre-register their attendance for the EGM for verification of their eligibility to attend the EGM using the RPV on the **Record of Depositors as at 31 January 2024. Please follow the Procedures for RPV in the Information for Shareholders on EGM as set out in [www.puncakniaga.com.my](http://www.puncakniaga.com.my)**
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the meeting in accordance with Rule 85 of the Company's Constitution.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding this EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form
    - a) In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
    - b) By fax at 03-2783 9222 or e-mail to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)
  - (ii) In electronic form via TIIH Online

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Information for Shareholders on the procedures for electronic lodgement of the Proxy Form via TIIH Online.

9. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. The last date and time for lodging the Proxy Form is **Tuesday, 6 February 2024 at 10.00 a.m.**
10. Members may submit questions in relation to the agenda items for the EGM prior to the meeting via TIIH Online at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Tuesday, 6 February 2024 at 10.00 a.m.** The Board will endeavour to address the questions received at the EGM.

Members may use the **Query Box** facility to ask questions real time (in the form of typed text) during the meeting. The Chairman/Board will endeavour to respond to questions submitted by remote participants during the EGM.

11. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all ordinary resolutions set out in the Notice of EGM will be put to vote by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting and Coopers Professional Scrutineers Sdn Bhd as the Independent Scrutineers to verify the poll results and as the Independent Observer of the Questions & Answers Session of the EGM.