

Company Name : PASUKHAS GROUP BERHAD  
Stock Name : PASUKGB

Type : General Announcement – Memorandum of Understanding  
Subject : **Pasukhas Group Berhad ("PGB" or "the Company")**  
**Memorandum of Understanding between Pasukhas Energy Sdn Bhd, a wholly-owned subsidiary company of PGB and IR Hariyanto.**

**Contents:-**

**1. INTRODUCTION**

The Board of Directors of Pasukhas Group Berhad ("PGB" or "the Company") wishes to announce that its wholly-owned subsidiary, Pasukhas Energy Sdn Bhd ("PESB" or "the Purchaser") had on 11 July 2017 entered into a Memorandum of Understanding ("MOU") with IR Hariyanto (IC No: 3174043011620003) ("the Vendor") (hereinafter collectively referred to as the "Parties") for the proposed acquisition of 61% equity interest in the share capital of PT Indomuda Satria Internusa ("PT Indomuda") from the Vendor ("the Proposed Acquisition").

**2. BACKGROUND OF VENDOR**

IR Hariyanto is an Indonesia nationality who is residing at Jl. Intan Ujung No. 7B RT 002 RW 002 Cilandak Barat, Jakarta Selatan 12430. He is the shareholder of PT Indomuda and currently holds 78% equity interest in the share capital of PT Indomuda.

**3. BACKGROUND OF PT INDOMUDA**

PT. Indomuda Satria Internusa is a private limited company incorporation in Indonesia, having business address at Jl. Anggrek Cendrawasih XI/18, Kemanggisan - Jakarta 11480.

PT Indomuda provides construction, coal mining production and trading, power plant development, and offshore and onshore drilling services in the Asia Pacific region. The company offers engineering, procurement, construction, calibration, commissioning, and maintenance services for electrical and instrumentation works in oil and gas plants, petrochemical plants, power plants, and HV transmission lines, including mechanical and piping works. It also produces, trades, and exports coal; owns, develops, builds, and operates coal fired and hydro power plants; and provides offshore and onshore drilling and work over services for oil and gas companies.

**4. BRIEF INFORMATION ON PESB**

PESB was incorporated in Malaysia as a private limited company under the Companies Act 1965 on 18 April 2016. As at the date of the announcement, PESB has an authorised share capital of RM400,000.00 comprising 400,000 ordinary shares with an issued share capital of RM100,000 comprising 100,000 ordinary shares.

Currently, PESB is dormant.

## 5. SALIENT TERMS OF THE MOU

- (a) The Parties agree that this MOU shall be effective on the date first above written and shall be automatically terminated upon the due execution of a share sale agreement in relation to the purchase of the Sale Shares of PT Indomuda from the Vendor (“**Share Sale Agreement**”). In the event any Party wishes not to carry on contributing to the Parties, this MOU shall ipso facto cease and determine and the Parties shall not have any further claims against any other Party save for antecedent breach
- (b) The Parties shall upon the Purchaser being satisfied with the legal, financial and technical due diligence of PT Indomuda, enter into definitive Share Sale Agreement to set forth their intention.
- (c) The purchase consideration for PT Indomuda shall be mutually agreed by the Parties and to be set forth in the Share Sale Agreement.
- (d) The Parties agree that a legal, technical and financial due diligence shall be performed on PT Indomuda upon the execution of this MOU.
- (e) The Vendor shall ensure that PT Indomuda shall maintain the percentage of ownership and nature of business of the following subsidiaries/associates within PT Indomuda as of the date of this MOU, until completion date of the Share Sale Agreement:
  - i) Batara Batari Sinergy Nusantara – 30%;
  - ii) Harmoni Energy Indonesia– 54%;
  - iii) Harmoni Energi Indonesia Manokwari- 70%;
  - iv) TRI Karsa Basama- 51%; and
  - v) Tiara Basama- 49%(referred to as “the subsidiaries and associates of PT Indomuda”)
- (f) All other terms shall be agreed upon and be dictated in the definitive Share Sale Agreement which is to be executed respectively.
- (g) The Purchaser shall pay a deposit amounting to USD 40,000 (USD Forty Thousand) only to the Vendor and the Parties agree that in the event the Purchaser is unsatisfied with the legal, financial and technical due diligence of the PT Indomuda, the Vendor shall return the Deposit to the Purchaser. In the event the Purchaser upon a satisfactory legal, financial and technical due diligence deliberately refuse to execute a Share Sale Agreement within 6 (six) months from the date of completion of the legal, financial and technical due diligence, the Vendor shall be entitled to forfeit the Deposit.

## 6. RATIONALE OF THE MOU

The Proposed Acquisition is intended: -

- (i) to enhance and further strengthen PGB’s involvement in power investment business; and
- (ii) to grant PGB the opportunities to expand its power investment business in Indonesia

## 7. FINANCIAL EFFECTS ON THE MOU

The MOU is not expected to have any material effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders’ shareholding of the Company for the current financial year ending 31 December 2017.

8. **APPROVALS REQUIRED**

The MOU is not subject to approval of the shareholders of PGB or any relevant government authorities.

9. **DIRECTORS' AND MAJOR SHAREHOLDER'S INTERESTS**

None of the directors, major shareholders, and persons connected with directors or major shareholders of the Company have any interest, direct or indirect, in the MOU.

10. **STATEMENT BY DIRECTORS**

The Board of Directors of PGB, having considered all aspects of the MOU is of the opinion that the MOU is in the best interest of the PGB Group.

11. **DOCUMENT AVAILABLE FOR INSPECTION**

The MOU is available for inspection at the Registered Office of PGB at 10<sup>th</sup> Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur during normal office hours from Monday to Friday (except for Public Holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 11 July 2017.