

Company Name : **PASUKHAS GROUP BERHAD**
Stock Name : **PASUKGB**
Type : **General Announcement – Transactions (Non-RPT)**
Subject : **Pasukhas Group Berhad ("PGB" or "the Company")**
- Execution of Approval Letter between PT. Bangun Daya Perkasa and Pasukhas Energy Sdn Bhd (formerly known as Bidara Majujaya Sdn Bhd), a wholly-owned subsidiary of PGB

Contents:-

1. Introduction

The Board of Directors of PGB is pleased to announce that its wholly-owned subsidiary, Pasukhas Energy Sdn Bhd ("PESB") (formerly known as Bidara Majujaya Sdn Bhd) had on 12 June 2017 entered into an Approval Letter ("AL") with PT. Bangun Daya Perkasa ("PT BDP") (PESB and PT BDP collectively referred to as the "Parties") in expressing PESB's interest in acquiring a 92.5% stake of PT BDP's shares in PT Tenaga Listrik Gorontalo ("PT TLG"), a subsidiary company of PT BDP ("Proposed Acquisition").

2. Brief information on PT BDP

PT BDP is a private limited company incorporated and existing under the laws of Indonesia having its registered office at Graha Irama Lantai, 6 A-B, Jalan H.R. Rasuna Said Block X-1 Kav, Kelurahan Kuningan Timur, Kecamatan Setiabudi, Jakarta 12950 Indonesia and its principal activity is investment holding for power plant.

3. Brief Information on PT TLG

PT TLG is a private limited company incorporated and existing under the laws of Indonesia having its principal place of business at Perkantoran Buncit Mas No 108, Jl. Mampang Prpt. Raya, Kota Jakarta Selatan, Daerah Khusus Ibukota Jakarta 12760, Indonesia.

PT TLG is a subsidiary company of PT BDP and its principal activity is generating power supply. Currently PT TLG is operating a 2 x 12.5MW coal fired power plant in Sulawesi Utara, Gorontalo City.

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 and paid-up capital of RM2.00 comprising 2 ordinary shares. Currently, PESB is dormant.

5. Salient Terms of the AL

- (a) PESB would carry out due diligence on PT TLG's financial report and legal status within 3 months from the signing of the AL.
- (b) PESB shall deposit of USD100,000 ("Deposit") to PT BDP and the Deposit shall be part of the purchase price in the Proposed Acquisition.

- (c) The Deposit will expire if :
- PESB did not submit the price proposal for the Proposed Acquisition to PT BDP at the latest by end of September 2017; or
 - the proposed price for the Proposed Acquisition is lower than USD1,600,000.00/MW.
- (d) The Deposit shall be returned to PESB if :
- Significant or major issues from financial or legal perspective arise; or
 - PT LTG /PT BDP fails to show letter/documentation regarding appointment/selection of PT TLG (2 x 50MW) from PT PLN, a state owned company.
- (e) In further of the AL, PESB will enter into a formal share sale agreement with PT BDP once the terms and conditions have been agreed upon by the Parties as well as the satisfaction of the due diligence conducted.

6. Rationale for the Proposed Acquisition

PGB Group believes that the Proposed Acquisition would contribute positively to the future earnings of PGB Group and improve the financial position of PGB Group via additional revenue and earnings contribution from the Proposed Acquisition.

7. Financial Effects

The execution of AL is not expected to have any material effects on the share capital and substantial shareholding structure of the Company. However, it is expected to have positive contribution to the earnings per share and net assets per share of the Group should the Proposed Acquisition be subsequently materialised.

8. Approvals Required

The execution of AL is not subject to the approval of the shareholders of PGB or any other relevant authorities.

9. Directors' and Major Shareholders' interest

None of the directors, major shareholders of PGB and/or persons connected to them has any interest, direct or indirect in the execution of the AL.

10. Statement by Directors

The Board of Directors of PGB having taken into consideration all aspects of the execution of AL, is of the opinion that the execution of AL is in the best interest of the Group.

11. Documents available for inspection

A copy of the AL is available for inspection at the registered office of PGB at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur during the normal business hours from Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 13 June 2017.