

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“16th AGM”) of the Company will be held on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Tuesday, 25 May 2021 at 3.00 p.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note to Ordinary Business*
2. To re-elect Wan Thean Hoe who retires pursuant to Clause 97 of the Company’s Constitution and who being eligible, has offered himself for re-election. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Clause 104 of the Company’s Constitution and who being eligible, have offered themselves for re-election: -
(a) Mejar Dato’ Ismail Bin Ahmad **Ordinary Resolution 2**
(b) Dato’ Nik Ismail Bin Dato’ Nik Yusoff **Ordinary Resolution 3**
(c) Mak Siew Wei **Ordinary Resolution 4**
(d) Tang Boon Koon **Ordinary Resolution 5**
4. To approve the payment of Directors’ Fees amounting to RM600,000 to the Directors of the Company for the financial period from 1 January 2020 up to the conclusion of the 17th AGM. **Ordinary Resolution 6**
5. To approve the payment of Directors’ Benefits to the Directors of the Company and its subsidiaries up to an amount of RM1,000,000 for the financial period from 1 July 2021 up to the conclusion of the 17th AGM. **Ordinary Resolution 7**
6. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. **Ordinary Resolution 8**

As Special Business

To consider and if thought fit, to pass the following resolutions:-

7. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 **Ordinary Resolution 9**

“THAT subject to passing of the Special Resolution 1, the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, if any, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia for the listing and quotation of the additional shares so issued.

AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company”.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

8. Proposed Amendment to the Constitution of the Company ("Proposed Amendment")

Special Resolution 1

"THAT the proposed amendment to the Constitution of the Company as set out in the Appendix A which has been circulated to the shareholders together with this notice, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendment for and on behalf of the Company."

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (SSM PC No. 201908002253 & MAICSA 7045482)

VIMALRAJ A/L SHANMUGAM (SSM PC No. 202008000925 & MAICSA 7068140)

Company Secretaries

Selangor Darul Ehsan

Dated : 30 April 2021

Notes:-

1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the AGM in person at the Broadcast Venue on the day of the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
3. Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her holdings to be represented by each proxy, failing which, the appointment shall be invalid.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) may be made in physical submission or electronic submission. The proxy form must be deposited with the Company's Share Registrar at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia or email to admin.registrar@boardroom.com.my or fax to +603 7890 1032. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM.
7. If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.
9. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 18 May 2021 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes to Ordinary Business:

Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2020

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

Explanatory Notes to Special Business:

Ordinary Resolution 9 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9 is a renewal generate mandate and if passed, will empower the Directors to allot and issue shares up to an amount not exceeding 20% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Bursa Malaysia Securities Berhad (“Bursa Securities”) has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (“20% General Mandate”). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 (“Extended Utilisation Period”) and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Companies Act 2016 from its shareholders at the forthcoming AGM of the Company.

The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.

As at the date of this notice, the Company has issued 81,441,000 new ordinary shares at issue price of RM0.1003 per share by way of private placement pursuant to the General Mandate granted to the Directors at the 15th AGM held on 30 June 2020 and the general mandate will lapse at the conclusion of the 16th Annual General Meeting.

Special Resolution 1 – Proposed Amendment

The Proposed Amendment to the Constitution of the Company is primarily to provide more flexibility for the Company and to ensure the compliance with the Companies Act 2016 and Listing Requirements of Bursa Securities. The Proposed Amendment to be made to the Constitution is listed as per Appendix A, which is circulated together with the Notice of the 16th AGM dated 30 April 2021.

APPENDIX A

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

The Constitution of Pasukhas Group Berhad is proposed to be amended in the following manner:-

Clause No.	Existing Clause	Proposed Amendment
15.	Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, exceeds 10% of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.	Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if those shares or convertible Securities, when aggregated with any such shares or convertible Securities issued during the preceding 12 months, exceeds the allowed threshold by the prevailing rules and regulation, except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.



PROXY FORM

PASUKHAS GROUP BERHAD [Registration No. 200501009342 (686389-A)]
(Incorporated in Malaysia)

CDS Account No.	
No. of ordinary shares held	

I/We _____ NRICNo./PassportNo./RegistrationNo. _____
(full name in block letters)

of _____
(full address)

contact number _____ email address _____

being a member/members of **PASUKHAS GROUP BERHAD** hereby appoint _____

NRIC No. / Passport. _____ of _____

_____ contact number _____

email address _____ and/or _____

NRIC NO. / Passport _____ of _____

contact number _____ email address _____

or failing whom, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Sixteenth Annual General Meeting ("16th AGM") of the Company which held on a fully virtual basis and entirely via remote participation and voting from the broadcast venue at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Tuesday, 25 May 2021 at 3.00 p.m. or at any adjournment thereof.

		For	Against
Ordinary Resolution 1	To re-elect Wan Thean Hoe who retires pursuant to Clause 97 of the Company's Constitution		
Ordinary Resolution 2	To re-elect Mejar Dato' Ismail bin Ahmad who retires pursuant to Clause 104 of the Company's Constitution		
Ordinary Resolution 3	To re-elect Dato' Nik Ismail Bin Dato' Nik Yusoff who retires pursuant to Clause 104 of the Company's Constitution		
Ordinary Resolution 4	To re-elect Mak Siew Wei who retires pursuant to Clause 104 of the Company's Constitution		
Ordinary Resolution 5	To re-elect Tang Boon Koon who retires pursuant to Clause 104 of the Company's Constitution		
Ordinary Resolution 6	To approve the payment of Directors' Fees amounting to RM600,000 to the Directors of the Company for the financial period from 1 January 2020 up to the conclusion of the 17th AGM		
Ordinary Resolution 7	To approve the payment of Directors' Benefits to the Directors of the Company and its subsidiaries up to an amount of RM1,000,000 for the financial period from 1 July 2021 up to the conclusion of the 17th AGM		
Ordinary Resolution 8	To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company		
Ordinary Resolution 9	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016		
Special Resolution 1	Proposed Amendment to the Constitution of the Company		

Please indicate an (X) in the space provided, how you wish your votes to be casted
If no specific instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Signed this _____ day of _____ 2021

Signature of Member(s)/Common Seal

The proportions of my/our holdings to be represented by my/our proxies are as follows:-

First Proxy
No. of Shares: _____

Percentage : _____ %

Second Proxy
No. of Shares: _____

Percentage : _____ %



Notes:

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2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
3. Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her holdings to be represented by each proxy, failing which, the appointment shall be invalid.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) may be made in physical submission or electronic submission. The proxy form must be deposited with the Company's Share Registrar at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia or email to admin.registrar@boardroom.com.my or fax to +603 7890 1032. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding AGM.
7. If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.
9. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 18 May 2021 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Fold here for sealing

**Affix
stamp**

THE SHARE REGISTRAR OF
PASUKHAS GROUP BERHAD
[REGISTRATION NO. 200501009342 (686389-A)]
Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam
Selangor, Malaysia

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PASUKHAS GROUP BERHAD

REGISTRATION NO. 200501009342 (686389-A)

(INCORPORATED IN MALAYSIA)

16TH ANNUAL GENERAL MEETING

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
25 May 2021	3.00 p.m.	Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the Sixteenth Annual General Meeting (“**16th AGM**”) will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and as revised or amended from time to time.

The Broadcast Venue is in line with Section 327 (2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the 16th AGM.

All shareholders of the Company, whether individual shareholders, corporate shareholders, proxy holders, authorised nominees or exempt authorised nominees who wish to attend the 16th AGM will have to register to attend remotely by using the Remote Participation and Voting (“**RPV**”) Platform, the details of which is set out below. Hence, **NO SHAREHOLDERS/PROXIES** will be allowed to be physically present at the Broadcast Venue on the day of the 16th AGM.

RPV

1. The 16th AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the 16th AGM, you will be required to do so by registering yourself using the RPV Platform in accordance with the instructions set out under Paragraph 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“**Board**”) and vote at the 16th AGM.

2. If a shareholder is unable to attend the 16th AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Platform at the 16th AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are submitted to Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than 23 May 2021 at 3.00 p.m.

4. The procedures for the RPV in respect of the live streaming and remote voting at the 16th AGM is as follows:

Procedures	Action
Before 16th AGM	
1. Register as participant in Virtual 16 th AGM	<ul style="list-style-type: none"> Using your computer, access the registration website at https://rebrand.ly/PasukhasAGM Click on the Register link to register for the 16th AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2. Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the 16th AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from 5.00 p.m. on 30 April 2021 and the registration will close at 3.00 p.m. on 23 May 2021. Clicking on the link mentioned in item 1 will redirect you to the 16th AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 18 May 2021, the system will send you an email to notify you if your registration is approved or rejected after 19 May 2021. If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.
On the day of 16th AGM	
3. Attending Virtual 16 th AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the 16th AGM day, while the 2nd will be sent 1 hour before the 16th AGM session. Click Join Event in the reminder email to participate the RPV.
4. Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.

On the day of 16th AGM		
5.	Online Remote Voting	<ul style="list-style-type: none"> • The Chairman will announce the commencement of the Voting session and the duration allowed at the respective 16th AGM. • The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame. • Click on the Submit button when you have completed. • Votes cannot be changed once it is submitted.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the 16 th AGM, the live session will end.

REVOCAION OF PROXY

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the 16th AGM and subsequently decides to personally attend and participate in the 16th AGM via RPV Platform, the Shareholder must contact Boardroom.com Sdn. Bhd. to revoke the appointment of his/her proxy no later than 3.00 p.m. on 23 May 2021.

POLL VOTING

The voting at the 16th AGM will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the 16th AGM and on Bursa Securities website at www.bursamalaysia.com.

NO RECORDING OR PHOTOGRAPHY

Strictly NO recording or photography of the proceedings of the 16th AGM is allowed.

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

ENQUIRY

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

For registration, logging in and system related:

Mlabs Resources Sdn. Bhd.

Name: Mr. Lee
Telephone No: +6016 328 7852
Email: vgm@mlabs.com

For Proxy matters:

Boardroom.com Sdn. Bhd.

Name: Ms Jennie Wong / Mr. Rikki Tan
Telephone No: +603 7890 0638
Email: admin.registrar@boardroom.com.my



PASUKHAS GROUP BERHAD

REGISTRATION NO. 200501009342 (686389-A)
(INCORPORATED IN MALAYSIA)

REQUEST FORM FOR THE PRINTED ANNUAL REPORT 2020

To:

The Share Registrar
Pasukhas Group Berhad
c/o Boardroom.com Sdn Bhd
Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam,
Selangor

Telephone No. : 603 – 7890 0638
Facsimile No. : 603 – 7890 1032
E-mail : admin.registrar@boardroom.com.my

Attention : The Share Registrar

I / We wish to request a copy of the Annual Report 2020, to be forwarded to me / us at the address stated below:

Name :

NRIC / Passport / Company No. :

CDS Account No. :

Address :

Contact No. :

Thank you.

Yours faithfully,

Name:

Date:

Note: The printed Annual Report 2020 will be forwarded to you within four (4) market days from the day of receipt of your request. In light of the Conditional Movement Control Order, there may be some delay in the delivering of the printed Annual Report 2020.