



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth ("18th") Annual General Meeting ("AGM") of **PASUKHAS GROUP BERHAD** (the "Company") will be held on a virtual basis through live streaming and online remote participation and voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Wednesday, 29 November 2023 at 10.00 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial period ended 30 June 2023 ("FPE 2023") together with the Directors' and Auditors' Reports thereon. (Explanatory Note 1)
- To approve the payment of Directors' Fees amounting to RM600,000 to the Directors of the Company from 18th AGM up to the conclusion of 19th AGM. (Ordinary Resolution 1)
- To approve the payment of Directors' Benefits to the Directors of the Company up to an amount of RM200,000 from 18th AGM up to the conclusion of 19th AGM. (Ordinary Resolution 2)  
(Explanatory Note 2)
- To re-elect the following Directors who are retiring under Clause 97 of the Constitution of the Company:  
(i) Mejar Dato' Ismail Bin Ahmad (Ordinary Resolution 3)  
(ii) Mr Wan Thean Hoe (Ordinary Resolution 4)  
(Explanatory Note 3)
- To re-elect Ms Tan Yee Ping who is retiring under Clause 104 of the Constitution of the Company. (Ordinary Resolution 5)  
(Explanatory Note 3)
- To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

**AS SPECIAL BUSINESS**

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

- Proposed Retention of Independent Director**  
"THAT authority be and is hereby given to Mr Teoh Kim Hooi, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM." (Ordinary Resolution 7)  
(Explanatory Note 4)
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")**  
"THAT subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 19th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.  
**THAT** the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.  
**AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."  
(Ordinary Resolution 8)  
(Explanatory Note 5)
- To transact any other ordinary business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

**BY ORDER OF THE BOARD  
PASUKHAS GROUP BERHAD**

**WONG YUET CHYN (MAICSA 7047163)**  
(SSM PC No. 202008002451)  
Company Secretary

31 October 2023  
Kuala Lumpur

**Notes:**

- Please refer to the Administrative Notes for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the meeting in person at the broadcast venue on the day of the meeting.
- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any) may be made in physical form. In the case of an appointment made in physical form, the proxy form must be deposited with the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or email to [info@wscs.com.my](mailto:info@wscs.com.my). All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding meeting.
- 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.
- Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all the resolution set out in the Notice of meeting shall be put to vote by poll.
- 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 20 November 2023 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 on Ordinary Business**

- Audited Financial Statements for FPE 2023**  
The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require the shareholders' approval and hence, it will not be put for voting.
- Proposed Directors' Benefits**  
The Proposed Ordinary Resolution 2, if passed, will authorise and approve the payment of Directors' Benefits comprised of meeting allowances payable to the Directors, where applicable, for their attendance of Board and Committee Meetings from 18th AGM up to the conclusion of 19th AGM.
- Re-election of Directors**  
The Proposed Ordinary Resolutions 3, 4 and 5, if passed, will allow Mejar Dato' Ismail Bin Ahmad ("Mejar Dato' Ismail"), Mr Wan Thean Hoe ("Mr Wan") and Ms Tan Yee Ping ("Ms Tan") to be re-elected and continued acting as Directors of the Company. Mejar Dato' Ismail, Mr Wan and Ms Tan being eligible, have offered themselves for re-election at this AGM pursuant to Clause 97 and Clause 104 of the Constitution respectively. The profiles of Mejar Dato' Ismail, Mr Wan and Ms Tan are set out in the Directors' Profile section of the Annual Report 2023.  
The Board (with exception of the retiring Director who abstained) supported Mr Wan to seek for re-election as he is the Executive Director who has deep understanding on the Company and its group of companies and vast experiences on the industry. His contributions will bring benefits and opportunities to the Company and its group of companies.  
The Board (with exception of the retiring Directors who abstained) was further satisfied that Mejar Dato' Ismail and Ms Tan have complied with the criteria of independence based on the AMLR and remain their independent in exercising their judgement and carry out their roles as Independent Director.

**Explanatory Notes on Special Business**

- Proposed Retention of Independent Director**  
The proposed Ordinary Resolution 7, if passed, will allow Mr Teoh Kim Hooi ("Mr Teoh") to be retained and continue acting as Independent Director to fulfill the requirements of Rule 15.02 of the AMLR and in line with the recommendation of Practice 5.3 of the Malaysian Code of Corporate Governance. The full details of the Board's justification and recommendations for the retention of Mr Teoh as Independent Director of the Company is set out in the Board's Corporate Governance Overview Statement in the Annual Report 2023.  
The proposed retention of Mr Teoh as Independent Non-Executive Director of the Company will be voted through a two-tier voting process.
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**  
The proposed Ordinary Resolution 8 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.  
The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.  
By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 54 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.  
As at the date of this notice, no shares had been allotted and issued since the General Mandate granted to the Directors at the last AGM held on 30 May 2022 and this authority will lapse as the conclusion of the 18th AGM of the Company.  
The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the general mandate is in the best interests of the Company and its shareholders.

**6. Personal Data Privacy**

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the meeting; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents) processing of such proxy(ies)' and/or representative(s)' personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.  
Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.