



PEGASUS HEIGHTS BERHAD

PEGASUS HEIGHTS BERHAD
(Registration No. 197401002677 (19727-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Pegasus Heights Berhad (“PHB” or the “Company”), which will be conducted virtually from the broadcast venue at 1-40-2, Menara Bangkok Bank, Berjaya Central Park, No. 105 Jalan Ampang, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 30 June 2023, at 11.30 a.m. or immediately following the conclusion of the Forty Eighth Annual General Meeting of the Company to be held on the same day at the same venue at 10.00 a.m. (whichever is later) or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the resolutions as set out in this notice.

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF PHB PURSUANT TO SECTION 115(A) READ TOGETHER WITH SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“THAT subject to all approvals being obtained from the relevant authorities and/ or parties, if applicable, including but not limited to the confirmation by the High Court of Malaya pursuant to Section 115(a) of the Act read together with Section 116 of the Act, approval be and is hereby given to the Company to implement the Proposed Capital Reduction and reduce the issued share capital of the Company via the cancellation of RM180.00 million of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT the surplus credit that is in excess of what is required towards offsetting the accumulated losses of the Company after the elimination of the Company’s accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the retained earnings account of the Company which may be utilised in such manner as the board of directors of PHB (“Board”) deems fit, as permitted by the relevant and applicable laws, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the Company’s Constitution;

AND THAT the Board be and is hereby authorised to with full powers to take all such steps as they may deem necessary to:

- assent to any conditions, modifications, variations as may be imposed or permitted by the relevant authorities and/ or the High Court of Malaya;
- lodge the order of the High Court of Malaya referred to in this Special Resolution with the Registrar of Companies on such date the Board may determine; and
- approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction in the best interest of the Company with full power to assent to any conditions, variation, modifications and/ or amendments in any manner as may be required by any relevant authorities and/ or the High Court of Malaya, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION I

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS ACTIVITIES OF PHB AND ITS SUBSIDIARIES TO INCLUDE THE MONEYLENDING BUSINESS (“PROPOSED DIVERSIFICATION”)

“THAT subject to the approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given to diversify its existing principal activities to include the moneylending business;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as it may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION II

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (“PROPOSED SHARE BUY-BACK”)

“THAT subject to the provisions of the Act, the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of the Company’s shares as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:
 - the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in general meeting.

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad and/ or any other relevant governmental and/ or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- cancel all the ordinary shares so purchased; and/or
- retain the ordinary shares so purchased as treasury shares; and/or
- retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/ or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company.”

By Order of the Board,
PEGASUS HEIGHTS BERHAD

CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)
FLORENCE TOH SUE MEI (MAICSA No. 7074778) (SSM PC No. 202108000143)
Company Secretaries

Kuala Lumpur, Malaysia
8 June 2023

NOTES:

- The EGM of the Company will be conducted virtually from the broadcast venue at 1-40-2, Menara Bangkok Bank, Berjaya Central Park, No. 105 Jalan Ampang, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 30 June 2023, at 11.30 a.m. or immediately following the conclusion of the Forty Eighth Annual General Meeting of the Company to be held on the same day at the same venue at 10.00 a.m. (whichever is later) or any adjournment thereof (Please follow the procedures as stipulated in the Administrative Guide).
- A member of the Company who is entitled to attend, speak and vote at this EGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- Where a member appoints more than one (1) proxy to attend and vote at the same EGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding 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.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar of the Company, GAP Advisory Sdn. Bhd. at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not less than forty eight (48) hours before the time appointed for holding the EGM (no later than Wednesday, 28 June 2023 at 11.30 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
Alternatively, individual shareholders may choose to submit an electronic Proxy Form using the RPV facilities at <https://agam.digirati.com.my/Pegasus-online> or e-mail to support@digirati.com.my, no later than Wednesday, 28 June 2023 at 11.30 a.m. or at any adjournment of the virtual meeting. Please refer to the Administrative Guide to Shareholders for the procedures to submit the electronic proxy form.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this EGM.
- Any alteration in the Proxy Form must be initiated.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in the Notice of EGM will be put to the vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/ or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”);
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.



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(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE VIRTUAL EXTRAORDINARY GENERAL MEETING

- Type of General Meeting** : Extraordinary General Meeting ("EGM")
Date : Friday, 30 June 2023
Time : 11.30 a.m. or immediately following the conclusion of the Forty Eighth Annual General Meeting of the Company to be held on the same day at the same venue at 10.00 a.m. (whichever is later) or any adjournment thereof
Broadcast Venue : 1-40-2, Menara Bangkok Bank, Berjaya Central Park, No. 105 Jalan Ampang, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia

The EGM of Pegasus Heights Berhad (“**PHB**” or the “**Company**”) will be held and conducted virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided via Digerati Technologies Sdn. Bhd. at <https://agm.digerati.com.my/pegasus-online>. 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 meeting. Members will not be allowed to physically present at the EGM in person at the Broadcast Venue on the day of the meeting.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.


ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at Thursday, 22 June 2023 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

Participants who wish to participate the EGM remotely using RPV is required to follow the following procedures:

Step	Action	Procedure
A	To register as a user at website: https://agm.digerati.com.my/pegasus-online	<ul style="list-style-type: none">● Click ‘Register’ to sign up as new user.● Upload your identity documents.● Complete & submit your registration.● Verify your email at your mailbox to complete the registration.

		<ul style="list-style-type: none"> ● You will be notified upon successful or rejected registration. ● You may pose your question, if any, to the Chairman/Board using the website. ● Within 7 days before the EGM, you will be notified with login credentials to join the meeting upon approval. <p>*Note:</p> <ul style="list-style-type: none"> - Please check your spam mailbox if you do not receive emails from us - Registered user and proxy may skip this step. - Identity documents will be deleted after registration.
B	To appoint proxy or corporate representative at website (optional)	<ul style="list-style-type: none"> ● Login your registered account at website. ● Select “PHB EGM”. ● Fill up the information to appoint proxy(s). ● Within 7 days before the EGM, you and your proxy(s) will be notified upon approval or rejection of RPV.
C	On the day of EGM	<ul style="list-style-type: none"> ● Access to Broadcast and E-Poll Form using the website or through email links ● If you have any question for the Chairman/Board, you may use the Q&A section to text your question. ● Submit your voting within a specific period once the Chairman announces that the voting is open. ● Voting will be closed upon the expiry of the voting period. ● Broadcast will be terminated upon the announcement of the poll result by the Chairman.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.31A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

RPV for Authorised Nominee and Exempt Authorised Nominee

Write in to support@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request.

Pegasus Heights Berhad

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No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this EGM.

No recording or photography

Please note that no recording or photography of the EGM proceedings is allowed.

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.

Tel No. : +6011-6338 8316

Email : support@digerati.com.my