



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third (43rd) Annual General Meeting ("AGM") of Pegasus Heights Berhad (*Formerly known as Naim Indah Corporation Berhad*) ("the Company") will be held at Gallery 1, Level 1, Concorde Hotel Kuala Lumpur, No 2 Jalan Sultan Ismail, 50200 Kuala Lumpur on Friday, 1 June 2018 at 3.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. | <i>Please refer to Explanatory Note 1</i> |
| 2. To approve the payment of Directors' fees and other benefits of up to RM310,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 2 June 2018 until the conclusion of the next AGM of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Dato' Abdel Aziz @ Abdul Aziz Bin Abu Bakar who retires by rotation pursuant to Article 79 of the Company's Articles of Association and being eligible, offer himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Article 86 of the Company's Articles of Association and being eligible, offer themselves for re-election:- | |
| i. Toh Hong Chye | Ordinary Resolution 3 |
| ii. Dato' Sri Lee See Yang | Ordinary Resolution 4 |
| iii. Dato' Chiong Miaw Thuan | Ordinary Resolution 5 |
| 5. To appoint Messrs. UHY as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

6. ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 **Ordinary Resolution 7**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") 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."

7. ORDINARY RESOLUTION PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE") **Ordinary Resolution 8**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Company and/or its subsidiaries ("PHB Group") be and are hereby authorised to enter into any of the recurrent related party transactions of revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2018 with the related parties mentioned therein provided that such transactions are:-

- undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public;
- necessary for the day-to-day operations; and
- not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Shareholders' Mandate is passed, at which it will lapse, unless by an ordinary resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

8. SPECIAL RESOLUTION 1 PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY **Special Resolution 1**

THAT subject to the approval of any other parties, if required, approval be and is hereby given for the Company to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Part B of the Circular to Shareholders dated 30 April 2018 with immediate effect.

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities or third parties to give effect to the Proposed Adoption.

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD,

Tan Tong Lang (MAICSA 7045482)
Company Secretary

Kuala Lumpur
Dated: 30 April 2018

Explanatory Notes to Ordinary and Special Business:-

- Item 1 of the Agenda**
This Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
The proposed Ordinary Resolution No. 7 under item 6, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The mandate now sought is a renewal from previous mandate obtained at the last Annual General Meeting held on 20 June 2017 which will expire at the conclusion of the forthcoming Annual General Meeting. The Company did not issue any new shares based on the previous mandate obtained at the last Annual General Meeting. With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.
- Proposed Shareholders' Mandate**
The proposed Ordinary Resolution No. 8, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business. For further information on the recurrent related party transactions, please refer to the Part A of the Circular to shareholders dated 30 April 2018 enclosed together with the Company's Annual Report 2017.
- Proposed Adoption of Constitution**
The Special Resolution, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia ("Listing Requirements"), to enhance administrative efficiency. The Proposed Adoption is set out in as set out in Part B of the Circular to shareholders dated 30 April 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017.

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy may but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate Services (KL) Sdn Bhd of Lot 6.05, Level 6, KPMG Tower, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- Only the member whose names appear on the Record of Depositors as at 25 May 2018 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.
- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 43rd AGM will be put to vote on a poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

There is no Director standing for election other than the retiring Directors are seeking appointment as a Director at the Forty-Third (43rd) Annual General Meeting.