



PEGASUS HEIGHTS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Pegasus Heights Berhad (“**PHB**” or “**Company**”) will be held at Convention Hall Centerpoint Seremban, Lot 2-01, 2-02 and 2-03, 2nd Floor Centerpoint Seremban, Lot 9149, Jalan Dato Siamang Gagap, 70100 Seremban, Negeri Sembilan on Friday, 10 January 2020 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE BUSINESS OF CHINPAKLOONG ARCHITECT (“CPL”) FROM CHIN PAK LOONG (“CPL”), FOR A PURCHASE CONSIDERATION OF RM16.0 MILLION, TO BE SATISFIED VIA THE ALLOTMENT AND ISSUANCE OF 2,807,017,543 NEW ORDINARY SHARES IN PHB (“PHB SHARES”) (“CONSIDERATION SHARES”) AT THE ISSUE PRICE OF RM0.0057 PER CONSIDERATION SHARE (“ISSUE PRICE”) (“PROPOSED ACQUISITION”)

“THAT, subject to the passing of Ordinary Resolution 2 and the relevant conditions precedent as stipulated in the Business Acquisition Agreement (“**BAA**”) and Profit Guarantee and Stakeholder’s Agreement (“**PGA**”) entered into between PHB, CPL and Messrs David Tan & Lai (“**Stakeholder**”) on 31 October 2019 for the Proposed Acquisition being met or waived (as the case may be), approval be and is hereby given for the Company to acquire the business of CPLA from the CPL, for a purchase consideration of RM16.0 million, to be satisfied via the allotment and issuance of 2,807,017,543 new Consideration Shares at the Issue Price in accordance to the terms and conditions of the BAA and PGA including any modifications, variations, amendments and additions thereto from time to time;

THAT, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to allot and issue from time to time such number of new Consideration Shares as may be required to be issued to the Vendor pursuant to the terms and conditions of the BAA and PGA;

THAT, the new Considerations Shares, when allotted and issued, shall rank in all respects *pari passu* with the existing issued PHB Shares as at the date they are being allotted and issued, save and except that the new Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Consideration Shares; and

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF PHB AND ITS SUBSIDIARIES (“PHB GROUP”) TO INCLUDE ARCHITECTURAL AND INTERIOR DESIGN BUSINESS (“PROPOSED DIVERSIFICATION”)

“THAT, subject to the passing of Ordinary Resolution 1 and the approval being obtained from the relevant parties (if any), approval be and is hereby given to the Board to diversify its principal activities to include architectural and interior design business.

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Diversification.”

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)

Thien Lee Mee (LS0009760)

Company Secretaries

Kuala Lumpur

Dated: 26 December 2019

Notes:

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The instrument appointing a proxy must be deposited at the office of Pegasus Heights Berhad’s Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- (7) Only the members whose names appear on the Record of Depositors as at 2 January 2020 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.
- (8) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote on a poll.