

NOTICE OF FORTY SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Seventh Annual General Meeting ("47th AGM") of Pegasus Heights Berhad ("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 Monday, 30 May 2022 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

A G E N D A

Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with Reports of the Directors' and the Auditors' thereon.
- To re-elect Toh Hong Chye as Director in accordance with Clause 105 of the Constitution of the Company.
- To re-elect Low Yen Hoon as Director in accordance with Clause 105 of the Constitution of the Company.
- To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM350,000.00 per annum until the next Annual General Meeting of the Company.
- To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

*Please refer to
Explanatory Note 1
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4*

Special Business:

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

6. AUTHORITY UNDER SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS

Ordinary Resolution 5

"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. PROPOSED GRANT OF SHARE ISSUANCE SCHEME ("SIS") OPTIONS TO YONG MAI FANG

Ordinary Resolution 6

"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant to Yong Mai Fang, who is a person connected to Toh Hong Chye, the Executive Director of the Company, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to her, as long as she either singly or collectively through persons connected to her holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)."

8. RATIFICATION OF THE ALLOCATION OF OPTIONS AND ALLOTMENT OF SHARES PURSUANT TO THE SIS OF 170,000,000 ORDINARY SHARES TO TOH GUAT KHEM AND PROPOSED ALLOCATION OF SIS OPTIONS TO TOH GUAT KHEM

Ordinary Resolution 7

"THAT subject to the approvals of all relevant authorities being obtained (where required):

- the allocation of SIS options and allotment of shares pursuant to the SIS of 170,000,000 shares to Toh Guat Khem in accordance with the provisions of the By-laws of the SIS be and is hereby ratified; and that all acts, deeds and things carried out by the Directors of the Company and/or the Company in connection with this resolution be and is hereby ratified; and
- approval be and is hereby given to the Board of Directors to authorise the SIS Committee, at any time and from time to time throughout the duration of the SIS, to offer and grant to Toh Guat Khem SIS Options to subscribe for the ordinary shares of the Company under the SIS.

Provided always that:

- she must not participate in the deliberation or discussion of her own allocation;
- the allocation to her, who either singly or collectively, through person(s) connected to her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), must not exceed 10% of the total number of new ordinary shares of the Company to be issued under the SIS;
- not more than 15% of the total number of ordinary shares of the Company to be made available under the SIS shall be allocated, in aggregate, to the Directors and senior management of our Group (excluding dormant subsidiaries), on the basis that they are crucial to the performance of our Group as determined by the SIS Committee at their sole and absolute discretion; and
- subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

AND THAT the Board is also authorised to allot and issue the corresponding number of new ordinary shares of the Company arising from the exercise of the SIS options that may be granted to her under the SIS."

- To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)

Company Secretary

Kuala Lumpur

Date: 29 April 2022

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Items 2 and 3 of the Agenda

The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2021, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

The Board endorsed the NC's recommendation that the Directors who retire in accordance with Clauses 105 of the Constitution, namely, Toh Hong Chye and Low Yen Hoon are eligible to stand for re-election. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability on their re-election at the relevant Board meetings. The profiles of these Directors are set out in the Company's Annual Report for the financial year ended 31 December 2021.

The retiring Directors will abstain from voting on the resolution in respect of their re-election at the 47th AGM.

3. Item 6 of the Agenda

The Company had, during its Forty Sixth Annual General Meeting held on 24 September 2021, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Companies Act 2016. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 5 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016. Bursa Securities had via their letter dated 23 December 2021 granted an extension to the temporary relief measures, amongst others, listed corporations are allowed to seek a higher general mandate under Paragraph 6.04 of the Main Market Listing Requirements of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"), provided that the following are being complied with:

- procure shareholders' approval for the 20% General Mandate at a general meeting; and
- complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document.

This 20% General Mandate may be utilised by listed corporations to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated. The Board of Directors, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate will provide flexibility for the Company for fund raising and enable the Company, should it required to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares during this challenging period. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s) and/or working capital. The Directors of the Company did not allot or issue ordinary shares pursuant to the authority given by its shareholders at the previous Annual General Meeting.

4. Item 7 of the Agenda

The SIS was implemented on 28 May 2015 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 17 April 2015.

The proposed Ordinary Resolution 6 if passed, will provide flexibility to the Directors to grant Yong Mai Fang, a person connected Toh Hong Chye, the Executive Director of the Company, SIS Options to subscribe for new shares, subject to the By-Laws of the SIS. The Board is also authorised to allot and issue the corresponding number of new shares of the Company arising from the exercise of the SIS Options that may be granted to her under the SIS.

5. Item 8 of the Agenda

Toh Guat Khem, sister of Toh Hong Chye, the Executive Director of the Company is the senior management of the Company and she was appointed as a Director of Consistent Harvest Sdn. Bhd., a wholly owned subsidiary of the Company on 15 March 2018. Taking into consideration her contribution to the Group and experience as a licensed real estate agent and member of Mortgage and Finance Association of Australia (MFAA) & Credit and Investments Ombudsman in Australia, the SIS Committee have allocated options as part of the retention strategy. The proposed Ordinary Resolution 7 if passed, will rectify the options allocated to Toh Guat Khem on 28 August 2019 and issuance of shares on 9 September 2021. The proposed resolution will also provide flexibility to the Directors to grant Toh Guat Khem, SIS Options to subscribe for new shares, subject to the By-Laws.

The Board is also authorised to allot and issue the corresponding number of new ordinary shares of the Company arising from the exercise of the SIS Options that may be granted to her under the SIS.

NOTES:

- The 47th AGM 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 Monday, 30 May 2022 at 11.00 a.m. or at any adjournment thereof. Shareholders of the Company are required to register for the 47th AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at 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 47th AGM 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 47th AGM, 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, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than forty eight (48) hours before the time appointed for holding the 47th AGM (no later than Saturday, 28 May 2022 at 11.00 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://agm.digerati.com.my/pegasus-online> or e-mail to Pegasus_helpdesk@digerati.com.my, no later than Saturday, 28 May 2022 at 11.00 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 23 May 2022 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 47th AGM.
- 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 47th AGM 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 47th AGM 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 47th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 47th AGM (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



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

**ADMINISTRATIVE GUIDE FOR THE VIRTUAL
FORTY SEVENTH ANNUAL GENERAL MEETING**

Type of General Meeting : Forty Seventh General Meeting (“**47th AGM**”)
Date : Monday, 30 May 2022
Time : 11.00 a.m. or at 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

In light of the COVID-19 outbreak and in the best interest of public health and the health and safety of our shareholders, Board of Directors and employees whilst adhering to the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, Pegasus Heights Berhad’s (“**Pegasus**” or the “**Company**”) 47th AGM will be held 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 47th AGM 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 23 May 2022 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 47th AGM remotely using RPV is required to follow the following procedures:

Step	Action	Procedures
A	Register Online	1) Access the website at https://agm.digerati.com.my/pegasus-online 2) Click on “New? Register Here” to sign up as a new user. 3) Complete the registration form and upload a copy of your MyKAD (front and back) or passport and click on “Submit”.

Pegasus Heights Berhad

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Step	Action	Procedures
		<p>4) You need to verify your email to complete the registration. (Please check your spam mailbox if you do not receive the email)</p> <p>5) You will receive email upon successful or rejected registration.</p> <p>Note: If you are already a registered user, you may skip this step.</p>
B	To request for RPV	<p><u>Individual Members</u></p> <p>1) Login to https://agm.digerati.com.my/pegasus-online using your ID and password registered via step A.</p> <p>2) Select “Pegasus 47th AGM”.</p> <p>3) Read and agree to the Terms & Conditions then confirm the declaration.</p> <p>4) Complete and submit the request form, you may also appoint proxy (ies) in the request form.</p> <p>5) You may pose your question, if any, to the Chairman/Board in the request form.</p> <p><u>Corporate Shareholders</u></p> <p>Write in to Pegasus_helpdesk@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate representative or Proxy Form to submit the request.</p> <p><u>Authorised Nominee and Exempt Authorised Nominee</u></p> <p>Write in to Pegasus_helpdesk@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request.</p> <p>1) Upon system verification against the 47th AGM’s ROD as at 23 May 2022, you will receive an e-mail upon approval or rejection of RPV.</p> <p>2) In the case of approval the following links would be provided in the e-mail:</p> <p>a. Broadcast Link</p> <p>b. Polling Form Link</p>
C	On the day of 47th AGM	<p>1) Access to the Broadcast and Polling Form through the link provided in the e-mail or website.</p> <p>2) If you have any question to the Board of Directors, you may use the Q&A section to pose your question.</p> <p>3) Submit your vote within a specific period of time once the Chairman announces that the voting is open.</p> <p>4) Voting will be closed upon the expiry of the voting period.</p> <p>5) Broadcast will be terminated upon the announcement of the poll result by the Chairman.</p>

Pegasus Heights Berhad

Registration No. 197401002677 (19727-P)

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.31A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 47th AGM 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.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this 47th AGM.

Enquiry

If you have any enquiry or require any assistance before or during the 47th AGM, please contact the following officers during office hours (Monday to Friday):

Digerati Technologies Sdn. Bhd.

Name : Alex Kong
Telephone : +60 11-6338 8316
Email : Pegasus_helpdesk@digerati.com.my