

**PASUKHAS GROUP BERHAD**  
**Registration No. 200501009342 (686389-A)**  
(Incorporated in Malaysia)

Minutes of the Eighteenth (18th) Annual General Meeting (AGM or the Meeting) of PASUKHAS GROUP BERHAD (the Company) 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.**

---

- DIRECTORS PRESENT** : Mejar Dato' Ismail bin Ahmad (Independent Non-Executive Chairman)  
Mr. Wan Thean Hoe (Executive Director cum Chief Executive Officer)  
Mr. Mak Siew Wei (Executive Director)  
Mr. Tang Boon Koon (Executive Director)  
Dato' Nik Ismail bin Dato' Nik Yusoff (Independent Non-Executive Director)  
Mr. Teoh Kim Hooi (Independent Non-Executive Director)  
Mr. Tan Yee Ping (Independent Non-Executive Director)
- MEMBERS PRESENT** : As per attendance list
- BY INVITATION** : Guest as per attendance list
- IN ATTENDANCE** : Ms. Adeline Tang Koon Ling (Representative of the Company Secretary)

## **1. CONVENING OF MEETING**

Mejar Dato' Ismail bin Ahmad (Mejar Dato' Ismail or the Chairman) presided the Meeting and welcomed the shareholders and proxy holders (the Members) to the 18th AGM of the Company.

The Chairman introduced the Directors present and drew attention to some housekeeping matters and poll voting, which would be conducted after completion of deliberations of all agenda items in accordance with Rule 8.31(A)(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, The Members were informed that Workshire Share Registration Sdn. Bhd. was appointed as the poll administrator to conduct the polling process whilst SharePolls Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.

The Chairman then invited the poll administrator to present a short video to brief the Members on the polling procedures by way of electronic means.

There being a quorum present at the AGM, the Chairman declared the Meeting duly convened at 10.00 a.m.

With consent of the Members, the notice convening the AGM having been circulated within the prescribed period was taken as read. The Chairman then proceeded with the business on hand.

**2. AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2023 (FPE 30 JUNE 2023) TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Chairman informed that the AFS in respect of the FPE 30 June 2023 was meant for discussion only and therefore, it would not be put forward for voting in accordance with Section 340(1)(a) of the Companies Act, 2016 (CA 2016).

For the purpose of time management efficiency of the Meeting, the Chairman informed that all the resolutions of the Meeting would be tabled and subsequently to deal with questions of the Members at the end of the Meeting.

Thereafter, the Chairman invited the Members to submit their questions and proceeded with the next agenda.

**3. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM600,000 TO THE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM THE DATE OF 18TH AGM UP TO THE CONCLUSION OF THE 19TH AGM**

The Chairman informed that the agenda was to approve the payment of directors' fees amounting to RM600,000 to the Directors of the Company for the period from the date of 18th up to the conclusion of the 19th AGM.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**4. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM200,000 FOR THE PERIOD FROM THE DATE OF 18TH AGM UP TO THE CONCLUSION OF THE 19TH AGM**

The Chairman informed that the next agenda was to approve the payment of Directors' Benefits to the Directors of the Company up to an amount of RM200,000 for the period from the date of 18th AGM up to the conclusion of the 19th AGM.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**5. TO RE-ELECT MEJAR DATO' ISMAIL BIN AHMAD AND MR. WAN THEAN HOE WHO RETIRE PURSUANT TO CLAUSE 97 OF THE COMPANY'S CONSTITUTION**

**5.1 To re-elect Mejar Dato' Ismail bin Ahmad (Mejar Dato' Ismail)**

The Chairman informed that he was to hand over the chair to Mr. Teoh Kim Hooi (Mr. Teoh) as he was due for retiring and seeking for re-election.

Mr. Teoh then proceeded to Ordinary Resolution 4 which was to re-elect Mejar Dato' Ismail, who was retiring pursuant to Clause 97 of the Company's Constitution as Director of the Company. Mr. Teoh added that Mejar Dato' Ismail, who was eligible for re-election had offered himself for re-election.

Mr. Teoh further informed that Mejar Dato' Ismail was the Independent Chairman of the Company and his profile was set out on page 11 of the Annual Report 2023.

Mr. Teoh invited the Members to submit their questions and closed the resolution. Mr. Teoh then passed back the chair to Mejar Dato' Ismail.

**5.2 To re-elect Mr. Wan Thean Hoe (Mr. Wan)**

The Chairman informed that the next item of the agenda was to re-elect Mr. Wan Thean Hoe (Mr. Wan) who was retiring pursuant to Clause 97 of the Company's Constitution.

The Chairman informed that the Company had received a letter dated 27 November 2023 from Mr. Wan that he indicated his intention of not seeking re-election as director of the Company at the 18th AGM. In view of this, there was no deliberation and voting on the resolution.

The Chairman then proceeded with the next agenda.

**6. TO RE-ELECT MS. TAN YEE PING WHO RETIRES PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION**

The Chairman informed that the next item of the agenda was to re-elect Ms. Tan Yee Ping who was retiring pursuant to Clause 104 of the Company's Constitution and being eligible, had offered herself for re-election.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**7. TO RE-APPOINT MESSRS. UHY AS AUDITORS OF THE COMPANY AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM AT SUCH REMUNERATION TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY**

The Chairman informed that the next agenda was to re-appoint Messrs UHY as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**8. RETENTION OF MR. TEOH KIM HOOI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The Chairman informed that the next agenda of the Meeting under special business was to retain Mr. Teoh as an Independent Non -Executive Director of the Company who had served the Company for a cumulative term of more than nine (9) years.

The Chairman added that this proposed Ordinary Resolution 7 was made in line with the Malaysian Code of Corporate Governance (the Code) whereby the Code recommends that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. However, in the event the Company wished to retain the Independent Director who had exceeded the nine (9) years term, the Board must justify and seek shareholders' approval through a two-tier voting process.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**9. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016**

The Chairman informed that the next agenda of the Meeting under special business was to seek a general mandate from the shareholders to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016.

The Chairman further informed the Members that the Ordinary Resolution 8, if passed, the authority would give the Directors flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued do not exceed 10% of the issued share capital of the Company at the time of issuance and such authority under this resolution should continue in force until the conclusion of the 19th AGM or when it was required by law to be held, whichever is earlier.

The Chairman invited the Members to submit their questions and proceeded with the next agenda.

**10. ANY OTHER BUSINESS**

The Chairman was advised by the Company Secretary that no notice had been received by the Company to transact any other business.

**11. QUESTION AND ANSWER SESSION**

In response to the questions on e-vouchers, the Chairman responded that the Company would make appropriate arrangements for shareholders attending the AGM.

With no further questions raised by shareholders, the Chairman announced the allocation of a further 5 minutes for the shareholders to complete in casting their votes.

**12. RESULT OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE 18TH AGM ON 29 NOVEMBER 2023**

The Chairman then announced the closing of the online voting session and then adjourned the Meeting for approximately 15 to 20 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed Scrutineer.

The Meeting resumed at 10.42 a.m. The representative of the Scrutineer submitted the report of the results to the Chairman.

The results of the poll votes were as follow:

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
<b>Ordinary Resolution 1</b> Approval of Directors' Fees	14	33,679,194	99.8390	8	54,317	0.1610
<b>Ordinary Resolution 2</b> Approval of Directors' Benefits	14	33,679,194	99.8390	8	54,317	0.1610
<b>Ordinary Resolution 3</b> Re-election of Mejar Dato' Ismail	17	33,689,198	99.8686	5	44,313	0.1314

**PASUKHAS GROUP BERHAD**

Registration No. 200501009342 (686389-A)

Minutes of the 18th Annual General Meeting held on 29 November 2023

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
<b>Ordinary Resolution 4</b> Re-election of Mr. Wan	0	0	0	0	0	0
<b>Ordinary Resolution 5</b> Re-election of Ms. Tan	18	33,689,208	99.8687	4	44,303	0.1313
<b>Ordinary Resolution 6</b> Re-appointment of Auditors	18	33,689,208	99.8687	4	44,303	0.1313
<b>Ordinary Resolution 7</b> Retention of Mr. Teoh as Independent Director						
• Tier 1	1	26,031,000	100.00	0	0	0
• Tier 2	18	7,658,208	99.4248	4	44,303	0.5752
<b>Ordinary Resolution 8</b> Authority to Allot and Issue shares under Sections 75 and 76 of the CA 2016	17	33,689,205	99.8687	5	44,306	0.1313

The Chairman then declared all the resolutions as set out on the Notice of the 18th AGM were carried.

**13. CLOSE OF MEETING**

There being no other business, the Meeting ended at 10.45 a.m. with a vote of thanks to the Chairman.

**C O N F I R M E D****MEJAR DATO' ISMAIL BIN AHMAD**  
Chairman

Date: 29 November 2023