

PASDEC HOLDINGS BERHAD

(367122 - D)
(Incorporated in Malaysia)

**TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING
OF THE COMPANY HELD AT SILK BALLROOM, LEVEL 3,
THE ZENITH HOTEL, JALAN PUTRA SQUARE 6, PUTRA SQUARE,
25200 KUANTAN, PAHANG DARUL MAKMUR
ON THURSDAY, 4 JULY 2019 AT 10:30 A.M.**

SUMMARY OF PROCEEDINGS AND KEY MATTERS DISCUSSED

CHAIRMAN OF THE MEETING

Dato' Sri DiRaja Haji Adnan bin Haji Yaakob took the Chair and welcomed all those present to the Meeting.

QUORUM

At the request of the Chairman, the Secretary reported that Members of 214,827,485 ordinary shares have lodged their proxies and have been received for the Meeting. The Secretary confirmed the presence of the requisite quorum in accordance with Clause 59 of the Company's Constitution. The requisite quorum being present, the Chairman called the Meeting to order.

NOTICE OF MEETING

Notice convening the 23rd Annual General Meeting ("AGM") dated 12 June 2019, having been circulated to the Members in accordance with the Company's Articles of Association, was agreed to be taken as read.

PROCEDURES OF MEETING

Chairman briefed the Members, corporate representatives and proxies present of their rights to speak and vote on the resolutions set out in the Notice of the 23rd AGM.

He informed that the voting for all the resolutions to be considered at the Meeting would be put to vote by poll pursuant Paragraph 8.29(A) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad.

He further informed that Securities Services (Holdings) Sdn. Bhd. has been appointed as the Poll Administrator while Commercial Quest Sdn. Bhd. will act as the Independent Scrutineer to verify the poll results. Poll voting process will take place after all the resolutions have been duly proposed, seconded and clarified.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

- 1.1 The audited financial statements for the financial year ended 31 December 2018 together with the reports of the Directors and Auditors thereon, were laid before the Meeting.
- 1.2 Chairman explained that in accordance with the provision of Section 340(1) of the Companies Act 2016, the Audited Financial Statements and Reports were for discussion only and did not require shareholders' approval and thus would not be put for voting.
- 1.3 The accounts have been audited by Messrs. Hanafiah Raslan & Mohamad. Representatives of the Auditors were present at the Meeting.
- 1.4 He proceeded to present a summary of the Group's financial performance for the financial year ended 31 December 2018 wherein it was noted that revenue of the Group was recorded at RM147.79 million contributed mainly by the manufacturing and property development divisions. The Group recorded net loss of RM21.74 million for the year 2018 mainly due to the negative performance of manufacturing division which was affected by insufficient working capital leading to higher freight charges and overtime costs as well as interest expenses. The profit margin of property development division was also impacted by various discount and promotional activities carried-out to increase sales.
- 1.5 It was RESOLVED that the audited financial statements of the Group for the year ended 31 December 2018 together with the reports of the Directors and the Auditors thereon be and are hereby RECEIVED.

2.0 RESOLUTIONS 1 TO 4

- 2.1 Resolution 3 and Resolution 4 as set out in the Notice of the 23rd AGM were duly agreed to be voted by the Members and/or proxies at the AGM.
- 2.2 Resolution 1 and Resolution 2 were agreed not to be voted upon by the members in the AGM for the following reasons:-
 - i) Dato' Sri DiRaja Haji Adnan bin Haji Yaakob withdrew his consent to seek for re-election and stated that he will not be seeking for re-election as Director and Chairman of the Company once he retires from office by rotation pursuant to Clause 80 of the Company's Constitution. Therefore, Resolution 1 was withdrawn.

ii) The Directors agreed not to receive any Directors' fees for the year 2018 and therefore Resolution 2 was withdrawn.

2.3 It was noted that Dato' Indera Haji Abdul Rahim bin Mohd Ali, who was up for re-election as Non-Independent Non-Executive at the AGM, had expressed his intention of not seeking re-election as Director. Therefore, he shall retire at the conclusion of the 23rd AGM pursuant to Clause 80 of the Company's Constitution.

2.4 Chairman announced the poll results as follows:-

(i) **Ordinary Resolution 3**
Payment Of Directors' Benefits Payable To The Non-Executive Directors (Excluding Directors' Fees) Of Up To An Amount Of RM494,750 From 1 July 2019 Until The Next AGM

Vote in Favour		Vote Against		Results
Number of Shares	%	Number of Shares	%	Carried
270,919,630	99.99	16,000	0.01	

(ii) **Ordinary Resolution 4**
Re-Appointment of Messrs. Hanafiah Raslan & Mohamad As Auditors And To Authorise The Directors To Fix Their Remuneration

Vote in Favour		Vote Against		Results
Number of Shares	%	Number of Shares	%	Carried
270,915,630	99.99	20,000	0.01	

TERMINATION

There being no other business to be transacted, the Meeting was declared closed at 11:20 a.m.