

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third (23<sup>rd</sup>) Annual General Meeting ("AGM") of PASDEC HOLDINGS BERHAD will be held at **Silk Ballroom, Level 3, The Zenith Hotel, Jalan Putra 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur on Thursday, 4 July 2019 at 10:30 a.m.** for the following purposes:-

**AGENDA**

**As Ordinary Business**

1. To receive the audited financial statements for the year ended 31 December 2018 together with the reports of the Directors and Auditors thereon.  
*Refer to Explanatory Note 1*
2. To re-elect Dato' Sri DiRaja Haji Adnan bin Haji Yaakob, who retires pursuant to Clause 80 of the Company's Constitution and being eligible, offers himself for re-election. **(Resolution 1)**  
  
Dato' Indera Haji Abdul Rahim bin Mohd Ali who also retires by rotation in accordance with Clause 80 of the Company's Constitution has expressed his intention of not seeking re-election. Hence, he will retain office until the conclusion of the 23<sup>rd</sup> AGM.  
*Refer to Explanatory Note 2*
3. To approve the payment of Directors' fees for the financial year ended 31 December 2018. **(Resolution 2)**  
*Refer to Explanatory Note 3*
4. To approve the payment of benefits payable to the Directors (excluding Directors' fees) of up to an amount of RM494,750 from 1 July 2019 until the next Annual General Meeting of the Company. **(Resolution 3)**  
*Refer to Explanatory Note 4*
5. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 4)**
6. To consider any other business 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,  
**SHAKERAH ENAYETALI**  
Company Secretary  
Kuantan  
12 June 2019

**EXPLANATORY NOTES:-**

**1. Explanatory Note 1**

This audited financial statements are laid in accordance with Section 340(1) of the Companies Act 2016 for discussion only. The audited financial statements do not require shareholders' approval and therefore will not be put forward for voting.

**2. Explanatory Note 2**

Clause 80 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office by rotation at an AGM, and be eligible for re-election.

Out of the current board size, two (2) of the Directors of the Company are to retire in accordance with Clause 80 of the Company's Constitution. Being eligible, Dato' Sri DiRaja Haji Adnan bin Haji Yaakob has agreed to offer himself for re-election in the Company's 23<sup>rd</sup> AGM. Dato' Indera Haji Abdul Rahim bin Mohd Ali, who also retires pursuant to Clause 80 of the Company's Constitution, will not seek for re-election and will retain office until the conclusion of the 23<sup>rd</sup> AGM.

**3. Explanatory Note 3**

The Directors' fees are provided in Note 11 of the Notes to the Audited Financial Statements where fees amounting to RM165,000 are to be approved at the 23<sup>rd</sup> AGM for payment to the Directors that served the Company in the financial year 2018. However, notwithstanding that the Directors have discharged their duties to the Group and are deserving of the fees, the Board of Directors of the Company had agreed not to receive the Directors' fees for the year 2018 from the Company in view of the Group's financial position.

**4. Explanatory Note 4**

The benefits comprising of monthly allowance to Non-Executive Directors and meeting allowances as well as medical benefits to Directors for the period from 1 July 2019 until the next AGM in 2020 are estimated at RM494,750.

The allowances for attending meeting are calculated based on the number of scheduled meetings. In the event that the benefits proposed is insufficient, approval will be sought at the next AGM for the additional amount to meet the shortfall.

**NOTES:**

1. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 28 June 2019 shall be entitled to attend, speak and vote at the 23<sup>rd</sup> AGM.
2. A member entitled to attend and vote at the 23<sup>rd</sup> AGM is entitled to attend and vote in person or by proxy or by duly authorised representative. A proxy or duly authorised representative may, but need not be a member of the Company.
3. The instrument appointing a proxy shall be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, it shall be given either under its common seal or under the hand of its officer or attorney duly authorised.
4. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. An authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account it holds.
5. Where a member is an exempt authorised nominee which holds 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 member may appoint in respect of each Omnibus Account it holds.
6. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of shareholdings to be represented by each proxy. If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.
7. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 21, Menara Zenith, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur, not less than forty-eight (48) hours before the time of holding the 23<sup>rd</sup> AGM or any adjournment thereof or not less than twenty-four (24) hours before the time appointed for the taking of the poll.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of the 23<sup>rd</sup> AGM will be put to vote by poll.