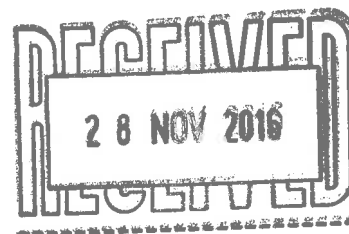




**PDZ HOLDINGS BHD.**

(Company No : 360419-T)

(Incorporated in Malaysia)



**NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE CONVENED  
PURSUANT TO SECTION 145 OF THE COMPANIES ACT, 1965**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of PDZ HOLDINGS BHD. (“PDZ” or “the Company”) will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on **Tuesday, 13 December 2016 at 10.30 a.m.** or at any adjournment thereof, for the purpose of considering, and if thought fit, with or without amendments, passing the following Ordinary Resolutions whereby Special Notice had been given pursuant to Sections 128 (2) and 153 of the Companies Act, 1965:-

Ordinary Resolution 1            “THAT Aminuddin Yusof Lana (I.C No: 481120-71-5597) be and is hereby removed as Director of the Company with immediate effect.”

Ordinary Resolution 2            "THAT Messrs. Cheng & Co be and is hereby appointed as new Auditors of the Company in place of the existing Auditors, Messrs. PKF for the financial period ending 31 December 2016 and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed between the Directors and the Auditors.”

This meeting is convened by the undersigned, being members of PDZ holding not less than one-tenth of the total issued and paid up share capital of the Company pursuant to the powers conferred by Section 145 of the Companies Act, 1965.

PELABURAN MARA BERHAD

Kua Khai Loon

Dated: 28 November 2016

## NOTES ON APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to 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.
3. Where a member of the Company is an exempt authorised nominee 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.
4. When an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on 30 November 2016 shall be entitled to attend and vote at the EGM or appoint proxies to attend, speak and vote on their behalf.
6. 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 the corporation’s seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
8. All resolutions as set out in the notice of EGM are to be voted by poll.

## EXPLANATORY NOTES TO THE EGM

1. On 14 November 2016, Pelaburan Mara Berhad and Kua Khai Loon (collectively known as “the Requisitionists”) served on the Company a Notice of Requisition for an EGM pursuant to Section 145 of the Companies Act 1965, giving notice of their intention to propose the resolutions concerning the removal of En. Aminuddin Yusof Lana as Director of the Company and the appointment of Messrs. Cheng & Co as new Auditors of the Company in place of the existing Auditors, Messrs. PKF for the financial period ending 31 December 2016.
2. The Notice of Requisition for an EGM pursuant to Section 145 of the Companies Act 1965 dated 14 November 2016 is enclosed with this Notice of EGM, marked as “**Appendix A**”.
3. Details of the proposed removal of Director are as follows:
  - (a) En. Aminuddin Yusof Lana was appointed to the Board of Directors of PDZ on 1 April 2013 as an Independent Non-Executive Director. He was the Managing Director of the Company from 1 January 2015 to 30 June 2016. He was then been re-designated to Non-Independent Non-Executive Director of the Company.
  - (b) The special notice for the proposed Ordinary Resolution 1 pursuant to Sections 128(2) and 153 of the Companies Act, 1965 is enclosed with this Notice of EGM, marked as “**Appendix I**”.
4. Details of the proposed change of Auditors are as summarised below:
  - (a) The Company had on 11 November 2016 received a Notice of Resignation from Messrs. PKF informing the Company of their intention to resign as Auditors of the Company for the financial period ending 31 December 2016. The resignation will take effect upon the appointment of the new Auditors.
  - (b) On 14 November 2016, the Requisitionists had given a notice of nomination pursuant to Section 172(11) of the Companies Act, 1965, to nominate Messrs. Cheng & Co for appointment as Auditors of the Company in place of the resigning Auditors, Messrs. PKF and to propose the Ordinary Resolution 2 to be considered at the EGM of the Company.
  - (c) The resignation of Messrs. PKF is a voluntary resignation as the Company could not reach a consensus on the proposed audit fees for the financial period ending 31 December 2016 with Messrs. PKF.
  - (d) The proposed appointment of Messrs. Cheng & Co is to fill the vacancy in the office of Auditors following the resignation of Messrs. PKF.
  - (e) The Requisitionists, having reviewed and considered the audit fees and engagement proposal received from Messrs. Cheng & Co, are of the view that the proposal from Messrs. Cheng & Co is reasonable and cost effective. The profile, adequacy of the resources and experience of the audit engagement team of Messrs. Cheng & Co were further considered by the Requisitionists before nominating them for appointment as new Auditors of the Company.
  - (f) The Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965 for the proposed Ordinary Resolution 2 is enclosed with this Notice of EGM, marked as “**Appendix II**”.

## APPENDICES

<b>Appendix A</b>	Notice of Requisition for an EGM pursuant to Section 145 of the Companies Act, 1965.
<b>Appendix I</b>	Special Notice for the proposed removal of Director pursuant to Sections 128(2) and 153 of the Companies Act, 1965.
<b>Appendix II</b>	Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965

**"Appendix A"**

Date: 14 NOVEMBER 2016

From: Pelaburan Mara Berhad  
Suite C-5-4, Wisma Goshen, Plaza Pantai  
Jalan Pantai Baharu, 59200 Kuala Lumpur

And

Kua Khai Loon  
No. 38, Jalan Bestari 34/2  
Taman Bestari Indah  
81800 Ulu Tiram, Johor

To: The Board of Directors  
**PDZ HOLDINGS BHD.**  
Third Floor, No.79 (Room A)  
Jalan SS21/60, Damansara Utama  
47400 Petaling Jaya, Selangor

Dear Sirs,

**NOTICE OF REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 145 OF THE COMPANIES ACT, 1965**

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We, Pelaburan Mara Berhad and Kua Khai Loon, being members of PDZ HOLDINGS BHD. ("PDZ" or "the Company") holding not less than one-tenth of the total issued and paid up share capital of the Company as at the date of this requisition, hereby give notice of our intention to propose the following resolutions, and forthwith to convene an Extraordinary General Meeting of the Company ("EGM") pursuant to Section 145 of the Companies Act, 1965 to be held for the purpose of considering and if thought fit, passing the following Ordinary Resolutions with or without any modifications:

- i. Ordinary Resolution 1 "THAT Aminuddin Yusof Lana (i.C No: 481120-71-5597) be and is hereby removed as Director of the Company with immediate effect."
- ii. Ordinary Resolution 2 "THAT Messrs. Cheng & Co be and is hereby appointed as new Auditors of the Company in place of the existing Auditors, Messrs. PKF for the financial period ending 31 December 2016 and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed between the Directors and the Auditors."

The Special Notice for the above proposed Ordinary Resolution 1 which requires special notice pursuant to Sections 128(2) and 153 of the Companies Act, 1965 is hereby given and as set out in "Appendix I" enclosed.

The Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965 is hereby given and as set out in "Appendix II" enclosed.

Please note that we will be taking steps to prepare and circulate the Notice of EGM and to take all other necessary steps, including the notification to Bursa Malaysia Securities Berhad and placement of advertisement of the said Notice of EGM in a nationally circulated daily newspaper.

**Notice of Requisition for an Extraordinary General Meeting of PDZ Holdings Bhd. pursuant to Section 145 of the Companies Act, 1965**

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Yours faithfully,



.....  
Ahmad Nazim Bin Abd Rahman  
For and on behalf of PELABURAN MARA BERHAD



.....  
Kua Khai Loon

**"Appendix I"**

Date: 14 NOVEMBER 2016

From: Pelaburan Mara Berhad  
Suite C-5-4, Wisma Goshen, Plaza Pantai  
Jalan Pantai Baharu, 59200 Kuala Lumpur

And

Kua Khai Loon  
No. 38, Jalan Bestari 34/2  
Taman Bestari Indah  
81800 Ulu Tiram, Johor

To: The Board of Directors  
**PDZ HOLDINGS BHD.**  
Third Floor, No.79 (Room A)  
Jalan SS21/60, Damansara Utama  
47400 Petaling Jaya, Selangor

Dear Sirs,

**SPECIAL NOTICE PURSUANT TO SECTIONS 128 (2) AND 153 OF THE COMPANIES ACT, 1965**

We, Pelaburan Mara Berhad and Kua Khai Loon, being members of PDZ HOLDINGS BHD. ("PDZ" or "the Company") holding not less than one-tenth of the total issued and paid up share capital of the Company as at the date of this notice, hereby give notice of our intention to propose the resolution which requires Special Notice pursuant to Sections 128(2) and 153 of the Companies Act, 1965 and forthwith to convene an Extraordinary General Meeting of the Company pursuant to Section 145 of the Companies Act, 1965 to be held for the purpose of considering and if thought fit, passing the following Ordinary Resolutions with or without any modification:

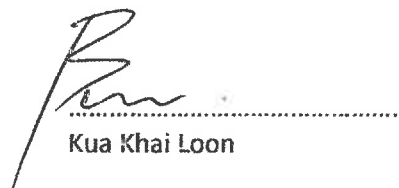
**Ordinary Resolution 1**

"THAT Aminuddin Yusof Lana (I.C No: 481120-71-5597) be and is hereby removed as Director of the Company with immediate effect."

Yours faithfully,



Ahmad Nazim Bin Abd Rahman  
For and on behalf of PELABURAN MARA BERHAD



Kua Khai Loon

**"Appendix II"**

Date: 14 NOVEMBER 2016

From: Pelaburan Mara Berhad  
Suite C-5-4, Wisma Goshen, Plaza Pantai  
Jalan Pantai Baharu, 59200 Kuala Lumpur

And

Kua Khai Loon  
No. 38, Jalan Bestari 34/2  
Taman Bestari Indah  
81800 Ulu Tiram, Johor

To: The Board of Directors  
**PDZ HOLDINGS BHD.**  
Third Floor, No.79 (Room A)  
Jalan SS21/60, Damansara Utama  
47400 Petaling Jaya, Selangor

Dear Sirs,

**NOTICE OF NOMINATION OF AUDITORS**

Pursuant to Section 172(11) of the Companies Act, 1965, we, being **members** of the Company, hereby give notice of our intention to nominate Messrs. Cheng & Co for appointment as Auditors of the Company in place of the resigning Auditors, Messrs. PKF and to propose the following ordinary resolution to be considered at the forthcoming Extraordinary General Meeting of the Company to be convened pursuant to Section 145 of the Companies Act, 1965:

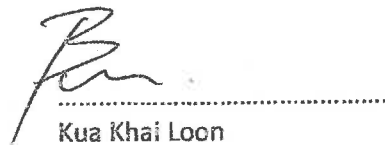
**Ordinary Resolution 2**

"THAT Messrs. Cheng & Co be and is hereby appointed as new Auditors of the Company in place of the existing Auditors, Messrs. PKF for the financial period ending 31 December 2016 and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed between the Directors and the Auditors."

Yours faithfully,



Ahmad Nazim Bin Abd Rahman  
For and on behalf of PELABURAN MARA BERHAD



Kua Khai Loon





**PDZ HOLDINGS BHD.**  
**(Company No . 360419-T)**  
(Incorporated in Malaysia)

**FORM OF PROXY**

I/We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

NRIC No./Co. No.: \_\_\_\_\_ of \_\_\_\_\_  
(COMPULSORY) (ADDRESS)

being (a) Member(s) PDZ HOLDINGS BHD. ("the Company") hereby appoint \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

\_\_\_\_\_ NRIC No.: \_\_\_\_\_

of \_\_\_\_\_  
(FULL ADDRESS)

or failing him/her, \_\_\_\_\_ NRIC No.: \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

of \_\_\_\_\_  
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting as my/our proxy(ies) to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on **Tuesday, 13 December 2016 at 10.30 a.m.** and at any adjournment of such meeting and to vote as indicated below:

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

No.	Ordinary Resolution	For	Against
1	Removal of Aminuddin Yusof Lana as Director of the Company with immediate effect.		
2	Appointment of Messrs. Cheng & Co as new Auditors of the Company in place of the existing Auditors, Messrs. PKF for the financial period ending 31 December 2016.		

Dated:

\_\_\_\_\_  
Signature of Shareholder/Common Seal

No. of shares held	
CDS Account No.:	
The proportion of my/our holding to be represented by my/our proxies are as follows:	First Proxy : _____ % Second Proxy : _____ %



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**NOTES ON APPOINTMENT OF PROXY**

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to 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.
3. Where a member of the Company is an exempt authorised nominee 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.
4. When an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on 30 November 2016 shall be entitled to attend and vote at the EGM or appoint proxies to attend, speak and vote on their behalf.
6. 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 the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
8. All resolutions as set out in the notice of EGM are to be voted by poll.

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AFFIX  
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**PDZ HOLDINGS BHD.**

**C/O TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.**

Unit 32-01, Level 32,  
Tower A Vertical Business Suite,  
Avenue 3 Bangsar South,  
No 8, Jalan Kerinchi,  
59200 Kuala Lumpur

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