



REVISED NOTICE OF ANNUAL GENERAL MEETING CHANGE OF DATE OF 21st ANNUAL GENERAL MEETING

PASDEC HOLDINGS BERHAD had on 27 April 2017 issued a Notice for the 21st Annual General Meeting (“AGM”) to be held at Silk Ballroom, The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur on Tuesday, 23 May 2017 at 11:00 a.m.

On 8 May 2017, RHB Investment Bank Berhad on behalf of Pasdec Holdings Berhad had announced that Bursa Malaysia Securities Berhad vide its letter dated 5 May 2017 approved Pasdec Holdings Berhad’s listing application in relation to the Proposed Acquisition and Proposed Rights Issue with Warrants. Subsequently, the Extraordinary General Meeting (“EGM”) to seek shareholders’ approval on the proposals has been scheduled on 5 June 2017.

In order to facilitate the members to attend both the AGM and EGM on the same day, NOTICE IS HEREBY GIVEN THAT the 21st AGM of Pasdec Holdings Berhad scheduled for 23 May 2017 is now **changed to Monday, 5 June 2017** at the same time and venue as follows: -

Date : Monday, 5 June 2017

Time : 11:00 a.m.

Venue : Silk Ballroom, The Zenith Hotel, Jalan Putra Square 6, Putra Square,
25200 Kuantan, Pahang Darul Makmur

All the agenda for the 21st AGM shall remain unchanged.

In respect of deposited securities, only members whose names appear on the Record of Depositors as at 30 May 2017 shall be entitled to attend, speak and vote at the 21st AGM.

The Amended Notice of the AGM along with the Form of Proxy is circulated herewith. We sincerely regret the inconvenience caused to the members due to the postponement of the 21st AGM.

By Order Of The Board,

SHAKERAH ENAYETALI
Company Secretary

Kuantan

Date: 13 May 2017

AMENDED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First (21st) Annual General Meeting (“AGM”) of PASDEC HOLDINGS BERHAD will be held at **Silk Ballroom, The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur** on **Monday, 5 June 2017** at **11:00 a.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the audited financial statements for the year ended 31 December 2016 together with the reports of the Directors and Auditors thereon. *[Please refer Note 1]*
2. To re-elect Dato’ Dr. Hamdan bin Jaafar who retires by rotation in accordance with Article 83 of the Company’s Articles of Association. **(Resolution 1)**
3. To re-elect Dato’ Haji Abdul Rahim bin Mohd Ali who retires by rotation in accordance with Article 83 of the Company’s Articles of Association. **(Resolution 2)**
4. To re-appoint Dato’ Abdul Ghani bin L. Sulaiman to continue as Director of the Company. **(Resolution 3)**
5. To re-appoint Dato’ Haji Mohamad Nor bin Ali to continue as Director of the Company. **(Resolution 4)**
6. To approve the payment of Directors’ fees of RM185,000.00 for the financial year ended 31 December 2016. **(Resolution 5)**
7. To approve the payment of Directors’ remuneration (excluding Directors’ fees) of up to RM805,800.00 from 1 January 2017 until the next AGM of the Company. **(Resolution 6)**
8. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

As Special Business

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

9. Ordinary Resolution - Retention of Independent Directors Of The Company
 - a. “THAT approval be and is hereby given to Dato’ Sri Khalid bin Mohamad Jiwa, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.” **(Resolution 8)**
 - b. “THAT approval be and is hereby given to Dato’ Abdullah bin A. Rasol, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.” **(Resolution 9)**
10. To consider any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company’s Articles of Association.

By Order Of The Board,

SHAKERAH ENAYETALI

Company Secretary

Kuantan

13 May 2017

Amended Notice of Annual General Meeting

Notes

1. Audited Financial Statements

This item is meant for discussion only in accordance with the provision of Section 340(1) of the Companies Act, 2016 as the audited financial statements do not require shareholders' approval and therefore will not be put forward for voting.

2. Ordinary Resolutions 3 and 4

Pursuant to the Companies Act, 2016 which came into effect on 31 January 2017, there is no age limit set for directors. At the 20th AGM of the Company held on 16 June 2016, Dato' Abdul Ghani bin L. Sulaiman and Dato' Haji Mohamad Nor bin Ali who are above the age of 70 were re-appointed pursuant to Section 129 of the Companies Act 1965, to hold office until the conclusion of the 21st AGM. Their term of office will end at the conclusion of the 21st AGM and they have offered themselves for re-appointment. The proposed Ordinary Resolution 3 and 4, if passed, will enable Dato' Abdul Ghani bin L. Sulaiman and Dato' Haji Mohamad Nor bin Ali to continue to act as Directors of the Company and they shall be subject to retirement by rotation thereafter.

The Nomination Committee of the Company had assessed the performance and contribution of Dato' Abdul Ghani bin L. Sulaiman and Dato' Haji Mohamad Nor bin Ali and recommended for their re-appointment. The Board had endorsed Nomination Committee's recommendation for the re-appointment of Dato' Abdul Ghani bin L. Sulaiman and Dato' Haji Mohamad Nor bin Ali as Directors of the Company.

3. Ordinary Resolution 6

Resolution 6 relates to payment of Directors' remuneration (excluding Directors' annual fees) in respect of the financial year 2017 until the next AGM of the Company.

The Directors' remuneration (excluding fees) comprise of the allowances and other emoluments payable to the Chairman and Non-Executive Directors as set-out below:-

Remuneration	Total Estimated (RM)
(i) Monthly Fixed Allowance	504,000.00
(ii) Meeting Allowance	
Board/AGM of PASDEC	186,300.00
Board Committees	115,500.00

The monthly fixed allowance is given to the Chairman and Non-Executive Directors in recognition of their significant roles and wide-ranging scope of responsibilities.

In determining the total estimated remuneration (excluding Directors' fees), the Board has considered various factors, which include among others, the number of scheduled meetings for the Board and Board Committees as well as the Directors involved in these meetings. The estimated amount of RM805,800.00 is derived from a total of RM566,400.00 for the year 2017 and RM239,400.00 for the period from 1 January 2018 until the next AGM in 2018.

The remuneration (excluding Directors' fees) will be paid on monthly basis and/or as and when incurred if the proposed Resolution 6 is passed at the 21st AGM. The Board is of the view that it is fair and equitable for the Directors' remuneration (excluding Directors' fees) to be paid on a monthly basis and/or as and when incurred given that they have discharged their duties and provided their service to the Company and the Group throughout to period.

In the event that the Directors' remuneration (excluding Directors' fees) proposed is insufficient in view of additional number of meetings or enlarged Board size, approval will be sought at the next AGM for the additional remuneration to meet the shortfall.

Amended Notice of Annual General Meeting

4. Special Business - Ordinary Resolutions 8 and 9

The proposed Ordinary Resolutions 8 and 9 are to seek shareholders' approval to retain Dato' Sri Khalid bin Mohamad Jiwa and Dato' Abdullah bin A. Rasol as Independent Non-Executive Directors pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

Dato' Sri Khalid bin Mohamad Jiwa and Dato' Abdullah bin A. Rasol have served the Board as Independent Directors for a cumulative term of more than nine (9) years. The Board, through annual assessment of Independent Directors carried-out by the Nomination Committee, was satisfied that both Dato' Sri Khalid bin Mohamad Jiwa and Dato' Abdullah bin A. Rasol have complied with the independence criteria set-out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and that they are fair and impartial in carrying out their duties and continue to bring independent and objective judgement to Board deliberations and decision making despite serving for more than nine (9) years.

The Board recognises that as long serving Independent Directors, Dato' Sri Khalid bin Mohamad Jiwa and Dato' Abdullah bin A. Rasol have developed deep understanding of the Group's diversified businesses and better insight into the Group's operations thus enabling them to perform their duties diligently and in the best interest of the Company and contribute effectively to the proceedings of the Board and Board Committees. The Board benefits from their mix set of skills, experience and competencies for informed and balanced decision making.

5. Appointment Of Proxy

- a. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 30 May 2017 shall be entitled to attend, speak and vote at the 21st AGM.
- b. A member entitled to attend and vote at the 21st 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.
- c. 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.
- d. 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 Depository) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account it holds.
- e. 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 exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- f. 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.
- g. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Tingkat 14, Menara Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, not less than forty-eight hours (48) hours before the time for holding the 21st AGM or any adjournment thereof.
- h. 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 21st AGM will be put to vote by poll.



PROXY FORM



I/We _____ NRIC (New)/Company No.: _____
(insert full name in block capital)

of _____
(full address)

being a member/members of **PASDEC HOLDINGS BERHAD** hereby appoint _____
(insert full name in block capital)

NRIC (New)/Company No.: _____ of _____
(full address)

_____ and/or _____
(full address)

and/or _____ NRIC (New) No.: _____
(insert full name in block capital)

of _____
(full address)

or failing him/her the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Twenty-First (21st) Annual General Meeting ("AGM") of the Company to be held at **Silk Ballroom, The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur** on **Monday, 5 June 2017** at **11:00 a.m.** or any adjournment thereof, and to vote as indicated below:-

(Please indicate with an "X" in the appropriate spaces provided below as to how you wish your vote to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Resolution No.		For	Against
1	Re-election of Dato' Dr. Hamdan bin Jaafar		
2	Re-election of Dato' Haji Abdul Rahim bin Mohd Ali		
3	Re-appointment of Dato' Abdul Ghani bin L. Sulaiman		
4	Re-appointment of Dato' Haji Mohamad Nor bin Ali		
5	Approval of Directors' Annual Fees for the financial year ended 31 December 2016		
6	Approval of Directors' Remuneration (excluding Directors' fees) from 1 January 2017 to 22 nd AGM		
7	Re-appointment of Messrs. Hanafiah Raslan & Mohamad as Auditors		
8	Retention of Dato' Sri Khalid bin Mohamad Jiwa as an Independent Director		
9	Retention of Dato' Abdullah bin A. Rasol as an Independent Director		

Dated this _____ day of _____, 2017

Signature of Member/Common Seal

No. of ordinary shares held:		
CDS Account No.:		
Proportion of shareholdings to be represented by proxies	First Proxy: _____%	Second Proxy: _____%
Contact No.:		

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NOTES:-

- a. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 30 May 2017 shall be entitled to attend, speak and vote at the 21st AGM.
- b. A member entitled to attend and vote at the 21st 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.
- c. 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.
- d. 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 Depository) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account it holds.
- e. 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 exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- f. 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.
- g. The instrument appointing a proxy or shall be deposited at the Registered Office of the Company at Tingkat 14, Menara Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, not less than forty-eight hours (48) hours before the time for holding the 21st AGM or any adjournment thereof.
- h. 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 21st AGM will be put to vote by poll.

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The Company Secretary

PASDEC HOLDINGS BERHAD

Tingkat 14, Menara Teruntum
Jalan Mahkota, 25000 Kuantan
Pahang Darul Makmur

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PASDEC HOLDINGS BERHAD (367122-D)

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