



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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting ("AGM" or "Meeting") of PDZ Holdings Bhd. ("PDZ" or "the Company") will be held at Maharani Suite, Pulau Springs Resort, 20KM Jalan Pontian Lama, 81110 Pulau, Johor Darul Takzim, Malaysia on Friday, 22 June 2018 at 3.00 p.m. to transact the following businesses:-

**A G E N D A**

**AS ORDINARY BUSINESS :**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the reports of the Directors and Auditors thereon. **Please refer to Note (i)**
2. To approve the payment of Directors' fees and benefits of up to RM360,000 for the financial year ending 31 December 2018. **Ordinary Resolution 1**
3. To re-elect Dato' Ahmad Nazim bin Abd Rahman as Director who retires by rotation in accordance with Clause 85 of the Company's Constitution. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire as Directors in accordance with Clause 92 of the Company's Constitution:
  - i. Dato' Ahmad Zaffry bin Sulaiman; and **Ordinary Resolution 3**
  - ii. Dato' Sri Rusli bin Ahmad **Ordinary Resolution 4**
5. To re-appoint Messrs. Cheng & Co. as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS :**

To consider and if thought fit, pass with or without any modifications, the following resolution :-

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
30 April 2018

**Notes:**

- i. The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- ii. A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 59 of the Company's Constitution to issue a General Meeting Record of Depositors as at 18 June 2018. Only members whose names appear in the General Meeting Record of Depositors as at 18 June 2018 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- iv. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- v. 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 seal or under the hand of an officer or attorney duly authorised.
- vi. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may 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.
- vii. 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- viii. To be valid, the instrument appointing a proxy must be deposited at the Share Registrar Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- ix. All resolutions as set out in this Notice of Meeting will be put to vote by poll.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

**1. Item 6 of the Agenda**

The Ordinary Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last annual general meeting held on 23 May 2017 and it will lapse at the conclusion of the Twenty-Second Annual General Meeting of the Company.