

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth (17th) Annual General Meeting of **PASDEC HOLDINGS BERHAD** will be held at **Meranti 2, Hyatt Regency Kuantan Resort, Telok Chempedak, 25050 Kuantan, Pahang Darul Makmur** on **Friday, 28 June 2013** at **10:00 a.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the audited financial statements for the year ended 31 December 2012 together with the reports of the Directors and Auditors thereon. (Please refer to Note 6)
2. To re-elect the following Directors who retire by rotation pursuant to Article 83 of the Company's Articles of Association:-
 - a) Dato' Sri Khalid bin Mohamad Jiwa (Resolution 1)
 - b) Dato' Abdullah bin A. Rasol (Resolution 2)
3. To consider and if thought fit, to pass the following resolution in accordance with Section 129 of the Companies Act, 1965:- (Resolution 3)

"THAT Dato' Mohamed Amin bin Haji Daud, being over the age of 70 years and retiring pursuant to Section 129(6) of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting."
4. To approve the payment of Directors' fees for the year ended 31 December 2012.
5. To re-appoint Messrs Hanafiah Raslan & Mohamad as Auditors and to authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business

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

6. **Ordinary Resolution**
Retention of Independent Directors (Resolution 5)
 - (a) "THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Dato' Mohamed Amin bin Haji Daud, who has served as 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." (Resolution 6)
 - (b) "THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to Dato' Sri Khalid bin Mohamad Jiwa, who has served as 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." (Resolution 7)
 - (c) "THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to Dato' Abdullah bin A. Rasol, who has served as 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." (Resolution 8)

7. Special Resolution

Proposed Amendments To The Articles Of Association Of The Company

"THAT the proposed alterations, modification, deletions and/or additions to the Articles of Association ("Proposed Amendments") of the Company as set out in Appendix to the Notice of the 17th Annual General Meeting attached to this Annual Report be and are hereby approved and in consequence thereof, a new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to carry out all the necessary steps to give effect to the Proposed Amendments." (Resolution 9)

8. To consider any other business of which due notice shall have been given.

By Order Of The Board,

SHAKERAH ENAYETALI

Company Secretary

Kuantan
3 June 2013

NOTES :

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 June 2013 shall be entitled to attend and vote at the Meeting or appoint proxies to attend or vote in his/her stead.
2. A member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote in his stead, but such appointment shall be invalid unless he specifies the proportions of his holdings for each proxy. 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.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint up to two proxies in respect of each securities account with ordinary shares in the Company standing to the credit of the said securities account.
4. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 14th Floor, Menara Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Note To Ordinary and Special Business

6. Item 1 of the Agenda

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statements. Hence, this item is not put forward for voting.

7. Item 3 Of the Agenda (Ordinary Resolution 3)

This proposed resolution is in accordance with Section 129(6) of the Companies Act, 1965 which requires a resolution to be passed to re-appoint Dato' Mohamed Amin bin Haji Daud, who is over 70 years of age, as Director and to hold office until the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth of members of the Company entitled to vote in person or by proxy (where proxies are allowed) at the Annual General Meeting of the Company.

8. Retention of Independent Directors

Malaysian Code On Corporate Governance 2012 recommends that shareholders' approval be sought in the event that the Company intends to retain an independent director who has served in that capacity for more than nine (9) years. In relation thereto, the Board had assessed the independence of the following Independent Non-Executive Directors who had served for a cumulative terms of more than nine (9) years and recommended them to continue as Independent Non-Executive Directors of the Company based on the following justifications:-

Ordinary Resolution 6 – Dato' Mohamed Amin bin Haji Daud

- (i) He fulfils the criteria as an Independent Director as defined in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and thus is able to continue bringing independent and objective judgement to the Board.
- (ii) He provides the Board with a diverse set of experience, expertise and competence in view of his vast experience in legal practice and politics as well as his legal background.
- (iii) He understands the Company's operations which allows him to participate actively and contribute during deliberation or discussion at the committees and board meetings.
- (iv) He devotes sufficient time and effort to his professional obligations for informed and balanced decision making; and
- (v) He exercises due care as an Independent Director of the Company and carries out his professional and fiduciary duties in the interest of the Company and shareholders.

Ordinary Resolution 7 – Dato' Sri Khalid bin Mohamad Jiwa

- (i) He fulfils the criteria as an Independent Director as defined in the MMLR of Bursa Securities and thus is able to continue bringing independent and objective judgement to the Board.
- (ii) He provides the Board with a diverse set of experience, expertise and competence in view of his vast experience in banking and construction industry and his business acumen.
- (iii) He understands the Company's operations which allows him to participate actively and contribute during deliberation or discussion at the committees and board meetings.
- (iv) He devotes sufficient time and effort to his professional obligations for informed and balanced decision making; and
- (v) He exercises due care as an Independent Director of the Company and carries out his professional and fiduciary duties in the interest of the Company and shareholders.

Ordinary Resolution 8 – Dato' Abdullah bin A. Rasol

- (i) He fulfils the criteria as an Independent Director as defined in the MMLR of Bursa Securities and thus is able to continue bringing independent and objective judgement to the Board.
- (ii) He provides the Board with a diverse set of experience, expertise and competence in view of his vast experience in the corporate finance and banking industry and his background as a Chartered Accountant.
- (iii) He understands the Company's operations which allows him to participate actively and contribute during deliberation or discussion at the committees and board meetings.
- (iv) He devotes sufficient time and effort to his professional obligations for informed and balanced decision making; and
- (v) He exercises due care as an Independent Director of the Company and carries out his professional and fiduciary duties in the interest of the Company and shareholders.

9. Proposed Amendments To The Articles Of Association Of The Company

The proposed Special Resolution under Agenda 7, if passed, will enable the Company to comply with the latest amendments to Chapter 7 of the MMLR of Bursa Securities, to facilitate poll voting by electronic means and for better clarity.