

## NOTICE OF SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of Pantech Group Holdings Berhad (“Pantech” or the “Company”) will be held at Bahamas 2 & 3, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 46150 Petaling Jaya, Selangor on Thursday, 29 August 2013 at 10.00 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

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|-----|--|-------------------------------|
| 1.  | To receive the Audited Financial Statements for the financial year ended 28 February 2013 together with the Directors’ and Auditors’ Reports thereon.  | <b>Please refer to Note A</b> |
| 2.  | To approve the payment of a Final Single Tier Dividend of 1.20 sen per ordinary share of RM0.20 each for the financial year ended 28 February 2013.    | <b>Ordinary Resolution 1</b>  |
| 3.  | To approve the increase and payment of Directors’ fees from RM150,000 to RM168,000 for the financial year ending 28 February 2014.                     | <b>Ordinary Resolution 2</b>  |
| 4.  | To re-elect the following directors retiring pursuant to the Company’s Articles of Association and being eligible, offered themselves for re-election: |                               |
| 4.1 | Dato’ Chew Ting Leng (Article 122)   | <b>Ordinary Resolution 3</b>  |
| 4.2 | Mr To Tai Wai (Article 122)  | <b>Ordinary Resolution 4</b>  |
| 4.3 | Ms Ng Lee Lee (Article 127)  | <b>Ordinary Resolution 5</b>  |
| 4.4 | Datuk Faizoull Bin Ahmad (Article 127)   | <b>Ordinary Resolution 6</b>  |
| 5.  | To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration.                            | <b>Ordinary Resolution 7</b>  |

#### AS SPECIAL BUSINESS

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

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|----|---|------------------------------|
| 6. | <b>AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b>   | <b>Ordinary Resolution 8</b> |
|    | “THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being excluding and not limited to additional shares arising from the Exercise of Warrants/Employees’ Share Option Scheme (“ESOS”) and Conversion of Irredeemable Convertible Unsecured Loan Stocks (“ICULS”) AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation of 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.” |                              |

## NOTICE OF SEVENTH ANNUAL GENERAL MEETING

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### 7. PROPOSED RENEWAL OF SHARE BUY-BACK

### Ordinary Resolution 9

“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965 (“ACT”), provisions in the Company’s Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“Proposed Renewal of Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-

- (1) the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit and share premium account of the Company. As at the latest financial year ended 28 February 2013, the audited retained profit and share premium account of the Company stood at RM15,720,340 and RM25,578,357 respectively;
- (3) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
  - (a) at the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

whichever occurs first;

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (a) to cancel the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- (d) in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

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AND THAT the Board of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company.”

### 8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

### **Special Resolution 1**

“THAT the Articles of Association of the Company be and are hereby amended in the manner as set out in Appendix I on page 139 of the Company’s 2013 Annual Report to be in line with the amended Listing Requirements.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company.”

### **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

Subject to the approval of the shareholders, a Final Single Tier Dividend of 1.20 sen per ordinary share for the financial year ended 28 February 2013 will be paid on 19 September 2013 to Depositors registered in the Record of Depositors at the closed of business at 5.00 p.m. on 4 September 2013.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 4 September 2013, in respect of ordinary shares; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By order of the Board

**LIM SECK WAH (MAICSA 0799845)**  
**LIANG SIEW CHING (MAICSA 7000168)**  
Company Secretaries

Kuala Lumpur  
Dated this: 6 August 2013

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## Notes

- A. The item 1 of the Agenda is meant for discussion only as it does not require a formal approval of the shareholders and hence, is not put forward for voting.
1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 23 August 2013. Only a depositor whose name appears on the Record of Depositors as at 23 August 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
  2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two (2) proxies to attend the same meeting provided that he/she specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply.
  3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  4. Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
  5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
  6. The Proxy Form must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
  7. **Explanatory Notes on Special Businesses:**

### Ordinary Resolution 8

The proposed Resolution 8 is a renewal of mandate given by the shareholders at the previous AGM held on 29 August 2012, primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issue capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being excluding the number of ordinary shares arising from the exercise of Warrants/ESOS and Conversion of ICULS. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of the possible fund raising activities for the purpose of funding future project/investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last AGM held on 29 August 2012 except for new shares arising from the ICULS conversion and exercise of Warrants and ESOS.

### Ordinary Resolution 9

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Share Buy-Back are set out in the Share Buy-Back Statement dated 6 August 2013 which is dispatched together with the Company's Annual Report 2013.

### Special Resolution 1

The proposed Special Resolution 1 above on the Proposed Amendments to the Articles of Association of the Company is to align the Articles of Association with the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## APPENDIX I

# DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article No.	Existing Articles	Proposed Revised Articles
<p>Article 2</p> <p>Definitions and Interpretation</p>	<p>-</p>	<p>“Exempt Authorised Nominee” means an authorised nominee, as defined under the Central Depositories Act, which is exempted from compliance with the provisions of Section 25A(1) of Central Depositories Act.</p>
<p>Article 87</p> <p>Proxies of authorized nominees</p>	<p>Where a Member is an Authorised Nominee, he may appoint at least one (1) proxy in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>	<p>Where a Member of the Company is an authorised nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.</p> <p>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 two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be presented by each proxy.</p>
<p>Article 89 (1)</p> <p>Qualification of proxy (New Article)</p>	<p>-</p>	<p>A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the company shall have the same rights as the member to speak at the meeting.</p>