

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth (19th) Annual General Meeting of **PASDEC HOLDINGS BERHAD** will be held at Meranti 1, Hyatt Regency Kuantan Resort, Teluk Chempedak, 25050 Kuantan, Pahang Darul Makmur on Monday, 15 June 2015 at 3:00 p.m. for the following purposes:-

**AGENDA**

1. To receive the audited financial statements for the year ended 31 December 2014 together with the reports of the Directors and Auditors thereon. **[Please refer Explanatory Note (i)]**
2. To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association:-
  - a) Dato' Dr. Hamdan bin Jaafar **(Resolution 1)**
  - b) Dato' Sri Khalid bin Mohamad Jiwa **(Resolution 2)**
3. To re-elect Dato' Mohd Khairuddin bin Haji Abdul Manan who retires in accordance with Article 82 of the Company's Articles of Association. **(Resolution 3)**
4. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129 of the Companies Act, 1965:-
  - i. "That pursuant to Section 129(6) of the Companies Act, 1965 Dato' Abdul Ghani bin L. Sulaiman, who is over the age of seventy (70) years, be re-appointed as Director of the Company to hold office until the next Annual General Meeting". **(Resolution 4)**
  - ii. "That pursuant to Section 129(6) of the Companies Act, 1965 Dato' Mohamed Amin bin Haji Daud, who is over the age of seventy (70) years, be re-appointed as Director of the Company to hold office until the next Annual General Meeting". **(Resolution 5)**
5. To approve Directors' fees for the year ended 31 December 2014. **(Resolution 6)**
6. 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:-

7. Ordinary Resolution - Retention of Independent Directors
  - (a) "THAT subject to the passing of Ordinary Resolution 5, 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 in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 8)**
  - (b) "THAT subject to the passing of Ordinary Resolution 2, 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 in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 9)**
  - (c) "THAT 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 in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 10)**
8. To consider any other business of which due notice shall have been given.

By Order Of The Board,

**SHAKERAH ENAYETALI**  
Company Secretary

Kuantan

19 May 2015

**NOTES :**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 June 2015 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. 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. There shall be no restriction as to the qualification of the proxy.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (SICDA) may appoint at least one proxy but not more than two proxies in respect of each securities account with ordinary shares in the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for the 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A (1) of the SICDA.
5. Where a member or the authorised nominee appoints two proxies, or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall 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.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Tingkat 14, Menara Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, at least 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. **Explanatory Notes**
  - (i) **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.
  - (ii) **Retention of Independent Directors-Ordinary Resolutions 8, 9 and 10**  
The Board had assessed the independence of the Independent Non-Executive Directors who had served for a cumulative term of more than nine (9) years and recommended them to continue as Independent Non-Executive Directors of the Company. The Board had determined that Dato' Mohamed Amin bin Haji Daud, Dato' Sri Khalid bin Mohamad Jiwa and Dato' Abdullah bin A. Rasol are fair and impartial in carrying out their duties to the Company. As Directors, they continue to bring independent and objective judgements to Board deliberations and the decision making process as a whole. They also possess diverse set of experience and expertise and bring the right mix of competencies and skills to the Board.