

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of Pantech Group Holdings Berhad (“Pantech” or the “Company”) will be held at Meeting Room 3, Level 3, Renaissance Johor Bahru Hotel, 2, Jalan Permas 11, Bandar Baru Permas Jaya, 81750 Masai, Johor on Tuesday, 18 August 2015 at 10.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 28 February 2015 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of the dividend comprising the following for the financial year ended 28 February 2015: **Ordinary Resolution 1**
 - (i) final single tier cash dividend of 0.5 sen per ordinary share of RM0.20 each; and
 - (ii) share dividend via a distribution of treasury shares on the basis of 1 treasury share for every 100 existing ordinary shares of RM0.20 each. Any fractions arising from the distribution of share dividend will be disregarded.
3. To approve the increase and payment of Directors’ fees from RM168,000 up to RM180,000 for the financial year ending 29 February 2016. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring pursuant to Article 122 of the Company’s Articles of Association and being eligible, offered themselves for re-election:-
 - 4.1 Mr Tan Ang Ang **Ordinary Resolution 3**
 - 4.2 Ms Ng Lee Lee **Ordinary Resolution 4**
5. To re-appoint Messrs SJ Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. RETENTION OF INDEPENDENT DIRECTORS

To retain the following Directors who have served for more than nine years as Independent Non-Executive Director of the Company:-

- 6.1 Mr Tan Sui Hin **Ordinary Resolution 6**
- 6.2 Mr Loh Wei Tak **Ordinary Resolution 7**

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7. PROPOSED RENEWAL OF SHARE BUY-BACK

Ordinary Resolution 8

"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 2015, the audited retained profit and share premium account of the Company stood at RM17,482,319 and RM74,743,799 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.

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."

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8. **AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Ordinary Resolution 9**

“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 at the time of submission, upon such terms and conditions, for such purposes and to such person or persons 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 DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, that the payment of the dividend comprising the following for the financial year ended 28 February 2015 will be paid on 18 September 2015 to Depositors registered in the Record of Depositors at the closed of business at 5.00 p.m. on 27 August 2015.

- (i) final single tier cash dividend of 0.5 sen per ordinary share of RM0.20 each; and
- (ii) share dividend via a distribution of treasury shares on the basis of 1 treasury share for every 100 existing ordinary shares of RM0.20 each. Any fractions arising from the distribution of share dividend will be disregarded.

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 27 August 2015, 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.

Subject to the approval of the Bursa Malaysia Depository Sdn. Bhd. (“Bursa Depository”) for the transfer of treasury shares under the Share Buy-back Account by bulk transfer method of debiting and crediting, the treasury shares to be distributed under the share dividend will be credited into the entitled Depositors' Securities Account maintained with Bursa Depository on 27 August 2015.

By order of the Board,

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

Kuala Lumpur
 Dated this: 27 July 2015



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Notes:-

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 12 August 2015. Only a depositor whose name appears on the Record of Depositors as at 12 August 2015 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member entitle 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 but 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.
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 Resolutions 6 and 7 - Retention of Independent Directors

The Board of Directors has vide the Nomination Committee conducted an assessment of independence of the following directors who have served as Independent Non-Executive Directors for a cumulative term of more than nine years and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:

- (i) Mr Tan Sui Hin
- (ii) Mr Loh Wei Tak

Justifications:-

- (a) They have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and are therefore able to give independent opinion to the Board;
- (b) Being directors for more than nine years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous insight and knowledge of the Company's activities;
- (c) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors;
- (d) They have discharged their professional duties with reasonable skill and competence, bringing independent judgements into the Board's decisions;
- (e) They have vigilantly safeguarded the interests of the minority shareholders of the Company;
- (f) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- (g) They have never compromised on their independent judgement.

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7. **Explanatory Notes on Special Businesses:** cont'd

Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back

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 27 July 2015 which has been dispatched together with the Company's Annual Report 2015.

Ordinary Resolution 9 - Authority to issue shares by the company pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 9 is a renewal of mandate given by the shareholders at the previous AGM held on 28 August 2014, 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. 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 28 August 2014 except for new shares arising from the ICULS conversion and exercise of Warrants/ESOS.