



NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of Pantech Group Holdings Berhad ("Pantech" or the "Company") will be held at Meeting Room 2, Level 2, Renaissance Johor Bahru Hotel, 2, Jalan Permas 11, Bandar Baru Permas Jaya, 81750 Masai, Johor on Wednesday, 26 July 2017 at 11.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 28 February 2017 together with the Directors' and Auditors' Reports thereon. **Ordinary Resolution 1**
- To approve the payment of a Final Single Tier Dividend of 0.50 sen per ordinary share for the financial year ended 28 February 2017. **Ordinary Resolution 2**
- To approve the payment of Directors' fees and benefits up to the amount of RM180,000 for the financial year ending 28 February 2018. **Ordinary Resolution 2**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association and being eligible, offered themselves for re-election:-
 - Dato' Goh Teoh Kean (Article 122) **Ordinary Resolution 3**
 - Pn Sakinah Binti Salleh (Article 127) **Ordinary Resolution 4**
- 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:

- AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 6**

"THAT subject always to the Companies Act, 2016 ("the Act"), and approvals from any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities Malaysia Berhad ("Bursa Securities") AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- PROPOSED RENEWAL OF SHARE BUY-BACK** **Ordinary Resolution 7**

"THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 ("the 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:-

- the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- 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 account of the Company. As at the latest financial year ended 28 February 2017, the audited retained profit account of the Company stood at RM6,535,546;
- the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
 - 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
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - 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:-

- to cancel the ordinary shares so purchased; or
- 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
- to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- 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."

- PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY** **Special Resolution 1**

"THAT the Memorandum and Articles of Association of the Company be and are hereby amended in the manner as set out in Appendix I on page 146 to 149 of the Company's Annual Report 2017 to be in line with the Companies Act, 2016.

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 Memorandum and 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 0.50 sen per ordinary share for the financial year ended 28 February 2017 will be paid on 24 August 2017 to Depositors registered in the Record of Depositors at the closed of business at 5.00 p.m. on 4 August 2017.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 4 August 2017, in respect of ordinary shares; and
- 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: 29 June 2017