

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second (22nd) Annual General Meeting (“AGM”) of PASDEC HOLDINGS BERHAD will be held at **Silk Ballroom, Level 3, The Zenith Hotel, Jalan Putra 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur** on **Monday, 25 June 2018** at **10:30 a.m.** for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the audited financial statements for the year ended 31 December 2017 together with the reports of the Directors and Auditors thereon. *[Please refer Note 1]*
2. To re-elect Dato’ Ir. Noor Azmi bin Jaafar who retires by rotation in accordance with Article 83 of the Company’s Articles of Association. **(Resolution 1)**
3. To re-elect the following Directors who are retiring in accordance with Article 82 of the Company’s Articles of Association.
 - a. Dato’ Sri Kamaruddin bin Mohammed **(Resolution 2)**
 - b. Dato’ Sri Tew Kim Thin **(Resolution 3)**
 - c. Puan Sharina Bahrin **(Resolution 4)**
 - d. Ms. Teh Sew Hong **(Resolution 5)**
 - e. Dato’ Majid bin Mohamad **(Resolution 6)**
4. To approve the payment of Directors’ fees of RM155,804 for the financial year ended 31 December 2017. **(Resolution 7)**
5. To approve the payment of benefits payable to Directors (excluding Directors’ fees) of up to RM785,250 from 1 July 2018 until the next Annual General Meeting of the Company. **(Resolution 8)**
6. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 9)**
7. **As Special Business**
To consider and if thought fit, pass the following Special Resolution:

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY IN PLACE OF EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

“THAT the existing Memorandum and Articles of Association of the Company dated 21 August 1997 (including all additions, amendments and/or variations) be and is hereby revoked entirely and the new Constitution, as set out in Appendix A to the Notice of 22nd AGM dated 31 May 2018, be and is hereby adopted entirely as the Constitution of the Company AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such step as may be considered necessary to give full effect to the foregoing.” **(Special Resolution)**

8. To consider any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Articles of Association.

By Order Of The Board,

SHAKERAH ENAYETALI

Company Secretary
Kuantan
31 May 2018

NOTICE OF ANNUAL GENERAL MEETING

Notes

1. Audited Financial Statements

This item is meant for discussion only in accordance with the provision of Section 340(1) of the Companies Act 2016 as the audited financial statements do not require shareholders' approval and therefore will not be put forward for voting. The Annual Report 2017 containing the audited financial statements have been distributed to the members earlier via CD-Rom.

2. Ordinary Resolution 7

This resolution seeks approval for payment of Directors' fees amounting to RM155,804 payable to Directors who served the Company in the year 2017 according to their length of service during the year.

3. Ordinary Resolution 8

Resolution 8 relates to benefit payable to Directors (excluding Directors' annual fees) from 1 July 2018 until the next AGM of the Company.

The estimated benefits payable to the Directors (excluding fees) calculated from 1 July 2018 until the next AGM in 2019 (June 2019) comprise of monthly and meeting allowances amounting to RM785,250 as well as medical benefits.

The allowances are payable to the Directors based on the number of scheduled meetings and on the assumption that there will be no change to the quantum of allowance as well as number of Directors for the period.

The allowances (excluding Directors' fees) will be paid on monthly basis and/or as and when incurred if the proposed Resolution 8 is passed at the 22nd AGM. The Board is of the view that it is fair and equitable for the allowance (excluding Directors' fees) to be paid to the Directors on a monthly basis and/or as and when incurred given that they have discharged their duties and provided their service to the Company and the Group throughout the period.

In the event that the benefits proposed is insufficient in view of additional number of meetings or enlarged Board size, approval will be sought at the next AGM for the additional amount to meet the shortfall.

4. Special Resolution - Proposed Adoption Of New Constitution Of The Company In Place Of Existing Memorandum and Articles of Association

The proposed Special Resolution, if passed, will streamline the Company's Constitution with the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities as well as to enhance administrative efficiency and provide greater clarity and consistency throughout.

5. Appointment Of Proxy

- a. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 19 June 2018 shall be entitled to attend, speak and vote at the 22nd AGM.
- b. A member entitled to attend and vote at the 22nd AGM is entitled to attend and vote in person or by proxy or by duly authorised representative. A proxy or duly authorised representative may, but need not be a member of the Company.
- c. The instrument appointing a proxy shall be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, it shall be given either under its common seal or under the hand of its officer or attorney duly authorised.
- d. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. An authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint not more than two (2) proxies in respect of each securities account it holds.
- e. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- f. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of shareholdings to be represented by each proxy. If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.
- g. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Tingkat 14, Menara Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, not less than forty-eight hours (48) hours before the time for holding the 22nd AGM or any adjournment thereof.
- h. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of the 22nd AGM will be put to vote by poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS (EXCLUDING DIRECTORS STANDING FOR RE-ELECTION)

No individual is seeking election as a Director at the Twenty-Second Annual General Meeting of the Company.

ADMINISTRATIVE DETAILS

22nd Annual General Meeting (“AGM”)

Date : Monday, 25 June 2018

Time : 10:30 a.m.

Place : Silk Ballroom, Level 3, The Zenith Hotel, Jalan Putra 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur.

REGISTRATION

1. Registration will start at 9:00 a.m. at the Silk Ballroom, The Zenith Hotel and will remain open until such time as may be determined by the Chairman of the Meeting.
2. Please read the signage to ascertain which area to register yourself for the meeting and join the queue accordingly.
3. Please produce your ORIGINAL identification Card (I/C) or passport (for foreigners) during registration to the registration staff for verification. Only original I/C or passport will be accepted for purposes of identity verification. Please make sure you collect your I/C or passport before leaving the registration counter.
4. No person will be allowed to register on behalf of another person even with the original I/C or passport of that other person.
5. Upon verification and registration:-
 - Please sign on the Attendance List and an **identification wristband** (for attending the AGM) will be provided at the registration counter. If you are attending the AGM as a shareholder as well as proxy, you will be registered once and will only be given one identification wristband. No person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband;
 - A poll form (for poll voting purpose) will be given during registration.
6. The registration counter will only handle verification of identity and registration of attendance of attendees.

VOTING PROCEDURE

1. The voting at the AGM will be conducted on a poll.
2. The Share Registrar, Securities Services (Holdings) Sdn. Bhd. will act as Poll Administrator to conduct the polling process.
3. Commercial Quest Sdn. Bhd. is appointed as Independent Scrutineer to verify the results of poll.
4. All attendees at the AGM will be briefed and/or guided accordingly by the Poll Administrator before the commencement of and during the voting process.
5. Voting for each of the resolution set out in the Notice of 22nd AGM will take effect only upon the conclusion of the deliberations of all the business transacted at the 22nd AGM.
6. Each shareholder/proxy shall cast his/her vote by marking “x” at the places as indicated in the polling form and sign the completed polling form.
7. The Share Registrar will come around with the ballot box for you to insert your polling form.
8. After the poll is closed, the meeting will be adjourned for 15 minutes to allow the counting of votes.
9. The Chairman will announce the polling results thereafter.

ENTITLEMENT TO ATTEND, SPEAK AND VOTE

Only Depositors registered in the Register of Members/Record of Depositors and whose names appear in the Register of Members/Record of Depositors as at 19 June 2018 shall be entitled to attend, speak and vote at the AGM or appoint proxy or proxies to attend, speak and vote on their behalf in respect of the number of shares registered in their names at that time.

REFRESHMENT

Refreshment will be served at the Foyer of Silk Ballroom.

PARKING

Ample parking spaces are available at The Zenith Hotel.

MOBILE DEVICES

1. Please ensure that all mobile devices i.e. phones/pagers/other sound emitting devices are switched off or put on silent mode during the AGM to ensure smooth and uninterrupted proceedings.
2. Recording of the AGM's proceeding by way of audio or video during the meeting is strictly prohibited.

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REQUEST FORM



Dear Shareholders,

The Annual Report 2017 has been dispatched to the Members earlier in CD-Rom format. The Annual Report 2017 is also available on the Company's website at www.pasdec.com.my (Investor Relations Annual Reports & CG Reports link) and at the Bursa Malaysia Berhad webpage at www.bursamalaysia.com (Listed Companies, Company Announcement link).

Should you require a printed copy of the Annual Report, please forward your request to our office. A printed copy of the Annual Report will be forwarded to you within four (4) market days from the receipt of your verbal or written request.

Contact details of our Company is as follows:-

PASDEC HOLDINGS BERHAD

Tingkat 14, Menara Teruntum

Jalan Mahkota, 25000 Kuantan

Pahang Darul Makmur

Tel : 09-513 3888

Fax : 09-515 9313/514 5988

Contact Person : Puan Nor Najlaa Aliaa binti Ismail (Ext: 3916)

Name : _____

Address : _____

I/C No./Company No. : _____

CDS Account : _____

Contact No. : _____

Email : _____



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The Company Secretary

PASDEC HOLDINGS BERHAD

Tingkat 14, Menara Teruntum
Jalan Mahkota, 25000 Kuantan
Pahang Darul Makmur

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PROXY FORM



I/We _____ NRIC (New)/Company No.: _____
(insert full name in block capital)

of _____
(full address)

being a member/members of **PASDEC HOLDINGS BERHAD** hereby appoint _____
(insert full name in block capital)

NRIC (New)/Company No.: _____ of _____
(full address)

_____ *(full address)*

and/or _____ NRIC (New) No.: _____
(insert full name in block capital)

of _____
(full address)

or failing him/her the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company to be held at **Silk Ballroom, Level 3, The Zenith Hotel, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur** on **Monday, 25 June 2018 at 10:30 a.m.** or any adjournment thereof, and to vote as indicated below:-

(Please indicate with an "X" in the appropriate spaces provided below as to how you wish your vote to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

ORDINARY RESOLUTION		FOR	AGAINST
1	Re-election of Dato' Ir. Noor Azmi bin Jaafar (By Rotation)		
2	Re-election of Dato' Sri Kamaruddin bin Mohammed (First Year Appointment)		
3	Re-election of Dato' Sri Tew Kim Thin (First Year Appointment)		
4	Re-election of Puan Sharina Bahrin (First Year Appointment)		
5	Re-election of Ms. Teh Sew Hong (First Year Appointment)		
6	Re-election of Dato' Majid bin Mohamad (First Year Appointment)		
7	Approval of Directors' Annual Fees for the financial year ended 31 December 2017		
8	Approval of Directors' Benefits (excluding Directors' fees) from 1 July 2018 to 23 rd AGM		
9	Re-appointment of Messrs. Hanafiah Raslan & Mohamad as Auditors		

Dated this _____ day of _____, 2018

Signature of Member/Common Seal

No. of ordinary shares held:
CDS Account No.:
Proportion of shareholdings to be represented by proxies First Proxy: _____% Second Proxy: _____%
Contact No.:



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NOTES:

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The Company Secretary

PASDEC HOLDINGS BERHAD

Tingkat 14, Menara Teruntum
Jalan Mahkota, 25000 Kuantan
Pahang Darul Makmur

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