



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fourth Annual General Meeting ("24th AGM" or "the Meeting") of PDZ HOLDINGS BHD. ("PDZ" or "the Company") will be held on fully virtual basis and entirely via remote participation and voting at the Broadcast Venue: Conference Room of Cospec Management Services Sdn. Bhd., Third Floor, No. 77, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan on Monday, 29 June 2020 at 3:00 p.m. to transact the following businesses:-

**A G E N D A**

**AS ORDINARY BUSINESS :**

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and/or benefits of up to RM400,000.00 for the period from 1 January 2020 until the next Annual General Meeting ("AGM") of the Company.
- To re-elect the following Directors who retire by rotation in accordance with Clause 85 of the Company's Constitution:-
  - Mr. Hoo Swee Guan; and
  - Dato' Ahmad Zafray Bin Hj. Sulaiman
- To re-appoint Al Jafree Salihin Kuzaimi PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

*Please refer to Explanatory Note 1*  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**

**AS SPECIAL BUSINESS :**

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

**Ordinary Resolution 5**

"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any 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 to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM."

- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

**Special Resolution**

"THAT the proposed amendments to the Constitution of the Company as set out below, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company:-

Clause No.	Existing Clause	Clause No.	Proposed Clause
61	The meeting of its Members may be held at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.	61	The meeting of its Members may be held <b>by fully virtual or hybrid</b> at more than one venue using any technology or method that allows the Members of the Company to participate and to exercise their rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and <b>subject to Clause 69</b> , the Chairman shall be present at the main venue of the meeting. <b>For fully virtual general meeting, the broadcast venue shall be the main venue of the meeting and all the provisions of this Constitution as to meetings of Members shall also apply to such fully virtual general meeting.</b>
80	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.	80	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia <b>or by way of electronic means or in such other manner as is specified</b> for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy. Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.
106A	New provision	106A	The provisions of the Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution.

- To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
29 May 2020

**Notes:**

- A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- Where a member of the Company 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agmsupport.PDZ@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 June 2020. Only members whose names appear in the General Meeting Record of Depositors as at 22 June 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- The 24th AGM will be conducted on fully virtual basis at the Broadcast Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the 24th AGM.

**EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS**

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2019**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

- Item 2 of the Agenda – Directors' Fees and Benefits**

The estimated Directors' fees and benefits are calculated based on the current Board size and number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period from 1 January 2020 until the next AGM of

the Company. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for such shortfall.

- Item 5 of the Agenda – General Authority for the Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act**

The Company had at its Twenty-Third AGM held on 27 May 2019 ("23rd AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any 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 to be issued does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("10% General Mandate"). This 10% General Mandate will expire at the conclusion of this 24th AGM.

As at the date of this Notice, no new ordinary shares were issued and allotted by the Company via private placement exercise pursuant to the 10% General Mandate granted to the Directors at the 23rd AGM.

The Ordinary Resolution 5 proposed under item 5 of the Agenda, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("20% General Mandate"). This 20% General Mandate, unless revoked or varied at general meeting, will expire at the next AGM.

In view of the challenging time due to the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities.

**The Board of Directors' Statement**

The Board of Directors of PDZ ("Board"), after due consideration, is of the opinion that in the face of unprecedented challenges brought by COVID-19, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will enable the Company to raise funds expeditiously without having to incur interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow. The funds raised will be used to finance the day-to-day operational expenses, working capital for the on-going projects or future projects/ investments to ensure the long-term sustainability of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.

- Item 6 of the Agenda – Proposed Amendments to the Constitution of the Company**

The Special Resolution proposed under item 6 of the Agenda if approved, will streamline the Company's Constitution and enhance administrative efficiency. The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



**PDZ HOLDINGS BHD**  
**Registration No.: 199501031213 (360419-T)**  
**(Incorporated in Malaysia)**

**ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL TWENTY-FOURTH ANNUAL GENERAL MEETING**

Day/Date : Monday, 29 June 2020  
Time : 3:00 p.m.  
Broadcast Venue : Conference Room of Cospec Management Services Sdn. Bhd.,  
Third Floor, No. 77, Jalan SS 21/60,  
Damansara Utama, 47400 Petaling Jaya,  
Selangor Darul Ehsan

**DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES AT THE FULLY VIRTUAL TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”) OF PDZ HOLDINGS BHD. (“PDZ” OR “THE COMPANY”)**

No shareholder from the public should be physically present at the Broadcast Venue, shareholders who wish to attend the fully virtual 24<sup>th</sup> AGM will have to register and attend remotely.

As a shareholder/proxy, you can register online to participate in the 24<sup>th</sup> AGM. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 24<sup>th</sup> AGM online:

1. Open this link <https://shorturl.at/enrE2> and submit all details requested at least forty-eight hours (48) hours before the date of the 24<sup>th</sup> AGM.
2. Only shareholders and proxies are allowed to register their details online. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
3. The Poll Administrator, Mega Corporate Services Sdn. Bhd., will email a copy of your DBF to you once they have verified your details entered in Step 1 above.

Alternatively, if you wish to appoint a proxy to attend and vote on your behalf at the 24<sup>th</sup> AGM, you may complete the Proxy Forms with your **email address** and **mobile phone number** and deposit the same at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd., situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at [agm-support.PDZ@megacorp.com.my](mailto:agm-support.PDZ@megacorp.com.my).

**RECORD OF DEPOSITORS FOR THE 24<sup>th</sup> AGM**

The date of Record of Depositors for the 24<sup>th</sup> AGM is 22 June 2020. As such, only members whose name appears in the Record of Depositors of PDZ as at 22 June 2020 shall be entitled to attend the 24<sup>th</sup> AGM and to participate, speak and vote thereat.

**ENQUIRY**

If you have any general queries prior to the 24<sup>th</sup> AGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.  
Tel No : +60 (3) 2692 4271  
Email : [agm-support.PDZ@megacorp.com.my](mailto:agm-support.PDZ@megacorp.com.my)