



NOTICE OF FOURTEENTH (14TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth (14th) Annual General Meeting of Pantech Group Holdings Berhad ("Pantech" or the "Company") will be held at Ballroom 1 and 2, Level 2, Renaissance Johor Bahru Hotel, 2, Jalan Permas 11, Bandar Baru Permas Jaya, 81750 Masai, Johor Darul Takzim on Wednesday, 19 August 2020 at 11.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

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| <p>1. To receive the Audited Financial Statements for the financial year ended 29 February 2020 together with the Directors' and Auditors' Reports thereon.</p> | <p>(Please refer to Explanatory Notes)</p> |
| <p>2. To approve the payment of Directors' fees and benefits up to the amount of RM200,000 for the financial year ending 28 February 2021.</p> | <p>Resolution 1</p> |
| <p>3. To re-elect the following Directors retiring pursuant to the Article 26.1 of Company's Constitution and being eligible, offered themselves for re-election:</p> <p>3.1 Dato' Goh Teoh Kean
3.2 Mr. Tan Ang Ang
3.3 Mr. Lim Yoong Xao</p> | <p>Resolution 2
Resolution 3
Resolution 4</p> |
| <p>4. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.</p> | <p>Resolution 5</p> |

AS SPECIAL BUSINESS

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

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| <p>5. ORDINARY RESOLUTION</p> <p>AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</p> | <p>Resolution 6</p> |
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"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 Malaysia Securities 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."

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| <p>6. ORDINARY RESOLUTION</p> <p>PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY</p> | <p>Resolution 7</p> |
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"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 Constitution, the Listing Requirements of 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 total number of issued shares 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 account of the Company. As at the latest financial year ended 29 February 2020, the audited retained profit account of the Company stood at RM12,193,506;
- (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 manner:

- (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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| <p>7. To transact any other business for which due notice shall have been given.</p> |
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By order of the Board,

SIEW SUET WEI (MAICSA 7011254)
SSM Practising Certificate No. 202008001690
LIANG SIEW CHING (MAICSA 7000168)
SSM Practising Certificate No. 202008000879
Company Secretaries

Kuala Lumpur
Dated: 21 July 2020

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 10 August 2020. Only a depositor whose name appears on the Record of Depositors as at 10 August 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf
 2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place. A proxy may but need not be a member of the Company
 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 authorised 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 authorised
 6. The Proxy Form must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or may also submit the proxy form electronically via TIH Online website at <https://tih.online> not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof. Please refer to the Administrative Details for submission of electronic Proxy Form.
- (b) the character, knowledge, expertise, professionalism, integrity and time availability;
- (c) the ability to discharge such responsibilities and functions as expected as Director; and
- (d) attendance at Board and Committee Meetings
- The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2020.
10. **Ordinary Resolution No. 5: Re-appointment of Auditors**
The Board and Audit Committee had at their respective meetings on 11 June 2020 recommended the re-appointment of Grant Thornton Malaysia PLT for the financial year ending 28 February 2021. Grant Thornton Malaysia PLT have met the criteria prescribed under the Paragraph 15.21 of the MMLR and indicated their willingness to continue their services for the next financial year.
11. **Ordinary Resolution No. 6: Authority under Sections 75 And 76 of the Companies Act 2016 for the Directors to allot and issue shares**
The Company had during its 13th AGM held on 25 July 2019 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company and this mandate had not being exercised by the Company.
The proposed Ordinary Resolution 6 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will give the Directors of the Company, the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors would consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.
- This mandate would provide the Company the flexibility to raise fund including but not limited to placing of shares to finance future projects, working capital and/or acquisitions without having to convene a general meeting.

EXPLANATORY NOTES

7. **Audited Financial Statements for the financial year ended 29 February 2020**
This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.
8. **Ordinary Resolution No. 1: Payment of Directors' Fees & Benefits**
Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for financial year ended 28 February 2021 and Benefits to the Non-Executive Directors ("NEDs"). The calculation of the benefits which include meeting allowance is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of NEDs in office until the next AGM remains the same.
9. **Ordinary Resolution No. 2, 3 and 4: Re-election of Directors**
Article 26.1 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, three (3) out of nine (9) Directors are to retire in accordance with Article 26.1 of the Constitution.
The Board through its Nominating Committee had assessed each of the retiring Directors, and considered the following factors in determining their eligibility for re-election:
(a) the required mix of skills and experience;
12. **Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority**
This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits 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 Authority are set out in the Share Buy-Back Statement dated 21 July 2020 which has been despatched together with the Company's Annual Report 2020.

STATEMENT ACCOMPANYING NOTICE OF 14TH ANNUAL GENERAL MEETING

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

1. **Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**
No individual is seeking election as a Director at the 14th AGM of the Company.
2. **General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities**
The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Paragraph 6.03(3) of the MMLR of Bursa Securities. Please refer to the Proposed Ordinary Resolution 6 as stated in the Notice of the 14th AGM of the Company for details.