



**NOTICE OF FIFTEENTH (15TH) ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifteenth (15th) Annual General Meeting of Pantech Group Holdings Berhad ("Pantech" or the "Company") will be held as a fully virtual meeting on Wednesday, 18 August 2021 at 10:00 a.m., or any adjournment thereof from the Broadcast Venue at Diamond Room, Level 3A, PTD 204334, Jalan Platinum Utama, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor via livestream and online remote voting using Remote Participation and Voting ("RPV") facilities via Vote2U at <https://web.vote2u.my> for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 28 February 2021 together with the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Notes)**
- To approve the payment of Directors' fees and benefits up to the amount of RM200,000 for the financial year ending 28 February 2022. **Resolution 1**
- To approve the payment of the Final Single Tier Dividend of 0.5sen and Special Final Single Tier Dividend of 0.5sen per ordinary share for the financial year ended 28 February 2021. **Resolution 2**
- 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:
  - Ms. Ng Lee Lee **Resolution 3**
  - Dato' Sri Yap Tian Leong **Resolution 4**
  - Puan Nooraini binti Mohd Yasin **Resolution 5**
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

**AS SPECIAL BUSINESS**

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

- ORDINARY RESOLUTION** **Resolution 7**

**AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"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."

- ORDINARY RESOLUTION** **Resolution 8**

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"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:

- 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 2021, the audited retained profit account of the Company stood at RM29,550,882;
- 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 manner:

- 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."

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

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

Subject to the approval of the shareholders, a Final Single Tier Dividend of 0.5sen and Special Final Single Tier Dividend of 0.5sen per ordinary share for the financial year ended 28 February 2021 will be paid on 10 September 2021 to Depositors registered in the Record of Depositors at the closed of business at 5.00 p.m. on 30 August 2021.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 30 August 2021, 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,

**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 2021

**Notes:**

- 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 2021. Only a depositor whose name appears on the Record of Depositors as at 10 August 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
  - the required mix of skills and experience;
  - the character, knowledge, expertise, professionalism, integrity and time availability;
  - the ability to discharge such responsibilities and functions as expected as Director; and
  - attendance at Board and Committee Meetings
- 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.
 

The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2021.
- 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.
- Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
- 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 authorized.
- 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 not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- The lodging of the Proxy Form will not preclude you from attending, participating and voting remotely in person at the 15th AGM should you subsequently wish to do so, but if you do, your proxy(ies) shall be precluded from attending the 15th AGM. Please refer to the Administrative Guide for details of the submission of the Proxy Form.
- Ordinary Resolution No. 6: Re-appointment of Auditors**

The Board and Audit Committee had at their respective meetings on 30 June 2021 recommended the re-appointment of Grant Thornton Malaysia PLT for the financial year ending 28 February 2022. 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.
- Ordinary Resolution No. 7: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had during its 14th AGM held on 19 August 2020 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 been exercised by the Company.

The proposed Ordinary Resolution 7 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.
- Ordinary Resolution 8 – 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 2021 which has been despatched together with the Company's Annual Report 2021.

**EXPLANATORY NOTES**

- Audited Financial Statements for the financial year ended 28 February 2021**

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.
- 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 2022 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.
- Ordinary Resolution No. 3, 4 and 5: 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:

**STATEMENT ACCOMPANYING NOTICE OF 15TH ANNUAL GENERAL MEETING**  
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- Details of individual who are standing for election as Directors (excluding Directors for re-election)**

No individual is seeking election as Director at the 15th AGM of the Company.
- 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 7 as stated in the Notice of the 15th AGM of the Company for details.



**ADMINISTRATIVE GUIDE FOR SHAREHOLDERS FOR 15<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>Date</b>	:	Wednesday, 18 August 2021
<b>Time</b>	:	10.00 a.m.
<b>Broadcast Venue (#)</b>	:	Diamond Room, Level 3A, PTD 204334, Jalan Platinum Utama, Kawasan Perindustrian Pasir Gudang, Zon 12B, 81700 Pasir Gudang, Johor
<b>Fully Virtual Meeting accessible at Domain Registration Numbers with MYNIC</b>	:	Online Meeting Platform via Vote2U at <a href="https://web.vote2u.my">https://web.vote2u.my</a> D6A471702

*Note:*

# The AGM shall be conducted from the Broadcast Venue if permitted after 21 July 2021 and under such updated guidelines of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“SC”)

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 Full Movement Control Order (“**FMCO**”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, Pantech Group Holdings Berhad (“**Pantech**” or the “**Company**”) meeting will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U at <https://web.vote2u.my>

Kindly note that the quality of the livestream is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

**Entitlement to Participate and Vote Remotely**

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 10 August 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

**PROCEDURES TO PARTICIPATE IN RPV FACILITIES**

Please follow the procedures to participate in RPV facilities as summarised below:

**\* BEFORE MEETING DAY \***

<b>A:</b>	<b>REGISTRATION</b>	
	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to Register with Vote2U <ul style="list-style-type: none"><li>▪ Individual</li></ul>	a. Access website at <a href="https://web.vote2u.my">https://web.vote2u.my</a> b. Select “ <b>Sign Up</b> ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/> . Then select “ <b>Next</b> ”.

	Shareholders	<p>d. Fill-in your details – (i) ensure your email address is valid &amp; (ii) create your own password. Then select “<b>Continue</b>”.</p> <p>e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo).</p> <p>f. Registration as user completed.</p> <p>g. An email notification will be sent to you.</p> <p><i>Note:</i> If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</p>
--	--------------	---

<b>B: REGISTRATION OF PROXY</b>		
	<b>Description</b>	<b>Procedure</b>
i.	Submit Proxy Form (hard copy) <ul style="list-style-type: none"> <li>▪ Individual Shareholders</li> <li>▪ Corporate Shareholders</li> <li>▪ Authorised Nominee</li> <li>▪ Exempt Authorised Nominee</li> </ul>	<p>a. Fill-in the details on the hard copy Proxy Form by providing the following information:</p> <ul style="list-style-type: none"> <li>○ Proxy(ies) &amp; Corporate Representative               <ul style="list-style-type: none"> <li>● Name</li> <li>● Number of MyKAD for Malaysian or passport for non-Malaysian</li> <li>● Address and email address – ensure email address is valid</li> </ul> </li> </ul> <p>b. Corporate Representative only – deposit the hard copy of Proxy Form with Corporation’s Common Seal or under the hand of an officer or attorney so authorized to the address as stated on the Proxy Form.</p> <p>c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form.</p> <p>d. Submitted Proxy Form will be verified.</p> <p>e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address &amp; password, to log in to Vote2U.</p>

**\* REVOCATION OF PROXY \***

	<b>Description</b>	<b>Procedure</b>
i.	Revoke a Proxy <ul style="list-style-type: none"> <li>▪ Individual Shareholders</li> <li>▪ Corporate Shareholders</li> <li>▪ Authorised Nominee</li> <li>▪ Exempt Authorised Nominee</li> </ul>	<p>a. Email to Share Registrars at <a href="mailto:is.enquiry@my.tricorglobal.com">is.enquiry@my.tricorglobal.com</a> to revoke the appointment of your proxy(ies).</p> <p><i>Note:</i> Applicable to individual shareholders/ corporate shareholders/ authorised nominee/ exempt authorised nominee who have appointed proxy(ies)/ corporate representative using hard copy Proxy Form.</p>

**\* ON GENERAL MEETING DAY \***

1.	Log in to <a href="https://web.vote2u.my">https://web.vote2u.my</a> with your registered email address and password.  For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in <b>one (1) hour</b> before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	<b>Description</b>	<b>Procedures</b>
i.	Livestream	a. Select “ <b>Watch Live</b> ” button to view the livestream.
ii.	Ask Question (real-time)	a. Select “ <b>Ask Question</b> ” button to pose a question. b. Type in your question and select “ <b>Submit</b> ”.  <i>Note:</i> <i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</i>
iii.	Remote Voting	a. On the main page, scroll down and select “ <b>Confirm Details &amp; Start Voting</b> ”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “ <b>Next</b> ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “ <b>Confirm</b> ” to submit your vote.  <i>Note:</i> <i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i>
iv.	View Voting Results	a. On the main page, scroll down and select “ <b>View Voting Results</b> ”.
v.	End of RPV	a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the livestream will end. b. You may log out from Vote2U.

## **ADDITIONAL INFORMATION**

### **Voting Procedure**

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator to conduct the polling process and Aegis Communication Sdn. Bhd. as the Independent Scrutineers to verify the results of the poll.

### **Meeting Venue**

As a result of the implementation of the FMCO announced by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting, unless otherwise permitted.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

### **No e-Voucher, Gift, and Food Voucher**

There will be no e-Voucher, gift, or food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

## **Enquiry**

- a. For enquiries relating to the general meeting, please contact our Share Registrar during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : +603-2783 9299  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : +603-7664 8520 / 03-7664 8521  
Email : [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)