

**NOTICE IS HEREBY GIVEN** that the Postponed Twenty-Fifth Annual General Meeting ("**Postponed 25<sup>th</sup> AGM**") of PASDEC HOLDINGS BERHAD ("**Company**") will be held fully virtual from the **Main Venue** at **Bilik Mesyuarat 1, Level 21, Menara Zenith, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur**, on **Tuesday, 17 August 2021 at 11:00 a.m.** for the following purposes:-

**AGENDA**

**Ordinary Business**

1. To receive the audited financial statements for the year ended 31 December 2020 together with the reports of the Directors and Auditors thereon.  
*Refer to Explanatory Note 1*
2. To re-elect the following Directors who retire by rotation pursuant to Clause 80 of the Company's Constitution and being eligible, offer themselves for re-election:-  
  - a. Puan Sharina Bahrin **(Resolution 1)**
  - b. Encik Mohd Faizal bin Jaafar **(Resolution 2)**
3. To approve the payment of benefits (excluding Directors' fees) payable to the Directors up to an amount of RM388,750 from 18 August 2021 until the next Annual General Meeting of the Company to be held in 2022.  
*Refer to Explanatory Note 2* **(Resolution 3)**
4. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To consider any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order Of The Board,

**SHAKERAH ENAYETALI**

Company Secretary  
Kuantan  
26 July 2021

**NOTES:**

1. The Postponed 25<sup>th</sup> AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("**RPV**") facilities to be provided by SS E Solutions Sdn. Bhd. via the SS e-Portal platform at <https://sshsb.net.my/>. Please follow the procedures provided in the Administrative Guide for this Postponed 25<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Main Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Postponed 25<sup>th</sup> AGM. Members/proxies will not be allowed to be physically present at the Main Venue on the day of the Postponed 25<sup>th</sup> AGM.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 11 August 2021 shall be entitled to participate in the Postponed 25<sup>th</sup> AGM.
4. A member of the Company entitled to participate and vote at the Postponed 25<sup>th</sup> AGM is entitled to appoint not more than two (2) proxies to participate, speak and vote in his stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
5. The instrument appointing a proxy shall be in writing signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
6. A member of the Company who is 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.
7. 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.
8. 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.
9. The appointment of proxy may be made in hardcopy form or by electronic means in the following manner:-

(i) In hardcopy form

- The proxy form or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited:-
- a. At the Share Registrar's office, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Wilayah Persekutuan Kuala Lumpur; or
  - b. By fax to 03-2094 9940 or email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my)

(ii) By electronic means

- The proxy form can be electronically lodged via the SS e-Portal. The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide.
10. The proxy form or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged not less than forty-eight (48) hours before the time of holding the Postponed 25<sup>th</sup> AGM (by **15 August 2021 at 11:00 a.m.**) or any adjournment thereof.
  11. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of the Postponed 25<sup>th</sup> AGM will be put to vote by poll.

**Explanatory Notes to Ordinary Business**

**1. Audited Financial Statements for the Financial Year Ended 31 December 2020**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and therefore will not be put forward for voting.

**2. Explanatory Note 2 - Directors' Benefits Payable to the Directors**

Pursuant to Section 230(1) of the Companies Act 2016, the details of the proposed payment of benefits of up to RM388,750 to the Directors for the period from 18 August 2021 until the next Annual General Meeting of the Company in 2022 are as follows:-

Benefits	Amount (RM)
Monthly Fixed Allowance	222,000
Meeting Allowance (Board and Committees)	80,250
Others benefits - Insurance coverage, travelling and other claimable benefits	86,500

In determining the estimated amount of benefits payable of up to RM388,750, the Nomination and Remuneration Committee and the Board had considered various factors including the size of the Board and the Board Committees as well as the number of scheduled meetings of the Board and Board Committees during the period.

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