



# Pan Malaysia Holdings Berhad

Registration No: 198301000236 (95469-W)  
Incorporated in Malaysia

## NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 38th Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis at <https://tjih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd (Domain Registration No. with MYNIC – D1A282781) on Thursday, 9 December 2021 at 2.00 p.m. or any adjournment thereof.

### As Ordinary Business

- To receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2021.
- To approve the payment of Directors' Fees of RM55,000 for the financial year ended 30 June 2021. **Resolution 1**
- To approve the payment of Directors' Benefits (other than Directors' Fees) of up to RM62,000 for the period from 10 December 2021 until the next AGM. **Resolution 2**
- To re-elect Mr Wong Nyen Faat, who is retiring in accordance with Clause 118 of the Company's Constitution, as Director of the Company. **Resolution 3**
- To re-appoint Crowe Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

### As Special Business

To consider and, if thought fit, pass the following ordinary resolutions:

- Proposed retention of Independent Non-Executive Directors  
"THAT the following Directors, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years, be and are hereby retained as Independent Non-Executive Directors of the Company until the conclusion of the next AGM of the Company:  
(a) Dr Wong Hong Meng **Resolution 5**  
(b) Puan Farizon binti Ibrahim" **Resolution 6**
- Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM or until the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always 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 for the time being." **Resolution 7**
- To transact any other business of which due notice shall have been received.

### By order of the Board

Lee Chik Siang (MAICSA 7054334, SSM PC No. 202008000770)

Wong Shuk Fuen (MIA 12985, SSM PC No. 202008004207)

Joint Company Secretaries

Kuala Lumpur

29 October 2021

### Notes:-

- The 38th AGM of the Company will be held on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd which are available on its TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide to Shareholders for the detailed steps on the RPV facilities.
- Only members whose names appear on the Record of Depositors as at 26 November 2021 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend and vote on their behalf.
- A member entitled to attend and vote may not appoint more than two proxies to attend and vote at the same meeting. A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint one proxy only in respect of each securities account it holds. Where a member is an exempt authorised nominee to multiple beneficial owners in one 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.
- Where two or more proxies are appointed, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
- The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
- The Form of Proxy must be deposited in the following manner, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof:  
(i) Hardcopy form (applicable for all members)  
The original signed Form of Proxy must be deposited with the Share Registrar of the Company, 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.  
(ii) TIH Online  
You may also submit the Form of Proxy electronically via TIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Guide for this 38th AGM.
- Pursuant to the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements, all the resolutions set out in this Notice will be put to vote by way of poll.

### Explanatory Notes On Special Business

- The Ordinary Resolutions proposed under item 6, if passed, will authorise Dr Wong Hong Meng and Puan Farizon binti Ibrahim to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next AGM of the Company.  
The Nomination Committee, with Dr Wong Hong Meng and Puan Farizon binti Ibrahim abstaining from the deliberation of their own assessment, had assessed the independence of Dr Wong Hong Meng and Puan Farizon binti Ibrahim who have served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years, and upon its recommendation, the Board was satisfied that Dr Wong Hong Meng and Puan Farizon binti Ibrahim have met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The length of their service does not interfere with Dr Wong Hong Meng's and Puan Farizon binti Ibrahim's ability and exercise of independent judgement as Independent Directors.
- The Ordinary Resolution proposed under item 7 is a renewal of the general authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. If passed, it will empower the Directors of the Company, from the date of the above 38th AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total 10% of the total number of issued shares of the Company for the time being for such purposes as they consider would be in the interests of the Company. This authority will expire at the next AGM of the Company, unless revoked or varied at a general meeting.  
The Company has not issued any new shares under the general authority which was approved at the 37th AGM held on 10 December 2020 and which will lapse at the conclusion of the 38th AGM to be held on 9 December 2021.  
The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued speedily and would also save the cost involved in convening a general meeting to approve such issuance of shares.



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## 38TH ANNUAL GENERAL MEETING (“AGM”) ADMINISTRATIVE GUIDE

Date	:	Thursday, 9 December 2021
Time	:	2.00 p.m.
Online Meeting Platform	:	<a href="https://tjih.online">https://tjih.online</a>

### PROCEDURES FOR REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate the 38th AGM remotely using the RPV facilities are to follow the requirements and procedures as summarized below:

	Procedure	Action
<b>BEFORE THE 38TH AGM DAY</b>		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://tjih.online">https://tjih.online</a>. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>Registration as a user will be approved within one working day and you will be notified via email.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
(b)	Submit your registration for RPV facilities	<ul style="list-style-type: none"> <li>Registration is open from <b>29 October 2021</b> until the day of 38th AGM <b>Thursday, 9 December 2021</b>. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 38th AGM to ascertain their eligibility to participate the 38th AGM using the RPV facilities.</li> <li>Login with your user ID and password and select the corporate event: <b>“(REGISTRATION) PMH 38TH AGM”</b>.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail to approve your registration for remote participation and the procedures to use the RPV facilities are detailed therein. In the event your registration is not approved, you will also be notified via email.</li> </ul> <p><i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV facilities in order that you can login to TIIH Online and participate the 38th AGM remotely).</i></p>
<b>ON THE DAY OF THE 38TH AGM</b>		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the AGM at any time from <b>1.00 p.m.</b> i.e. 60 minutes before the commencement of the AGM on <b>Thursday, 9 December 2021 at 2.00 p.m.</b></li> </ul>
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: <b>“(LIVE STREAM MEETING) PMH 38TH AGM”</b> to engage in the proceedings of the 38th AGM remotely.</li> <li>If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by you during the 38th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
(e)	Online Remote Voting	<ul style="list-style-type: none"> <li>The voting at the 38th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</li> </ul>

		<ul style="list-style-type: none"> <li>• Voting session commences from <b>2.00 p.m.</b> on <b>Thursday, 9 December 2021</b> until a time when the Chairman announces the end of the session. Select the corporate event: <b>“(REMOTE VOTING) PMH 38TH AGM”</b> or if you are on the live stream meeting page, you can select <b>“GO TO REMOTE VOTING PAGE”</b> button below the Query Box.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select the CDS account that represents your shareholdings.</li> <li>• Indicate your votes for the resolutions that are tabled for voting.</li> <li>• Confirm and submit your votes.</li> </ul>
(f)	End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the closure of the 38th AGM, the live streaming will end.</li> </ul>

**Note to users of the RPV facilities:**

1. Should your registration for RPV facilities be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

**APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE**

Shareholders who appoint proxy(ies) or attorney(s) or corporate representative(s) to participate via RPV facilities at the 38th AGM must ensure that the duly executed proxy forms (“Form of Proxy”) and/or documents relating to the appointments of proxy(ies)/attorney(s)/corporate representative(s) (“Appointment Documents”) are deposited in the following manner no later than **Tuesday, 7 December 2021 at 2.00 p.m.:**

(i) Hardcopy form (applicable for all members)

The original signed Form of Proxy and/or Appointment Documents must be deposited with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) TIIH Online

You may also submit the Form of Proxy electronically at <https://tiih.online> by the following procedures:

	Procedure	Action
<b>i. Steps for Individual Shareholders</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.</li> <li>• Select the corporate event: <b>“PMH 38TH AGM – SUBMISSION OF PROXY FORM”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your vote.</li> <li>• Review and confirm your proxy(ies) appointment. Print proxy form for your record.</li> </ul>

<b>ii. Steps for Corporation or Institutional Shareholders</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within 1 to 2 working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Select the corporate exercise name: <b>“PMH 38TH AGM – SUBMISSION OF PROXY FORM”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and Declaration.</li> <li>• Proceed to download the file format for <b>“Submission of Proxy Form”</b> in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Submit the proxy appointment file.</li> <li>• Login to TIIH Online, select corporate exercise name: <b>“PMH 38TH AGM – SUBMISSION OF PROXY FORM”</b>. Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

#### **PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS**

Shareholders may submit questions for the Board in advance of the 38th AGM at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Tuesday, 7 December 2021 at 2.00 p.m.** The Board will endeavor to answer the questions received at the 38th AGM.

#### **NO RECORDING OR PHOTOGRAPHY**

By participating at the 38th AGM, you agree that no part of the 38th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

#### **ENQUIRY**

If you have any enquiries on the above, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

#### **Tricor Investor & Issuing House Services Sdn Bhd**

General Line : +603-2783 9299  
 Fax Number : +603-2783 9222  
 Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

#### **PERSONAL DATA POLICY**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the Share Owner of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The Share Owner agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Share Owner’s breach of warranty.