

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 47th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting of the Company will be held at No. 3 Jalan Sesiku 15/2, Section 15, Shah Alam Industrial Site, 40200 Shah Alam, Selangor Darul Ehsan on Wednesday, 15 August 2012 at 10.30 a.m. to transact the following business:

AGENDA

As Ordinary Business:

- To receive the Statutory Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To declare a final dividend of 35 sen per ordinary share of RM1.00 each and a special dividend of 70 sen per ordinary share of RM1.00 each less 25% income tax for the financial year ended 31 March 2012. **(Resolution 2)**
- To re-elect En Razman Hafidz bin Abu Zarim, the Director retiring in accordance with Article 97 of the Company's Articles of Association. **(Resolution 3)**
- To re-elect the following Directors who are retiring in accordance with Article 102 of the Company's Articles of Association:
 - Toshiro Okamoto **(Resolution 4)**
 - Takayuki Tadano **(Resolution 5)**
 - Mikio Matsui **(Resolution 6)**
- To approve the payment of Directors' fees not exceeding RM273,000 in respect of the financial year ending 31 March 2013. **(Resolution 7)**
- To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

As Special Business:

- To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

Re-appointment of Director

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Raja Dato' Seri Abdul Aziz bin Raja Salim be and is hereby re-appointed as a Director of the Company to continue in office until the next Annual General Meeting of the Company."

(Resolution 9)

- To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to renew the existing shareholders' mandate and to grant new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate") for the Company to enter into the following recurrent related party transactions:

- Sales of products, purchase of parts, components, raw materials, purchase of equipment, promotion expenses, warranty claims and service expenses with those related parties as specified in Sections 2.2(a)(i) to 2.2(a)(iii) of the Circular to Shareholders dated 24 July 2012. **(Resolution 10)**

- Payment of fees to those related parties as specified in Section 2.2(a)(iv) and receipt of fees from those related parties as specified in Sections 2.2(a)(v) of the Circular to Shareholders dated 24 July 2012. **(Resolution 11)**

- Placement of cash deposits and other treasury services with Panasonic Financial Centre (Malaysia) Sdn Bhd as specified in Section 2.2(a)(vi) of the Circular to Shareholders dated 24 July 2012. **(Resolution 12)**

THAT the Proposed Shareholders' Mandate is subject to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;

- disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under the Listing Requirements and/or the relevant Practice Notes; and

- annual renewal and such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965), whichever is earlier.

AND THAT the Directors be and are hereby authorised to complete and execute all such acts and things (including such documents as may be required) to give effect to the transactions contemplated and/or authorised by these Ordinary Resolutions."

- To consider and if thought fit, to pass the following resolution as Special Resolution:

Amendment to the Articles of Association

"THAT the existing Article 77A be amended as follows:

Existing Article 77A

A Member shall be entitled to appoint 1 proxy but not more than 2 proxies to attend and vote at the General Meeting and the Member shall specify the proportion of his shareholdings to be represented by each proxy. Where a Member is an authorised nominee as defined under the Depositories Act, it may appoint 1 proxy but not more than 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.

New Article 77A

A Member shall be entitled to appoint 1 proxy but not more than 2 proxies to attend and vote at the General Meeting and the Member shall specify the proportion of his shareholdings to be represented by each proxy. Where a Member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act, of which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds."

(Resolution 13)

Notice of Dividend Entitlement

NOTICE IS HEREBY GIVEN that a final dividend of 35 sen per ordinary share of RM1.00 each and a special dividend of 70 sen per ordinary share of RM1.00 each less 25% income tax for the financial year ended 31 March 2012, will be paid on 6 September 2012 to depositors registered in the Record of Depositors and Register of Members at the close of business on 24 August 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 24 August 2012 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Leong Oi Wah (MAICSA 7023802)
Company Secretary

Shah Alam
24 July 2012

Notes:

- A Member entitled to attend and vote is entitled to appoint 1 proxy but not more than 2 proxies to attend and vote instead of him and the Member shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy or proxies in the case of an individual shall be signed by the appointer or by his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under Common Seal or under the hand of the officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13 Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof.
- Explanatory Note to Special Business:

Resolution 9

The proposed resolution 9 in relation to re-appointment of Raja Dato' Seri Abdul Aziz bin Raja Salim, if passed, will enable him to continue in office as a director until the conclusion of the next Annual General Meeting of the Company.

Resolutions 10 to 12

Please refer to the Circular to Shareholders dated 24 July 2012 for further information.

Resolution 13

The proposed amendment to Article 77A of the Company's Articles of Association is in line with the amendments made to Bursa Securities Main Market Listing Requirement.

- Depositors who appear in the Record of Depositors as at 9 August 2012 shall be regarded as Member of the Company entitled to attend the 47th Annual General Meeting or appoint a proxy to attend and vote on his behalf.