



## MALAYSIA PACIFIC CORPORATION BERHAD

(COMPANY NO. 12200-M)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting of MALAYSIA PACIFIC CORPORATION BERHAD will be held at Plaza Ballroom, B1/ Lower Lobby, PARKROYAL Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 28 December 2012 at 9.30 a.m. for the following purposes:-

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. **(Note 7)**
- To approve the payment of Directors' Fees for the financial year ended 30 June 2012. **Ordinary Resolution 1**
- To re-elect Dato' Syed Hussien bin Abd Kadir, a Director who retires pursuant to Article 85 of the Articles of Association of the Company. **Ordinary Resolution 2**
- To re-elect Datuk Ramly bin Ahmad, a Director who retires pursuant to Article 92 of the Articles of Association of the Company. **Ordinary Resolution 3**
- To re-elect Encik Norsyahrin bin Hamidon, a Director who retires pursuant to Article 92 of the Articles of Association of the Company. **Ordinary Resolution 4**
- To re-elect Mr Da Cruz Sean Nicholas, a Director who retires pursuant to Article 92 of the Articles of Association of the Company. **Ordinary Resolution 5**
- To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

##### As Special Business

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

- Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

"That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance."

**Ordinary Resolution 7**

- Proposed amendment to the Articles of Association of the Company**

"THAT the amendment to the Articles of Association of the Company as set out in Appendix 1 attached in the Annual Report for the financial year ended 30 June 2012 be and is hereby approved."

**Special Resolution 1**

BY ORDER OF THE BOARD

**TAI YIT CHAN (MAICSA 7009143)**  
**CHAN SU SAN (MAICSA 6000622)**

Company Secretaries  
Kuala Lumpur  
Date: 6 December 2012

#### Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy may, but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.
  - The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
  - Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
  - Where a member of the Company is an exempt authorised nominee 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 authorised nominee may appoint in respect of each omnibus account it holds.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be deposited at the registered office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama 47800 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
  - For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 19 December 2012 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
  - The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.
  - Explanatory Notes on Special Business

- (i) Ordinary Resolution 7 - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 7 is a renewal of the general mandate pursuant to Section 132D of the Companies Act, 1965 ("General Mandate") obtained from the shareholders of the Company at the previous Annual General Meeting and, if passed, will empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty-Ninth Annual General Meeting held on 20 December 2011 and which will lapse at the conclusion of the Fortieth Annual General meeting.

The General Mandate will provide flexibility to the Company for any possible issuance of new shares arising from the exercise of warrants, corporate restructuring exercises or fund raising activities.

- (ii) Special Resolution 1 - Proposed amendment to the Articles of Association of the Company

The Special Resolution 1, if passed, will render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.