

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 48th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 48th 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 Thursday, 29 August 2013 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 2013 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 138 sen per ordinary share of RM1.00 each less 25% income tax for the financial year ended 31 March 2013. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:
 - Tan Sri Datuk Asmat bin Kamaludin **(Resolution 3)**
 - Masahiko Yamaguchi **(Resolution 4)**
 - Datuk Suppermaniam a/l Manickam **(Resolution 5)**

- To re-elect Mr Yosuke Matsunaga, the Director retiring in accordance with Article 102 of the Company's Articles of Association: **(Resolution 6)**

- To approve the payment of Directors' fees not exceeding RM285,000.00 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 7 August 2013. **(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 7 August 2013. **(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 7 August 2013. **(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;

(b) 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

(c) 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."

Notice of Dividend Entitlement

NOTICE IS HEREBY GIVEN that a final gross dividend of 35 sen per ordinary share of RM1.00 and a special gross dividend of 138 sen per ordinary share of RM1.00 each less 25% income tax for the financial year ended 31 March 2013, will be paid on 20 September 2013 to depositors registered in the Record of Depositors and Register of Members at the close of business on 9 September 2013.

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

- Shares deposited into the Depositor's Securities Account before 4.00 p.m. on 9 September 2013 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
7 August 2013

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. When a Member is an exempt authorized nominee, there is no limit to the number of proxies which it may appoint.
- 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 7 August 2013 for further information.

- Depositors who appear in the Record of Depositors as at 22 August 2013 shall be regarded as Member of the Company entitled to attend the 48th Annual General Meeting or appoint a proxy to attend and vote on his behalf.