

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifty-second Annual General Meeting of Malaysian Pacific Industries Berhad ("the Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 17 October 2013 at 11.00 a.m. in order:

- To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2013.
- To approve the payment of Director fees of RM174,904/- for the financial year ended 30 June 2013 (2012: RM250,000/-), to be divided amongst the Directors in such manner as the Directors may determine. **(Resolution 1)**
- To re-elect the following retiring Directors:  
(a) YBhg Datuk Kwek Leng San **(Resolution 2)**  
(b) Ms Lim Tau Kien. **(Resolution 3)**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

### SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following motions:

#### 5. Ordinary Resolution

##### - Authority To Directors To Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and from time to time, and 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 issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 5)**

#### 6. Ordinary Resolution

##### - Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Company (Malaysia) Berhad ("HLCM") And Persons Connected With HLCM

"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3 of Part A of the Circular to Shareholders dated 25 September 2013 ("Circular") with HLCM and persons connected with HLCM as set out in Appendix II of the Circular ("Hong Leong Group"), provided that such transactions are undertaken in the ordinary course of business, on commercial terms which are not more favourable to the Hong Leong Group than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders and that the aggregate value of the recurrent related party transactions conducted during the financial year is disclosed in the annual report of the Company by providing a breakdown of the aggregate value of the transactions made during the financial year, amongst others, based on the following information:

- the type of the recurrent related party transactions made; and
- the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company and/or its subsidiaries;

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution." **(Resolution 6)**

#### 7. Ordinary Resolution

##### - Proposed Establishment Of An Executive Share Grant Scheme

"THAT, subject to the requisite approvals being obtained, the Directors of the Company be and are hereby authorised:

- to establish and administer an executive share grant scheme ("Scheme") for the benefit of eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives") under which grants of ordinary shares of RM0.50 each (unless otherwise adjusted) in the Company ("Shares") will be offered to the Eligible Executives without any consideration payable by the Eligible Executives in accordance with the provisions of the bye-laws referred to in Part B of the Circular to Shareholders dated 25 September 2013 ("Bye-Laws");
- from time to time to issue and allot such number of New Shares ("New Shares") and/or to transfer existing Shares ("Transferred Shares") to Eligible Executives upon vesting of Shares pursuant to grants under the Scheme, provided that the aggregate number of Shares comprised in any options and/or grants (whether in exercised and/or unexercised options, outstanding and/or completed grants and unexpired offers pending acceptances) under all executive share schemes established by the Company which are still subsisting does not exceed 10% of the total issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any point in time during the existence of the Scheme and that the New Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing issued and paid-up ordinary share capital of the Company, except that the New Shares will not rank for any dividend, right, entitlement or distribution ("Rights") in respect of which the record date precedes the allotment date of the New Shares; and for Transferred Shares, such shares shall be transferred together with all Rights in respect of which the record date is on or after the transfer date; and such New Shares and Transferred Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise;
- to make the necessary applications to Bursa Malaysia Securities Berhad and to take whatever necessary actions at the appropriate time or times for permission to deal in and for listing of and quotation for the New Shares which may from time to time be issued and allotted pursuant to the Scheme; and
- to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Bye-Laws, to assent to any condition, modification, variation and/or amendment that may be required by the relevant authorities, and to do all such acts and enter into all such transactions, arrangements, agreements or undertakings, impose such terms and conditions or delegate such part of their powers as may be necessary or expedient in order to give full effect to the Scheme;

AND THAT the existing executive share option scheme of the Company established on 8 March 2013 ("Existing ESOS"), together with the Scheme be and is forthwith re-named as "Executive Share Scheme";

AND THAT the bye-laws of the Existing ESOS be and are hereby amended to incorporate the Scheme to form a consolidated bye-laws governing the Executive Share Scheme, as set out in Appendix IV of the Circular to Shareholders dated 25 September 2013." **(Resolution 7)**

#### 8. Ordinary Resolution

##### - Proposed Allocation Of Grants To Mr Peter Nigel Yates

"THAT, subject to the passing of Resolution 7 above, authority be and is hereby given to the Directors of the Company, from time to time, to offer to Mr Peter Nigel Yates, the Group Managing Director of the Company, grants comprising such number of ordinary shares of RM0.50 each (unless otherwise adjusted) in the Company under the executive share grant scheme as they shall deem fit PROVIDED THAT not more than 10% of the Maximum Aggregate, the "Maximum Aggregate" being defined in the Bye-Laws as an amount equivalent to 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time, are allotted to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws." **(Resolution 8)**

#### 9. Ordinary Resolution

##### - Proposed Renewal Of Authority For The Purchase Of Own Shares By The Company

"THAT, subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up ordinary share capital on Bursa Securities subject further to the following:

- the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up ordinary share capital of the Company ("Shares") for the time being;
- the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Company (As of 30 June 2013, the audited retained profits and share premium of the Company were RM237.76 million and RM249.95 million respectively); and
- the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authority;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares ("Said Shares") in the following manner:

- cancel the Said Shares;
- retain the Said Shares as treasury shares;
- retain part of the Said Shares as treasury shares and cancel the remainder;
- distribute all or part of the Said Shares as dividends to shareholders, and/or resell on Bursa Securities and/or cancel all or part of them,

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities or any other relevant authority for the time being in force; AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company." **(Resolution 9)**

#### 10. Special Resolution

##### - Proposed Amendments To The Articles Of Association Of The Company

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix VI of the Circular to Shareholders dated 25 September 2013 be and are hereby approved." **(Resolution 10)**

11. To consider any other business of which due notice shall have been given.

By Order of the Board

Joanne Leong Wei Yin  
Lee Wui Kien  
Company Secretaries  
Kuala Lumpur  
25 September 2013

#### Notes

- For the purpose of determining members' eligibility to attend this meeting, only members whose name appear in the Record of Depositors as at 10 October 2013 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
- Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
- Where two or more proxies are appointed, the proportions 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 must be deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.

#### Explanatory Notes

##### 1. Resolution 5 - Authority To Directors To Issue Shares

The proposed ordinary resolution, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a 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 last Annual General Meeting held on 16 October 2012 and which will lapse at the conclusion of the Fifty-second Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

##### 2. Resolution 6 - Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Shareholders' Mandate")

The proposed ordinary resolution, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the MPI Group, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

##### 3. Executive Share Grant Scheme

###### a. Resolution 7 - Proposed Establishment Of An Executive Share Grant Scheme ("Proposed ESGS")

The proposed ordinary resolution, if passed, will allow the Company to establish the Proposed ESGS for eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives") and provide the Company with the flexibility to determine the most appropriate instrument or combination of instruments to be granted to the Eligible Executives as part of its efforts to motivate, reward and retain Eligible Executives. Once the Proposed ESGS is approved, the Proposed ESGS together with the existing executive share option scheme of the Company which will expire on 7 March 2023 shall be renamed as Executive Share Scheme ("ESS"). The aggregate maximum number of ordinary shares of RM0.50 each (unless otherwise adjusted) in the Company ("Shares") under the ESS shall not exceed 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time.

###### b. Resolution 8 - Proposed Allocation Of Grants To Mr Peter Nigel Yates ("Proposed Allocation")

The proposed ordinary resolution, if passed, will allow the Directors of the Company to offer to Mr Peter Nigel Yates, the Group Managing Director of the Company, grants comprising such number of Shares under the Proposed ESGS.

##### 4. Resolution 9 - Proposed Renewal Of Authority For The Purchase Of Own Shares By The Company

The proposed ordinary resolution, if passed, will empower the Directors to exercise the power of the Company to purchase its own shares ("Proposed Share Buyback") up to 10% of the issued and paid-up ordinary share capital of the Company by utilising its financial resources not immediately required. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

##### 5. Resolution 10 - Proposed Amendments To The Articles Of Association Of The Company ("Proposed Amendments")

The proposed special resolution, if passed, will ensure clarity and enable the Company to align the Articles of Association of the Company with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Detailed information on the Proposed Shareholders' Mandate, Proposed ESGS, Proposed Allocation, Proposed Share Buyback and Proposed Amendments are set out in the Circular to Shareholders/Share Buyback Statement dated 25 September 2013 which is despatched together with the Company's Annual Report.