



PACIFIC & ORIENT BERHAD
(308366-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be held at Concorde 1, Lobby Level, Concorde Hotel Kuala Lumpur, 2 Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 24 March 2015 at 12.00 noon for the following purposes:

AGENDA

A. Ordinary Business

1. To receive the Audited Financial Statements for the year ended 30 September 2014 and the Reports of the Directors and the Auditors thereon. **Please refer to Note B**
2. To approve the payment of Directors' fee of RM300,000 per annum. **Resolution 1**
3. To consider and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:
 - (a) "THAT Mr Chan Hua Eng who retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 2**
 - (b) "THAT Mr Michael Yee Kim Shing who retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 3**
 - (c) "THAT Tunku Dato' Mu'tamir bin Tunku Tan Sri Mohamed who retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 4**
4. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 5**

B. Special Business

- To consider and if thought fit, to pass the following Ordinary Resolutions with or without any modification:
5. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 6**
 "THAT subject to Section 132D of the Companies Act, 1965 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any 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 in any one financial year does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**
 6. **Proposed Renewal of Authority for the Purchase by the Company of its Own Shares**
 "THAT subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, and the requirements of Bursa Malaysia Securities Berhad ("BMSB") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to:
 - (i) Purchase shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares bought pursuant to this Resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being and the total funds allocated shall not exceed the total retained earnings and share premium of the Company (re: page 2 item 5 of the Share Buy-back Statement dated 28 January 2015) which would otherwise be available for dividends **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever occurs first);
 - (ii) retain the shares so purchased as treasury shares or cancel them or both, with an appropriate announcement to be made to BMSB in respect of the intention of the Directors whether to retain the shares so purchased as treasury shares or cancel them or both together with the rationale of the decision so made;
 - (iii) deal with the shares purchased in the manner prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of BMSB and any other relevant authorities for the time being in force; and
 - (iv) take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."
 7. **Retention of Independent Directors**
 To retain the following Directors who have served for more than nine years as Independent Non-Executive Director of the Company:
 - (i) Tunku Dato' Mu'tamir bin Tunku Tan Sri Mohamed **Resolution 8**
 - (ii) Mr Michael Yee Kim Shing **Resolution 9**
 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

By Order of the Board

SOO HAN YEE (MAICSA 7008432)
YONG KIM FATT (MIA 27769)
Company Secretaries

Kuala Lumpur
28 January 2015

NOTES:

A. Appointment of Proxy and Entitlement of Attendance

1. Depositors whose names appear in the Record of Depositors as at 18 March 2015 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend on their behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint one (1) proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
4. In the case of a corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.
5. The instrument appointing a proxy must be deposited at the registered office of the Company situated at 11th Floor, Wisma Bumi Raya, No. 10 Jalan Raja Laut, 50350 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the meeting.

B. Audited Financial Statements

The agenda is meant for discussion only under the provisions of Section 169(1) of the Companies Act, 1965. As such, the Audited Financial Statements do not require formal approval of the shareholders, hence the matter will not be put for voting.

C. Retirement of Director

Dato' Abu Hanifah bin Noordin retires pursuant to Article 82 of the Articles of Association and does not wish to seek re-election.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Resolution 6 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

This resolution will allow the Company to procure the renewal of the general mandate which will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The renewed general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

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 Twentieth Annual General Meeting held on 17 March 2014 and which will lapse at the conclusion of the Twenty-First Annual General Meeting.

2. Resolution 7 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained earnings and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

For further information, please refer to the Share Buy-back Statement dated 28 January 2015 which is despatched together with the Company's 2014 Annual Report.

3. Resolutions 8 and 9 – Retention of Independent Directors

The Board of Directors has vide the Nominating Committee conducted an assessment of independence of the following directors who have served as Independent Non-Executive Directors for a cumulative term of more than nine years and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:

- (i) Tunku Dato' Mu'tamir bin Tunku Tan Sri Mohamed
- (ii) Mr Michael Yee Kim Shing

Justifications

- (a) They have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and are therefore able to give independent opinion to the Board;
- (b) Being directors for more than nine years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous insight and knowledge of the Company's activities;
- (c) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors;
- (d) They have discharged their professional duties with reasonable skill and competence, bringing independent judgements into the Board's decisions;
- (e) They have vigilantly safeguarded the interests of the minority shareholders of the Company;
- (f) They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- (g) They have never compromised on their independent judgement.