



NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting of the Company will be held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Wednesday, 17 June 2015 at 2.30 p.m. for the following purposes:-

As Ordinary Business

1. To receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 December 2014.
2. To approve Directors' fees of RM103,534. **Resolution 1**
3. To re-elect Tan Sri Dato' Dr Yeoh Oon Kheng, who is retiring in accordance with Article 109 of the Company's Articles of Association. **Resolution 2**
4. To re-appoint Messrs Crowe Horwath as auditors of the Company and to authorize the Directors to fix their remuneration. **Resolution 3**

As Special Business

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

5. Ordinary Resolution
- Proposed appointment of Tan Sri Dato' Seri Azmi bin Khalid as an Independent Non-Executive Director of the Company pursuant to Section 129(6) of the Companies Act, 1965

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Seri Azmi bin Khalid who is over the age of seventy years be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office until the next Annual General Meeting of the Company and that his appointment will be effective upon his execution of the Statutory Declaration by a person before appointment as Director, or by a Promoter before incorporation of corporation (Form 48A) in compliance with Section 123(4) of the Companies Act, 1965." **Resolution 4**
6. Ordinary Resolution
- Proposed authority for Encik Ariff bin Rozhan to continue in office as Independent Non-Executive Director

"THAT authority be and is hereby given to Encik Ariff bin Rozhan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **Resolution 5**
7. Ordinary Resolution
- Proposed authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the Directors be and are hereby authorized to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being." **Resolution 6**

8. Ordinary Resolution

- Proposed renewal of authority for the purchase of own shares by Pan Malaysia Corporation Berhad

“THAT, subject to the Companies Act, 1965 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/or hold such amount of ordinary shares of RM0.50 each in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that the aggregate number of ordinary shares which may be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at the time of purchase provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholders’ mandate for share buy-back which was obtained at the Annual General Meeting held on 18 June 2014, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being;

AND THAT the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s share premium account. Based on the audited financial statements for the financial year ended 31 December 2014, the Company’s share premium account stood at RM472,258,000;

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements and/or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

AND THAT the Directors be and are hereby authorized to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorization with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 1965, the provisions of the Company’s Memorandum and Articles of Association and the requirements of Bursa Securities and all other governmental/regulatory authorities.”

Resolution 7

9. To transact any other business of which due notice shall have been received.



Pan Malaysia Corporation Berhad
Company No: 4920-D
Incorporated in Malaysia

NOTICE OF MEETING (C o n t ' d)

By order of the Board

Soo-Hoo Siew Hoon
Lee Chik Siong
Joint Company Secretaries

Kuala Lumpur
26 May 2015

Notes:-

- 1. Only a member whose name appears on the Record of Depositors as at 9 June 2015 shall be entitled to attend and vote at the meeting or appoint proxies to attend and/or vote on his or her behalf. A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.*
- 2. A member entitled to attend and vote shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint one proxy only in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. 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. An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991.*
- 3. Where a member and/or an exempt authorized nominee, appoint two or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy in the instrument appointing the proxies.*
- 4. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.*
- 5. The Form of Proxy must be deposited at the registered office of the Company at Unit 3, 191, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment hereof.*

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. The Ordinary Resolution proposed under item 5, if passed, will empower the Company to appoint Tan Sri Dato' Seri Azmi bin Khalid as an Independent Non-Executive Director of the Company pursuant to Section 129(6) of the Companies Act, 1965. For further information, please refer to Part B of the Statement to Shareholders dated 26 May 2015.
2. The Ordinary Resolution proposed under item 6, if passed, will authorize Encik Ariff bin Rozhan to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

The Nomination Committee, with Encik Ariff bin Rozhan abstaining from deliberation of his own assessment, had assessed the independence of Encik Ariff bin Rozhan who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Encik Ariff bin Rozhan has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The length of his service does not interfere with Encik Ariff bin Rozhan's ability and exercise of independent judgement as Independent Director.



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3. The Ordinary Resolution proposed under item 7 is a renewal of the general authority for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965. If passed, it will empower the Directors of the Company, from the date of the above Annual General Meeting until the next Annual General Meeting to allot and issue shares in the Company up to and not exceeding in total ten per centum (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 interests of the Company. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.

The Company has not issued any new shares under the general authority which was approved at the Fifty-First Annual General Meeting held on 18 June 2014 and which will lapse at the conclusion of the Fifty-Second Annual General Meeting to be held on 17 June 2015.

The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued speedily and would also save the cost involved in convening a general meeting to approve such issuance of shares.

4. The Ordinary Resolution proposed under item 8, if passed, will empower the Directors of the Company to purchase Pan Malaysia Corporation Berhad shares through Bursa Securities up to ten per centum (10%) of the issued and paid-up share capital of the Company.