

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 50th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 50th 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, 27 August 2015 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 2015 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To declare a final single tier dividend of 35 sen per ordinary share of RM1.00 each and a special single tier dividend of 92 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2015. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:
 - Razman Hafidz bin Abu Zarim **(Resolution 3)**
 - Takayuki Tadano **(Resolution 4)**
 - Toshiro Okamoto **(Resolution 5)**
- To re-elect the following Directors who are retiring in accordance with Article 102 of the Company's Articles of Association:
 - Cheng Chee Chung **(Resolution 6)**
 - Takemoto Yoichi **(Resolution 7)**
- To approve the payment of Directors' fees not exceeding RM341,825 in respect of the financial year ending 31 March 2016. **(Resolution 8)**
- To appoint the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

A Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 from Panasonic Management Malaysia Sdn Bhd. ("PMAM") has been received for the nomination of Messrs KPMG for appointment as Auditors of the Company and PMAM has proposed the following Ordinary Resolution:

"THAT Messrs KPMG be and are hereby appointed Auditors of the Company in place of the retiring auditors, Messrs PricewaterhouseCoopers and to hold office until the conclusion of the next annual general meeting and that the Directors be authorised to determine their remuneration."

As Special Business:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- Re-appointment of Tan Sri Datuk Asmat Bin Kamaludin as Director**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Asmat Bin Kamaludin 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 10)**
- Re-appointment of Datuk Suppermaniam a/l Manickam as Director**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Datuk Suppermaniam a/l Manickam 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 11)**
- 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, sales of tools and equipment, purchase of parts, components and raw materials, purchase of equipment, promotion expenses, warranty claims and/or service expenses with those related parties as specified in Sections 2.2(a)(i) to 2.2(a)(iv) and Section 2.2 (b) of the Circular to Shareholders dated 5 August 2015. **(Resolution 12)**
 - Payment of fees to those related parties as specified in Section 2.2(a)(v) and receipt of fees from those related parties as specified in Sections 2.2(a)(vi) of the Circular to Shareholders dated 5 August 2015. **(Resolution 13)**
 - Placement of cash deposits and other treasury services with Panasonic Financial Centre (Malaysia) Sdn Bhd as specified in Section 2.2(a)(vii) of the Circular to Shareholders dated 5 August 2015. **(Resolution 14)**

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;
- 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
- 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 single tier dividend of 35 sen per ordinary share of RM1.00 and a special single tier dividend of 92 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2015, will be paid on 21 September 2015 to depositors registered in the Record of Depositors and Register of Members at the close of business on 7 September 2015.

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 7 September 2015 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
5 August 2015

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 authorised 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 appointor 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 PJJ 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 10

The proposed resolution 10 in relation to re-appointment of Tan Sri Datuk Asmat Bin Kamaludin if passed will enable him to continue in office as a Director until the conclusion of the next Annual General Meeting of the Company.

Resolution 11

The proposed resolution 11 in relation to re-appointment of Datuk Suppermaniam a/l Manickam 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 12 to 14

Please refer to the Circular to Shareholders dated 5 August 2015 for further information.

- Depositors who appear in the Record of Depositors as at 21 August 2015 shall be regarded as Member of the Company entitled to attend the 50th Annual General Meeting or appoint a proxy to attend and vote on his behalf.