



**PAN MALAYSIA CORPORATION BERHAD**

(Company No: 4920-D)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Pan Malaysia Corporation Berhad (“**PMCB**” or “**Company**”) will be held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Thursday, 3 March 2016 at 3.00 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

**SPECIAL RESOLUTION 1**

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF PMCB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) INVOLVING THE CANCELLATION OF RM0.30 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.50 EACH HELD IN PMCB (“PROPOSED PAR VALUE REDUCTION”)**

“**THAT**, subject to the passing of the Special Resolutions 2, 3 and 4 and the confirmation by the High Court of Malaya for the Proposed Par Value Reduction, the Proposed Share Premium Reduction as referred to in Special Resolution 2 and the Proposed Capital Distribution as referred to in Special Resolution 3, approval be and is hereby given to the Company to reduce its issued and paid-up share capital through the cancellation of RM0.30 of the par value of each existing ordinary share of RM0.50 each in the Company.

**AND THAT** the credit arising from the Proposed Par Value Reduction be utilised to set-off against the accumulated losses of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the aforesaid Proposed Par Value Reduction with full power to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company or to assent to any conditions, modifications, variations and/or amendments, and to take all steps and actions as may be required by the relevant authorities/parties and/or High Court of Malaya and as the Directors may deem necessary and expedient to finalise, implement and give full effect to the Proposed Par Value Reduction.”

**SPECIAL RESOLUTION 2**

**PROPOSED REDUCTION OF RM381,624,904 FROM THE SHARE PREMIUM RESERVE OF PMCB PURSUANT TO SECTIONS 60(2) AND 64 OF THE ACT (“PROPOSED SHARE PREMIUM REDUCTION”)**

“**THAT**, subject to the passing of the Special Resolutions 1, 3 and 4, and the confirmation by the High Court of Malaya pursuant to Sections 60(2) and 64 of the Act, and any other approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to effect a reduction and cancellation of up to RM381,624,904 from the share premium reserve of the Company pursuant to Sections 60(2) and 64 of the Act, and the credit of RM381,624,904 arising therefrom be utilised to set-off against the Company’s accumulated losses.

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the aforesaid Proposed Share Premium Reduction with full power to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company or to assent to any conditions, modifications, variations and/or amendments, and to take all steps and actions as may be required by the relevant authorities/parties and/or High Court of Malaya and as the Directors may deem necessary and expedient to finalise, implement and give full effect to the Proposed Share Premium Reduction.”

**SPECIAL RESOLUTION 3**

**PROPOSED CAPITAL DISTRIBUTION TO THE SHAREHOLDERS OF PMCB INVOLVING A CASH DISTRIBUTION OF RM0.08 FOR EVERY ONE (1) ORDINARY SHARE OF RM0.20 EACH IN PMCB BY WAY OF A REDUCTION OF THE SHARE PREMIUM RESERVE OF THE COMPANY PURSUANT TO SECTIONS 60(2) AND 64 OF THE ACT (“PROPOSED CAPITAL DISTRIBUTION”)**

“**THAT**, subject to the passing of the Special Resolutions 1, 2 and 4, and the confirmation by the High Court of Malaya pursuant to Sections 60(2) and 64 of the Act, and any other approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to effect a reduction and cancellation of RM56,671,776 from the share premium reserve of the Company and to distribute the sum of RM56,671,776 to all entitled shareholders of the Company on the basis of RM0.08 for every one (1) ordinary share of RM0.20 each in the Company (after the Proposed Par Value Reduction) held on an entitlement date to be determined and announced later by the Directors of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the aforesaid Proposed Capital Distribution with full power to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company or to assent to any conditions, modifications, variations and/or amendments, and to take all steps and actions as may be required by the relevant authorities/parties and/or High Court of Malaya and as the Directors may deem necessary and expedient to finalise, implement and give full effect to the Proposed Capital Distribution.”

**SPECIAL RESOLUTION 4**

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF PMCB TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED PAR VALUE REDUCTION (“PROPOSED M&A AMENDMENTS”)**

“**THAT**, subject to the passing of the Special Resolutions 1, 2 and 3, and the confirmation by the High Court of Malaya pursuant to Sections 60(2) and 64 of the Act, approval be and is hereby given for the deletions, alterations, modifications, variations and/or additions to the Memorandum of Association of the Company as set out below:

Existing provisions	Revised provisions after the Proposed M&A Amendments
<p><b>Clause 5</b></p> <p>The Capital of the Company is RM1,000,000,000/- divided into 2,000,000,000 Ordinary Shares of 50 sen each and the shares shall be allotted in terms of and have (inter alia) the rights specified in the Agreement specified in Clause 3 of this Memorandum of Association.</p> <p>Subject to the said Agreement the Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes, and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid.</p>	<p><b>Clause 5</b></p> <p>The Capital of the Company is RM1,000,000,000/- divided into <b>5,000,000,000 Ordinary Shares of 20 sen each.</b></p> <p>The Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes, and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid.</p>

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the aforesaid Proposed M&A Amendments with full power to do such acts and things as the Directors may deem fit and expedient in the best interest of the Company or to assent to any conditions, modifications, variations and/or amendments, and to take all steps and actions as may be required by the relevant authorities/parties and as the Directors may deem necessary and expedient to finalise, implement and give full effect to the Proposed M&A Amendments.”

**BY ORDER OF THE BOARD**

**LEE CHIK SIONG (MAICSA 7054334)**

**CHIN SUAN YONG (MIA 20021)**

Joint Company Secretaries

5 February 2016

Notes:-

1. Only a member whose name appears in the Record of Depositors as at 22 February 2016 shall be entitled to attend and vote at this meeting or appoint proxies to attend 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 should be no restriction as to the qualification of the proxy.
2. A member entitled to attend and vote shall not be entitled to appoint two (2) proxies to attend and vote at the same meeting, where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) 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 authorised 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 authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised 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 authorised nominee, appoint two (2) or more proxies, the appointment 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 appointer or of his attorney duly authorised in writing or if the appointer 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 forty-eight (48) hours before the time appointed for holding the meeting or any adjourned hereof.