

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 51st Annual General Meeting

NOTICE IS HEREBY GIVEN that the 51st 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 Friday, 26 August 2016 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 2016 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To declare a final single tier dividend of 124 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2016. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:
 - Akira Nishimura **(Resolution 3)**
 - Tan Sri Hasmah Binti Abdullah **(Resolution 4)**
- To re-elect the following Directors who are retiring in accordance with Article 102 of the Company's Articles of Association:
 - Toru Okano **(Resolution 5)**
 - Koji Takatori **(Resolution 6)**
- To approve the payment of Directors' fees not exceeding RM410,000 in respect of the financial year ending 31 March 2017. **(Resolution 7)**
- To re-appoint Messrs. KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

As Special Business:

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

7. 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 9)**

8. 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 10)**

9. 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, 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 29 July 2016. **(Resolution 11)**
- 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 29 July 2016. **(Resolution 12)**
- 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 29 July 2016. **(Resolution 13)**

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 124 sen per ordinary share of RM1.00 for the financial year ended 31 March 2016, will be paid on 23 September 2016 to depositors registered in the Record of Depositors and Register of Members at the close of business on 8 September 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 8 September 2016 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
29 July 2016

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 **Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6 KPMG Tower, 8 First Avenue, Bandar Utama 47800 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 9

The proposed resolution 9 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 10

The proposed resolution 10 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 11 to 13

Please refer to the Circular to Shareholders dated 29 July 2016 for further information.

- Depositors who appear in the Record of Depositors as at 18 August 2016 shall be regarded as Member of the Company entitled to attend the 51st Annual General Meeting or appoint a proxy to attend and vote on his behalf.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.