



MALAYSIA
PACIFIC
CORPORATION
BERHAD
(12200-M)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting of MALAYSIA PACIFIC CORPORATION BERHAD ("MPCORP" or "the Company") will be held at Room Matahari 1, Level 5, Cititel Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Thursday, 24 November 2016 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of Directors and Auditors thereon (Please refer to Note A).
- To approve the payment of Directors' fees for the financial year ended 30 June 2016. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 85 of the Articles of Association of the Company:-

(1) Datin Kong Yuk Chu **(Ordinary Resolution 2)**
(2) Mr Lim Yit Kiong **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire in accordance with Article 92 of the Company's Articles of Association:-

(1) Ms Ch'ng Se Hua **(Ordinary Resolution 4)**
(2) Dato' Ir. Hj. Md. Nasir Bin Ibrahim **(Ordinary Resolution 5)**
(3) Mr Ho Pui Hold **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without any modifications:

- Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 8)**

"That, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance."

- To transact any other ordinary business of which due notice shall have been given.

By order of the Board

PANG KAH MAN (MIA 18831)
Company Secretary

Kuala Lumpur
31 October 2016

NOTES:

- (A) This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting at the Forty-Fourth Annual General Meeting ("Meeting").
- Only depositors whose names appear in the Record of Depositors as at 15 November 2016 shall be regarded as members and be entitled to attend, speak and vote at this meeting.
 - A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting on a show of hands or on a poll in his stead provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with. There shall be no restriction as to the qualification of the proxy.
 - 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.
 - Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
 - The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Ordinary Resolution no. 8

Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution no. 8, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued and paid-up capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority ("General Mandate"), unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

The General Mandate now sought is a renewal from the mandate obtained at the last annual general meeting held on 16 December 2015 which will expire at the conclusion of the forthcoming annual general meeting.

As at the date of this Notice, no new shares are being issued by the Company pursuant to the previous mandate granted to the Directors since the last annual general meeting held on 16 December 2015.

The General Mandate, if granted 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, project(s), working capital and/or acquisition.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking for election as a Director at the Forty-Fourth Annual General Meeting of the Company.