

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 52nd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 52nd Annual General Meeting of the Company will be held at Hall 11, IDEAL Convention Centre Sdn Bhd, Level 7, Corporate Tower, Jalan Pahat K15/K, 40200 Shah Alam, Selangor on Wednesday, 30 August 2017 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 2017 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To declare a final single tier dividend of 102 sen per ordinary share for the financial year ended 31 March 2017. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:
a. Takayuki Tadano **(Resolution 3)**
b. Siew Pui Ling **(Resolution 4)**
- To re-elect the following Directors who are retiring in accordance with Article 102 of the Company's Articles of Association:
a. Toyokatsu Okamoto **(Resolution 5)**
b. Raja Anuar bin Raja Abu Hassan **(Resolution 6)**
c. Yuji Kogure **(Resolution 7)**
d. Yasuo Tonooka **(Resolution 8)**
- To re-appoint Tan Sri Asmat bin Kamaludin as Director of the Company. **(Resolution 9)**
- To re-appoint Datuk Supperamaniam a/l Manickam as Director of the Company. **(Resolution 10)**
- To approve the payment of Directors' fees not exceeding RM440,000 in respect of the financial year ending 31 March 2018. **(Resolution 11)**
- To approve the payment of meeting attendance allowance to Independent Directors as per Table A with effect from February 2017 until otherwise resolved. **(Resolution 12)**
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 13)**

As Special Business:

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

10. 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 31 July 2017. **(Resolution 14)**
- 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 31 July 2017. **(Resolution 15)**
- 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 31 July 2017. **(Resolution 16)**

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 340 of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Companies Act, 2016), 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 102 sen per ordinary share for the financial year ended 31 March 2017, will be paid on 25 September 2017 to depositors registered in the Record of Depositors and Register of Members at the close of business on 8 September 2017.

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 8 September 2017 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
31 July 2017

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. 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 appointer 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 Ordinary Business

Resolution 12

Section 230(1) of the Companies Act 2016 requires the benefits payable to Independent Directors of the Company to be approved at a general meeting. The approval for the payment of meeting attendance allowance in Table A below is sought for the shareholders' approval and shall take effect from February 2017 onward until such a time a revision is proposed.

Table A

Attendance Allowance	Chairman	Member
Board of Directors	RM600.00	RM600.00
Audit Committee	RM600.00	RM600.00
Nomination Committee	RM600.00	RM600.00
Remuneration Committee	RM600.00	RM600.00

5. Explanatory Note to Special Business:

Resolutions 14 to 16

Please refer to the Circular to Shareholders dated 31 July 2017 for further information.

- Depositors who appear in the Record of Depositors as at 21 August 2017 shall be regarded as Member of the Company entitled to attend the 52nd Annual General Meeting or appoint a proxy to attend and vote on his behalf.