

Panasonic Manufacturing Malaysia Berhad (6100-K)

Notice of 53rd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 53rd Annual General Meeting of the Company will be held at Hall 11, IDEAL Convention Centre Sdn Bhd, Level 7, Corporate Tower, Jalan Pahat L15/L, 40200 Shah Alam, Selangor on Friday, 24 August 2018 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 2018 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To declare a final single tier dividend of 133 sen per ordinary share and a special single tier dividend of 100 sen per ordinary share for the financial year ended 31 March 2018. **(Resolution 2)**
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:
 - Tan Sri Hasmah binti Abdullah **(Resolution 3)**
 - Mr Cheng Chee Chung **(Resolution 4)**
 - Mr Toru Okano **(Resolution 5)**
- To re-elect Ms Kwan Wai Yue who are retiring in accordance with Article 102 of the Company's Articles of Association. **(Resolution 6)**
- To approve the payment of Directors' fees not exceeding RM460,000 in respect of the financial year ending 31 March 2019. **(Resolution 7)**
- To re-appoint KPMG PLT as Auditors of the Company and to authorize 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. Continuation in office as Independent Non-Executive Director

"THAT approval be and is hereby given to Tan Sri Datuk Asmat bin Kamaludin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 9)**

8. Continuation in office as Independent Non-Executive Director

"THAT approval be and is hereby given to Datuk Suppermaniam a/l Manickam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director 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 and purchase of machinery, equipments and tools with those related parties as specified in Sections 2.2(a)(i) to 2.2(a)(iv) and Section 2.2(a)(vii) of the Circular to Shareholders dated 26 July 2018. **(Resolution 11)**
- Payment of fees to those related parties as specified in Section 2.2(a)(v) and Section 2.2 (b) and receipt of fees from those related parties as specified in Sections 2.2(a) (vi) and Section 2.2 (b) of the Circular to Shareholders dated 26 July 2018. **(Resolution 12)**
- Placement of cash deposits and other treasury services with Panasonic Financial Centre (Malaysia) Sdn Bhd as specified in Section 2.2(a)(viii) of the Circular to Shareholders dated 26 July 2018. **(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 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 authorized 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 authorized by these Ordinary Resolutions."

Notice of Dividend Entitlement

NOTICE IS HEREBY GIVEN that a final single tier dividend of 133 sen per ordinary share and a special single tier dividend of 100 sen per ordinary share for the financial year ended 31 March 2018, will be paid on 25 September 2018 to depositors registered in the Record of Depositors and Register of Members at the close of business on 7 September 2018.

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 2018 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
26 July 2018

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 authorized 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 authorized.
- 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:

Resolutions 9 to 10

Tan Sri Datuk Asmat bin Kamaludin and Datuk Suppermaniam a/l Manickam have both served as Independent Non-Executive Directors of the Company since 29 August 2001 and 1 January 2008.

The Nomination Committee and the Board have assessed their independence at its meetings held on 18 May 2018 and have recommended that they continue to act as an Independent Non-Executive Directors of the Company based on the following justifications:

- They have met the independence criteria as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- They provide a check and balance and bring an element of objectivity to the Board of Directors.
- They continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Managing Director and Executive Directors.
- They actively participated in board discussion and provided an independent voice on the Board and are able to bring independent and objective judgements to the Board as a whole.

Resolutions 11 to 13

Please refer to the Circular to Shareholders dated 26 July 2018 for further information.

- Depositors who appear in the Record of Depositors as at 17 August 2018 shall be regarded as Member of the Company entitled to attend the 53rd Annual General Meeting or appoint a proxy to attend and vote on his behalf.