



Pan Malaysia Corporation Berhad

Company No: 4920-D
Incorporated in Malaysia

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fifth Annual General Meeting of the Company will be held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Tuesday, 11 December 2018 at 2.30 p.m. for the following purposes:-

As Ordinary Business

1. To receive the audited financial statements together with the Reports of the Directors and Auditors thereon for the financial year ended 30 June 2018.
2. To approve the payment of Directors' fees of RM241,129 for the financial year ended 30 June 2018. **Resolution 1**
3. To approve the payment of Directors' Benefits (other than Directors' Fees) of up to RM78,000 for the period from 12 December 2018 until the next Annual General Meeting. **Resolution 2**
4. To re-elect Tan Sri Dato' Dr Yeoh Oon Kheng, who is retiring in accordance with Article 109 of the Company's Articles of Association. **Resolution 3**
5. To re-elect Encik Ariff bin Rozhan, who is retiring in accordance with Article 109 of the Company's Articles of Association. **Resolution 4**
6. To re-elect Mr Andrew Khoo Boo Yeow, who is retiring in accordance with Article 90 of the Company's Articles of Association. **Resolution 5**
7. To re-appoint Messrs Crowe Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business

To consider and, if thought fit, pass the following resolutions:-

8. Ordinary Resolution
- Proposed authority for Encik Ariff bin Rozhan to continue in office as Independent Non-Executive Director

"THAT, authority be and is hereby given to Encik Ariff bin Rozhan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**
9. Ordinary Resolution
- Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, 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 or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being." **Resolution 8**



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NOTICE OF MEETING (C o n t ' d)

10. Ordinary Resolution

- Proposed renewal of authority for the purchase of own shares by Pan Malaysia Corporation Berhad

“THAT, subject to the Companies Act, 2016 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/or hold such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that:-

- (i) The aggregate number of ordinary shares which may be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at the time of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company’s retained profits;

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements and/or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time.” **Resolution 9**

11. To transact any other business of which due notice shall have been received.

By order of the Board

Lee Chik Siong
Norlyn binti Kamal Basha
Joint Company Secretaries

Kuala Lumpur
31 October 2018

Notes:-

1. Only a member whose name appears on the Record of Depositors as at 30 November 2018 shall be entitled to attend and vote at the meeting. 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 shall be no restriction as to the qualification of the proxy.
2. A member entitled to attend and vote shall not be entitled to appoint more than two 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 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 share of 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 the compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act, 1991.



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NOTICE OF MEETING (Cont'd)

Notes (Cont'd):-

3. *Where a member and/or an exempt authorised nominee, appoint two or more proxies, the appointments 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 appointor or his attorney duly authorised in writing or if such appointor 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 48 hours before the time appointed for holding the meeting or any adjournment hereof.*
6. *Pursuant to the Bursa Securities Main Market Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.*

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

1. The Ordinary Resolution proposed under item 8, if passed, will authorise Encik Ariff bin Rozhan to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

The Nomination Committee, with Encik Ariff bin Rozhan abstaining from the deliberation of his own assessment, had assessed the independence of Encik Ariff bin Rozhan who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. Encik Ariff bin Rozhan has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The length of his service does not interfere with Encik Ariff bin Rozhan's ability and exercise of independent judgement as Independent Director.

2. The Ordinary Resolution proposed under item 9 is a renewal of the general authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016. If passed, it will empower the Directors of the Company, from the date of the above Annual General Meeting until the next Annual General Meeting to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the issued and paid-up share capital of the Company for the time being for such purposes as they consider would be in the interests of the Company. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.

The Company has not issued any new shares under the general authority which was approved at the Fifty-Fourth Annual General Meeting held on 30 November 2017 and which will lapse at the conclusion of the Fifty-Fifth Annual General Meeting to be held on 11 December 2018.

The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued speedily and would also save the cost involved in convening a general meeting to approve such issuance of shares.

3. The Ordinary Resolution proposed under item 10, if passed, will empower the Directors of the Company to purchase Pan Malaysia Corporation Berhad shares through Bursa Securities up to ten per centum (10%) of the issued and paid-up share capital of the Company.