



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Forty-Seventh Annual General Meeting of MALAYSIA PACIFIC CORPORATION BERHAD ("MPCORP" or "the Company") will be held at at 7<sup>th</sup> Floor, Multipurpose Hall, The Maple Suite, Menara MapleLee No 1, Changkat Raja Chulan, 50200 Kuala Lumpur on Thursday, 28 November 2019 at 10 a.m. for the following purposes:

## AGENDA

### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees for the financial year ended 30 June 2019. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and benefits up to RM156,000 for the financial year ending 30 June 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Article 85 of the Articles of Association of the Company:-
  - Datin Kong Yuk Chu **(Ordinary Resolution 3)**
  - Ho Pui Hold **(Ordinary Resolution 4)**
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

### 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 Sections 75 and 76 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 6)**

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional ordinary shares so issued in Bursa Malaysia Securities Berhad and such authority shall continue in force until the conclusion of the next annual general meeting of the Company"

- Proposed adoption of new Constitution** **(Special Resolution 1)**

"THAT approval be hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new constitution of the Company be hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- 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 2019

### NOTES:

- Only depositors whose names appear in the Record of Depositors as at 22 November 2019 shall be regarded as members and be entitled to attend, participate, speak and vote at the Forty-Seventh Annual General Meeting ("AGM").
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. 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 more than one (1) proxy, 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 and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 37-2, 2nd Floor, Jalan Radin Bagus, Bandar Baru Sri Petaling, 57000 W.P. Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Forty-Seventh AGM to vote by poll.

### EXPLANATORY NOTES TO THE AGENDA

#### 7. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders and hence, is not put forward for voting.

#### 8. Item 3 of the Agenda - Ordinary Resolution no. 2

##### Approval of Directors' fees for the financial year ending 30 June 2020

Directors' fees and benefits (including meeting allowance) approved for the financial year ended 30 June 2019 was RM155,200. The Directors' fees proposed for the financial year ending 30 June 2020 are calculated based on the number of scheduled Board and Committee Meetings for 2020 and assuming that all Non-Executive Directors will hold office until the conclusion of the next annual general meeting.

This resolution is to facilitate payment of Directors' fees on monthly basis and/or when required. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees to meet the shortfall.

#### 9. Item 6 of the Agenda - Ordinary Resolution no. 6

##### Authority to Allot and Issue Shares pursuant to Section 75 of the Act

(a) The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Forty-Seventh Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding a maximum of ten percent (10%) of the total shares issued of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, 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.

(b) The General Mandate is a renewal from the previous mandate obtained at the last annual general meeting held on 29 November 2018 which will expire at the conclusion of the Forty-Seventh Annual General Meeting of the Company.

(c) As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last annual general meeting.

(d) The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.

#### 10. Item No. 7 of the Agenda - Special Resolution 1

##### Proposed adoption of new Constitution

The proposed adoption of new Constitution is intended to align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and the Listing Requirements. Please refer to Appendix III of the circular to Shareholders dated 31 October 2019 for further information.

#### 11. Annual Report

The Annual Report for the financial year ended 30 June 2019 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholders upon request within 4 market days from the date of receipt of the written request. The Annual Report can also be downloaded at the Company's corporate website, [www.mpcb.com.my](http://www.mpcb.com.my).

Shareholders who wish to receive the printed Annual Report and/or require assistance in viewing the CD-ROM, kindly fax to the Company at fax no. 03-2070 4489 or email your request to [enquiry@mpcb.com.my](mailto:enquiry@mpcb.com.my).

### 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-Seventh Annual General Meeting of the Company.