

Pan Malaysia Holdings Berhad

Company No: 95469-W
Incorporated in Malaysia

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth 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 Wednesday, 11 December 2019 at 2.00 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 2019.
2. To approve the payment of Directors' Fees of RM116,000 for the financial year ended 30 June 2019. **Resolution 1**
3. To approve the payment of Directors' Benefits (other than Directors' Fees) of up to RM54,000 for the period from 12 December 2019 until the next Annual General Meeting. **Resolution 2**
4. To re-elect Dr Wong Hong Meng, who is retiring in accordance with Article 111 of the Company's Articles of Association. **Resolution 3**
5. To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

As Special Business

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

6. 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 total number of issued shares of the Company for the time being." **Resolution 5**

7. Special Resolution
- Proposed adoption of new Constitution

"THAT the proposed Constitution of the Company as set out in the Circular to Shareholders dated 31 October 2019 be approved and adopted with immediate effect in place of the existing Constitution of the Company.

AND THAT the Directors of the Company and the Company Secretary be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **Resolution 6**

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

NOTICE OF MEETING (Cont'd)

By order of the Board

Lee Chik Siong
Norlyn binti Kamal Basha
Joint Company Secretaries

Kuala Lumpur
31 October 2019

Notes:-

- Only a member whose name appears on the Record of Depositors as at 29 November 2019 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.*
- 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.*
- 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.*
- 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.*
- 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 thereof.*
- 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

- The Ordinary Resolution proposed under item 6 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 total number of issued shares 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 Thirty-Fifth Annual General Meeting held on 11 December 2018 and which will lapse at the conclusion of the Thirty-Sixth Annual General Meeting to be held on 11 December 2019.

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.

- The Special Resolution proposed under item 7, if passed, will bring the Company's Constitution in line with the provisions of the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.