



MALAYSIA PACIFIC CORPORATION BERHAD

(Registration No. 197201000550 (12200-M))

(Incorporated in Malaysia)

NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Postponed Extraordinary General Meeting of Malaysia Pacific Corporation Berhad will be held at 14th Floor, Wisma MPL, Jalan Raja Chulan, 50200 Kuala Lumpur on Friday, 22 May 2020 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF LAND IN THE MUKIM OF PLENTONG, DISTRICT OF JOHOR BAHRU, JOHORE (“JOHORE LANDS”), BY MALAYSIA PACIFIC CORPORATION BERHAD (“MPCORP”) AND ITS WHOLLY-OWNED SUBSIDIARIES, NAMELY ORIENTAL PEARL CITY PROPERTIES SDN BHD (“ORIENTAL PEARL”), LAKEHILL RESORT DEVELOPMENT SDN BHD (“LAKEHILL”) AND TAMAN BANDAR BARU MASAI SDN BHD (“TAMAN MASAI”), AS SETTLEMENT OF DEBT OWING TO AMANAHRAYA DEVELOPMENT SDN BHD (“AMANAHRAYA”) AMOUNTING TO RM115,000,000

“THAT subject to the approvals being obtained from all relevant parties and/or authorities, where required, and the relevant conditions stipulated in the conditional settlement agreement dated 23 August 2019 between MPCorp, Oriental Pearl, Lakehill, Taman Masai and Amanahraya (collectively referred to as “**2019 Settlement Agreement**”) for the Proposed Land Disposal being fulfilled or waived (as the case may be), approval be hereby given for MPCorp, Oriental Pearl, Lakehill and Taman Masai to dispose the Johore Lands to Amanahraya as a settlement of debt owing of RM115,000,000 in accordance with the terms and conditions of the 2019 Settlement Agreement including any modifications, variations, amendments and/or additions thereto;

AND THAT the Board be hereby empowered and authorised to take all such steps and do all acts, deeds and things and to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Land Disposal with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Land Disposal.”

By Order of the Board

PANG KAH MAN
(MIA 18831)
(SSM PC No.: 202008000183)
Company Secretary

Kuala Lumpur
7 May 2020

Notes:

1. *Only depositors whose names appear in the Record of Depositors as at 15 May 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the Postponed Extraordinary General Meeting (“EGM”).*
2. *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.*
3. *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.*
4. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.*
5. *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.*
6. *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 Kuala Lumpur, Wilayah Persekutuan, not less than 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 the resolution set out in the Notice of Postponed EGM to vote by poll.*
7. *The instrument appointing a proxy that has been deposited to the Registered Office prior to this Notice of Postponed EGM shall remain valid unless a new instrument superseding the previous instrument deposited (if any) has been deposited to the Registered Office.*
8. *The instrument appointment a proxy that has been despatched prior to this Notice of Postponed EGM can be used as the instrument appointing a proxy for the Postponed EGM.*

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

In response to the Government's guidance and its Standard Operating Procedures (S.O.P.) due to the outbreak of the coronavirus disease (Covid-19), the Board of Directors and management of the Company have taken a strict measure to place an utmost priority in ensuring the wellbeing and safety of the employees, stakeholders and valued shareholders. Thus, the Extraordinary General Meeting ("**EGM**") will be conducted by way of virtual meeting and online remote voting using the Remote Participation and Voting Facilities ("**RPV**").

We strongly encourage our shareholders to participate in the virtual meeting and vote remotely at this EGM using RPV provided by Agmo Studio Sdn. Bhd. ("**AGMO**") via its **Vote2U Online** website as link below:

<https://web.vote2u.app>

PROCEDURES TO PARTICIPATE IN RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the EGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
PRE-REGISTRATION PRIOR TO EGM DAY		
INDIVIDUAL SHAREHOLDER		
(a)	Shareholder to register with Vote2U Online	<ul style="list-style-type: none">• Access the website at https://web.vote2u.app using your computer or smartphone.• Complete the details as required at the website and create your own password.• Upload your identification card (MyKAD).• Login as user.• If you have registered as a user with Vote2U Online, you are not required to register again.
(b)	Electronic lodgment of Form of Proxy (e-Proxy)	<ul style="list-style-type: none">• Registration of Proxy(ies) is open from 11:00 a.m. on Friday, 8 May 2020 up to 11:00 a.m on Thursday, 21 May 2020.• Login with your email and password as shareholder.• Select the General Meeting to participate.• Read the Terms & Conditions and indicate your acceptance of the Terms & Conditions.• Select the Central Depository System ("CDS") account number• Register your Proxy(ies) and indicate your voting instruction should you prefer to do so.• System will send an e-mail to the registered Proxy(ies) email address. <p><u>Note:</u> You need to register as a shareholder before submitting the e-Proxy form.</p>

CORPORATE SHAREHOLDER		
(c)	Corporate Shareholder to submit Form of Proxy	<ul style="list-style-type: none"> • Submit the hardcopy Form of Proxy to the address provided with the following information: <ul style="list-style-type: none"> ○ Name of the Shareholder. ○ CDS Account number of the Shareholder. ○ A copy of the Certificate of Appointment of Corporate Representative. ○ A copy of the Corporate Representative MyKAD (front & back). ○ Email address of the Corporate Representative. <p>After verification, an email notification will be sent to the Proxy (Corporate Representative) with a temporary password.</p>
NOMINEE COMPANY		
(d)	Nominee Company to submit Form of Proxy	<ul style="list-style-type: none"> • Submit the hardcopy Form of Proxy to the address provided with the following information: <ul style="list-style-type: none"> ○ Name of the Shareholder. ○ CDS Account number of the Shareholder. ○ A copy of the Representative of Nominee Company MyKAD (front & back). ○ Email address of the Representative of Nominee Company. <p>After verification, an email notification will be sent to the Proxy (Representative of Nominee Company) with a temporary password.</p>
PARTICIPATION AT THE EGM		
(e)	Login to Vote2U Online	<ul style="list-style-type: none"> • Login with your user email and password for remote participation at the EGM, 10 minutes before the commencement of the EGM on Friday, 22 May 2020 at 11:00 a.m.
(f)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the General Meeting to participate. • Confirm the SRPV participant's details. • Click on the "Watch Live" button to view the Live Streaming. • Click on the "Ask Question" button to post question(s) to the Board. • The Chairperson/ Board will endeavor to respond to questions submitted by remote participants during the EGM. Should there is a time constraint, the responses will be e-mailed to you within 7 days from the conclusion of the EGM. <p><u>Note:</u> That the quality of the Live Streaming will be dependent on the bandwidth and stability of the internet connection at the location of the RPV participants.</p>

(g)	Online Remote Voting	<ul style="list-style-type: none"> • Select the General Meeting to participate. • Select the CDS account. • Please note that if you have more than one CDS Account, you are required to select one CDS account at a time for voting. • Select the vote for the resolutions that are tabled for voting. • Confirm and submit your votes. • Voting session will commence from 11:00 a.m. on Friday, 22 May 2020 until the Chairperson announces the completion of the voting session of the EGM.
(h)	End of RPV	<ul style="list-style-type: none"> • Upon the announcement by the Chairperson on the closure of the EGM, the Live Streaming will end.

ADDITIONAL INFORMATION

Shareholders could post questions to the Board via real time submission of typed texts by clicking “Ask Question” button during the whole duration of the EGM.

Shareholders who appoint Proxy(ies) to participate via RPV in the EGM must ensure that the registrations are done in Vote2U Online website no later than **Thursday, 21 May 2020 at 11:00 a.m.**

As the EGM is a fully virtual meeting, shareholders who are unable to participate in this EGM may appoint proxy(ies) or the Chairperson of the meeting as his/her proxy and indicate the voting instructions in Vote2U Online website.

Note to the RPV participants:

1. The quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the user and the computer
2. In the event the user encounters issues with the log-in, steps to connect to live streaming and online voting, the user can e-mail to vote2u@agmostudio.com for assistance.