



MALAYSIA PACIFIC CORPORATION BERHAD
Registration No. 197201000550 (12200-M)
(Incorporated in Malaysia)

NOTICE OF FIFTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fiftieth (“50th”) Annual General Meeting (“AGM”) of the Company will be conducted by way of virtual meeting through live streaming via Remote Participation and Voting (“RPV”) Facilities from the online meeting platform of Vote2U Online operated by Agmo Digital Solutions Sdn Bhd in Malaysia via the link at <https://web.vote2u.my> on Wednesday, 21 December 2022 at 10:30 a.m. for the transaction of the following businesses or at any adjournment thereof:

AGENDA

Ordinary Business

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. | <i>For discussion only</i> |
| 2. | To approve the payment of Directors’ fee and benefits payable to the Non-Executive Directors up to RM80,000 from the period from 50 th AGM up to the 51 st AGM. | Ordinary Resolution 1 |
| 3. | To re-elect the following Directors who retire in accordance with Clause 90 of the Constitution of the Company and being eligible, have offered themselves for re-election: - | |
| | a) Datin Kong Yuk Chu | Ordinary Resolution 2 |
| | b) Ch’ng Soon Sen | Ordinary Resolution 3 |
| 4. | To re-elect Chua Yeong Lin who is retiring pursuant to Clause 98 of the Company’s Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 4 |
| 5. | To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

Special Business

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

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| 6. | Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 | Ordinary Resolution 6 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 9 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016."

7. Proposed Amendments to the Constitution of the Company ("Proposed Amendments") Special Resolution

"THAT the Proposed Amendment to the Constitution of the Company as set out in the Appendix A which has been circulated to the shareholders of the Company be approved and adopted AND THAT the Directors and/or the Company Secretary be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendments for and on behalf of the Company."

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

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)

Company Secretary

Selangor

Date: 29 November 2022

NOTES:

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting.
2. A member entitled to participate and vote at this meeting is entitled to appoint more than one (1) proxy to participate and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as of the qualification of the proxy. A proxy appointed to participate and vote at the meeting shall have the same rights as the member to speak at the meeting.
3. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
4. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorized.
5. For the purpose of determining a member who shall be entitled to attend the 50th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 14 December 2022. Only a depositor whose name appears on the Record of the Depositors as at 14 December 2022 shall be entitled to participate the said meeting or appoint proxies to participate and/or vote on his/her behalf.
6. The instrument appointing a proxy must be properly executed and deposited at the Share Registrar's Office, at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of Malaysia Pacific Corporation Berhad is proposed to be amended in the following manner :-

Clause No.	Existing Clause	Proposed Amendment
89	Until otherwise determined by general meeting, the number of Directors shall not be less than two (2) nor more than eleven (11) and at least two (2) Directors or one-third (1/3) of the Board of Directors (whichever is higher) are independent. The remaining directors may continue to act notwithstanding any vacancy in their body, but in the event of any casual occurring and reducing the numbers of independent Directors below the aforesaid minimum, the continuing Director or Directors must, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company but not for any other purpose within three (3) months.	Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) and not more than eleven (11). All the Directors of the Company shall be natural persons.