



MALAYSIA PACIFIC CORPORATION BERHAD

Registration No. 197201000550 (12200-M)

(Incorporated in Malaysia)

NOTICE OF FIFTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second (“52nd”) Annual General Meeting (“52nd AGM”) of Malaysia Pacific Corporation Berhad (“MPCB” or the “Company”) will be conducted by way of virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities at <https://mpcorp-agm.digerati.com.my> (Domain Registration No. D1A119533) provided by Digerati Technologies Sdn Bhd in Malaysia on Friday, 20 December 2024 at 10:30 a.m. for the transaction of the following businesses or at any adjournment thereof:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. *For discussion only*
2. To approve the payment of Directors’ fee and benefits up to RM50,000.00 for the period from 52nd AGM up to the 53rd AGM. Ordinary Resolution 1
3. To re-elect Datin Kong Yuk Chu, who retires in accordance with Clause 90 of the Constitution of the Company and being eligible, has offered herself for re-election. Ordinary Resolution 2
4. 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 3

Special Business

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

5. Authority to allot and issue shares of up to 158,212,879 new ordinary shares in MPCB, representing approximately 50% of the existing total number of issued shares of MPCB, to the existing shareholder and/or independent third-party investor(s) to be identified in one (1) or more tranches and/or to Top Lander Offshore Inc to settle the amount owing by MPCB pursuant to Sections 75 and 76 of the Companies Act, 2016. Ordinary Resolution 4

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 158,212,879 new ordinary shares in MPCB (“**Shares**”), representing approximately 50% of the existing total number of issued shares of MPCB to the existing Shareholder and/or independent third-party investor(s) to be identified in one (1) or more tranches (“**Entitled Shareholders**”) on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine.

THAT any Shares which are not validly allotted for any reason whatsoever to the Entitled Shareholders shall be made available for allotment to Top Lander Offshore Inc in such a manner as the Board shall determine at its absolute discretion for the settlement of the amount owing by MPCB.

THAT the Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued Shares, save and except that the holders of such Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Shares.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the allotment with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the allotment.

THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

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."

6. 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)

LIM WEN THENG(MAICSA 7073397 / SSM PC No. 202308000441)

Company Secretaries

Kuala Lumpur

Date: 29 November 2024

NOTES:

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders/ proxies will not be allowed to attend the 52nd AGM in person at the Broadcast Venue on the day of the 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 52nd AGM, only a member whose name appears in the record of the Company's Register of Member as at **6 December 2024** shall be entitled to participate in 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, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.