

# Panasonic

## Panasonic Manufacturing Malaysia Berhad

(Registration No.: 196501000304 (6100-K))  
(Incorporated in Malaysia)

### NOTICE OF 57TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 57th Annual General Meeting of the Company will be held fully virtual at No. 3 Jalan Sesiku 15/2, Section 15, Shah Alam Industrial Site, 40200 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Monday, 29 August 2022 at 2.30 p.m. and conducted entirely through live streaming from the Broadcast Venue for the following purposes:

#### AGENDA

##### As Ordinary Business:

- To receive the Statutory Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Directors and Auditors thereon.
- To declare a final single tier dividend of 68 sen per ordinary share for the financial year ended 31 March 2022. **(Resolution 1)**
- To re-elect the following Directors who are retiring in accordance with the Company's Constitution:
  - Tan Sri Hasmah Binti Abdullah (Article 100) **(Resolution 2)**
  - Siew Pui Ling (Article 100) **(Resolution 3)**
  - Michikazu Matsushita (Article 105) **(Resolution 4)**
  - Keisuke Nishida (Article 105) **(Resolution 5)**
- To approve the payment of Directors' fees and meeting attendance allowance not exceeding RM800,000 in respect of the financial year ending 31 March 2023. **(Resolution 6)**
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

##### As Special Business:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

##### 6. Continuation in office as Independent Non-Executive Director

"THAT approval be and is hereby given to Tan Sri Hasmah Binti Abdullah to continue to act as an Independent Non-Executive Director of the Company who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years." **(Resolution 8)**

##### 7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to renew the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate") for the Company to enter into the following recurrent related party transactions:

- Sales and purchase of products, raw material and component parts, tools, equipment or machinery with Panasonic Holdings Corporation Group of Companies as specified in Section 2 of the Circular to Shareholders dated 29 July 2022. **(Resolution 9)**
- Payment of fees to and receipt of fees from Panasonic Holdings Corporation Group of Companies as specified in Section 2 of the Circular to Shareholders dated 29 July 2022. **(Resolution 10)**
- Placement of cash deposits with Panasonic Financial Centre (Malaysia) Sdn Bhd as specified in Section 2 of the Circular to Shareholders dated 29 July 2022. **(Resolution 11)**
- Other financial transaction services with Panasonic Financial Centre (Malaysia) Sdn Bhd as specified in Section 2 of the Circular to Shareholders dated 29 July 2022. **(Resolution 12)**

THAT the Proposed Shareholders' Mandate is subject to the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under the Listing Requirements and/or the relevant Practice Notes; and
- annual renewal and such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340 of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340 of the Companies Act 2016), whichever is earlier.

AND THAT the Directors be and are hereby authorised to complete and execute all such acts and things (including such documents as may be required) to give effect to the transactions contemplated and/or authorised by these Ordinary Resolutions."

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** that a final single tier dividend of 68 sen per ordinary share for the financial year ended 31 March 2022, will be paid on 23 September 2022 to depositors registered in the Record of Depositors and Register of Members at the close of business on 9 September 2022.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares deposited into the Depositor's Securities Account before 4.30 p.m. on 9 September 2022 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

##### By Order of the Board

**Leong Oi Wah**  
**SSM Practising Certificate No. : 201908000717**  
**(MAICSA 7023802)**  
**Company Secretary**

Shah Alam  
29 July 2022

##### VIRTUAL AGM

- The 57th AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities which are available on Boardroom Share Registrars Sdn Bhd's website at Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the procedures provided in the Administrative Details for the 57th AGM in order to register, participate and vote remotely.
- The broadcast venue of the 57th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the 57th AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue.

##### PROXY NOTES

- A Member entitled to attend and vote is entitled to appoint 1 proxy but not more than 2 proxies to attend and vote instead of him and the Member shall specify the proportion of his shareholdings to be represented by each proxy. When a Member is an exempt authorised nominee, there is no limit to the number of proxies which it may appoint.
- The instrument appointing a proxy or proxies in the case of an individual shall be signed by the appointor or by his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under Common Seal or under the hand of the officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof. Alternatively, the instrument appointing a proxy can be deposited electronically (for individual shareholders only) through the Share Registrar's website, Boardroom Smart Investor Online Portal at <http://www.boardroomlimited.my/> or via email to [bsrhelpdesk@boardroomlimited.com](mailto:bsrhelpdesk@boardroomlimited.com) before the Form of Proxy lodgement cut-off time as mentioned above.
- Depositors who appear in the Record of Depositors as at 19 August 2022 shall be regarded as Members of the Company entitled to attend the 57th Annual General Meeting or appoint a proxy to attend and vote on his behalf.

##### Notes on Resolutions 2 to 5

For the purpose of determining the eligibility of the Directors to stand for re-election at the 57th AGM, the Board through its Nomination Committee had assessed Tan Sri Hasmah Binti Abdullah, Ms Siew Pui Ling, Mr Michikazu Matsushita and Mr Keisuke Nishida (collectively "the Retiring Directors"). Tan Sri Hasmah Binti Abdullah and Ms Siew Pui Ling were assessed on their performance and understanding of the Group's business. Their active participation at the Board meetings showed that they were prepared and were effective in the discharge of their responsibilities. No circumstances have arisen in the past year to impair the independent judgement of Tan Sri Hasmah Binti Abdullah on matters brought for Board discussion and she has always acted in the best interest of the Company as a whole.

The Board also agreed to recommend the re-election of Mr Michikazu Matsushita and Mr Keisuke Nishida who were appointed to the Board recently to fill the casual vacancies on the Board. They are due for retirement at the 57th AGM of the Company pursuant to Article 105 of the Company's Constitution and they are eligible for re-election. Based on their wealth of experience and the skills that they can bring to the Company, the Board views that their re-election would bring benefits to the Company.

Based on the above, the Board supports the re-election of the Retiring Directors.

##### Explanatory Note to Special Business:

###### Resolution 8

Tan Sri Hasmah Binti Abdullah has served as Independent Non-Executive Director of the Company since 2 October 2013. She would reach her nine (9) year term as Independent Non-Executive Director of the Company on 2 October 2022. In line with the spirit of the Malaysian Code on Corporate Governance that shareholders' approval be sought if the Board intends to retain an independent director beyond nine (9) years, the Company is proposing the resolution for her retention.

The Nomination Committee and the Board have assessed her independence at its meetings held on 24 May 2022 and have recommended that she continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- She has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- She provides a check and balance and brings an element of objectivity to the Board of Directors.
- She continues to be scrupulously independent in his thinking and in her effectiveness as constructive challenger of the Managing Director and Executive Directors.
- She actively participated in board discussion and provided an independent voice on the Board and the Board has determined that Tan Sri Hasmah bin Abdullah is able to bring independent and objective judgements to the Board as a whole and strongly recommend her continuation in office as an Independent Non-Executive Director of the Company.

##### Resolutions 9 to 12

Please refer to the Circular to Shareholders dated 29 July 2022 for further information.