

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting ("AGM") of PENSONIC HOLDINGS BERHAD ("Pensonic" or the "Company") will be held at 1165, Lorong Perindustrian Bukit Minyak 16, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Penang, on Wednesday, 25 October 2017 at 2.00 p.m. to transact the following business:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 May 2017 together with the Reports of Directors and Auditors thereon. | Please refer to Note 1 |
| 2. To approve a final single-tier dividend of 2 sen per ordinary share for the financial year ended 31 May 2017 as recommended by the Directors in their report. | Ordinary Resolution 1 |
| 3. To re-elect Dato' Lela Pahlawan Dato' Wira Ku Nahar Bin Ku Ibrahim who retires in accordance with Article 129 of the Company's Constitution and who, being eligible, has offered himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire in accordance with Article 134 of the Company's Constitution and who, being eligible, have offered themselves for re-election:
(a) Ong Huey Min
(b) Chew Chuon Fang | Ordinary Resolution 3
Ordinary Resolution 4 |
| 5. To re-appoint Dato' Seri Chew Weng Khak @ Chew Weng Kiak as Director of the Company. | Ordinary Resolution 5 |
| 6. To approve the payment of Directors' Fees totaling RM120,833 for the financial year ended 31 May 2017. | Ordinary Resolution 6 |
| 7. To approve the payment of Directors' Fees as per Table A for the period from 1 June 2017 until the next AGM. | Ordinary Resolution 7 |
| 8. To approve the payment of benefits payable to Directors as per Table A with effect from 31 January 2017 until otherwise resolved. | Ordinary Resolution 8 |
| 9. To appoint Messrs KPMG PLT to act as Auditors of the Company in place of the retiring auditors, Messrs UHY, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Ordinary Resolution 9 |

As Special Business

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions with or without modifications:

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| 10. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016
"THAT, subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next AGM and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of total number of issued shares/total number of voting shares of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." | Ordinary Resolution 10 |
| 11. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")
"THAT pursuant to Chapter 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), a general mandate of the shareholders be and is hereby granted for the Company and its subsidiaries to enter into recurrent related party transactions as set out in the Circular dated 29 September 2017, which are necessary for the Group's day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders; and that the approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked or varied by resolutions passed by the shareholders of the Company in a general meeting; whichever is the earlier." | Ordinary Resolution 11 |
| 12. To transact any other business of which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the 23rd Annual General Meeting, the final single-tier dividend of 2 sen per ordinary share in respect of the financial year ended 31 May 2017 will be paid on 29 December 2017 to depositors registered in the Records of Depositors at the close of business on 15 December 2017.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 pm on 15 December 2017 in respect of transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Ong Tze-En (MAICSA 7026537)
Company Secretary
Penang
29 September 2017

Notes:

- A member entitled to attend and vote at a meeting of the Company, or at any 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. A member may appoint up to two (2) proxies to attend on the same occasion. There shall be no restriction as to the qualification of the proxy.
- If a member appoints up to two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this Proxy Form, duly completed must be deposited at the Registered Office of the Company at Suite 16-1, (Penthouse Upper), Menara Penang Garden, 42A, Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time for holding the meeting. Provided That in the event the Member(s) duly executes the proxy form but does not name any proxy, such Member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, Provided Always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the Member(s).
- Only a Depositor whose name appears on the Record of Depositors as at 17 October 2017 shall be entitled to attend the 23rd Annual General Meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes on Ordinary and Special Business:

- Item 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders of the Company and hence, Item 1 is not put forward for voting.
- The proposed **Ordinary Resolution 5**, is to seek shareholders' approval on the re-appointment of Dato' Seri Chew Weng Khak @ Chew Weng Kiak, who had been re-appointed in the previous AGM held on 18 October 2016 as Director under Section 129(6) of the Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company. If passed, the proposed Ordinary Resolution 5 will authorise the continuation of Dato' Seri Chew Weng Khak in office from the date of this 23rd AGM onwards.
- Under the proposed **Ordinary Resolutions 7 and 8**, the directors' fees and benefits payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. These directors' fees and benefits payable are in the best interest of the Company and in accordance with the remuneration framework of the Group. The benefits payable comprise of monthly allowance is as detailed below under Table A below and this approval on benefits payable shall continue to be in force until otherwise resolved:-

	Directors' Fees per annum per pax (RM)	Monthly Allowance per pax (RM)	
Executive Director	20,000	-	-
Independent Non-Executive Director & Chairman of Audit Committee	20,000	3,000	3,500 ^{**}
Independent Non-Executive Director	10,000	2,000	2,500 ^{**}

^{**} The monthly allowance for the Independent Non-Executive Directors was revised effective 1 September 2017.

- The proposed **Ordinary Resolution 10**, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issue and allot ordinary shares at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 18 October 2016 and which will lapse at the conclusion of the 23rd AGM. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- The proposed **Ordinary Resolution 11**, if passed, will approve the Proposed Shareholders' Mandate and allow the Company and its subsidiaries to enter into the existing recurrent related party transactions as set out in the Circular dated 29 September 2017. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked or varied by resolutions passed by the shareholders of the Company in a general meeting; whichever is the earliest.