

Holdings Berhad (300426-P)
(Incorporated In Malaysia)

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting ("AGM") of PENSONIC HOLDINGS BERHAD will be held at 1165, Lorong Perindustrian Bukit Minyak 16, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Penang, on Tuesday, 18 of October, 2016 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

As Ordinary Businesses

1. To receive the Audited Financial Statements for the financial year ended 31 May 2016 together with Reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To approve a final single-tier dividend of 2.00 sen per ordinary share for the financial year ended 31 May 2016 as recommended by the Directors in their report. (Resolution 1)
3. To approve the Directors' Fees of RM125,000/- for the financial year ended 31 May 2016. (Resolution 2)
4. To re-elect the following Directors who retire in accordance with Article 129 of the Company's Articles of Association:-
 - a) Chew Chuon Jin (Resolution 3)
 - b) Chew Chuon Ghee (Resolution 4)
 - c) Lee Hong Lim (Resolution 5)
5. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-

"THAT Y. Bhg. Datu' Seri Chew Weng Khak @ Chew Weng Kiak, a Director who is over seventy years of age, who retires in compliance with Section 129(2) of the Companies Act, 1965 be hereby re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next AGM."
6. To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Resolution 7)

As Special Businesses

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

7. Ordinary Resolution

AUTHORITY TO ISSUE SHARES

(Resolution 8)

"That pursuant to Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the issued share capital of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

8. Special Resolution

PROPOSED AMENDMENTS OF THE COMPANY'S ARTICLE OF ASSOCIATION

(Resolution 9)

"That the proposed amendments of the Articles of Association of the Company as set out in Appendix 1 be and is hereby approved."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the 22nd Annual General Meeting, the final single-tier dividend of 2.00 sen per ordinary share in respect of the financial year ended 31 May 2016 will be paid on 30 December 2016 to depositors registered in the Records of Depositors at the close of business on 15 December 2016.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 15 December 2016 in respect of transfers; and
- (b) 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

Yeong Ah Lek (LS 01929)
Company Secretary

Penang
Date : 26 September 2016

Note:-

- A. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

Proxy:-

1. For the purpose of determining a member who shall be entitled to attend at the Annual General Meeting, the Company shall be requesting a General Meeting Record of Depositors as at 12 October 2016. Only a depositor whose name appears on the Record of Depositors as at 12 October 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. 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.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owner 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.
6. The Proxy Form must be deposited at the Registered Office of the Company at 85, Muntri Street, 10200 Penang, Malaysia not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES OF SPECIAL BUSINESSES:

1. Authority to Issue Shares

The proposed Resolution No. 8, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The renewed 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, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the last AGM held on 17 November 2015 which will lapse at the conclusion of the 22nd AGM.

2. Proposed Amendments of the Company's Articles of Association ("Proposed Amendments")

The Proposed Amendments are to streamline the Company's Articles of Association to be aligned with the amendments to the Main Market Listing Requirements ("MMLRs").