



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Forty-Ninth Annual General Meeting** of PacificMas Berhad will be held at the Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 19 May 2011 at 3.00 p.m. for the following business:-

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2010 together with the Auditors' Report thereon. (Resolution 1)
2. To approve the payment of Directors' fees of RM403,919 for the financial year ended 31 December 2010 (2009 : RM357,300). (Resolution 2)
3. To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association:-
 - 3.1 Mr. Wong Ah Wah (Resolution 3)
 - 3.2 Mr. George Lee Lap Wah (Resolution 4)
4. To consider and if thought fit, to pass the following resolutions in accordance with Section 129 of the Companies Act, 1965:-
 - 4.1 "THAT Y. Bhg. Tan Sri Dato' Nasruddin Bin Bahari, being over the age of 70 years, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next annual general meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965." (Resolution 5)
 - 4.2 "THAT Y. Bhg. Tan Sri Dato' Wong Kum Choon, being over the age of 70 years, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next annual general meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965." (Resolution 6)
 - 4.3 "THAT Y. M. Dr. Raja Lope Bin Raja Shahrome, being over the age of 70 years, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next annual general meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965." (Resolution 7)
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolutions with or without amendments as Ordinary Resolutions :-

ORDINARY RESOLUTION 1

- PROPOSED MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS INVOLVING THE INTEREST OF KOPERASI ANGKATAN TENTERA MALAYSIA BERHAD

"THAT pursuant to Paragraph 10.09 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, a mandate of the shareholders be and is hereby granted to allow recurrent related party transactions of a revenue or trading nature ("RRPTs") involving the interest of Koperasi Angkatan Tentera Malaysia Berhad, which are necessary for the day-to-day operations of the Company and/or its subsidiary companies ("PacificMas Group"), to be entered into by the PacificMas Group in the ordinary course of business, provided that such transactions are entered into on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company, the particulars of such transactions are set out in sub-section 2.2.2 (i) of the Circular to Shareholders of PacificMas Berhad dated 27 April 2011;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this Ordinary Resolution and will continue to be in force until :-

- (a) the conclusion of the next annual general meeting ("AGM") of the Company following the Forty-Ninth AGM at which such resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all acts and things (including executing such documents as may be required) in the manner as they may deem expedient or necessary in connection with this resolution." (Resolution 9)

ORDINARY RESOLUTION 2

- PROPOSED MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS INVOLVING THE INTERESTS OF OCBC CAPITAL (MALAYSIA) SDN BHD, FEDERAL SECURITIES PRIVATE LIMITED AND OVERSEA-CHINESE BANKING CORPORATION LIMITED

"THAT pursuant to Paragraph 10.09 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, a mandate of the shareholders be and is hereby granted to allow RRPTs involving the interests of OCBC Capital (Malaysia) Sdn Bhd, Federal Securities Private Limited and Oversea-Chinese Banking Corporation Limited which are necessary for the day-to-day operations of the PacificMas Group, to be entered into by the PacificMas Group in the ordinary course of business, provided that such transactions are entered into on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company, the particulars of such transactions are set out in sub-section 2.2.2 (ii) of the Circular to Shareholders of PacificMas Berhad dated 27 April 2011;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this Ordinary Resolution and will continue to be in force until :-

- (a) the conclusion of the next AGM of the Company following the Forty-Ninth AGM at which such resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all acts and things (including executing such documents as may be required) in the manner as they may deem expedient or necessary in connection with this resolution." (Resolution 10)

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

BY ORDER OF THE BOARD

TAN CHENG HOON (MIA 7231)
CHONG YOK HUA (MAICSA 0861045)
Company Secretaries

Kuala Lumpur
27 April 2011

NOTES:

1. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his/her attorney duly authorised and in the case of a corporation, the instrument appointing a proxy or proxies must be under its Common Seal or under the hand of an Officer or its attorney duly authorised. An instrument appointing a proxy executed in Malaysia need not be witnessed. The signature to an instrument appointing a proxy executed outside Malaysia shall be attested by a solicitor, notary public, consul or magistrate.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 19, Menara Prudential, 10 Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight hours before the time appointed for holding the Annual General Meeting or any adjournment thereof for the proxy to be valid.
5. Only Depositors registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 12 May 2011 shall be eligible to attend the Annual General Meeting.

NOTE ON SPECIAL BUSINESS:

1. The proposed Ordinary Resolutions 1 and 2 under item 6 if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in their ordinary course of business. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.