



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting ("AGM") of Public Packages Holdings Berhad will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Monday, 30 May 2016 at 10.00 a.m. for the following purposes:-

AGENDA:

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors' and Auditors' thereon. Please refer to Explanatory Note 1
- To re-elect the following Directors who retire by rotation in accordance with Article 80 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-
 - Mr. Koay Teng Liang Ordinary Resolution 1
 - Puan Nurjannah Binti Ali Ordinary Resolution 2
- To approve the payment of Directors' fees of not exceeding RM250,000 for the financial year ending 31 December 2016. Ordinary Resolution 3
- To re-appoint Messrs. Grant Thornton (AF: 0042) as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

Special Business

To consider and if thought fit, to pass with or without any modifications the following ordinary resolutions:-

- PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** Ordinary Resolution 5
"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next AGM and 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 the issued share capital 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 of the additional shares to be issued."
- PROPOSED CONTINUATION OF PUAN NURJANNAH BINTI ALI IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 6
"THAT authority be and is hereby given to Puan Nurjannah Binti Ali who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company."
- PROPOSED CONTINUATION OF MR. NG THIM FOOK IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Ordinary Resolution 7
"THAT authority be and is hereby given to Mr. Ng Thim Fook who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company."

To consider and if thought fit, to pass with or without modifications, the following special resolution:-

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION** Special Resolution 1
That the existing Article 131 of the Company's Articles of Association which read as follows:-

131 The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such audited financial statements, the Directors' and Auditors' reports. The interval between the close of a financial year of the Company and the issue of annual Audited Financial Statements, the Directors' and Auditors' Report relating to that financial year shall not exceed four (4) months. A copy of each such documents, in printed, CD-ROM or any other form shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days, before the date of the General Meeting), to every Member and to every holder of debentures (if any) of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange: PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office of the Company.

be deleted in its entirety and substituted with the following new Article 131:-

131 The Director shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting the annual audited financial statements and reports of the Directors' and Auditors' thereon. The requisite number of copies of these documents as may be required by the Exchange shall be likewise sent to the Exchange. A copy of these documents shall not less than 21 days before the date of meeting be sent to every member of, and to every holder of debentures of the Company. PROVIDED THAT this Article shall not require a copy of these documents be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office of the Company.

- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 29th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 20 May 2016. Only a depositor whose name appears on the Record of Depositors as at 20 May 2016 shall be entitled to attend the 29th AGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

LEE PENG LOON (MACS 01258)

P'NG CHEW KEEM (MAICSA 7026443)

Company Secretaries

Penang

Dated: 29 April 2016

NOTES ON APPOINTMENT OF PROXY

- 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.
- A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member 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 accounts it holds.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at Wisma Public Packages, Plot 67 Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorized in which, it must be supported by a certified true copy of the resolution appointing the officer or certified true copy of the power of attorney.

EXPLANATORY NOTE ON ORDINARY BUSINESS

- Agenda 1 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 of the Company and hence, Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- The Resolution 5 is seek a renewal of general mandate for the Directors of the Company to allot and issue shares in the Company up to an aggregate amount not exceeding 10% of the total issued paid-up share capital of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This mandate, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.

The general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition. As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM.

- The Resolutions 6 and 7 are to seek the shareholders' approval for the existing Independent Non-Executive Directors to be retained and continued to act as Independent Non-Executive Directors to fulfil the requirements of Paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in the page 14 of the Company's 2015 Annual Report.

- The Special Resolution 1 is to seek shareholders' approval to amend Article 131 of the Company's Articles of Association for better clarification and to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

MEDIA

NST/Star/Sun

SIZE

4col (12.9cm) X 33 cm

INSERTION DATE

29 April 2016