



## PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 30<sup>th</sup> Annual General Meeting ("AGM") of Public Packages Holdings Berhad will be held at 3<sup>rd</sup> Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Tuesday, 30 May 2017 at 10.00 a.m. for the following purposes:-

#### AGENDA:

##### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the directors' and auditors' thereon. **Please refer to Explanatory Note 1**
2. To re-elect the following directors who retire by rotation in accordance with Article 80 of the Company's Constitution and who, being eligible, offer themselves for re-election:-
  - i) Mr. Ng Thim Fook **Resolution 1**
  - ii) Mr. Ong Eng Choon **Resolution 2**
3. To approve the payment of directors' fees of not exceeding RM250,000.00 for the financial year ending 31 December 2017. **Resolution 3**
4. To approve the payment of directors' benefits up to an amount not exceeding RM25,000.00 from 01 January 2017 until the conclusion of the next AGM of the Company **Resolution 4**
5. 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. **Resolution 5**

##### Special Business

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

##### 6. PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT OR ISSUE NEW SHARES IN THE COMPANY **Resolution 6**

"THAT, subject always to the provisions of the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the directors of the Company to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the AGM of the Company held next after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given, whichever is earlier; or
- (c) revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier;

And that, authority be further given to the Directors to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution."

##### 7. PROPOSED CONTINUATION OF PUAN NURJANNAH BINTI ALI IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR **Resolution 7**

"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."

##### 8. PROPOSED CONTINUATION OF MR. NG THIM FOOK IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR **Resolution 8**

"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."

##### 9. PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR **Resolution 9**

"THAT authority be and is hereby given to Mr. Ong Eng Choon 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."

10. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 30<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 15 May 2017. Only a depositor whose name appears on the Record of Depositors as at 15 May 2017 shall be entitled to attend the 30<sup>th</sup> 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 CHIEW KEEM (MAICSA 7026443)  
Company Secretaries

Penang

Dated: 27 April 2017

#### NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company.
2. 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.
3. 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.
4. 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.
5. 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

1. The Audited Financial Statements in Agenda 1 had been approved by the Board of Directors pursuant to Section 251(1) of the Companies Act, 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act, 2016.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

1. The Resolution 6 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 number of issued share 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 proposed renewal of 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 30<sup>th</sup> AGM, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.
2. The Resolutions 7, 8 and 9 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 justification are set out in the Page 23 of the Company's 2016 Annual Report.