



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 31<sup>st</sup> 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, 28 May 2018 at 10.00 a.m. for the following purposes: -

**AGENDA:**

**Ordinary Business**

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|--|-------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors’ and Auditors’ thereon.  | <b>Please refer to Note 7</b> |
| 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. Koay Chiew Kang   | <b>Resolution 1</b>           |
| ii) Mr. Koay Teng Kheong   | <b>Resolution 2</b>           |
| 3. To approve the payment of Directors’ fees of not exceeding RM250,000 for the financial year ending 31 December 2018.  | <b>Resolution 3</b>           |
| 4. To approve the payment of Directors’ benefits payable to non-executive directors up to an amount not exceeding RM25,000 from 29 May 2018 until the conclusion of the next AGM of the Company.           | <b>Resolution 4</b>           |
| 5. To re-appoint Messrs. Grant Thornton (AF: 0042) as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | <b>Resolution 5</b>           |

**Special Business**

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

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|---|-----------------------------|
| 6. <b>AUTHORITY TO ISSUE SHARES</b>   | <b>Please refer Note 8</b>  |
| “THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, 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 any Executive Director and/or Secretary of the Company be hereby authorised 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.”  |                             |
| AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”   |                             |
| 7. <b>PROPOSED CONTINUATION OF PUAN NURJANNAH BINTIALI IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b>  | <b>Resolution 7</b>         |
| “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 12 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. <b>PROPOSED CONTINUATION OF MR. NG THIM FOOK IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b>   | <b>Resolution 8</b>         |
| “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 12 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. <b>PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b>  | <b>Resolution 9</b>         |
| “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 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.  | <b>Please refer Note 10</b> |

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 31<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 15 May 2018. Only a depositor whose name appears on the Record of Depositors as at 15 May 2018 shall be entitled to attend the 31<sup>st</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 2018

**NOTES ON APPOINTMENT OF PROXY**

- A proxy may but need not be a member of 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 twenty-four (24) hours before the time appointed for the taking of the poll or at any adjournment thereof.
- 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.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice will be put to vote by poll.

**EXPLANATORY NOTE ON ORDINARY BUSINESS**

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the approval of shareholders for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

- The Resolution 6, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a 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 this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.
- The Resolution 7 and 8 are to seek shareholders’ approval through a two tier voting process and, if passed, will enable the Independent Non-Executive Directors who had served more than 12 years to be retained and continued to act as Independent Non-Executive Directors of the Company 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 practice 4.2 of the Malaysian Code of Corporate Governance 2017. The details of justifications are set out in the Company’s Annual Report for the financial year ended 31 December 2017.
- The Resolution 9, if passed, will enable the Independent Non-Executive Director who had served more than 9 years to be retained and continued to act as Independent Non-Executive Director of the Company 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 practice 4.2 of the Malaysian Code of Corporate Governance 2017. The details of justifications are set out in the Company’s Annual Report for the financial year ended 31 December 2017.