



BOX-PAK (MALAYSIA) BHD.
(Incorporated in Malaysia) (21338-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting ("AGM") of Box-Pak (Malaysia) Bhd. will be held at the Conference Room of the Company at Lot 4, Jalan Perusahaan Dua, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia on Wednesday, 12 June 2013 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. **Resolution 1**
- To declare a first and final dividend of 10% less 25% tax (Gross: 10 sen per share) in respect of the financial year ended 31 December 2012. **Resolution 2**
- To re-elect Yeoh Jin Hoe who retires pursuant to Article 89 of the Articles of Association of the Company. **Resolution 3**
- To re-elect the following Directors of the Company who retire pursuant to Article 95 of the Articles of Association of the Company: **Resolution 4**
(i) Izlan Bin Izhah **Resolution 5**
(ii) Tan Kim Seng **Resolution 6**
(iii) See Teow Koon **Resolution 7**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 8**
Payment of Directors fees
To approve the payment of Directors' Fees amounting to RM353,500 in respect of the financial year ended 31 December 2012.

- To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 9**
Retaining designation of Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

"THAT Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar who has served on the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as Independent Non-Executive Director of the Company."
See Leong Chye @ Sze Leong Chye and Dato' Michael Tan Guan Cheong who have served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years each, will vacate office as Directors in line with the Recommendations in the Malaysian Code on Corporate Governance ("MCCG") 2012. Hence, they will retain office until the close of the Thirty-Ninth AGM of the Company.

- To consider and, if thought fit, to pass the following as a Special Resolution: **Resolution 10**
Proposed amendments to the Articles of Association of the Company
"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 20 May 2013 of the Company be and are hereby approved AND THAT the Proposed amended Articles as set out therein be and are hereby adopted."

- To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 11**
Proposed authority for the Company to purchase its own shares

"THAT contingent upon the passing of the Special Resolution for the Proposed amendments to the Articles of Association of the Company and subject to compliance with the Companies Act, 1965, the Companies Regulations 1966, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), provisions of the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of shares to be purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of the share buy-back;
- an aggregate amount of the funds not exceeding the retained profits and share premium reserve of the Company as at the date of the share buy-back, be utilised by the Company for the purchase of its own shares; and
- the shares of the Company to be purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Directors;

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

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

- To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 12**
Proposed renewal of existing mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.4(a) of Part B of the Company's Circular to Shareholders dated 20 May 2013 provided that:

- such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- and the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- 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 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- 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 be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

- To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 13**
Proposed new mandate for the Company and its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature as set out in Section 2.4(b) of Part B of the Company's Circular to Shareholders dated 20 May 2013 provided that:

- such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- and the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the mandate conferred by this resolution shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- 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 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- 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 be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

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

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the first and final dividend of 10% less tax of 25% in respect of the financial year ended 31 December 2012 ("Dividend"), if approved by shareholders at Thirty-Ninth Annual General Meeting of the Company, will be paid to shareholders on 10 July 2013. The entitlement date for the Dividend shall be on 24 June 2013.

Shareholders will only be entitled to the Dividend in respect of:

- shares transferred into their Securities Account before 4.00 p.m. on 24 June 2013 for transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Tan Bee Keng (MAICSA 0856474)
Chia Kwok Why (MAICSA 7005833)
Company Secretaries

Batu Caves, Selangor Darul Ehsan
20 May 2013

NOTES:

(A) **GENERAL MEETING RECORD OF DEPOSITORS**
Only members whose name appears in the General Meeting Record of Depositors as at 5 June 2013 shall be entitled to attend this Meeting or appoint proxy(ies) to attend and vote in his stead.

(B) PROXY

- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his stead. Such proxy may but need not be a member of the Company.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (ombibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each ombibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the case of a corporation, under its common seal or the hands of its attorney. Any alteration to the instrument appointing a proxy must be initialled.
- To be valid, the completed proxy form must be deposited at the Registered Office at Lot 4, Jalan Perusahaan Dua, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.

(C) EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 8 - Payment of Directors' fees

The Ordinary Resolution, if passed, will authorise the payment of the Directors' fees amounting to RM353,500 for all Directors in respect of the financial year ended 31 December 2012.

Resolution 9 - Retaining designation of Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Y.A.M. Tunku Dato' Seri Nadzaruddin Ibi Almarhum Tuanku Ja'afar has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board recommends retaining Y.A.M. Tunku Dato' Seri Nadzaruddin as Independent Non-Executive Director for the following reasons:

- he fulfils the criteria stated under the definition of "Independent Director" as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and he is able to provide proper check and balance thus bringing an element of objectivity to the Board of Directors;
- he actively participated in Board's and Board Committees' deliberations and decision making in an objective and independent manner; and
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.

Resolution 10 - Proposed amendments to the Articles of Association of the Company

The Special Resolution proposed, if passed, will ensure the following:

- inclusion of a provision in the Articles of Association ("AA") to allow the Company to purchase its own shares;
- streamlining of the AA with the previous and recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- improvement of selected provisions in the AA for better clarity and ease of administration including through electronic channels; and
- deletion of certain provisions in the AA which are no longer relevant.

("Proposed Amendments").

For further information, please refer to Part A of the Circular to Shareholders dated 20 May 2013 which is despatched together with the Company's Annual Report 2012.

The Proposed Amendments shall take effect if the proposed Special Resolution has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy at the Thirty-Ninth Annual General Meeting ("AGM").

Resolution 11 - Proposed authority for the Company to purchase its own shares

The Ordinary Resolution proposed, if passed, will give authority to the Company to purchase through Bursa Malaysia Securities Berhad such number of ordinary shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total issued and paid-up share capital of the Company. The authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

- the conclusion of the next AGM; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first.

For further information, please refer to Part A of the Circular to Shareholders dated 20 May 2013 which is despatched together with the Company's Annual Report 2012.

Resolutions 12 and 13 - Proposed renewal of existing mandate and new mandate for recurrent related party transactions ("RRPTs") respectively
The Ordinary Resolution 12 proposed, if passed, will renew the mandate for the Company and its subsidiary companies to enter into the RRPTs with Kan Joo Can Factory Berhad and/or its subsidiary companies and Hercules Sdn Bhd, as set out in Section 2.4(a) of Part B of the Circular to Shareholders dated 20 May 2013; and

The Ordinary Resolution 13 proposed, if passed, will give mandate to the Company and its subsidiary companies to enter into additional RRPTs with Can-One Berhad and/or its subsidiary companies and Hercules Vietnam Co., Ltd as set out in Section 2.4(b) of Part B of the Circular to Shareholders dated 20 May 2013

(collectively, "Mandate").

The Mandate from shareholders is on an annual basis and subject to renewal at the next AGM.

For further information, please refer to Part B of the Circular to Shareholders dated 20 May 2013 which is despatched together with the Company's Annual Report 2012.