



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Master-Pack Group Berhad (“**Master-Pack**” or “**Company**”) will be held at Master-Pack Sdn. Bhd., 1574, Jalan Bukit Panchor, 14300 Nibong Tebal, S.P.S. Penang on Friday, 27 February 2015 at 11.30 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:

### ORDINARY RESOLUTION

**PROPOSED PRIVATE PLACEMENT OF UP TO 5,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN MASTER-PACK (“MASTER-PACK SHARES”), REPRESENTING UP TO APPROXIMATELY 10.08% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF MASTER-PACK AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approval of all relevant authorities, approval be and is hereby given for the Company to increase the issued and paid-up share capital of the Company by way of private placement of up to 5,000,000 new Master-Pack Shares to independent third party investor(s) to be identified at a later date, representing up to approximately 10.08% of the total and paid-up ordinary shares capital of the Company (“**Placement Shares**”) in one or more tranches, at an issue price(s) to be determined and fixed by the Board of Directors of the Company (“**Board**”) at future date(s), which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price(s) shall not be at a discount of more than ten percent (10%) from the five (5)-day weighted average share price of Master-Pack Shares immediately preceding the price-fixing date and shall not be lower than the par value of Master-Pack Shares;

**THAT** the proceeds from the Proposed Private Placement be and is hereby utilised for the purposes of repayment of bank borrowings amounting to RM4.30 million, general working capital amounting to RM0.45 million and defrayment of estimated expenses in relation to the Proposed Private Placement amounting to RM0.25 million, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the directors may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** the Placement Shares shall, upon issue and allotment, rank *pari passu* in all respects with the existing Master-Pack Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid by the Company for which the entitlement date precedes the date of allotment and issuance of the Placement Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts, deal with all matters and take all such steps to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities and in any manner as they may deem necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Private Placement.”

### BY ORDER OF THE BOARD

**Mr. Lee Peng Loon (MACS 01258)**

**Ms. P’ng Chiew Keem (MAICSA 7026443)**

Company Secretaries

Penang

12 February 2015

### Notes:

1. *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.*
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 account it holds.*
4. *For a proxy to be valid, the proxy form, duly completed must be deposited at registered office of the Company at 51-21-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. If the proxy form is sent by facsimile to the registered office before forty-eight (48) hours before the meeting, this original form must be deposited at the registration counter or to the Company Secretary or his authorised representative at least half one hour before the time appointed for holding the meeting or adjourned meeting otherwise this form sent by facsimile shall be treated as void.*
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 authorised.*
6. *Only a depositor whose name appears on the Record of Depositors as at 24 February 2015 shall be entitled to attend the forthcoming Extraordinary General Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.*