

# **PLASTRADE TECHNOLOGY BERHAD**

(Company No. 591077-X)

(Incorporated in Malaysia)

## **NOTICE OF 14TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 14<sup>th</sup> Annual General Meeting of Plastrade Technology Berhad will be held at the Tavern Room, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor Darul Takzim on Friday, the 20<sup>th</sup> day of May, 2016 at 9.30 am for the following purposes:

### **AGENDA**

#### **AS ORDINARY BUSINESS**

1.	To receive the Audited Financial Statements for the year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.	(See Explanatory Note 1)
2.	To re-elect the following Director retiring by rotation pursuant to Article 101 of the Company's Articles of Association. <ul style="list-style-type: none"><li>• MS TENG CHEE KUAN</li></ul>	RESOLUTION 1
3.	To approve the payment of Directors' Fees for the financial year ended 31 December 2015.	RESOLUTION 2
4.	To re-appoint Messrs Crowe Horwath as Auditors of the Company for the year ending 31 December 2016 and to authorise the Directors to fix their remuneration.	RESOLUTION 3

#### **AS SPECIAL BUSINESS**

	To consider and if thought fit, to pass the following Resolutions :-	
5.	<i>ORDINARY RESOLUTION</i> <b>RE-APPOINTMENT OF MR CHOW KWAI FONG</b>  "THAT pursuant to Section 129(6) of the Companies Act, 1965, MR CHOW KWAI FONG who is over the age of 70 years and retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next annual general meeting of the Company."	RESOLUTION 4
6.	<i>ORDINARY RESOLUTION</i> <b>PROPOSED RETENTION OF INDEPENDENT DIRECTORS</b>  (i) "THAT MR CHOW KWAI FONG who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as an Independent Director of the Company."  (ii) "THAT MR WINSTON PAUL WONG CHI-HUANG who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as an Independent Director of the Company."	RESOLUTION 5  RESOLUTION 6

7.	<p><i>ORDINARY RESOLUTION</i></p> <p><b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965</b></p> <p>“<b>THAT</b> pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares so issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”</p>	RESOLUTION 7
8.	<p><i>ORDINARY RESOLUTION</i></p> <p><b>PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)</b></p> <p>“<b>THAT</b>, subject always to the Listing Requirements of the Bursa Malaysia Securities Berhad for the ACE Market, the Company shall be mandated to enter into the category of recurrent transactions of a revenue or trading nature as specified in Section 2.3 of the Circular to Shareholders dated 28 April 2016 which are necessary for the day-to-day operations of the Company and/or its subsidiary companies and is within the ordinary course of business of the Company and/or its subsidiary companies (“Proposed Shareholders’ Mandate”), subject further to the following:</p> <p>(a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and are made on an arm’s length basis and on normal commercial terms and are not detrimental to the shareholders; and</p> <p>(b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders’ Mandate during the financial year including amongst others, the following information:-</p> <p>(i) the type of Recurrent Transaction; and</p> <p>(ii) the names of the Related Party involved in each Recurrent Transaction entered into and their relationship with the Company;</p> <p><b>AND THAT</b>, such approval shall continue to be in force until:</p> <p>(a) the conclusion of the next AGM of the Company; or</p> <p>(b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143 (1) of the Malaysian 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</p> <p>(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;</p> <p>whichever is the earlier.</p> <p><b>AND FURTHER THAT</b> the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Shareholders’ Mandate.”</p>	RESOLUTION 8

<p>9.</p>	<p><i>ORDINARY RESOLUTION</i></p> <p><b>PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE TO ENABLE PLASTRADE TECHNOLOGY BERHAD TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL (“PROPOSED RENEWAL OF SHARE BUY-BACK”)</b></p> <p>“<b>THAT</b>, subject to the Companies Act, 1965 (“Act”), provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) for ACE Market and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company’s ordinary shares of RM0.10 each (“Shares”) through Bursa Securities, subject to the following:-</p> <p>(a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;</p> <p>(b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the share premium account of the Company as at 31 December 2015;</p> <p>(c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-</p> <p>(i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM, at which this resolution was passed, at which time the said authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or</p> <p>(ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or</p> <p>(iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;</p> <p>whichever occurs first;</p> <p>(d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner:-</p> <p>(i) cancel the Shares so purchased;</p> <p>(ii) retain the Shares so purchased as treasury shares;</p> <p>(iii) distribute the treasury shares as dividends to shareholders;</p> <p>(iv) resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and</p> <p>(v) any combination of the above (i), (ii), (iii) and (iv).</p> <p><b>AND THAT</b> the Directors be and are hereby authorised to implement the Proposed Renewal of Share Buy-Back with full power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities and to do all such acts as they may consider necessary or expedient to implement the Proposed Renewal of Share Buy-Back.”</p>	<p>RESOLUTION 9</p>
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10.	To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965.	
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**BY ORDER OF THE BOARD**

LEE WEE HEE (MAICSA 0773340)

POW JULIET (MAICSA 7020821)

Secretaries

Date : 28 April 2016

**NOTE :**

1. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.

**PROXY :**

- i. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may, but need not be a member of the Company. A Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- ii. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company 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.
- iv. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
- v. To be valid, the form of proxy must be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- vi. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 May 2016, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

**Statement Regarding Effect Of Resolutions Under Special Business**

- vii. Re-appointment of Mr Chow Kwai Fong

The proposed Ordinary Resolution 4 proposed in Agenda 5, if passed, will result in the re-appointment of Mr Chow Kwai Fong, a Director who is over the age of 70 years to hold office until the next annual general meeting of the Company. Pursuant to Section 129(6) of the Companies Act, 1965, the resolution to re-appoint Mr Chow Kwai Fong requires a majority of not less than three fourth of such members of the Company as being entitled so to do vote in person or by proxy.

- viii. Proposed Retention of Independent Directors.

The proposed Ordinary Resolution 5 and 6 proposed in Agenda 6, if passed, will allow Mr Chow Kwai Fong and Mr Winston Paul Wong Chi-Huang to be retained and continue acting as Independent Directors to fulfill the requirements of Rule 3.08 of Bursa Malaysia's Ace Market Listing Requirements and in line with the recommendation No 3.2 of the Malaysian Code of Corporate Governance 2012. The full details of the Board's justification and recommendations for the retention of Mr Chow Kwai Fong and Mr Winston Paul Wong Chi-Huang as Independent Directors are set out in Section 3 of the Statement of Corporate Governance in the 2015 Annual Report on Page 16.

- ix. Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965.

The Ordinary Resolution No. 7 proposed in Agenda 7, if passed, will renew the general mandate given at the 13<sup>th</sup> Annual General Meeting in 2015, and empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting unless, previously revoked or varied at a general meeting, to issue shares in the Company up to an aggregate number not exceeding ten per centum of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company.

As at the date of this Notice, the Company has not issued any new shares in the Company pursuant to the mandate granted to the Directors at the 13<sup>th</sup> Annual General Meeting held on 29 May 2015.

The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares, for purpose of funding future investment projects(s), working capital and/or acquisitions.

- x. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

The Ordinary Resolution No. 8 proposed in Agenda 8, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. (full details of which are set out in the Circular to Shareholders dated 28 April 2016 which is circulated together with the 2015 Annual Report)

- xi. Proposed Renewal of Shareholders' Mandate to enable Plastrade Technology Berhad to purchase up to ten percent (10%) of its issued and paid-up share capital ("Proposed Renewal of Share Buy-Back").

The Ordinary Resolution No. 9 proposed in Agenda 9, if passed, will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period using internal funds of the Company and/or borrowings as long as the purchase is backed by an equivalent amount of retained profits and/or share premium of the Company. The shareholders' approval for the Proposed Renewal of Share Buy-Back does not impose an obligation to the Company to purchase its own Shares.