

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Forty-Third Annual General Meeting of Box-Pak (Malaysia) Bhd. ("the Company") will be held at the Conference Room of the Company at Lot 4, Jalan Perusahaan Dua, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia on Monday, 24 April 2017 at 10.00 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon. (Please refer to Note C of this Agenda)  
**Resolution 1**
2. To approve Directors' Fees amounting to RMS23,000 payable to Directors of the Company in respect of the financial year ended 31 December 2016. **Resolution 2**
3. To approve benefits of up to RM300,000 payable to the Non-Executive Directors of the Company for the financial year ending 31 December 2017. **Resolution 3**
4. 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**  
**Resolution 5**  
**Resolution 6**  
**Resolution 7**
  - (i) Chee Khay Leong
  - (ii) Gong Woo Teik
  - (iii) Tee Keng Hoon
5. To re-elect as Director, Keith Christopher Yeoh Min Kit who retires pursuant to Article 101 of the Articles of Association of the Company. **Resolution 6**
6. To re-appoint Messrs BDO, Chartered Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

**AS SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: **Resolution 8**  
**Proposed Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**  
 "THAT subject to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Board of Directors of the Company ("Board") be and is hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Board may in its absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;  
 AND THAT such authority shall continue to be in force until:  
 (i) 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  
 (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or  
 (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;  
 AND THAT the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
8. To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 9**  
**Proposed renewal of authority for the Company to purchase its own shares**  
 "THAT subject to compliance with the Companies Act, 2016, the Main Market Listing Requirements ("MMLR") 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 in the Company as may be determined by the Board of Directors of the Company ("Board") from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company, provided that:  
 (i) the aggregate number of shares to be purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the date of the share buy-back;  
 (ii) an aggregate amount of the funds not exceeding the retained profits 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  
 (iii) 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 Board;  
 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:  
 (i) 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  
 (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or  
 (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in 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 MMLR of Bursa Securities or any other relevant authorities;  
 AND FURTHER THAT the Board be and is 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."
9. To consider and, if thought fit, to pass the following as an Ordinary Resolution: **Resolution 10**  
**Proposed renewal of 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 of the Company's Circular to Shareholders dated 31 March 2017 provided that:  
 (i) 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;  
 (ii) and the mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the mandate during the financial year;  
 AND THAT the mandate conferred by this resolution shall continue to be in force until:  
 (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed; or  
 (ii) 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 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
 (iii) 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."
10. 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, 2016.

By Order of the Board

**Tan Bee Keng (MAICSA 0856474)**

Company Secretary  
 Batu Caves, Selangor Darul Ehsan  
 Malaysia  
 31 March 2017

**Notes:**

**(A) GENERAL MEETING RECORD OF DEPOSITORS**

Only members whose name appears in the General Meeting Record of Depositors as at 17 April 2017 shall be entitled to attend this Meeting or appoint proxy(ies) to attend and vote in his stead.

**(B) PROXY**

- (i) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend and vote at the same meeting, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- (ii) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- (iii) 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 ("omnibus account"), there is no limit to the number of proxies which the EAN 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 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.
- (v) To be valid, the completed form of proxy must be deposited at the office of the Company's Share Registrar, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.

**(C) AUDITED FINANCIAL STATEMENTS**

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members. Hence, this item will not be put forward for voting.

**(D) POLL VOTING**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to the vote by way of poll. Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll.

**(E) PERSONAL DATA PRIVACY**

- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming Forty-Third Annual General Meeting and/or any adjournment thereof, a member of the Company:
- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
  - (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
  - (iii) agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.

**(F) EXPLANATORY NOTES ON SPECIAL BUSINESS**

**Resolution 8 - Proposed Authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Company had, at the Extraordinary General Meeting ("EGM") held on 21 December 2016, obtained general mandate for issuance of shares by Directors of the Company pursuant to the then Section 132D of the Companies Act, 1965. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors of the Company at the aforesaid EGM and hence, no proceeds were raised.

The Ordinary Resolution 8 proposed, if passed, will renew authority and empower the Board of Directors of the Company ("Board"), from the date of the forthcoming Forty-Third AGM, to allot and issue ordinary shares at any time to such persons for such purposes as the Board may, in its absolute discretion, consider to be in the interest of the Company, without having to convene a general meeting provided that the aggregate number of the shares shall not exceed 10% of the total number of issued shares of the Company as at the date of the share buy-back. The renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

The general mandate will provide flexibility to the Company to raise capital for purpose of funding future investment, working capital and/or acquisitions.

**Resolution 9 - Proposed renewal of authority for the Company to purchase its own shares**

The Ordinary Resolution 9 proposed, if passed, will renew the authority for the Company to purchase through Bursa Securities such number of ordinary shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company. The renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

For further information, please refer to Share Buy-Back Statement dated 31 March 2017 which is despatched together with the Company's Annual Report 2016.

**Resolution 10 - Proposed renewal of mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("RRPT")**

The Ordinary Resolution 10 proposed, if passed, will renew the mandate for the Company and its subsidiary companies to enter into the RRPPTs with Kian Joo Can Factory Berhad and/or its subsidiary companies and also with Can-One Berhad and/or its subsidiary companies as set out in Section 2.4 of the Circular to Shareholders dated 31 March 2017. The aforesaid mandate from shareholders is on an annual basis and subject to renewal at the next AGM.

For further information, please refer to the Circular to Shareholders dated 31 March 2017 which is despatched together with the Company's Annual Report 2016.