



FOUNDPAC GROUP BERHAD

(Company No. 1165946-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of FoundPac Group Berhad (“**FoundPac**” or “**Company**”) will be held at Etoile Room, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 22 November 2017, at 10.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Second Annual General Meeting of the Company which will be held at the same venue on the same day, whichever is the later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications as shall be determined upon at such meeting:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 148,000,000 NEW ORDINARY SHARES IN FOUNDPAC (“BONUS SHARES”) ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN FOUNDPAC (“FOUNDPAC SHARES” OR “SHARES”) HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“THAT approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 148,000,000 Bonus Shares on the basis of two (2) Bonus Shares for every five (5) existing FoundPac Shares held by the shareholders of the Company at the Entitlement Date (“**Entitled Shareholders**”);

AND THAT the Board be and is hereby authorised to capitalise a total sum of up to RM14,800,000 from the Company’s share premium and retained profits account for the purpose of the Proposed Bonus Issue;

AND THAT such Bonus Shares shall upon, allotment and issuance, rank *pari-passu* in all respects with the then existing FoundPac Shares. Fractional entitlements, if any, arising from the Proposed Bonus Issue shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue”.

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME OF UP TO TEN PERCENT (10%) OF THE ISSUED SHARES OF FOUNDPAC (EXCLUDING TREASURY SHARES) FOR THE DIRECTORS AND ELIGIBLE EMPLOYEES OF FOUNDPAC AND ITS SUBSIDIARIES (“FOUNDPAC GROUP” OR “GROUP”) (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESOS”)

“THAT subject to the provisions under the Companies Act, 2016 (“**Act**”) and the approvals of the relevant authorities being obtained for the Proposed ESOS, approval be and is hereby given for the Company to: -

- (a) establish and administer the Proposed ESOS which involves the granting of options to all eligible Directors and employees of the FoundPac Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed ESOS (“**Eligible Persons**”) as set out in the By-laws (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to Shareholders dated 30 October 2017 (“**Circular**”);
- (b) allot and issue such number of new FoundPac Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS while this approval is in force provided that the aggregate number of FoundPac Shares to be allotted and issued shall not exceed ten percent (10%) of the issued shares of the Company (excluding any treasury shares) at any one time throughout the duration of the Proposed ESOS;
- (c) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new FoundPac Shares which may from time be allotted and issued pursuant to the Proposed ESOS. Such new FoundPac Shares will, upon allotment and issuance, rank *pari passu*, in all respects with the then existing FoundPac Shares, save and except the new FoundPac Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the new FoundPac Shares;
- (d) modify and/or amend the Proposed ESOS from time to time provided that such modification and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and enter into all such transactions, arrangements, and agreements as may be necessary or expedient in order to give rise full effect to the Proposed ESOS; and
- (e) extend the duration of the Proposed ESOS for up to another five (5) years immediately from the expiry of the first five (5) years, and shall not in aggregate exceed ten (10) years from the effective date of implementation of the Proposed, if the Board deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to assent to any conditions, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities”.

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TAN CHEIK EAIK, THE INDEPENDENT NON-EXECUTIVE CHAIRMAN OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Cheik Eaik, the Independent Non-Executive Chairman of the Company, options to subscribe for up to 2,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Tan Cheik Eaik, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO LEE CHUN WAH, EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Lee Chun Wah, the Executive Director/Chief Executive Officer of the Company, options to subscribe for up to 5,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Lee Chun Wah, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO TAN SIN KHOON, EXECUTIVE DIRECTOR/CHIEF OPERATING OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Tan Sin Khoon, the Executive Director/Chief Operating Officer of the Company, options to subscribe for up to 5,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Tan Sin Khoon, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO ONG CHOON HENG, EXECUTIVE DIRECTOR/CHIEF FINANCIAL OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Ong Choon Heng, the Executive Director/Chief Financial Officer of the Company, options to subscribe for up to 5,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Ong Choon Heng, his allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO CHAN BEE CHENG, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Chan Bee Cheng, an Independent Non-Executive Director of the Company, options to subscribe for up to 2,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Chan Bee Cheng, her allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO TEOH LAY FUNG, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESOS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to Teoh Lay Fung, an Independent Non-Executive Director of the Company, options to subscribe for up to 2,000,000 new FoundPac Shares under the Proposed ESOS, provided that at the point the options are offered to Teoh Lay Fung, her allocation is not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total FoundPac Shares made available under the Proposed ESOS if he either singly or collectively through persons connected with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares of the Company (excluding treasury shares), and subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS.”

ORDINARY RESOLUTION 9

PROPOSED SHARE BUY-BACK BY FOUNDPAC OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES (“PROPOSED SHARE BUY-BACK”)

“THAT subject to the Companies Act 2016 (“**the Act**”), provisions of the Company’s Articles of Association, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorized to purchase its own shares through Bursa Securities, subject to the following: -

- (a) the aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued Shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of retained profits of the Company. Based on the audited financial statements of the Company as at 30 June 2017, the retained profits of the Company stood at RM136,873;
- (c) the authority conferred by this resolution will commence after passing of this ordinary resolution and will continue to be in force until: -

- (i) the conclusion of the first annual general meeting of the Company following the general meeting at which such resolution was passed at which time it will 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) the authority is revoked or varied by ordinary resolution passed by the shareholders of FoundPac in a general meeting,
- (d) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorized to cancel all the Shares so purchased, retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or to issue under the employees' share option scheme and/or resale through Bursa Securities in accordance with the relevant rules of Bursa Securities, or to retain part of the Shares so purchased as treasury shares and cancel the remainder in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Share Buy-Back with full power to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

By Order of the Board

HOW WEE LING (MAICSA 7033850)

OOI EAN HOON (MAICSA 7057078)

Secretaries

30 October 2017

Notes:

1. *For the purpose of determining a member of the Company who shall be entitled to attend and vote at this Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 16 November 2017. Only a depositor whose name appears on the Record of Depositors as at 16 November 2017 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.*
2. *Proxy:-*
 - a) *A member of the Company (Except an Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
 - b) *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.*
 - c) *The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.*
 - d) *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang at least twenty-four (24) hours before the time set for holding the Meeting or any adjournments thereof.*