

**NOTICE OF FORTY-FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Forty-Fifth 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 Tuesday, 21 May 2019 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 2018 and the Reports of the Directors and Auditors thereon. (Please refer to Note C)
2. To approve Directors' Fees amounting to RM600,000 payable to Directors of the Company in respect of the financial year ended 31 December 2018. **Resolution 1**
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 2019. **Resolution 2**
4. To re-elect the following Directors of the Company who retire pursuant to Article 95 of the Articles of Association of the Company:
  - (i) Datuk Dr. Roslan Bin A. Ghaffar **Resolution 3**
  - (ii) Tuan Ngah @ Syed Ahmad Bin Tuan Baru **Resolution 4**
  - (iii) Tan Kim Seng **Resolution 5**
  - (iv) Yeoh Jin Hoe **Resolution 6**
5. To re-appoint BDO PLLI, Chartered Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

**AS SPECIAL BUSINESS**

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
 

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

"THAT subject to the Companies Act 2016, the Constitution 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 its 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."
7. To consider and, if thought fit, to pass the following as an Ordinary Resolution:
 

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

"THAT subject to compliance with the Companies Act 2016, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company 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 it deems 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."
8. To consider and, if thought fit, to pass the following as an Ordinary Resolution:
 

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

"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 Part B of the Company's Circular to Shareholders dated 22 April 2019 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 ordinary 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."
9. To consider and, if thought fit, to pass the following as a Special Resolution:
 

**Proposed Adoption of New Constitution of the Company** **Special Resolution 1**

"THAT the New Constitution in the form and manner as set out in Part C of the Company's Circular to Shareholders dated 22 April 2019, be and is hereby approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion, of the existing Memorandum and Articles of Association of the Company; AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary and/or expedient in order to give full effect to the adoption of the new Constitution of the Company."
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)**  
**Kwong Shuk Fong (MAICSA 7032330)**  
 Company Secretaries

Batu Caves, Selangor Darul Ehsan  
 Malaysia  
 22 April 2019

**NOTES:**

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

Only members whose name appears in the General Meeting Record of Depositors as at 13 May 2019 shall be entitled to attend this Meeting (and appoint proxies) 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 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 2 proxies to attend and vote at the same meeting, the appointment shall be invalid unless the proportion of the shares held 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 ("SICDA"), it may appoint 1 proxy but not more than 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 SICDA which holds ordinary shares in the Company for multiple beneficial owners in 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 Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

**(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 will be put to vote by way of poll. Independent Scrutineers will be appointed 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-Fifth AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 Forty-Fourth AGM of the Company held on 24 April 2018, obtained general mandate for issuance of shares by the Board of Directors of the Company ("Board") pursuant to Sections 75 and 76 of the Companies Act, 2016. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Board at the Forty-Fourth AGM of the Company and hence, no proceeds were raised.
- The Ordinary Resolution 8 proposed, if passed, will renew authority and empower the Board, from the date of the forthcoming Forty-Fifth 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 issued shall not exceed 10% of the total number of issued shares of the Company for the time being. 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 of the Company; 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 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 of the Company; 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 22 April 2019 which is despatched together with the Company's Annual Report 2018.
- 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 ("RRPTs")**
- The Ordinary Resolution 10 proposed, if passed, will renew the mandate for the Company and its subsidiary companies to enter into the RRPTs 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 Part B of the Circular to Shareholders dated 22 April 2019.
- The aforesaid mandate from shareholders is on an annual basis and subject to renewal at the next AGM of the Company.
- For further information, please refer to the Circular to Shareholders dated 22 April 2019 which is despatched together with the Company's Annual Report 2018.
- Special Resolution 1 - Proposed Adoption of New Constitution of the Company**
- The Special Resolution proposed, if passed, will (i) align the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements applicable to the Company; and (ii) provide clarity to certain provisions thereof, where relevant, as well as to render consistency throughout in order to facilitate and to enhance administrative efficiency.
- For further details, please refer to Part C of the Circular to Shareholders dated 22 April 2019 which is despatched together with the Company's Annual Report 2018.
- The Proposed Adoption of New Constitution shall take effect once the Special Resolution has been passed by members representing not less than 75% of the total voting rights of the members who are entitled to attend and vote and do vote in person or by proxy on the said resolution at the Forty-Fifth AGM of the Company.