



**NOTICE IS HEREBY GIVEN** that the FIFTEENTH ANNUAL GENERAL MEETING of BP Plastics Holding Bhd. ("Company") will be held at Emerald Room, Level 2, The Katerina Hotel, 8 Jalan Zabadah, 83000 Batu Pahat, Johor Darul Takzim on Wednesday, 29 May 2019 at 3:00 p.m. for the following purposes:-

## AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon. **Please refer to Explanatory Note A**
- To re-elect the following Directors who retire by rotation pursuant to Article 92 of the Company's Articles of Association and being eligible, offered themselves for re-election:
  - Mr. Hey Shioh Hoe **Ordinary Resolution 1**
  - Ms. Tan Ming-Li **Ordinary Resolution 2**
- To approve the payment of Directors' fees of RM252,000 for the financial year ending 31 December 2019. **Ordinary Resolution 3**
- To approve the payment of Directors' benefits up to an amount of RM30,000 in aggregate to the Non-Executive Directors from 30 May 2019 until the next Annual General Meeting of the Company in 2020. **Ordinary Resolution 4**
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing 5 year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

### As Special Business

To consider and if thought fit, to pass the following Ordinary and Special Resolutions, with or without any modifications:

- ORDINARY RESOLUTION**  
**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 6**

"THAT, subject always to the Companies Act 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- ORDINARY RESOLUTION**  
**PROPOSED RETENTION OF MR. LIM KIM HOCK AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 7**

"THAT Mr. Lim Kim Hock be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

- SPECIAL RESOLUTION**  
**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY** **Special Resolution**

"THAT approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I despatched together with the Company's Annual Report 2018, be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

- To transact any other ordinary business for which due notice has been given.

### BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

TAN LEY THENG (MAICSA 7030358)

Company Secretaries

Batu Pahat, Johor Darul Takzim

Date: 30 April 2019

### EXPLANATORY NOTE A

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda is not put forward to the shareholders for voting.

### EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

- Payment of Directors' Fees and Benefits**

Section 230(1) of the Companies Act 2016 ("Act") provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought for the fees and benefits payable to the Directors at the Fifteenth Annual General Meeting ("15th AGM") of the Company in Ordinary Resolutions 3 and 4.

#### 1.1 Ordinary Resolution 3 – payment of Directors' fees for the financial year ending 31 December 2019

This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient due to enlarged Board size, approval will be sought at the next AGM for additional fees to meet the shortfall.

#### 1.2 Ordinary Resolution 4 - payment of Directors' benefits to the Non-Executive Directors

The proposed Resolution 4, if passed, will authorise the payment of benefits to the Non-Executive Directors up to an amount of RM30,000 from 30 May 2019 until the next AGM of the Company in year 2020 ("Period"). The Directors' benefits payable for the Period comprises the meeting attendance allowance payable to the Non-Executive Directors for attendance of Board and/or Board Committee meetings, whenever meetings are called during the Period.

- Ordinary Resolution 6 - Authority to issue and allot shares pursuant to the Companies Act 2016**

The proposed Resolution 6 is for the purpose of seeking a renewal of the general mandate given to the Directors of the Company to issue and allot shares as approved by the shareholders at the 14th AGM of the Company ("Previous Mandate").

As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate and hence, no proceeds were raised therefrom.

Resolution 6, if passed, will empower the Directors of the Company pursuant to the Act, from the date of the 15th AGM of the Company, to issue and allot shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

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

- Ordinary Resolution 7 - proposed retention of Mr. Lim Kim Hock as Independent Non-Executive Director**

Mr. Lim Kim Hock was appointed as Independent Non-Executive Director of the Company on 22 February 2008 and has therefore, served the Board for a cumulative term of more than nine (9) years.

In accordance with the Malaysian Code on Corporate Governance, the Board via the Nominating and Remuneration Committee after having assessed the independence of Mr. Lim Kim Hock, regarded him to be independent, based amongst others, the following justifications and recommends that the approval of the shareholders be sought to re-appoint Mr. Lim Kim Hock as Independent Non-Executive Director of the Company:-

- the aforementioned Independent Director has fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- the aforementioned Independent Director is able to exercise independent judgement and act in the best interests of the Company;
- the aforementioned Independent Director has consistently demonstrated his independence and professionalism and effectively contributed and added value to the Company through the Board Committee that he serves as well as the Board; and
- there are significant advantages to be gained from a long-serving Independent Director who has many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, he is able to provide invaluable contributions with independence in his role as Independent Non-Executive Director.

- Special Resolution – Proposed adoption of new Constitution of the Company**

The proposed Special Resolution, if passed, will primarily bring the Company's Constitution in line with the Companies Act 2016 and the changes made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency.

In view of the substantial amendments to be made on the existing Memorandum and Articles of Association ("M&A"), the Board proposed that the existing M&A be revoked in its entirety and by the replacement thereof with a new Constitution. Please refer to the new Constitution set out in Appendix I despatched together with the Company's Annual Report 2018.

### Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2019 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A proxy may but need not be a member of the Company. 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.
- A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints two (2) proxies to attend and vote at the same Meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) 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 as defined under the Securities Industry (Central Depository) Act, 1991 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.
- 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, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of who shall be a director, or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialed.
- The instrument appointing a proxy shall be deposited at the Company's Registered Office at 5A, Jalan Wawasan 2, Kawasan Perindustrian Sri Gading, 83300 Batu Pahat, Johor Darul Takzim not less than forty-eight (48) hours before the time appointed of holding the above Meeting or at any adjournment thereof.