



PUBLIC PACKAGES HOLDINGS BERHAD

Registration No. 198701003743 (162413-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 33rd Annual General Meeting ("AGM") of Public Packages Holdings Berhad ("PPHB" or "the Company") will be held at Angier & Borden Level 4, Meeting Room, The Prestige Hotel of 8 Gat Lebuhraya, 10300 Penang on Monday, 20 July 2020 at 10.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports Please refer to Note 8 of Directors and Auditors thereon.
- To re-elect Puan Nurjannah Binti Ali, a Director who retires by rotation in accordance with Article 99 of the **Ordinary Resolution 1** Company's Constitution and who, being eligible, offers herself for re-election.
- To re-elect Mr. Ng Thim Fook, a Director who retires in accordance with Article 99 of the Company's Constitution **Ordinary Resolution 2** and who, being eligible, offers himself for re-election.
- To approve the payment of Directors' fees of not exceeding RM250,000.00 for the financial year ending 31 December **Ordinary Resolution 3** 2020.
- To approve the payment of Directors' benefits payable to Non-Executive Director of not exceeding RM50,000.00 for **Ordinary Resolution 4** the financial year ending 31 December 2020. Please refer to Note 9
- To re-appoint Messrs. Grant Thornton as auditors of the Company to hold office until the conclusion of the next AGM **Ordinary Resolution 5** of the Company and to authorise the Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass with or without any modifications the following resolutions:-

- AUTHORITY TO ALLOT AND ISSUE NEW SHARES** **Ordinary Resolution 6**
"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby **Ordinary Resolution 6** authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company. AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution." AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." Please refer to Note 10
- PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT DIRECTOR** **Ordinary Resolution 7**
"THAT authority be and is hereby given to Mr. Ong Eng Choon who had served as an Independent Director of the **Ordinary Resolution 7** Company for a cumulative term of more than 9 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company." Please refer to Note 11
- PROPOSED CONTINUATION OF PUAN NURJANNAH BINTI ALI IN OFFICE AS INDEPENDENT DIRECTOR** **Ordinary Resolution 8**
"THAT authority be and is hereby given to Puan Nurjannah Binti Ali who had served as an Independent Director **Ordinary Resolution 8** of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company." Please refer to Note 12
- PROPOSED CONTINUATION OF MR. NG THIM FOOK IN OFFICE AS INDEPENDENT DIRECTOR** **Ordinary Resolution 9**
"THAT authority be and is hereby given to Mr. Ng Thim Fook who had served as an Independent Director of the **Ordinary Resolution 9** Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company." Please refer to Note 12
- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board,

LEE PENG LOON (MACS 01258)

P'NG CHIEW KEEM (MAICSA 7026443)

Company Secretaries

Penang

Date: 18 June 2020

NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an Authorised Nominee as defined under the Securities Industries (Central Depositories) Act 1991 ("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 accounts it holds.
- Where a member is an "Exempt Authorised Nominee", it may appoint at least one proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at Wisma Public Packages, Plot 67 Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang not less than 48 hours before the time for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. Any completed Proxy Form transmitted by facsimile or electronic mail to the registered office of the Company will not be accepted.
- In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised in which, it must be supported by a certified true copy of the relevant form or resolution appointing the officer or certified true copy of the power of attorney.
- For the purpose of determining a member who shall be entitled to attend the 33rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 30 June 2020. Only a depositor whose name appears on the Record of Depositors as at 30 June 2020 shall be entitled to attend the 33rd AGM or appoint proxies to attend and/or vote on his/her behalf.

NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 4, if passed, will enable the Company to pay meeting allowances and other benefits to Non-Executive Directors of the Company in accordance with Section 230(1) of the Companies Act 2016.

NOTES ON SPECIAL BUSINESS

- The Resolution 6, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition. As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

- The Resolution 7, if passed, will enable the Independent Director who had served more than 9 years to be retained and continued to act as Independent Director of the Company to fulfil the requirements of Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities and to be in line with the practice 4.2 of the Malaysian Code on Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 December 2019 issued on 29 May 2020.
- The Resolutions 8 and 9 are to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 12 years to be retained and continued to act as Independent Directors of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities and to be in line with the practice 4.2 of the Malaysian Code on Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 December 2019 issued on 29 May 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- No individuals are standing for election as directors at the forthcoming 33rd Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election as in Agenda 2 and 3 of the Notice of the 33rd Annual General Meeting of the Company are set out in the Directors' Information section of the Annual Report for the financial year ended 31 December 2020 issued on 29 May 2020 ("AR 2019").
- The details of the Directors' interests in the securities of the Company as at 12 May 2020 are set out in the Analysis of Shareholdings section of the Annual Report 2019
- The Resolution 6 tabled under Special Business as per the Notice of 33rd Annual General Meeting of the Company dated 18 June 2020 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 27 May 2019.

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

As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.