



**TOMYPAK HOLDINGS BERHAD**  
(Registration No. 199501008545 (337743-W))  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty Fifth Annual General Meeting ("25<sup>th</sup> AGM") of the Company will be held at Mersing Room, Impiana Hotel, Jalan Impian Senai Utama 2, Taman Impiana Senai, 81400 Senai, Johor, Malaysia on Wednesday, 19<sup>th</sup> August 2020 at 10.00a.m. for the following purposes:-

**A G E N D A**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Reports of the Directors' and Auditors' thereon. **(Please refer to Note No. 1)**
2. To approve the payment of Directors' fees of RM405,000 for the financial year ended 31 December 2019. **(Resolution 1)**
3. To approve the payment of Directors' benefits to the Directors of the Company and its subsidiaries up to an amount of RM120,000 for the period from 20<sup>th</sup> August 2020 until the next Annual General Meeting of the Company to be held in 2021. **(Resolution 2)**
4. To re-elect Mr Yong Kwet On who retires in accordance with the Company's Constitution. **(Resolution 3)**
5. To re-elect Encik Azmi Bin Arshad who retires in accordance with the Company's Constitution. **(Resolution 4)**
6. To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31<sup>st</sup> December 2020 and to authorise the Board of Directors to determine their remuneration. **(Resolution 5)**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

7. **ORDINARY RESOLUTION**  
  - **PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016****(Resolution 6)**

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to approval of the relevant regulatory bodies, the Directors be and are hereby authorised to issue and allot shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit including, but not limited to, for the purposes of funding investment project, working capital, repayment of bank borrowing, and/or acquisition provided that the aggregate number of shares so issued does not exceed 20% of the issued capital of the Company for the time being and the Directors be and are also empowered to obtain the approval of the Bursa Malaysia for listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

The Board of Directors recognising the current situation of Covid-19 that has brought the countries and entrepreneurs of the entire world into an unprecedented catastrophe which is vastly different from the usual economic. Therefore, 20% of general mandate is good to the Company operation.

8. **ORDINARY RESOLUTION**  
  - **PROPOSED RENEWAL OF SHAREHOLDERS' APPROVED FOR SHARE BUY-BACK****(Resolution 7)**

"THAT, subject to the Company's compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act 2016, the provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company be and is hereby authorised to the fullest extent permitted by law, to buy-back and/or hold from time to time and at anytime such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("Proposed Share Buy-Back") provided that:

- (a) the maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities;
- (b) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of retained profits of the Company based on its latest audited financial statements and/or the latest management accounts (where applicable) available up to the date of a transaction pursuant to the Proposed Share Buy-Back;

THAT the shares purchased by the Company pursuant to the Proposed Share Buy-Back may be dealt with in all or any of the following manner (as selected by the Company):

- (i) the shares so purchased may be cancelled; and/or
- (ii) the shares so purchased may be retained as treasury shares in accordance with the relevant rules of Bursa Securities for distribution as dividend to the shareholders and/or resell through Bursa Securities and/or subsequently cancelled; and/or
- (iii) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled;

THAT authority be and is hereby given to the Directors of the Company to deal with such manner as prescribed in Section 127(7) of the Companies Act 2016;

THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting but so as not to prejudice the completion of a purchase made before such expiry date;

**AND THAT** the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Company's Constitution and the requirements of the Bursa Securities and all other relevant governmental/regulatory authorities."

9. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

**BY ORDER OF THE BOARD**

**LEONG SIEW FOONG** (MAICSA 7007572)  
**SANTHI A/P SAMINATHAN** (MAICSA 7069709)  
Secretaries

Johor Bahru  
30 June 2020

**Notes:-**

1. A proxy must be of full age. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the registered office of the Company situated at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a Member 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.
5. If the appointor is a corporation, the Form of Proxy must be executed under its Seal or under the hand of its Attorney.
6. For the purpose of determining a member who shall be entitled to attend the Twenty Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 12 August 2020. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice shall be put to vote by way of poll.
8. **Explanatory Notes:**

**Agenda 1**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution and do not require a formal approval of the shareholders' and hence, is not put forward for voting.

**Resolution 1 to 2:**

Section 230(1) of the CA 2016 provides amongst other, 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.

In this respect, the Board wishes to seek shareholders' approval for payment of Directors' fees for RM405,000 and other benefits payable up to RM120,000 for the period from 20<sup>th</sup> August 2020 after the 25<sup>th</sup> AGM until the next AGM to be held in year 2021.

In determining the estimated total amount of Directors' Fees and the benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings based on the current number of Directors.

**Resolution 3 to 4:**

Clause 103 of the Companies Constitution expressly states that at the Annual General Meeting ("AGM") in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election. Whereas Clause 110 of the Companies Constitution provides that any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Clause 103 of the Companies Constitution, Mr Yong Kwet On is standing for re-election at this AGM. The profile of Mr Yong Kwet On is provided on page 12 of the Board of Directors' Profile in the 2019 Annual Report.

Pursuant to Clause 110 of the Companies Constitution, Encik Azmi Bin Arshad is standing for re-election at this AGM. The profile of Encik Azmi Bin Arshad is provided on page 14 of the Board of Directors' Profile in the 2019 Annual Report.

**Resolution 5:**

The Audit Committee and the Board have considered the re-appointment of Messrs KPMG PLT as Auditors of the Company and collectively agreed that the appointment of Messrs KPMG PLT as auditors criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**Resolution 6:**

**Proposed Authority to Issue and Allot Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

The Ordinary Resolution No. 6 proposed in Agenda 7 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next AGM, unless earlier revoked or varied at a general meeting, to issue shares in the Company up to an aggregate number not exceeding twenty per centum (20.0%) of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company.

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercise including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

**Resolution 7:**

**Proposed Renewal of Shareholders' Approval for Share Buy-Back**

The Ordinary Resolution 7 proposed in Agenda 8 above if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Renewal of Share Buy-Back, please refer to the Share Buy-Back Statement on pages 128 to 137 of the Annual Report 2019.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 representatives 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, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.