



**NOTICE IS HEREBY GIVEN** that the SIXTEENTH ANNUAL GENERAL MEETING of BP Plastics Holding Bhd. ("Company") will be held at Opal Room, Level M, The Katerina Hotel, 8 Jalan Zabedah, 83000 Batu Pahat, Johor Darul Takzim on Monday, 10 August 2020 at 3:00 p.m. for the following purposes:-

**AGENDA**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.   | <b>Please refer to Explanatory Note A</b>              |
| 2. To re-elect the following Directors who retire by rotation pursuant to Clause 122 of the Company's Constitution and being eligible, offered themselves for re-election:<br>(i) Mr. Lim Chun Yow<br>(ii) Mr. Tan Hock Hin | <b>Ordinary Resolution 1<br/>Ordinary Resolution 2</b> |
| 3. To approve the payment of Directors' fees of RM252,000 for the financial year ending 31 December 2020.   | <b>Ordinary Resolution 3</b>                           |
| 4. To approve the payment of Directors' benefits up to an amount of RM30,000 in aggregate to the Non-Executive Directors from 11 August 2020 until the next Annual General Meeting of the Company in 2021.                  | <b>Ordinary Resolution 4</b>                           |
| 5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 5</b>                           |

**As Special Business**

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

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| 6. <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016</b> | <b>Ordinary Resolution 6</b> |
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"THAT pursuant to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject to 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 Malaysia Securities Berhad; **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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| 7. <b>ORDINARY RESOLUTION<br/>RETENTION OF MR. LIM KIM HOCK AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b> | <b>Ordinary Resolution 7</b> |
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"THAT Mr. Lim Kim Hock who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

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| 8. To transact any other ordinary business for which due notice has been given. |  |
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**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (MAICSA 0777689)**

**(SSM PC NO. 201908002648)**

**TAN LEY THENG (MAICSA 7030358)**

**(SSM PC NO. 201908001685)**

Company Secretaries

Johor Darul Takzim

Dated: 10 July 2020

**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**

1. **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. The Board recommends that shareholders' approval shall be sought for the fees and benefits payable to the Directors at the Sixteenth Annual General Meeting ("16th 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 2020**

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 11 August 2020 until the next AGM of the Company in year 2021 ("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.

2. **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 15th 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 16th 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).

3. **Ordinary Resolution 7 – Retention of Mr. Lim Kim Hock as Independent Non-Executive Director**

Mr. Lim Kim Hock was appointed as an Independent Non-Executive Director of the Company on 22 February 2008 and therefore, has served the Board in that capacity for a cumulative term of more than twelve (12) years. 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 Mr. Lim Kim Hock be retained as an Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 4.2 of the Malaysian Code on Corporate Governance:-

- 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.

**Notes:-**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 August 2020 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. 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.
3. 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 more than one (1) proxy 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.
4. 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.
5. 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.
6. 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 an authorised officer or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialed.
7. 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.