

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at Etoile Room, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 18 November 2020 at 9.00 a.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements of the Company for the year ended 30 June 2020 together with the Reports of the Directors and of the Auditors thereon. *(Please refer to Note A)*
2. To approve the payment of Directors' Fee of up to RM130,000/- for the period from December 1, 2020 until the next Annual General Meeting of the Company. *(Resolution 1)*
3. To approve the other benefits (excluding Directors' Fee) payable to Non-Executive Director of up to RM248,000/- for the period from December 1, 2020 until the next Annual General Meeting of the Company. *(Resolution 2)*
4. To re-elect the following Directors retiring under Paragraph 102 of the Constitution of the Company and who, being eligible offer themselves for re-election:-
  - a. Mr. Ong Choon Heng *(Resolution 3)*
  - b. Ms. Chan Bee Cheng *(Resolution 4)*
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. *(Resolution 5)*
- Special businesses**
6. To consider and if thought fit, to pass the following resolutions:-
 

**Ordinary resolutions**

  - a) **Authority to issue shares** *(Resolution 6)*  
 "That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
  - b) **Renewal of authority to purchase its own shares** *(Resolution 7)*  
 "That subject to the Companies Act 2016, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-
    - i) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total issued shares of the Company at any point in time;
    - ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 30 June 2020, the audited retained profits of the Company is RM1,722,455/-;
    - iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting 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 the expiration of the period within which the next Annual General Meeting is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
    - iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
      - To cancel the shares so purchased; or
      - To retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
      - Retain part of the shares so purchased as treasury shares and cancel the remainder.
 The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act 2016, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board  
 HOW WEE LING (MAICSA 7033850)/SSM PC NO. 202008000849  
 OOI EAN HOON (MAICSA 7057078)/SSM PC NO. 202008000734  
 Secretaries

Penang  
 20 October 2020

- Notes:-
- A. 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 do not require a formal approval of the shareholders and hence, is not put forward for voting.
  - B. For the purpose of determining a member who shall be entitled to attend and vote at this Fifth Annual General Meeting, the Company shall be requesting the Record of Depositors as at 11 November 2020. Only a depositor whose name appears on the Record of Depositors as at 11 November 2020 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

- Proxy:-
1. A member of the Company (Except an Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
  2. Where a member of the Company 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.
  3. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
  4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang at least twenty-four (24) hours before the time set for holding the Meeting or any adjournments thereof.

### Explanatory note on special businesses:-

1. Authority to issue shares  
 The proposed Resolution No. 6 [Item 6(a)], if passed, will grant a new general mandate (Mandate 2020) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
 The Mandate 2020 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.  
 As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fourth Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.
2. Renewal of authority to purchase its own shares  
 The proposed Ordinary Resolution No. 7 [Item 6(b)], if passed, will give the Company the authority to purchase its own Ordinary Shares of up to ten per centum (10%) of the total number of issued shares of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first. For further information on the renewal of authority to purchase its own shares, please refer to the Share Buy-back Statement set out in the Annual Report 2020.

# NOTIFICATION LETTER TO SHAREHOLDERS



20 October 2020

**Dear Shareholders of FoundPac Group Berhad,**

**FoundPac Group Berhad  
Fifth Annual General Meeting ("5<sup>th</sup> AGM")**

We are pleased to invite you to our 5<sup>th</sup> AGM which will be held at Etoile Room, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 18 November 2020 at 9.00 a.m.

The Annual Report 2020, Request Form, Proxy Form for 5<sup>th</sup> AGM as well as Administrative Guide for 5<sup>th</sup> AGM are available for download via [http://www.foundpac.com/investor\\_relations/agm\\_egm](http://www.foundpac.com/investor_relations/agm_egm). You may scan QR code below for the Annual Report 2020.

You may submit your request for a printed copy of the Annual Report 2020 by completing the attached Request Form and either send to [corporate@foundpac.com](mailto:corporate@foundpac.com) or fax to (04) 630 9333. The printed copy of the Annual Report will be despatched to you by ordinary post within four (4) market days from the date of receipt of your request.

Should you require any assistance on the above matter, kindly contact Ms. Michelle Tan at +604-630 9336 or email to [corporate@foundpac.com](mailto:corporate@foundpac.com).

Thank you for your continuous support.

Yours faithfully,

Ong Choon Heng  
Executive Director/Chief Executive Officer



Scan here for the  
Annual Report 2020

# ADMINISTRATIVE GUIDE

for the Fifth Annual General Meeting ("5<sup>th</sup> AGM")  
of FoundPac Group Berhad



The health and safety of the attendees at the 5<sup>th</sup> AGM of FoundPac Group Berhad are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 5<sup>th</sup> AGM:-

- (1) Shareholders are strongly encouraged to appoint the Chairman of the 5<sup>th</sup> AGM to act as proxy to attend and vote at the 5<sup>th</sup> AGM on your behalf by submitting the proxy form with pre-casted voting instruction.

Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or Stay-at-home notices or have been in physical contact with a person infected with COVID-19 or Person Under Investigation, you are advised to refrain from attending the 5<sup>th</sup> AGM in person.

- (2) Pre-registration of attendance

To enable the Company to make the necessary arrangement on the 5<sup>th</sup> AGM day, attendees who wish to attend the 5<sup>th</sup> AGM in person are encouraged to pre-register attendance by 17 November 2020, 9:00 a.m. Attendees shall provide the following Pre-Registration details by email to [corporate@foundpac.com](mailto:corporate@foundpac.com):-

- Full name:
- NRIC No./Passport No./Business Registration No.:
- CDS Account No.:
- Telephone No.:
- Category of Attendees: Shareholder/Proxy/Invitee

- (3) In addition to the Meeting Registration to be conducted by the Company's Polling Agent, all attendees are required to register attendance vide the "MySejahtera App" or manually registered at the health screening counter, provide travel history and contact details (for contact tracing purpose).

- (4) Health screening counter

- Attendees shall give co-operation to the health screening counter for temperature reading. Attendees with body temperature reading of 37.5°C or more; or shows any symptom of COVID-19 for instances cough, sore throat, flu and shortness of breath, will not be allowed to attend the 5<sup>th</sup> AGM.
- Social distancing throughout the 5<sup>th</sup> AGM must be strictly adhered to. Hand sanitisers will be placed at the common areas during meeting.
- All attendees **MUST wear face masks** throughout the event.
- **NO** door gift will be provided to the attendees.

- (5) Attendees are encouraged to keep abreast with the latest news released by the authority regarding traveling, self-quarantine, other health and safety precautions from time to time.

- (6) Attendees are also reminded to monitor the Company's website and announcements from time to time for any changes to the 5<sup>th</sup> AGM arrangement.