

FULLY VIRTUAL 27TH ANNUAL GENERAL MEETING

09 August 2021

Dear valued shareholders,

We refer to the earlier announcements made on 11 May 2021 and 02 June 2021 in relation to the Notice of the 27th Annual General Meeting (“**AGM**”) of the Company and its postponement in light of the announcements on the Full Movement Control Order by the Government to curb the spread of COVID-19 transmission.

The Company, having considered the current pandemic situation wishes to inform that the postponed 27th AGM shall be conducted **fully virtual** and the details are as follows:

Day & Date : Tuesday, 07 September 2021
Time : 11.00 am
Venue : Online meeting platform at <https://www.agriteum.com.my/> provided by *AGRITEUM* Share Registration Services Sdn Bhd in Malaysia (“**AGRITEUM Portal**”) (Domain Registration No. With MYNIC-D1A400977)

The agendas as in the notice of the 27th AGM of the Company dated 27 April 2021 shall **remain unchanged**.

In view of the Company’s Annual Report for the financial year ended 31 December 2020 (“**AR 2020**”) was issued on 27 April 2021, we have, pursuant to paragraph 9.25(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad updated the information made up to a date not earlier than 6 weeks from the date of the notice of the postponed 27th AGM in the AR 2020. This addendum is available for download from the Company’s website (<http://www.master.net.my>).

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

All shareholders (“**members**”) of the Company, whether individual members, corporate members, proxy holders, authorised nominees or exempt authorised nominees whose names appear on the Record of Depositors of the Company as at **27 August 2021** that wish to attend the 27th AGM will have to register to attend remotely by using the Remote Participation and Voting (“**RPV**”) facilities, the details of which is set out below.

Kindly note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the shareholders. Hence, you are to ensure your internet connectivity throughout the duration of the meeting is maintained.

The voting at the 27th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. In this aspect, the Company has appointed *AGRITEUM* Share Registration Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Value Creator Consultancy as Independent Scrutineers to verify the poll results.

For members who are unable to participate at the 27th AGM, you may appoint proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM. The duly completed Proxy Form must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 48 hours before the time for holding the meeting or adjournment thereof. Kindly refer to the Proxy Form for further details.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

The procedures to participate in RPV Facilities are as follows:

Procedures	Action
BEFORE AGM DAY	
(i) Register as a user (only applicable to individual)	<ul style="list-style-type: none"> Access AGRITEUM Portal at https://www.agriteum.com.my. Click <<Login/Register>> followed by <<Register New User>> to register as a new user. Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport. Read and agree to the terms & conditions and thereafter submit your registration. Please enter a valid email address in order for you to receive the verification email from the AGRITEUM Portal. Please verify your email address before the link expires in one (1) hour from your registration. Your registration will be verified and approved by the AGRITEUM Portal. Once approved, an email notification will be sent to you on the same day.
(ii) Submit your question(s)	<ul style="list-style-type: none"> You may pre-submit your questions using the AGRITEUM Portal from 12.00 pm on 30 August 2021 up to 11.00 am on 05 September 2021.

NOTIFICATION TO SHAREHOLDERS (CONT'D)

Procedures	Action
ON AGM DAY	
(iii) Login to AGRITEUM Portal at https://www.agriteum.com.my	<ul style="list-style-type: none">• Login with your user ID and password for remote participation at the 27th AGM at any time from 10.30 am i.e. 30 minutes before the commencement of the 27th AGM on Tuesday, 07 September 2021 at 11.00 am.• If you have forgotten your password, you can reset it by clicking on <<Forgot Password>>.• For members who wish to participate in the 27th AGM using Smartphones, you may download ZOOM Cloud Meetings App from the Google Play Store or App Store before the 27th AGM for its Mobile version. Alternatively, you can still access the ZOOM Cloud Meetings App from the web browser of your Smartphone.
(iv) Participate through Live Streaming	<ul style="list-style-type: none">• Select the <<Virtual Meeting>> from main menu.• Click <<Join Meeting>> in order to join the live streaming of the 27th AGM.• If you have any question during the 27th AGM, you may use the Q&A platform in ZOOM Cloud Meetings App to submit your question at any time from 11.00 a.m. until the Chairman declares the closure of the Q&A session.
(v) Online remote voting	<ul style="list-style-type: none">• Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.• Please select the <<Voting>> option located next to <<Join Meeting>> to indicate your votes for the resolutions that are tabled for voting.• Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(vi) End of RPV Facility	<ul style="list-style-type: none">• The RPV Facility will end upon the Chairman announces the closure of the 27th AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 27th AGM.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no door gift or e-voucher or food voucher given at this AGM.

ENQUIRIES

If you have any enquiry, please contact any of the following persons during office hours on Monday to Friday from 9.00 am to 5.00 pm (except on public holidays):

AGRITEUM Share Registration Services Sdn. Bhd.
2nd Floor, Wisma Penang Garden, 42 Jalan Sultan Ahmad Shah,
10050 George Town, Penang, Malaysia
Telephone No. : 604-2282321
Fax No. : 604-2272391
Email : agriteumsrs@gmail.com
Contact persons : Ms. HY Ng or Ms. LP Chin

Thank you.

Yours faithfully,
For and on behalf,
MASTER-PACK GROUP BERHAD

DATO' SYED MOHAMAD BIN SYED MURTAZA
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting (“AGM”) of Master-Pack Group Berhad (“the Company”) which was originally scheduled for a physical meeting will now be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting (“RPV”) facilities via the online meeting platform at <https://www.agriteum.com.my> (Domain Registration No. with MYNIC-D1A400977) provided by Agriteum Share Registration Services Sdn Bhd in Malaysia on Tuesday, 07 September 2021 at 11.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of Directors and Auditors thereon. *Please refer to Note 9*
2. To re-elect Dato’ Syed Mohamad Bin Syed Murtaza, a Director who retires by rotation in accordance with Article 111 of the Company’s Constitution and who, being eligible, offers himself for re-election. **Resolution 1**
3. To re-elect Puan Nazriah Binti Shaik Alawdin, a Director who retires by rotation in accordance with Article 111 of the Company’s Constitution and who, being eligible, offers herself for re-election. **Resolution 2**
4. To approve the payment of Directors’ fees amounting to RM249,000.00 for the financial year ended 31 December 2020. **Resolution 3**
5. To approve the payment of Directors’ benefits up to an amount not exceeding RM75,000 from the conclusion of the 27th AGM until the conclusion of the next AGM of the Company. **Resolution 4**
Please refer to Note 10
6. To re-appoint Messrs. Crowe Malaysia PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

Special Business

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

7. **AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES** **Resolution 6**
“THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby 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 Board of Directors of the Company 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.”
8. **PROPOSED CONTINUATION OF DR. JUNID BIN ABU SAHAM IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 7**
“THAT authority be and is hereby given to Dr. Junid Bin Abu Saham who had served as an Independent Director of the 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.”
9. **PROPOSED CONTINUATION OF DATO’ SERI KHOR TENG TONG IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 8**
“THAT authority be and is hereby given to Dato’ Seri Khor Teng Tong who had served as an Independent Director of the 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.”
10. **PROPOSED CONTINUATION OF MR. CHEW HOCK LIN IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 9**
“THAT authority be and is hereby given to Mr. Chew Hock Lin who had served as an Independent Director of the 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.”

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

11. PROPOSED CONTINUATION OF ENCIK AMINUDDIN BIN SAAD IN OFFICE AS INDEPENDENT DIRECTOR Resolution 10

"THAT authority be and is hereby given to Encik Aminuddin Bin Saad who had served as an Independent Director of the 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."

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)
SSM PC NO. 201908002340

P'NG CHIEW KEEM (MAICSA 7026443)
SSM PC NO. 201908002334

Company Secretaries

Penang

Date: 09 August 2021

NOTES ON APPOINTMENT OF PROXY

- (1) A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (3) Where a member is an authorised nominee as defined under the Securities Industry (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 account it holds.
- (4) Where a member is an Exempt Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (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.
- (5) For a proxy to be valid, the Proxy Form, duly completed must be deposited at the Registered Office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed 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. Proxy Forms sent by facsimile or electronic mail shall be treated as void unless the original Proxy Forms are received by the Company one (1) hour before the time appointed for holding the meeting or adjourned meeting.
- (6) 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.
- (7) For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 27 August 2021. Only Depositors whose name appears on the Record of Depositors as at 27 August 2021 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his behalf.
- (8) Should members wish to participate at the fully virtual AGM, kindly register using the RPV facilities, the details as set out in the Notification to Shareholders dated 09 August 2021 which is available for download at the Company's website (<http://www.master.net.my>).

NOTES ON ORDINARY BUSINESS

- (9) 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.

- (10) The Resolution 4, if passed, will enable the Company to pay directors' benefits in accordance with Section 230(1) of the Companies Act, 2016 as summarised in the table below:-

Description	Actual (RM)	Proposed (RM)
a) Training & Development	2,500	25,000
b) Travelling & Accommodation	9,000	11,000
c) Meeting Allowance	18,000	25,000
d) Group Personal Accident Insurance	2,000	4,000
Sub-total	31,500	65,000
Group Directors and Officers Liability Insurance (not individual benefits)	8,066	10,000
Total	39,566	75,000
Approved limit	75,000	75,000

NOTES ON SPECIAL BUSINESS

- (11) 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.

- (12) The Resolutions 7, 8, 9 and 10 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 9 years to be retained and continued to act as Independent Directors of the Company. The Board through the Nominating Committee assessed the independence of Dr. Junid Bin Abu Saham, Dato' Seri Khor Teng Tong, Mr. Chew Hock Lin and Encik Aminuddin Bin Saad and recommended that they be allowed to continue to act as Independent Directors of the Company based on the following justifications:
 - i) Fulfills the criteria of Independent Director as defines in the Listing Requirements;
 - ii) Continues to exercise sound independent judgments and demonstrates objectivity in the discharge of his fiduciary duties for effective check and balance at the Board and the Board Committee's meetings;
 - iii) The different professions and understanding of the Group's business enable them to bring to the board meetings valuable insights;
 - iv) Maintains a professional relationship with the Board members and is independent from Management;
 - v) Does not have any business / other relationship which may interfere with his independent judgment or the ability to act in the best interest of the company.

PROXY FORM

* I /We (*I/C No./Passport No./Company No.)
(Full Name in Block Letters)

of
(Address)

being a * member / members of the abovenamed Company, hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding
Email Address			
Telephone No.			
* and/or (*delete if not applicable)			
Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding
Email Address			
Telephone No.			

or failing whom, the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the 27th Annual General Meeting ("AGM") of the Company to be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("**RPV**") facilities via the online meeting platform at <https://www.agriteum.com.my> (Domain Registration No. with MYNIC-D1A400977) provided by AGRITEUM Share Registration Services Sdn Bhd in Malaysia on Tuesday, 07 September 2021 at 11.00 a.m. and at any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
1	To re-elect Dato' Syed Mohamad Bin Syed Murtaza as a director of the Company		
2	To re-elect Puan Nazriah Binti Shaik Alawdin as a director of the Company		
3	To approve the payment of Directors' fees for the financial year ended 31 December 2020		
4	To approve the payment of Directors' benefits		
5	To re-appoint Crowe Malaysia PLT as auditors of the Company		
6	To authorize the Directors to allot and issue new shares in the Company		
7	To retain Dr. Junid Bin Abu Saham as an Independent Non-Executive Director		
8	To retain Dato' Seri Khor Teng Tong as an Independent Non-Executive Director		
9	To retain Mr. Chew Hock Lin as an Independent Non-Executive Director		
10	To retain Encik Aminuddin Bin Saad as an Independent Non-Executive Director		

Please indicate with an "x" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy may vote as he thinks fit.

Signed thisday of, 2021.

No. of shares held

CDS account no.:

Signature(s) of Member(s)

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies :		
	No. of shares	%
Proxy 1		
Proxy 2		
		100

Notes:

- A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (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 account it holds.
- Where a member is an Exempt Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (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 must be duly completed and deposited at the Registered Office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed 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. Proxy Forms sent by facsimile or electronic mail shall be treated as void unless the original Proxy Forms are received by the Company one (1) hour before the time appointed for holding the meeting or adjourned meeting.
- 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.
- Only a depositor whose name appear on the Record of Depositors on 27 August 2021 shall be eligible to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.
- Should members wish to participate at this fully virtual meeting, kindly register using the RPV facilities, the details as set out in the Notification to Shareholders dated 09 August 2021 which is available for download at the Company's website (<http://www.master.net.my>).

* Strike out whichever is not desired.

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Stamp

The Company Secretary
Master-Pack Group Berhad
199401011341 (297020-W)
51-21-A Menara BHL Bank,
Jalan Sultan Ahmad Shah,
10050 Penang.

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