



FOUND PAC GROUP BERHAD
Registration No. 201501040628 (1165946-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of FoundPac Group Berhad (“**FoundPac**” or the “**Company**”) will be held at Wembly Room 10, Level 9, The Wembly, A St Giles Hotel, Penang, 183, Jalan Magazine, 10300 Penang on Wednesday, 27 March 2024 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY FOUND PAC SDN BHD (“FPSB” OR “PURCHASER”), A WHOLLY-OWNED SUBSIDIARY OF FOUND PAC, OF A LEASEHOLD INDUSTRIAL LAND HELD UNDER TITLE NO. PAJAKAN NEGERI (PN) 2759, LOT 5728, MUKIM 12, DISTRICT OF BARAT DAYA, STATE OF PULAU PINANG TOGETHER WITH A SINGLE STOREY DETACHED FACTORY CUM DOUBLE STOREY OFFICE BUILDING ERECTED THEREON (“SUBJECT PROPERTY”) FROM BLUEMETAL SDN BHD (“BMSB”) FOR A TOTAL CASH CONSIDERATION OF RM41.88 MILLION (“PROPOSED ACQUISITION”)

“THAT subject to the relevant approvals of all relevant authorities or parties being obtained, approval be and is hereby given to FPSB, a wholly-owned subsidiary of the Company, to acquire the Subject Property located in Mukim 12, District of Barat Daya, State of Pulau Pinang, measuring an aggregate of approximately 16,723 square metres (equivalent to approximately 180,006 square feet) together with a single storey detached factory cum double storey office building erected thereon from BMSB for a total cash consideration of RM41,880,000 (the details of which are set out in the circular to shareholders of FoundPac dated 11 March 2024 (“**Circular**”), in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement dated 21 December 2023 entered into between FPSB and BMSB (the salient terms of which are set out in **Appendix I** of the Circular), and on such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities.

AND THAT approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to give effect to the Proposed Acquisition with full powers and authority to:-

- (a) enter into any arrangement, transaction, agreement and/or undertaking and to execute, sign and deliver for and on behalf of the Company, all such agreements, instruments, documents and/or deeds (including, without limitation, the affixing of the Company's Common Seal in accordance with the Constitution of the Company, where necessary) as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition;
- (b) assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisition and/or any provision, term and condition thereof as may be required or permitted by any relevant authorities and to deal with matters relating thereto and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition in the best interest of the Company; and
- (c) take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate in order to implement, finalise, give full effect to and complete all transactions contemplated under the Proposed Acquisition.”

By Order of the Board,

HOW WEE LING

MAICSA 7033850 / SSM PC NO. 202008000869

OOI EAN HOON

MAICSA 7057078 / SSM PC NO. 202008000734

Secretaries

Penang

11 March 2024

Proxy:-

- (a) *For the purpose of determining a member who shall be entitled to attend and vote at this EGM, the Company shall be requesting the Record of Depositors as at 19 March 2024. Only a depositor whose name appears on the Record of Depositors as at 19 March 2024 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.*
- (b) *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.*
- (c) *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.*
- (d) *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 shall be either under its common seal or under the hand of its officer or attorney duly authorised.*
- (e) *The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn Bhd at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshb.com. my not less than twenty-four (24) hours before the time set for holding the EGM, or any adjournments thereof.*