



NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting ("34th AGM") of Malpac Holdings Berhad ("the Company") will be conducted fully virtually through live streaming from the Broadcast Venue at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, W.P. Kuala Lumpur on Monday, 18 November 2024 at 2.30 p.m.

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors therein. (Please refer to Explanatory Note 1 on Ordinary Business)
- To approve the payment of Directors' fees of RM60,000.00 for the financial year ended 30 June 2024. (Ordinary Resolution 1) (Please refer to Explanatory Note 2 on Ordinary Business)
- To approve the payment of Directors' benefits of up to RM400,000.00 for the period immediately after the 34th AGM until the next AGM of the Company to be held in 2025. (Ordinary Resolution 2) (Please refer to Explanatory Note 2 on Ordinary Business)
- To re-elect Mr. Gan Teck Chong @ Gan Kwan Chong who retires pursuant to Clause 76(3) of the Company's Constitution. (Ordinary Resolution 3) (Please refer to Explanatory Note 3 on Ordinary Business)
- To re-elect Mr. Lim Hong Liang who retires pursuant to Clause 76(3) of the Company's Constitution. (Ordinary Resolution 4) (Please refer to Explanatory Note 3 on Ordinary Business)
- To re-appoint Messrs PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5) (Please refer to Explanatory Note 4 on Ordinary Business)

SPECIAL BUSINESS

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

7. SPECIAL RESOLUTION

WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016

(Please refer to Explanatory Note 1 on Special Business)

"THAT pursuant to Section 85 of the Companies Act 2016 ("the Act") read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to passing Ordinary Resolution 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person(s) as the Directors may determine subject to passing Ordinary Resolution 6 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act." (Special Resolution)

8. ORDINARY RESOLUTION

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

(Please refer to Explanatory Note 2 on Special Business)

"THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 ("the Act") and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, from time to time, at such price, 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 issued pursuant to this Ordinary Resolution does not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 6)

9. ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES

(Please refer to Explanatory Note 3 on Special Business)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 best interest of the Company provided that:-

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase.

("Proposed Renewal of Share Buy-Back Mandate").

AND THAT the authority to facilitate the Proposed Renewal Share Buy-Back Mandate will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:-

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To sell all or part of the treasury shares;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Renewal Share Buy-Back Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities." (Ordinary Resolution 7)

- To consider any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board,

CHEOK KIM CHEE [SSM PC No. 201908001023 (MACS 00139)]
Company Secretaries (Kuala Lumpur 18 October 2024)

NOTES:-

- For the purpose of determining who shall be entitled to attend this 34th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 7 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 34th AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
 - A member entitled to attend and vote at this 34th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
 - A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
 - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 - 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. An exempt authorised nominee referred to an authorised nominee deft held under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - The instrument appointing a proxy may be made by hand or by electronic means in the following manner and must be deposited not less than forty-eight (48) hours before the time stipulated for holding the meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy, the proxy form must be deposited at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, W.P. Kuala Lumpur.
 - By electronic means
The proxy form shall be electronically lodged with the Poll Administrator of the Company via [DVote Online website at https://www.dvote.my](https://www.dvote.my).
 - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable local requirements in the relevant jurisdiction in which it is executed.
 - Please ensure ALL the particulars required in this proxy form are completed, signed and dated accordingly.
 - Last date and time for lodging this proxy form is **Saturday, 16 November 2024 at 2.30 p.m.**
 - Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend this 34th AGM, please bring the ORIGINAL certificate of appointment if this has not been lodged at the Company's Share Registrar office earlier.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2024
The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") for discussion only. They do not require shareholders' approval and hence, this item on the Agenda will not put forward for voting by shareholders of the Company.
- Item 2 and 3 of the Agenda – Ordinary Resolutions 1 and 2 – Payment of Directors' Fees and Benefits
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting. The proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees for the financial year ended 30 June 2024.

The proposed Ordinary Resolution 2, if approved, will authorise the payment of Directors' Benefits comprising allowance and other emoluments/benefits payable to Chairman and the Non-Executive Directors. The current board remuneration policy is set out below:

DESCRIPTION	RM
Monthly allowance	1,000.00
Meeting allowance (per Board of Directors meeting)	1,500.00
Other Benefits	Medical and health care coverage; Business Travel and Accommodation and other benefits

Note: Do not note that the Group's Executive Directors do not receive the above said Directors' Benefits other than those specified in the service contract of the respective Executive Directors of the Group.

The estimated amount for the period immediately after the 34th AGM until the next AGM of the Company to be held in 2025 is RM400,000.00. In the event that the proposed Directors' Benefits are insufficient, approval will be sought at the next AGM for the shortfall.

- Item 4 and 5 of the Agenda – Ordinary Resolution 3 and 4 – Re-election of Director pursuant to Clause 76(3) of the Company's Constitution
Mr. Gan Teck Chong @ Gan Kwan Chong and Mr. Lim Hong Liang are standing for re-election as Director of the Company and being eligible, have offered themselves for re-election at the 34th AGM.

The profile of Mr. Gan Teck Chong @ Gan Kwan Chong and Mr. Lim Hong Liang is set out in the Director's profile of the Annual Report 2024. The Board has through the Nomination Committee ("NC"), considered the assessment of the said Directors pursuant to the Fit and Proper Policy adopted by the Company and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The Board collectively agreed that they had met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors and recommended them to be re-elected as Directors of the Company at the forthcoming 34th AGM.

- Item 6 of the Agenda – Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee ("AC") had at its meeting held on 21 August 2024 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs PKF PLT as External Auditors of the Company for the financial year ending 30 June 2025. The Board has through the recommendation of the AC and recommended the same to be tabled for approval at the forthcoming 34th AGM of the Company under Ordinary Resolution 5.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Item 7 of the Agenda – Special Resolution – Waiver of Pre-emptive Rights
The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive rights. The Special Resolution if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Item 8 of the Agenda – Ordinary Resolution 6 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016
Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 6, if passed, would renew the mandate granted to the Directors at the 33rd AGM and provide flexibility to the Directors to undertake fundraising activities including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), business expansion, working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.
As at the date of this Notice, the Company did not allow any shares pursuant to the shareholders' mandate granted to the Directors at the 33rd AGM as there were no requirement for such fundraising activities.
- Item 9 of the Agenda – Ordinary Resolution 7 – Proposed Renewal of Share Buy-back Mandate
The proposed Ordinary Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 18 October 2024 in relation to the Proposed Renewal of Share Buy-Back Mandate for further information.