

PUBLIC PACKAGES HOLDINGS BERHAD

**(Company No. 162413-K)
("PPH" or "the Company")**

Subject : Extraordinary General Meeting - Notice of Meeting

Description : PUBLIC PACKAGES HOLDINGS BERHAD ("PPH" OR "THE COMPANY")
(I) PROPOSED BONUS ISSUE;
(II) PROPOSED SCHEME; AND
(III) PROPOSED SHAREHOLDERS' MANDATE
(COLLECTIVELY, REFERRED TO AS THE "PROPOSALS")

Date : 28 Aug 2017

Time : 10.00 AM

Date of General Meeting Record of Depositors : 18 Aug 2017

Venue : 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang,

Attachment : Notice of EGM



PUBLIC PACKAGES HOLDINGS BERHAD

(Company No: 162413-K)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Public Packages Holdings Berhad ("PPH" or the "Company") will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Tuesday, 29 August 2017 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 78,497,499 NEW ORDINARY SHARES IN THE COMPANY ("PPH SHARE(S)") ("BONUS SHARE(S)) ON THE BASIS OF FIVE (5) BONUS SHARES FOR EVERY SEVEN (7) EXISTING PPH SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the approval of all relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for up to 78,497,499 Bonus Shares on the Main Market of Bursa Securities, the Board of Directors of PPH ("Board") be and is hereby authorised to issue 78,497,499 Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose name appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board, on which the entitled shareholders are entitled to the Proposed Bonus Issue ("Entitlement Date"), on the basis of five (5) Bonus Shares for every seven (7) existing PPH Shares held in the Company on the Entitlement Date;

THAT, the Board be and is hereby authorised to capitalise the sum of up to RM39,248,749 from the retained profits and share premium accounts of the Company for the purpose of the Proposed Bonus Issue;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements that may arise from the Proposed Bonus Issue, if any, in such manner as the Board shall at its absolute discretion deems fit and expedient and to be in the best interests of the Company;

THAT, the Bonus Shares shall upon allotment and issue, rank *pari passu* in all respects with the existing PPH Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the allotment of the Bonus Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF A SHARE ISSUANCE SCHEME ("SCHEME") OF UP TO FIFTEEN PERCENT (15%) OF TOTAL ISSUED SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE EMPLOYEES OF PPH AND ITS SUBSIDIARIES AND DIRECTORS OF PPH, COMPRISING AN EMPLOYEE SHARE OPTION SCHEME ("PROPOSED ESOS") AND AN EMPLOYEE SHARE GRANT SCHEME ("PROPOSED ESGS") (COLLECTIVELY, THE "PROPOSED SCHEME")

"THAT, subject to the approval of all the relevant authorities, including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new ordinary shares of the Company ("PPH Shares") to be issued hereunder, the Board be and is hereby authorised to:

- establish, implement and administer the Proposed Scheme of up to fifteen percent (15%) of the issued share capital of the Company for the benefit of eligible employees of PPH and its subsidiaries (excluding subsidiaries which are dormant) ("PPH Group") and the Directors of PPH (collectively, "Eligible Person(s)") who fulfil the conditions of eligibility for participation in the Proposed Scheme in accordance with the provisions of the by-laws of the Proposed Scheme ("By-Laws") and to give effect to the Proposed Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- allot and issue from time to time such number of new PPH Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS ("PPH-ESOS Shares") provided that the aggregate number of new PPH-ESOS Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate of fifteen percent (15%) of the issued share capital of the Company (excluding treasury shares, if any) at any point of time during the existence of the Proposed Scheme and such PPH-ESOS Shares issued shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up PPH Shares except that the PPH-ESOS Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the PPH-ESOS Shares pursuant to the Proposed Scheme;
- award and/or offer such number of new PPH Shares under the Proposed ESGS ("PPH-ESGS Shares") via any one or any combination of the following methods:
 - the issuance of new PPH-ESGS Shares;
 - the acquisition of existing PPH Shares; or
 - any other methods as may be permitted by the Companies Act 2016;

and for the purposes of the Proposed ESGS, to allot and issue from time to time such number of new PPH-ESGS Shares from time to time as may be required to be issued pursuant to the award and vesting of the ESGS offers under the Proposed ESGS provided that the aggregate number of new PPH-ESGS Shares to be allotted and issued and/or acquired from the market (as the case may be) shall not exceed in aggregate of fifteen percent (15%) of the issued share capital of the Company (excluding treasury shares, if any) at any point of time during the existence of the Proposed Scheme and such PPH-ESGS Shares issued shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up PPH Shares except that the PPH-ESGS Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the PPH-ESGS Shares pursuant to the Proposed Scheme;

(iv) establish a trust and appoint a trustee ("Trustee") to administer the said trust to facilitate the implementation and administration of the Proposed Scheme, if required to be established and appointed, and to authorise the Trustee to, among others, acquire, subscribe for, transfer and/or dispose of PPH Shares for the purpose of the implementation and administration of the Proposed ESGS;

(v) provide, from time to time, money or other assistance (financial or otherwise) and/or authorise and/or procure any one or more of the subsidiaries of the Company to provide, from time to time, money or other assistance (financial or otherwise) to the Trustee, if required, to enable the Trustee to acquire and/or subscribe for PPH Shares for the purpose of the Proposed ESGS;

(vi) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deed with the Trustee, if required) and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed Scheme and terms of the By-Laws;

(vii) modify and/or amend the Proposed Scheme, the By-Laws and/or the trust deed (if required) from time to time provided that such modifications and/or amendments are effected in accordance

with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Scheme;

THAT, any one (1) executive director and/or the secretary of the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any PPH-ESOS Shares and/or PPH-ESGS Shares (collectively, "new PPH Shares") that may hereafter from time to time be issued and allotted pursuant to the Proposed Scheme;

THAT the Board be and is hereby authorised to give effect to the Proposed Scheme with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Scheme;

AND THAT the By-Laws for the Proposed Scheme, as set out in Appendix I of the Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted."

ORDINARY RESOLUTION 3

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY CHIEW POH

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Chiew Poh, the Executive Chairman of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 4

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY CHIEW KANG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Chiew Kang, the Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 5

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY TENG LIANG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Teng Liang, the Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 6

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY TENG KHEONG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Teng Kheong, the Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 7

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY CHUE BENG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Chue Beng, alternate director to Koay Chiew Poh, the Executive Chairman of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines,

under the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 8

PROPOSED ESOS OPTION TO NURJANNAH BINTI ALI

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Nurjannah Binti Ali, the Independent Non-Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares under the Scheme subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new PPH-ESOS Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 9

PROPOSED ESOS OPTION TO NG THIM FOOK

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Ng Thim Fook, the Independent Non-Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH-ESOS Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 10

PROPOSED ESOS OPTION TO ONG ENG CHOON

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Ong Eng Choon, the Independent Non-Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH-ESOS Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 11

PROPOSED ESOS OPTION AND ESGS OFFER TO KOAY CHIEW LEE

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Chiew Lee, the Managing Director of PPH, who is also the brother of Koay Chiew Poh, Koay Chiew Kang and Koay Chue Beng, uncle of Koay Teng Liang and Koay Teng Kheong, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 12

PROPOSED ESOS OPTION AND ESGS AWARD TO KOAY SZE-LYNN

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Koay Sze Lynn, the Accountant of PPH who is also the daughter of Koay Chiew Kang, the Executive Director of PPH, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 13

PROPOSED ESOS OPTION AND ESGS AWARD TO CHEAH SOO CHUAN

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Cheah Soo Chuan, the Marketing Director of PPH who is also the nephew of Koay Chiew Poh, Koay Chiew Kang and Koay Chue Beng, cousin of Koay Teng Liang and Koay Teng Kheong, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available

under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 14

PROPOSED ESOS OPTION AND ESGS AWARD TO CHEAH SOO CHYE

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Cheah Soo Chye, the General Manager (Business Development) of PPH who is also the nephew of Koay Chiew Poh, Koay Chiew Kang and Koay Chue Beng, cousin of Koay Teng Liang and Koay Teng Kheong, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 15

PROPOSED ESOS OPTION AND ESGS AWARD TO QUAH KOK CHENG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time for the duration of the Scheme to grant, allot and issue and/or deliver to Quah Kok Cheng, the Maintenance Executive of PPH who is also the brother-in-law of Koay Chiew Poh, Koay Chiew Kang and Koay Chue Beng, uncle of Koay Teng Liang and Koay Teng Kheong, options to subscribe up to maximum of 2,800,000 new PPH-ESOS Shares and/or PPH-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new PPH Shares to be issued under the Scheme;
- not more than ten percent (10%) of the new PPH Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with such Director or employee, holds twenty percent (20%) or more of the issued share capital (excluding treasury shares) of the Company; and

provided always that it is in accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Securities, or any other authorities as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

ORDINARY RESOLUTION 16

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT, subject always to the provisions of the Companies Act, 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and/or any other regulatory authorities, the authority be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3.3 of the circular to shareholders in relation to the Proposed Shareholders' Mandate provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until:

- the conclusion of the next AGM of the Company following the AGM at which the ordinary resolution for the Proposed Shareholders' Mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
- The expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND THAT, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this resolution."

BY ORDER OF THE BOARD

LEE PENG LOON (MACS 01258)

P'NG CHIEW KEEM (MAICSA 7026443)

Company Secretaries

Penang

14 August 2017

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 to vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be presented by each proxy.*
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.*
- For a proxy to be valid, the proxy form duly completed, must be deposited at the registered office of the Company, Wisma Public Packages, Plot 67, Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.*
- In the case of corporate member, the proxy form must be executed under the corporation's common seal or under the hand of its officer or attorney duly authorised in which, it must be supported by a certified true copy of the resolution appointing the officer or certified true copy of the power of attorney.*
- For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 18 August 2017. Only depositors whose name appears on the Record of Depositors as at 18 August 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*
- Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, the resolutions set out in this Notice will be put to vote by poll.*