



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting ("AGM") of Public Packages Holdings Berhad ("PPHB" or "the Company") will be held at Angier & Borden Meeting Room, Level 4 of The Prestige Hotel, 8 Gat Lebuh Gereja, 10300 Penang on Monday, 27 May 2019 at 10.00 a.m. for the following purposes: -

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of Directors and Auditors thereon. **Please refer to Note 7**
- To re-elect Mr. Koay Chiew Poh, a Director who retires by rotation in accordance with Article 80 of the Company's Constitution and who, being eligible, offers himself for re-election. **Ordinary Resolution 1**
- To re-elect Mr. Koay Teng Liang, a Director who retires in accordance with Article 80 of the Company's Constitution and who, being eligible, offers himself for re-election. **Ordinary Resolution 2**
- To approve the payment of Directors' fees of not exceeding RM250,000 for the financial year ending 31 December 2019. **Ordinary Resolution 3**
- To approve the payment of Directors' benefits payable to Non-Executive Directors up to an amount not exceeding RM50,000 from 28 May 2019 until the conclusion of the next AGM of the Company. **Ordinary Resolution 4**
Please refer to Note 8
- To re-appoint Messrs. Grant Thornton 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. **Ordinary Resolution 5**

Special Business

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

- AUTHORITY TO ALLOT AND ISSUE NEW SHARES**
"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 Directors 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 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." **Ordinary Resolution 6**
Please refer to Note 9
- PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT DIRECTOR**
"THAT authority be and is hereby given to Mr. Ong Eng Choon 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." **Ordinary Resolution 7**
Please refer to Note 10
- PROPOSED CONTINUATION OF PUAN NURJANNAH BINTI ALI IN OFFICE AS INDEPENDENT DIRECTOR**
"THAT authority be and is hereby given to Puan Nurjannah Binti Ali who had served as an Independent Director of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company." **Ordinary Resolution 8**
Please refer to Note 11
- PROPOSED CONTINUATION OF MR. NG THIM FOOK IN OFFICE AS INDEPENDENT DIRECTOR**
"THAT authority be and is hereby given to Mr. Ng Thim Fook who had served as an Independent Director of the Company and to hold office until the next AGM of the Company." **Ordinary Resolution 9**
Please refer to Note 11
- PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME AND EMPLOYEES' SHARE GRANT SCHEME TO MADAM OOI SIEW HONG**
"THAT subject to the Employees' Share Option Scheme ("ESOS") and Employees' Share Grant Scheme ("ESGS") (ESOS and ESGS, collectively "the Scheme") as approved by shareholders at an Extraordinary General Meeting held on 29 August 2017, the Directors of the Company be hereby authorised, at any time and from time to time during the existence of the Scheme, to offer and grant to Madam Ooi Siew Hong, being the Director of the Company's subsidiaries who is also the spouse of Mr. Koay Chiew Poh, mother of Mr. Koay Teng Liang and Mr. Koay Teng Kheong, sister-in-law of Mr. Koay Chiew Kang and Mr. Koay Chue Beng, options to subscribe up to maximum of 2,800,000 new PPHB-ESOS Shares and/or PPHB-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:-
(i) she must not participate in the deliberation or discussion of her own allocation of the PPHB shares issued under the Scheme; and
(ii) not more than 10% of the new PPHB shares available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company,
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**
Please refer to Note 12
- PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME AND EMPLOYEES' SHARE GRANT SCHEME TO MR. KOAY TENG KWANG**
"THAT subject to the Scheme as approved by shareholders at an Extraordinary General Meeting held on 29 August 2017, the Directors of the Company be hereby authorised, at any time and from time to time during the existence of the Scheme, to offer and grant to Mr. Koay Teng Kwang, being the Business Development Manager of the Company who is also the son of Mr. Koay Chiew Poh, the brother of Mr. Koay Teng Liang and Mr. Koay Teng Kheong, the nephew of Mr. Koay Chiew Kang and Mr. Koay Chue Beng, options to subscribe up to maximum of 2,800,000 new PPHB-ESOS Shares and/or PPHB-ESGS Shares awarded from time to time under the Scheme subject always to the following provisions:-
(i) he must not participate in the deliberation or discussion of his own allocation of the PPHB shares issued under the Scheme; and
(ii) not more than 10% of the new PPHB shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares (excluding treasury shares) of the Company,
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**
Please refer to Note 12
- PROPOSED ALTERATION OR AMENDMENT OF THE CONSTITUTION OF THE COMPANY**
"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect.
AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **Special Resolution 1**
Please refer to Note 13
- 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.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 32nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 13 May 2019. Only a depositor whose name appears on the Record of Depositors as at 13 May 2019 shall be entitled to attend the 32nd AGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries
Penang
Date: 26 April 2019

NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and 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 represented by each proxy.
- Where a member 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 accounts it holds.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 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 at any adjournment thereof. Last date and time for lodging of Proxy Form will be on Sunday, 26 May 2019 at 10.00 a.m. (being the approximate time appointed for the taking of the poll at the 32nd AGM).
- 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 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.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.

NOTES ON ORDINARY BUSINESS

- 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.
- The Resolution 4, if passed, will enable the Company to pay meeting allowances and other benefits to non-executive directors of the Company in accordance with Section 230(1) of the Companies Act 2016.

NOTES ON SPECIAL BUSINESS

- 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.
- The Resolution 7, if passed, will enable the Independent Director who had served more than 9 years to be retained and continued to act as Independent Director of the Company to fulfil the requirements of Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 December 2018.
- The Resolutions 8 and 9 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 12 years to be retained and continued to act as Independent Director of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 December 2018.
- The Resolutions 10 and 11 is to seek shareholders' approval for the Directors to grant Madam Ooi Siew Hong, the Director of the Company's subsidiaries and Mr. Koay Teng Kwang, the Business Development Manager of the Company to subscribe up to maximum of 2,800,000 new PPHB-ESOS Shares and/or PPHB-ESGS Shares awarded from time to time under the Scheme approved by shareholders on 29 August 2017.
- The Special Resolution 1, if passed, will enable the Directors to amend the existing Constitution (Memorandum and Articles of Association) of the Company to be in line with the Companies Act, 2016, changes made to the Main Market Listing Requirements of Bursa Securities and to provide clarity to certain provisions therein.
In view of substantial amount of the proposed amendments to the Constitution, the Directors proposed that the existing Constitution be altered or amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the proposed amendments (New Constitution) as set out in Appendix A.

ANNUAL REPORT

- The Annual Report for the financial year ended 31 December 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at www.pph.com.my.
Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms Chiang Pei Se at telephone no. 604-6444888 or email your request to b_m@pph.com.my.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- No individuals are standing for election as directors at the forthcoming 32nd Annual General Meeting of the Company.
- The details of the directors who are standing for re-election as in Agenda 2 & 3 of the Notice of the 32nd Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report.
- The details of the directors' interests in the securities of the Company as at 2 April 2019 are set out in the Analysis of Shareholdings section of this Annual Report.
- The Resolution 6 tabled under Special Business as per the Notice of 32nd Annual General Meeting of the Company dated 26 April 2019 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 28 May 2018.
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 further placing of shares for the purpose of funding future investment, working capital and/or acquisition.
As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.

MEDIA
NST/Star/Sun

SIZE
4col (12.9 cm) X 33 cm

INSERTION DATE
26 April 2019