THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused Part A and Part C of this Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)
(Incorporated in Malaysia under the Companies Act, 1965)

PART A
INFORMATION ON ANNUAL GENERAL MEETING

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

PART B
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

PART C
PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY

The Notice convening the 22nd Annual General Meeting ("AGM") of Public Packages Holdings Berhad which will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Friday, 22 May 2009 at 10.00 a.m. together with the Proxy Form are enclosed herein.

Shareholders are advised to complete and deposit the Proxy Form 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 forty-eight (48) hours before the time stipulated for holding the meeting. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy:	Wednesday	20 May 2009	10.00 a.m.
Date and time of the AGM:	Friday	22 May 2009	10.00 a.m.

This Circular is dated 24 April 2009

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular: -

Act	The Companies Act, 1965, as amended from time to time, and any re-enactment thereof
AGM	Annual General Meeting
Board	The Board of Directors of PPHB and/or its subsidiaries
Bursa Securities	Bursa Malaysia Securities Berhad (635998-W)
Director	As defined in section 4 of the Act and for the purpose of the Proposed Shareholders' Mandate, this includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director of PPHB or any other company which is a subsidiary of PPHB or a holding company of PPHB or a Chief Executive Officer of PPHB, its subsidiary or holding company
EGM	Extraordinary General Meeting
Listing Requirements	Listing Requirements of Bursa Securities including any amendments thereto that may be made from time to time
Major Shareholders	A person who has an interest or interests in one (1) or more voting shares in PPHB and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is : (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in PPHB; or (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of PPHB. For the purpose of the Proposed Shareholders' Mandate, this includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of PPHB as defined above or any other company which is a subsidiary of PPHB or a holding company of PPHB
PPHB or the Company	Public Packages Holdings Berhad (162413-K)
PPHB Group or the Group	PPHB and its subsidiaries
Proposed Article Amendment	Proposed amendment to the Articles of Association of the Company
Proposed Shareholders' Mandate	Proposed renewal of shareholders' mandate for Recurrent Related Party Transactions as set out in section 2.2
Recurrent Related Party Transactions	Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group and are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders.
Related Party(ies)	A director, major shareholder or person(s) connected with such director or major shareholder of PPHB
RM	Ringgit Malaysia
Shares	Ordinary shares of RM0.50 each

PART A
INFORMATION ON ANNUAL GENERAL MEETING ❖ NOTICE OF ANNUAL GENERAL MEETING ❖ FORM – REQUEST 2008 ANNUAL REPORT IN HARD COPY ❖ FORM – PROXY

PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 22nd Annual General Meeting of Public Packages Holdings Berhad will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Friday, 22 May 2009 at 10.00 a.m. for the following purposes: -

AGENDA:

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with the Reports of the Directors' and Auditors' thereon. — Please refer to Explanatory Note 1

2. To re-elect Mr. Koay Chue Beng, the Director retiring pursuant to Article 80 of the Company's Articles of Association and who, being eligible, offers himself for the re-election. — Resolution 1

3. To re-elect the following Directors retiring pursuant to Article 87 of the Company's Articles of Association and who, being eligible, offer themselves for the re-election:

   i) Mr. Koay Teng Liang — Resolution 2
   ii) Mr. Ong Eng Choon — Resolution 3

4. To approve the payment of Directors' fees of not exceeding RM 250,000 for the financial year ending 31 December 2009. — Resolution 4

5. To re-appoint Messrs. Wong Liu and Partners as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. — Resolution 5

As Special Business

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

<u>ORDINARY RESOLUTIONS</u>

6. Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

   "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for listing of and quotation for the additional shares to be issued."

   Resolution 6

7. Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature as stated in section 2.2 of the Circular to Shareholders dated 24 April 2009 ("Circular") involving Messrs. Koay Chiew Poh, Koay Chue Beng, Koay Teng Liang and Madam Ooi Siew Hong with related parties which are necessary for the day-to-day operations and on normal commercial 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 as set out in the Circular ("the Mandate").

THAT the Directors be empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the 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 AND THAT such Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever is earlier);

AND THAT disclosure will be made in the Annual Report of the Company based on the following information: -

i) the aggregate value of Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year where: -

   (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds Ringgit Malaysia One Million (RM 1,000,000); or
   (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds one percent (1 %);

   whichever is the lower,

ii) the type of Recurrent Related Party Transactions made; and

iii) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company." Resolution 7

SPECIAL RESOLUTION

8. Proposed Amendment to the Company's Articles of Association

"THAT the addition to the Articles of Association of the Company as set out under Part C of this Circular be and is hereby approved AND THAT the Directors be empowered to do all such acts and things as may be considered necessary to give full effect to the proposed amendment." Resolution 8

9. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

LIM SAW IM (MACS 00363)
Company Secretary

Penang
Dated: 24 April 2009

NOTES ON APPOINTMENT OF PROXY:

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies' Act 1965 shall not apply to the Company.
2. To be valid, the Proxy Form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting.
3. A member shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. If the appointor is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney.

EXPLANATORY NOTES

On Ordinary Business

1. This Agenda 1 is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

On Special Business

2. The Resolution 6, if passed, will give the Directors of the Company authority to issue shares in the Company up to an aggregate amount not exceeding 10% of the total issued capital 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 general meeting, will expire at the conclusion of the next Annual General Meeting.

3. The Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company, particulars of which have been disclosed in the Circular to Shareholders dated 24 April 2009 which have been dispatched together with the Company's 2008 Annual Report.

4. The Resolution 8, if passed, will allow the Company to amend its Articles of Association to facilitate the busy schedule of the Director(s).

Request for 2008 Annual Report in Hard Copy

Public Packages Holdings Berhad (Company No. 162413-K)
Wisma Public Packages
Plot 67 Lintang Kampong Jawa
Bayan Lepas Industrial Estate
11900 Bayan Lepas Penang
Tel: 604-6444888; Web page: www.pph.com.my
Fax: 604-6436699; E-mail: bm@pph.com.my
Attention: Mr. Wong Soo Fook

Please send me/us a printed copy of the 2008 Annual Report.

Particulars of Shareholder : -

Name of Shareholder(s) : ______________________________

I.C. No. / Passport No. / Company No. : ______________________________

CDS Account No. : ______________________________

Total No. of Shares held by Shareholder(s) : ______________________________

I/We, being a member/members of Public Packages Holdings Berhad hereby request for a copy of the 2008 Annual Report to be forwarded to the following address: -

____

____

Signature of Shareholder *(*)* : ______________________________

Telephone No. : ______________________________

Date : ______________________________

(*) If the Shareholder is a body corporate, this form shall be signed by a director or secretary of the body corporate.

--✂--✂--

Minimum System Requirements:
PC
Window 98™ or later
Pentium II Processor recommended
32MB RAM or more
MAC Power Macintosh and above
32MB RAM or more

Application Requirements:
Adobe Acrobat Reader™ 4.0 or later

For PC user:
Double click on "My Computer"
Double click on "CD-ROM drive"
Double click on icon marked "2008AR-PPHB"

For MAC user:
Double click on "2008AR-PPHB"

Notes:

1. PUBLIC PACKAGES HOLDINGS BERHAD shall forward a hard copy of the 2008 Annual Report (2008AR-PPHB) to the shareholder(s) within 4 market days from the date of receipt of the written request from the shareholder(s).

2. All correspondence and/or request shall be forwarded to:

   PUBLIC PACKAGES HOLDINGS BERHAD
   Wisma Public Packages, Plot 67 Lintang Kampong Jawa,
   Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang.
   Tel: 604-6444888; Web page: www.pph.com.my
   Fax: 604-6436699; E-mail: bm@pph.com.my
   Attention: Mr. Wong Soo Fook

3. While every effort has been taken to test this CD-ROM and its contents on PCs with different software & hardware configurations, we cannot guarantee that there will not be any software & hardware conflicts. Therefore, you are advised to back up your files from your PC before using this CD-ROM. Public Packages Holdings Berhad and its associates are not liable for any incident, special, indirect or consequential damages caused by the use of this CD-ROM.

Fold along this line

AFFIX
STAMP

PUBLIC PACKAGES HOLDINGS BERHAD
(Company No. 162413-K)

Wisma Public Packages,
Plot 67 Lintang Kampong Jawa,
Bayan Lepas Industrial Estate,
11900 Bayan Lepas, Penang.

Fold along this line

PROXY FORM

* I/We……….
(Full Name in Block Letters)

of ……...
(Address)

being * a member/members of Public Packages Holdings Berhad, hereby appoint

………
(Full Name in Block Letters)

of………
(Address)

or failing him, the Chairman of the meeting, as *my/our proxy to vote for *me/us on *my/our behalf at the 22nd Annual General Meeting of the Company, to be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Friday, 22 May 2009 at 10.00 a.m. and at any adjournment thereof.

ORDINARY RESOLUTION	1	2	3	4	5	6	7	8
FOR								
AGAINST								

Please indicate with an "X" in the appropriate box provided 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.

The proportion of my holding to be represented by my proxies are as follows:-

First proxy	**"A"**	**%**
Second proxy	**"B"**	**%**
		100 %

In case of vote taken by a show of hand *first proxy "A"/second proxy "B" shall vote on my behalf.

No. of Shares Held: ______________________

____
Signature of Member(s)

Signed this …………. day of ………………………..2009

Notes:-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting.
3. A member shall be entitled to appoint up to (2) proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.

* Strike out whichever not desired

Fold along this line

AFFIX
STAMP

PUBLIC PACKAGES HOLDINGS BERHAD
(Company No. 162413-K)

Wisma Public Packages,
Plot 67 Lintang Kampong Jawa,
Bayan Lepas Industrial Estate,
11900 Bayan Lepas, Penang.

Fold along this line

PART B
CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office
Wisma Public Packages
Plot 67 Lintang Kampong Jawa
Bayan Lepas Industrial Estate
11900 Bayan Lepas, Penang

Date : 24 April 2009

Board of Directors
Koay Chiew Poh (Executive Chairman)
Nurjannah Binti Ali
Ng Thim Fook
Koay Chue Beng
Koay Teng Liang
Ong Eng Choon

To : The Shareholders of Public Packages Holdings Berhad

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

---

1. INTRODUCTION

At the 21st AGM of the Company held on 23 May 2008, the Board had obtained a shareholders' mandate for recurrent related party transactions of a revenue or trading nature. The authority conferred by the shareholders at the 21st AGM will expire at the conclusion or adjournment of the forthcoming 22nd AGM to be held on 22 May 2009 unless the authority is renewed.

In view of the above, on 3 April 2009, the Company announced to Bursa Securities that the Board proposes to seek its shareholders' mandate in respect of recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following: -

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where : -

(i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds Ringgit Malaysia One Million (RM 1,000,000); or
(ii) any one of the percentage ratios of such aggregated transactions is equal to or exceeds one percent (1%);

whichever is the lower,

(c) the issuance of circular to shareholders for the shareholders' mandate shall include information as set out in Part B of Appendix 10D and Appendix PN12/2001-A of Practice Note No. 12/2001 in the Listing Requirements; and

(d) the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Board proposes to seek the authorisation from the shareholders to allow the PPHB Group, in the normal course of business, to enter into Recurrent Related Party Transactions provided that such transactions are made at arm's length, on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate will only continue to be in force until: -

(a) the conclusion of the next AGM of the Company following the forthcoming AGM, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or

(b) the expiration of the period within which the next AGM of PPHB after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of Act); or

(c) revoked or varied by resolution passed by the shareholders in an AGM or EGM,

whichever is the earlier.

2.1 PRINCIPAL BUSINESS ACTIVITIES OF THE GROUP

The principal activities of PPHB are investment holding and the provision of financial, administrative and advisory services.

The particulars of its subsidiary companies and their principal activities are as follows:

Name of Company	Effective Equity Interest (%)	Principal Activities
Public Packages Sdn. Bhd.	100.00	Manufacturing and retailing of corrugated cartons and packing materials
PPH Printing & Packaging (Penang) Sdn. Bhd.	100.00	Manufacturing of offset printed display boxes
PPH Printing & Packaging (Kulim) Sdn. Bhd.	100.00	Manufacturing of gift and display boxes
Public Packages Properties Sdn. Bhd.	100.00	Property investment
PPH Paper Products Sdn. Bhd.	100.00	Design and sale of paper products

Name of Company	Effective Equity Interest (%)	Principal Activities
PPH Plaza Sdn. Bhd.	100.00	Property development
Public Packages Asia Sdn. Bhd.	100.00	Retailing of paper products and packing materials
Public Packages (NT) Sdn. Bhd.	100.00	Manufacturing of corrugated cartons.
Public Packages (Port Kelang) Sdn. Bhd.	100.00	Dormant
Public Packages (Kelantan) Sdn. Bhd.	100.00	Dormant
NT Industrial Park (M) Sdn. Bhd.	100.00	Property development and civil construction work
Public Packages (Shah Alam) Sdn. Bhd.	100.00	Manufacturing and sales of corrugated cartons and packing materials
PPH Resources Sdn. Bhd.	100.00	Investment holding
Public Packages (Prai) Sdn. Bhd.	100.00	Manufacturing and retailing of corrugated cartons and packing materials
Tharco Container (Malaysia) Sdn. Bhd.	100.00	Retailing of corrugated cartons, display boxes and packing materials
PPH Displays Design Sdn. Bhd.	100.00	Trading of paper products
PPH Management (M) Sdn. Bhd.	100.00	Provision of management services
Public Packages Asia (S) Pte. Ltd.	100.00	Total packaging solutions provider
Public Packages Asia (HK) Ltd.	100.00	Dormant
Public Packages Asia (Thailand) Company Limited	100.00	Manufacturing of paper boxes and packing materials
Top Matrix Portfolio Sdn. Bhd.	70.00	Investment holding
Public Packages Philippines Inc.	70.00	Dormant
PPH Technology (M) Sdn. Bhd.	60.00	Investment holding

2.2 CLASS OF RELATED PARTIES AND THE NATURE OF RECURRENT RELATED PARTY TRANSACTIONS CONTEMPLATED UNDER THE MANDATE

The Proposed Shareholders' Mandate shall apply to the PPHB Group for the following transactions with the following class of related parties: -

PPHB/ subsidiaries involved	Name of Related Party	Relationship	Nature of Transaction	Estimated value from May 2009 to the next AGM expected to be held in May 2010
				RM'000
Public Packages (Prai) Sdn. Bhd.	Teckwah Value Chain Sdn. Bhd.	N1		
	- Buyer		Sale of carton boxes	300
	City Packaging Industry Sdn. Bhd.	N2		
	- Seller		Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	100
	- Buyer		Sale of carton boxes	500
	Tompac Industrial Sdn. Bhd.	N1		
	- Buyer		Sale of paper boards	100
	PPH Multimedia Network Sdn. Bhd.	N4		
	- Seller		Sale of computers and its related parts	50
Public Packages (NT) Sdn. Bhd.	Teckwah Value Chain Sdn. Bhd.	N1		
	- Buyer		Sale of carton boxes	800
	City Packaging Industry Sdn. Bhd.	N2		
	- Seller		Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	100
	- Buyer		Sale of carton boxes	700
	Tompac Industrial Sdn. Bhd.	N1		
	- Buyer		Sale of paper boards and carton boxes	150
	- Seller		Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	50

PPHB/ subsidiaries involved	Name of Related Party	Relationship	Nature of Transaction	Estimated value from May 2009 to the next AGM expected to be held in May 2010
				RM'000
Public Packages (NT) Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd.	N4		
	- Seller		Sale of computers and its related parts	100
PPH Printing and Packaging (Penang) Sdn. Bhd.	Teckwah Value Chain Sdn. Bhd.	N1		
	- Buyer		Sale of retail boxes	2,000
	Teckwah Paper Products Sdn. Bhd.	N1		
	- Buyer		Sale of retail boxes	1,000
	- Seller		Sub-contract of printing work by Teckwah Paper Products Sdn. Bhd.	500
	- Buyer		Sub-contract of printing work to Teckwah Paper Products Sdn. Bhd.	500
	- Seller		Purchase of raw materials ie Duplex to produce offset printed display boxes	300
	PPH Multimedia Network Sdn. Bhd.	N4		
	- Seller		Sale of computers and its related parts	50
PPH Displays Design Sdn. Bhd.	Fame Pack Holdings Sdn. Bhd. - Landlord	N3	Rent of property for staff accommodation (^)	40
PPH Printing and Packaging (Kulim) Sdn. Bhd.	Teckwah Paper Products Sdn. Bhd.	N1		
	- Seller		Sub-contract of printing work by Teckwah Paper Products Sdn Bhd	200
	- Buyer		Sale of retail boxes	100
	PPH Multimedia Network Sdn. Bhd.	N4		
	- Seller		Sale of computers and its related parts	50
PPHB	Teckwah Value Chain Sdn Bhd	N1	Accounting, administrative and advisory services rendered	300

(^) The tenancy is for a period of two (2) years and the rental is payable on a monthly basis.

PPHB/ subsidiaries involved	Name of Related Party	Relationship	Nature of Transaction	Estimated value from May 2009 to the next AGM expected to be held in May 2010
				RM'000
Public Packages (Shah Alam) Sdn. Bhd.	Teckwah Value Chain Sdn. Bhd. - Buyer	N1	Sale of carton boxes	2,000
	Tompac Industrial Sdn. Bhd. - Seller	N1	Purchase of carton boxes to Supplement company's own Production whenever it Reaches its full capacity	200
	Tompac Industrial Sdn. Bhd. - Buyer	N1	Sale of carton boxes	200
Public Packages Asia (S) Pte. Ltd.	Fame Pack Holdings Sdn. Bhd. - Landlord	N3	Rent of office lot (*)	70
Public Packages Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Sale of computers and its related parts	100
PPH Management (M) Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Sale of computers and its related parts	50
Public Packages Asia Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Sale of computers and its related parts	50
	Fame Pack Holdings Sdn. Bhd -Landlord	N3	Rent of property for staff accommodation (*)	80

(*) The tenancy is for a period of two (2) years and the rental is payable on a monthly basis

Mr. Koay Chiew Poh ("KCP") is a director and major shareholder of PPHB. Madam Ooi Siew Hong ("OSH") is a director who resigned on 30 January 2009 and a major shareholder of PPHB. Both Mr. Koay Chue Beng ("KCB") and Mr. Koay Teng Liang ("KTL") are directors of PPHB.

The family relationship between the directors, major shareholders and persons connected to directors and/or major shareholders of PPHB are as follows: -

(a) OSH is the spouse of KCP
(b) KTL is the son of KCP and OSH
(c) KCP and KCB are brothers.

They are interested in the transactions due to the following: -

N1 Teckwah Paper Products Sdn. Bhd., Tompac Industrial Sdn. Bhd. and Teckwah Value Chain Sdn. Bhd. are the wholly-owned subsidiaries of PPH Teckwah Value Chain Sdn. Bhd. ("PTVC").

PTVC is a 50% joint-venture company between PPH Paper Products Sdn. Bhd. ("PPHPP") and third parties. PPHPP is a wholly-owned subsidiary of PPHB. KCP who is a major shareholder of PPHB being the common director of PPHB and PTVC, is deemed to have interest in these companies.

N2 Mr. Ooi Teong Huat is the substantial shareholder of City Packaging Industry Sdn. Bhd. and he holds 99% of the total and issued paid-up capital of City Packaging Industry Sdn. Bhd. Mr. Ooi Teong Huat is the brother of OSH, the brother-in-law of KCP and KCB, and the uncle of KTL.

Both City Packaging Industry Sdn. Bhd. and Mr. Ooi Teong Huat do not hold shares in PPHB.

N3 Fame Pack Holdings Sdn. Bhd. is a major shareholder of PPHB of which both KCP and OSH who are directors and major shareholders of PPHB have interest.

N4 KTL is a director and major shareholder of PPH Multimedia Network Sdn. Bhd. KTL holds 40% of the total paid up capital of PPH Multimedia Network Sdn. Bhd.

Whilst, Koay Boon Pee Holding Sdn. Bhd. ("KBPH") is a major shareholder of PPH Multimedia Network Sdn. Bhd. of which KCP and KCB are directors and shareholders of KBPH.

2.3 RATIONALE OF THE PROPOSED SHAREHOLDERS' MANDATE

The Related Parties are both, good customers as well as reliable suppliers of goods required by the Company. The goods are priced competitively and all transactions are based on normal commercial terms not more favourable to the related parties than those generally available to the public and not detrimental to minority shareholders. Due to the Related Parties' in depth understanding of the PPHB Group and the packaging industry, prompt and better services in terms of delivery and reliability are guaranteed. Quality of goods delivered also ensured.

The Recurrent Related Party Transactions are intended to meet the business needs of the Group at the best possible terms as well as to explore beneficial business opportunities.

By obtaining the shareholders' mandate and the renewal of the same on an annual basis would eliminate the need to announce and convene separate general meetings from time to time to seek shareholders' approval as and when potential Recurrent Related Party Transactions arises. This will reduce substantially administrative time and cost in convening such meetings without compromising the Group's corporate objectives and business opportunities.

2.4 METHODS AND PROCEDURES ESTABLISHED TO MONITOR RECURRENT RELATED PARTY TRANSACTIONS

2.4.1 Review Procedures

The Group had established and implemented the following guidelines and review procedures to ensure that Recurrent Related Party Transactions are not to the detriment of minority shareholders and are undertaken on arm's length and are on normal commercial terms which are on terms not more favourable to the Related Parties than those extended to third parties/public: -

i) All directors and major shareholders have to declare their interests in any transaction between them or the persons connected to them with the PPHB Group.

ii) A register is maintained on Recurrent Related Party Transactions.

iii) Before the transactions are entered into, the internal auditors are to review the terms of Recurrent Related Party Transactions to ensure that they are conducted at arm's length and based on normal commercial terms not more favourable to the Related Parties than those generally available to the public, consistent with the Group's usual business practices and policies and will not be detrimental to minority shareholders.

iv) Before the transactions are entered into, the Audit Committee is to review the terms of the Recurrent Related Party Transactions and to provide a statement that it has reviewed and is satisfied with the review procedures to the extent that the procedures are relevant and sufficient to ensure that such Recurrent Related Party Transactions will be carried out on normal commercial terms not more favourable to the Related Parties than those generally available to the public and which are not detrimental to the interests of minority shareholders.

v) The transactions prices, terms and conditions are determined by market forces of supply and demand under similar, commercial terms for transactions with third parties. In addition, additional quotations obtained from third parties by the Company's purchasing department will be used for comparison. Ceteris peribus, the Company will buy from the supplier with the lowest price and comply with the quality and prompt delivery as requested by the Company.

2.4.2 Abstention From Voting

i) Where any of the directors has an interest (direct or indirect) in any Recurrent Related Party Transactions, such director shall abstain from voting and deliberating at Board Meetings in respect of the Recurrent Related Party Transactions in which he is interested.

ii) Where any member of the Audit Committee is interested in any transaction, such member shall abstain from voting on any matter relating to any decisions to be taken by the Audit Committee in respect of the Recurrent Related Party Transactions in which he is interested.

iii) Any interested director and/or interested major shareholder must ensure that persons connected with them abstain from voting on the resolution approving the Recurrent Related Party Transactions at general meetings.

2.4.3 Disclosure

Disclosure has been made in the 2008 Annual Report of PPHB based on the following: -

i) the aggregate value of Recurrent Related Party Transactions contemplated pursuant to the 2008 shareholders' mandate during the financial year ended 31 December 2008 where: -

(a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds Ringgit Malaysia One Million (RM 1,000,000); or
(b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds one percent (1%);

whichever is the lower,

ii) the type of Recurrent Related Party Transactions made; and

iii) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with PPHB.

Similar disclosure will be made in the Annual Reports for the subsequent financial years during which the Proposed Shareholders' Mandate is in force.

2.5 STATEMENT BY AUDIT COMMITTEE

The Audit Committee have seen, reviewed and is satisfied with the review procedures mentioned in sub-section 2.4.1 above and is of the opinion that the review procedures are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

3. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST IN PPHB GROUP

Interested Directors' Shareholdings

The details of interested directors' shareholdings in PPHB as at 10 April 2009 are as follows: -

Interested Directors	Direct No. of Shares	%	Indirect No. of Shares		%
Koay Chiew Poh	4,226,480	3.85	49,167,670	a	44.74
Koay Chue Beng	358,692	0.33	3,935,000	b	3.58
Koay Teng Liang	46,664	0.04	-		-

The interested directors, namely Messrs. Koay Chiew Poh, Koay Chue Beng and Koay Teng Liang have and will continue to abstain from Board deliberations and voting in relation to the Proposed Shareholders' Mandate. And accordingly, they will also abstain from voting in respect of their direct and indirect shareholdings in PPHB on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Interested Major Shareholders' Shareholdings

The details of interested major shareholders' shareholdings in PPHB as at 10 April 2009 are as follows:

Interested Major Shareholders	Direct No. of Shares	%	Indirect No. of Shares		%
Koay Chiew Poh	4,226,480	3.85	49,167,670	a	44.74
Ooi Siew Hong	-	-	49,167,670	a	44.74
Fame Pack Holdings Sdn. Bhd.	45,232,670	41.16	-		-

As interested major shareholders, namely Mr. Koay Chiew Poh, Madam Ooi Siew Hong and Fame Pack Holdings Sdn. Bhd. will abstain from voting in respect of their direct/indirect shareholdings in PPHB on the resolution approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Mr. Koay Chiew Poh and Madam Ooi Siew Hong are deemed to have interests in the subsidiary companies by virtue of their interests in PPHB.

Notes :

a. *Deemed interested by virtue of Section 6A of the Companies Act, 1965 held through Fame Pack Holdings Sdn. Bhd. and Koay Boon Pee Holding Sdn. Bhd.*
b. *Deemed interested by virtue of Section 6A of the Companies Act, 1965 held through Koay Boon Pee Holding Sdn. Bhd.*

Save as disclosed above, as at 10 April 2009, none of the other directors, major shareholders and/or persons connected with the directors and/or major shareholders as defined in the Listing Requirements have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

The interested directors and interested major shareholders have undertaken that they shall ensure that persons connected to them will abstain from voting on the respective resolution approving the transactions at the forthcoming AGM.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any impact on the share capital and major shareholders' shareholdings of PPHB and it will not have any significant impact on the net assets and earnings of the PPHB Group.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to approval being obtained from the shareholders of PPHB at the forthcoming AGM.

6. DIRECTORS' RECOMMENDATION

Your Directors, save for Messrs. Koay Chiew Poh, Koay Chue Beng and Koay Teng Liang who refrain from giving an opinion in respect of Ordinary Resolution 7, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company.

Your Directors, with the exception of Messrs. Koay Chiew Poh, Koay Chue Beng and Koay Teng Liang as mentioned above, recommend that you vote in favour of the Ordinary Resolution 7 on the Proposed Shareholders' Mandate to be tabled at the forthcoming 22nd AGM.

7. 22ND AGM

The 22nd AGM of the Company will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Friday, 22 May 2009 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, inter alia, the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate in the 22nd AGM thereof.

If you are unable to attend and vote in person at the 22nd AGM, you may complete and return the Proxy Form enclosed in this Circular in accordance with the instructions printed therein as soon as possible in any event, so as to arrive at the registered office of PPHB not less than 48 hours before the time fixed for holding the 22nd AGM. The lodging of the Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

8. FURTHER INFORMATION

Shareholders are requested to refer to the appendix for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
Public Packages Holdings Berhad

NURJANNAH BINTI ALI
Independent Non-Executive Director

PART C

CIRCULAR TO SHAREHOLDERS
IN RELATION TO

PROPOSED AMENDMENT TO
ARTICLES OF ASSOCIATION OF THE COMPANY

PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office
Wisma Public Packages
Plot 67 Lintang Kampong Jawa
Bayan Lepas Industrial Estate
11900 Bayan Lepas, Penang

Date : 24 April 2009

Board of Directors
Koay Chiew Poh (Executive Chairman)
Nurjannah Binti Ali
Ng Thim Fook
Koay Chue Beng
Koay Teng Liang
Ong Eng Choon

To : The Shareholders of Public Packages Holdings Berhad

Dear Sir/Madam

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

On 3 April 2009, the Company announced to Bursa Securities that the Board proposes to seek the shareholders' approval on the Proposed Article Amendment at the forthcoming AGM of the Company to be held on Friday, 22 May 2009 at 10.00 a.m.

Bursa Securities has not perused this Circular prior to its issuance as the Proposed Article Amendment fall under the category of Exempted Circular.

The purpose of this Circular is to provide shareholders with relevant information on the Proposed Article Amendment and to seek shareholders' approval for the resolution pertaining to the Proposed Article Amendment to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED ARTICLE AMENDMENT

The Board proposes to insert the following new Article 103A immediately after Article 103: -

<u>Article 103A – Conduct of Meetings</u>

Without limiting the discretion of the Directors to regulate their meetings under Article 103, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication and a resolution passed by such a conference will, despite the fact that the Directors are not present together in one place at the time of conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Articles relating to proceedings of Directors apply so far as they are capable of application and with any necessary changes to such conferences.

3. RATIONALE FOR THE PROPOSED ARTICLE AMENDMENT

The Proposed Article Amendment is to facilitate the busy schedule of the Director(s).

4. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

None of the directors and/or major shareholders and/or persons connected with the directors and/or major shareholders of PPHB have any interest, direct or indirect, in the Proposed Article Amendment.

5. EFFECTS OF THE PROPOSED ARTICLE AMENDMENT

The Proposed Article Amendment will not have any impact on the share capital, major shareholders' shareholdings, earnings, net assets and gearing of the PPHB Group.

6. APPROVAL REQUIRED

The Proposed Article Amendment is subject to the approval of the shareholders of the Company at the forthcoming AGM.

7. DIRECTORS' RECOMMENDATION

The Board, after due consideration, are of the opinion that the Proposed Article Amendment is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Article Amendment to be tabled at the forthcoming AGM.

8. 22ND AGM

The 22nd AGM of the Company will be held at 3rd Floor, Meeting Room of Plot 468 & 482, Jalan Perusahaan Baru, Prai Industrial Estate, 13600 Prai, Penang on Friday, 22 May 2009 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, inter alia, the Special Resolution pertaining to the Proposed Article Amendment in the 22nd AGM thereof.

If you are unable to attend and vote in person at the 22nd AGM, you may complete and return the Proxy Form enclosed in this Circular in accordance with the instructions printed therein as soon as possible in any event, so as to arrive at the registered office of PPHB not less than 48 hours before the time fixed for holding the 22nd AGM. The lodging of the Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendix for further information.

Yours faithfully
For and on behalf of
Public Packages Holdings Berhad

KOAY CHIEW POH
Executive Chairman

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information as contained in this Circular and confirm that after having made all reasonable enquires, and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

As at the date of this Circular, neither the PPHB nor any of its subsidiary companies have entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of the PPHB) during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

Save as disclosed below and as at the date of this Circular, neither PPHB nor any of its subsidiary companies are engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the directors of PPHB are not aware of any proceedings pending or threatened against the Company and its subsidiary companies or of any facts likely to give rise to any proceedings which might materially or adversely affect the position or business of the PPHB Group.

Public Packages Sdn. Bhd., the wholly owned subsidiary of PPHB had filed a legal suit against its customer, Flextronics Technology (Penang) Sdn. Bhd. (formerly known as Solectron Technology Sdn. Bhd.)("Flex") for default settlement of RM1,815,527.27 on goods supplied to Flex. The case is now fixed for hearing on 19 May 2009.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be made available for inspection during normal office hours (except public holidays) at the registered office of PPHB at Wisma Public Packages, Plot 67 Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang for the period from the date of this Circular up to and including the date of the 22nd AGM: -

a) The Memorandum and Articles of Association of PPHB;

b) The audited financial statements of the past two (2) financial years ended 31 December 2008 and 2007; and

c) The relevant cause papers in respect of the material litigation referred to in section 3 above.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

THIS PAGE IS INTENTIONALLY LEFT BLANK