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PUBLIC PACKAGES HOLDINGS BERHAD

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

PART A

INFORMATION ON ANNUAL GENERAL MEETING & FORMS

PART B

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

&

PART C

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO
PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION**

The Notice convening the 26th 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 Monday, 27 May 2013 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:	Friday	24 May 2013	10.00 a.m.
Date and time of the AGM:	Monday	27 May 2013	10.00 a.m.

This Circular is dated 30 April 2013

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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)
CMSA	The Capital Markets and Services Act 2007
Director	As defined in section 2(1) of the CMSA 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 of PPHB, its subsidiary or holding company
EGM	Extraordinary General Meeting
Existing Shareholders' Mandate	The shareholders' mandate obtained on 28 May 2012 for PPHB Group to enter into Recurrent Related Party Transactions
Listing Requirements	Main Market 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 Shareholders' Mandate	Proposed renewal of shareholders' mandate for Recurrent Related Party Transactions
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 and sen	Ringgit Malaysia and sen respectively
Shares	Ordinary shares of RM0.50 each

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PART A
INFORMATION ON : ❖ NOTICE OF ANNUAL GENERAL MEETING ❖ FORM - REQUEST FOR YEAR 2012 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 26th 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 Monday, 27 May 2013 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 2012 together with the Reports of the Directors' and Auditors' thereon. Please refer to Explanatory Note 1
2. To re-elect the following Directors who retire by rotation in accordance with Article 80 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
 - i) Pn. Nurjannah Binti Ali Resolution 1
 - ii) Mr. Ng Thim Fook Resolution 2
3. To approve the payment of Directors' fees of not exceeding RM 250,000 for the financial year ending 31 December 2013. Resolution 3
4. To re-appoint Messrs. Grant Thornton (AF:0042) as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 4

As Special Business

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

ORDINARY RESOLUTIONS

5. 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 5

6. Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

"THAT, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum & Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad and/or any other regulatory authorities, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations of the Company and its subsidiaries as specified in Section 2.2 of the Company's Circular to Shareholders dated 30 April 2013 ("Circular") 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 authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the shareholders' mandate shall continue to be in full force until:

- (a) the conclusion of the next annual general meeting ("AGM") of the Company following the AGM at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after that date 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 the Act), or
 - (c) revoked or varied by resolution passed by the shareholders at 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 Ordinary Resolution.

Resolution 6

7. Continuing in Office as Independent Non-Executive Directors

- i) "That authority be and is hereby given to Pn. Nurjannah Binti Ali who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."
- ii) "That authority be and is hereby given to Mr. Ng Thim Fook who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."

Resolution 7

Resolution 8

SPECIAL RESOLUTION

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

"THAT, the amendments to the Company's Articles of Association as set out in under Part C of the Circular be hereby approved and that the directors be hereby authorized to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments to the Company's Articles of Association."

Resolution 9

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.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 26th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 16 May 2013. Only a depositor whose name appears on the Record of Depositors as at 16 May 2013 shall be entitled to attend the said meeting 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)
Joint Company Secretaries

Penang
Dated: 30 April 2013

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 holder may appoint up to two (2) proxies to attend at the same meetings.
4. Where a holder appoints more than one (1) proxy, he shall specify the proportion of his shareholdings 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.
6. Where a member is an exempt authorised nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.

EXPLANATORY NOTES ORDINARY BUSINESS

1. 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.

EXPLANATORY NOTES SPECIAL BUSINESS

1. Resolution 5, 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.

The general mandate for issue of shares is a renewal and 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 notice of meeting, no share has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

2. Resolution 6, 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 30 April 2013 which have been dispatched together with the Company's 2012 Annual Report.
3. Resolutions 7 and 8, if passed, will allow the independent directors to be retained and continue to act as independent directors to fulfil the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in page 16 of the Company's 2012 Annual Report.
4. Resolution 9, if passed, will allow the Company's Articles of Association to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and for better clarification purposes.

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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.

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PUBLIC PACKAGES HOLDINGS BERHAD

(Company No. 162413-K)

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 26th 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 Monday, 27 May 2013 at 10.00 a.m. and at any adjournment thereof.

RESOLUTION	1	2	3	4	5	6	7	8	9
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 of2013

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 holder may appoint up to two (2) proxies to attend at the same meeting.
4. Where a holder appoints more than one (1) proxy, he shall specify the proportion of his shareholdings 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.
6. Where a member is an exempt authorised nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.

* Strike out whichever not desired

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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.

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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 : 30 April 2013

Board of Directors

Koay Chiew Poh (Executive Chairman)
Nurjannah Binti Ali
Ng Thim Fook
Koay Teng Liang
Ong Eng Choon
Koay Teng Kheong
Koay Chiew Kang
Koay Chue Beng (Alternate to Koay Chiew Poh)

To : The Shareholders of Public Packages Holdings Berhad

Dear Sir/Madam

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

1. INTRODUCTION

At the 25th AGM of the Company held on 28 May 2012, the Board had obtained a shareholders' mandate for recurrent related party transactions of revenue or trading nature. The authority conferred by the shareholders at the 25th AGM will expire at the conclusion or adjournment of the forthcoming 26th AGM to be held on 27 May 2013 unless the authority is renewed.

In view of the above, the Board had on 1 April 2013 announced to Bursa Securities that the Board proposes to seek a renewal of shareholders' mandate to allow the PPHB Group, in the normal course of business, to enter into recurrent related party transactions of a revenue or trading nature 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 purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Board may seek a shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties 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, in relation to the Company with issued and paid-up capital that is less than Ringgit Malaysia Sixty Million (RM 60,000,000) :
 - (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 may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, 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; and
- (e) immediately announce to Bursa Securities when the actual value of a Recurrent Related Party Transactions entered into exceeds the estimated value of the Recurrent Related Party Transactions disclosed in the circular by 10% or more and to include the information as may be prescribed by the Bursa Securities in its announcement.

The shareholders' mandate on the Recurrent Related Party Transactions is subject to annual renewal. In this respect, any authority conferred by the shareholders' mandate on the Recurrent Related Party Transactions will only continue to be in full 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

Name of Company	Effective Equity Interest (%)	Principal Activities
Public Packages Properties Sdn. Bhd.	100.00	Property investment
PPAsia Media Packaging Sdn. Bhd.	100.00	Design and sale of paper products
PPH Plaza Sdn. Bhd.	100.00	Property Development
Public Packages Asia Sdn. Bhd.	100.00	Manufacturing of paper products and packing materials
Public Packages (NT) Sdn. Bhd.	100.00	Manufacturing of corrugated cartons
Quay Hotel Sdn. Bhd. (formerly known as NT Industrial Park (M) Sdn. Bhd.)	100.00	Dormant
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 (Thailand) Company Limited	100.00	Manufacturing of paper boxes and packing materials
Top Matrix Portfolio Sdn. Bhd.	70.00	Dormant
New Merit Development Sdn. Bhd.	100.00	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 27 May 2013 to the next AGM expected to be held in May 2014
				RM'000
Public Packages (Prai) Sdn. Bhd.	City Packaging Industry Sdn. Bhd. - Seller	N2	Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	120
	- Buyer		Sale of carton boxes	120
Public Packages (NT) Sdn. Bhd.	City Packaging Industry Sdn. Bhd. - Buyer	N2	Sale of carton boxes	120
PPH Printing & Packaging (Penang) Sdn. Bhd.	Teckwah Paper Products Sdn. Bhd. - Seller	N1	Sub-contract of printing work by Teckwah Paper Products Sdn. Bhd.	120
PPH Displays Design Sdn. Bhd.	Fame Pack Holdings Sdn. Bhd. - Landlord	N3	Rent of property for staff accommodation (*)	120
PPH Printing & Packaging (Kulim) Sdn. Bhd.	City Packaging Industry Sdn. Bhd. - Buyer	N2	Sale of retail boxes	120
Public Packages Asia (S) Pte. Ltd	Fame Pack Holdings Sdn. Bhd. - Landlord	N3	Rent of office lot (*)	100
Public Packages Asia Sdn. Bhd.	Fame Pack Holdings Sdn. Bhd -Landlord	N3	Rent of property for staff accommodation and office lot (*)	200

(*) 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 the spouse of KCP and a major shareholder of PPHB. Mr. Koay Teng Liang (“KTL”), Mr. Koay Teng Kheong (“KTK”), and Mr. Koay Chiew Kang (“KCK”) are directors of PPHB, whilst Mr. Koay Chue Beng (“KCB”) is the alternate director to KCP.

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 and KTK are the sons of KCP and OSH
- (c) KCP, KCK and KCB are brothers.

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

- N1 Teckwah Paper Products Sdn. Bhd. is the wholly-owned subsidiary of PPH Teckwah Value Chain Sdn. Bhd. (“PTVC”).

PTVC is a 50% joint-venture company between PPHB and third parties. KCP who is a major shareholder of PPHB being the common director of PPHB and PTVC, is deemed to have interest in these companies. KCK who is the brother of KCP, a 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, KCK and KCB, and the uncle of KTL and KTK.

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.

2.3 RATIONALE OF THE PROPOSED SHAREHOLDERS’ MANDATE

The Related Parties are both, good customers as well as reliable suppliers of goods and services required by the Company. The goods and services 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: -

(a) Identification

- (i) A list of the Related Parties will be circulated within the Group to notify that all Recurrent Related Party Transactions are required to be undertaken on an arm’s length basis, under normal commercial terms consistent with the Group’s business practices and policies, on

terms not more favourable to the Related Party than those generally available to the public and not to the detriment of the minority shareholders of PPHB.

- (ii) All companies within the Group are required to inform the Internal Auditors before entering into any Recurrent Related Party Transactions other than those entered into pursuant to the shareholders' mandate. The Internal Auditors is to report on all transactions involving Related Parties, which are to be tabled to the Audit Committee for review on a quarterly basis.

(b) Authorisation

- (i) On identification or occurrence of a Recurrent Related Party Transaction, the Related Parties will be informed of their responsibilities, obligations under the Listing Requirements and the Group's procedures and guidelines for Recurrent Related Party Transactions.
- (ii) If a member of the Board has an interest, direct or indirect, in any Recurrent Related Party Transaction, he or she shall abstain from any deliberations, decision-making and voting in respect of the said transaction.
- (iii) The transactions prices, terms and conditions are determined by market forces of supply and demand under similar, commercial terms for transactions with third parties.
- (iv) Where a transaction is with a value of more than RM 300,000, it will be reviewed and approved by the Board. And whereas, if a transaction value is RM 300,000 or less, it will be reviewed and approved by one senior management who has no interest in the transaction.
- (v) Wherever practicable, at least two (2) other contemporaneous transactions with unrelated third parties will be obtained by the Company's purchasing department for the similar products/services and/or quantities to be transacted for comparison purposes. Ceteris paribus, the Company will buy from the supplier with the lowest price and comply with the quality and prompt delivery as requested by the Company. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Company will ensure that the terms and conditions quoted by the related parties are fair and justify to the best interest of the Company, in particular not to the detrimental of the Company, its group of companies and minority shareholders of the Company.

(c) Monitoring and reporting

- (i) A register shall be maintained by the respective companies within the Group to record all Recurrent Related Party Transactions.
- (ii) The Internal Auditors will conduct periodic review on all Recurrent Related Party Transactions to ascertain that the guidelines and procedures established to monitor all Recurrent Related Party Transactions have been complied with. Any non-compliance, the Internal Auditors will notify the Audit Committee immediately. However, any minor divergence, the Internal Auditors will report in their quarterly Internal Audit Report to the Audit Committee.
- (iii) The Audit Committee will review the Internal Audit Reports prepared by the Internal Auditors to ascertain that the guidelines and procedures established to monitor all Recurrent Related Party Transactions have been complied with.
- (iv) The Audit Committee will also review the cumulative value of all Recurrent Related Party Transactions reported by the Internal Auditors.
- (v) Disclosure on all Recurrent Related Party Transactions will be made in the annual report of the Company in accordance to Listing Requirements.

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/she 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 2012 Annual Report of PPHB based on the following: -

- (i) the aggregate value of Recurrent Related Party Transactions contemplated pursuant to the 2012 shareholders' mandate during the financial year ended 31 December 2012 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; and

Similar disclosure will be made in the Annual Reports for the subsequent financial years during which the shareholders' mandate is still valid and continue to be in full 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 procedures, processes and the yearly review procedures including the monitoring, tracking and identifying processes are sufficient and in a timely and orderly manner 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 03 April 2013 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	-	-
Koay Teng Kheong	-	-	-	-
Koay Chiew Kang	1,069,896	0.97	4,038,664 c	3.67

The interested directors, namely Messrs. Koay Chiew Poh, Koay Chue Beng, Koay Teng Liang, Koay Teng Kheong and Koay Chiew Kang 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 Ordinary Resolution 6 at the forthcoming AGM.

Interested Major Shareholders' Shareholdings

The details of interested major shareholders' shareholdings in PPHB as at 03 April 2013 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 Ordinary Resolution 6 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 :

- 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.*
- Deemed interested by virtue of Section 6A of the Companies Act, 1965 held through Koay Boon Pee Holding Sdn. Bhd.*
- Deemed interested by virtue of Sections 6A & 134(12)(C) of the Companies Act, 1965 held through Koay Boon Pee Holding Sdn. Bhd. and his spouse respectively.*

Save as disclosed above, 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, deliberating or 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 or his alternate Koay Chue Beng, Koay Teng Liang, Koay Teng Kheong and Koay Chiew Kang who have been refrained from giving an opinion in respect of Ordinary Resolution 6 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 or his alternate Koay Chue Beng, Koay Teng Liang, Koay Teng Kheong and Koay Chiew Kang as mentioned above, recommend that you vote in favour of the Ordinary Resolution 6 on the Proposed Shareholders' Mandate to be tabled at the forthcoming 26th AGM.

7. EXISTING SHAREHOLDERS' MANDATE

There were no outstanding sum owing and due to PPHB and its subsidiaries from the Related Parties as at 31 December 2012. The actual value transacted of each Recurrent Related Party Transaction from the date on which the existing shareholders' mandate which was obtained on 28 May 2012 up to 03 April 2013 being the latest practicable date before printing of this Circular, together with the estimated value of each Recurrent Related Party Transactions as disclosed in the Circular to Shareholders dated 25 April 2012 are as follows:

PPHB/ subsidiaries involved	Name of Related Party	Relation- ship	Nature of Transaction	Estimated value as disclosed in the Circular to Shareholders dated 25 April 2012	Actual value transacted from 28 May 2012 up to 03 April 2013
				RM'000	RM'000
Public Packages (Prai) Sdn. Bhd.	City Packaging Industry Sdn. Bhd. - Seller	N2	Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	50	0
	- Buyer		Sale of carton boxes	50	0
	Tompac Industrial Sdn. Bhd. - Buyer	N1	Sale of paper boards	100	0
	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Purchase of computers and its related parts	50	0
Public Packages (NT) Sdn. Bhd	City Packaging Industry Sdn. Bhd. - Seller	N2	Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	100	0
	- Buyer		Sale of carton boxes	500	4
	Tompac Industrial Sdn. Bhd. - Buyer	N1	Sale of paper boards and carton boxes	100	0
	- Seller		Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	50	0
	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Purchase of computers and its related parts	100	0

PPHB/ subsidiaries involved	Name of Related Party	Relation- ship	Nature of Transaction	Estimated value as disclosed in the Circular to Shareholders dated 25 April 2012	Actual value transacted from 28 May 2012 up to 03 April 2013
				RM'000	RM'000
PPH Printing & Packaging (Penang) Sdn. Bhd.	Teckwah Paper Products Sdn. Bhd.	N1			
	- Buyer		Sale of retail boxes	500	0
	- Seller		Sub-contract of printing work by Teckwah Paper Products Sdn. Bhd.	500	0
	- Buyer		Sub-contract of printing work to Teckwah Paper Products Sdn. Bhd.	500	0
	- Seller		Purchase of raw materials ie Duplex to produce offset printed display boxes	300	0
	PPH Multimedia Network Sdn. Bhd.	N4			
	- Seller		Purchase of computers and its related parts	50	0
PPH Displays Design Sdn. Bhd.	Fame Pack Holdings Sdn. Bhd.	N3			
	- Landlord		Rent of property for staff accommodation (*)	100	20
PPH Printing & Packaging (Kulim) Sdn. Bhd.	Teckwah Paper Products Sdn. Bhd.	N1			
	- Seller		Sub-contract of printing work by Teckwah Paper Products Sdn Bhd	200	0
	- Buyer		Sale of retail boxes	100	0
	PPH Multimedia Network Sdn. Bhd.	N4			
	- Seller		Purchase of computers and its related parts	50	1
	City Packaging Industry Sdn. Bhd.	N2			
	- Buyer		Sale of retail boxes	500	38

PPHB/ subsidiaries involved	Name of Related Party	Relation- ship	Nature of Transaction	Estimated value as disclosed in the Circular to Shareholders dated 25 April 2012	Actual value transacted from 28 May 2012 up to 03 April 2013
				RM'000	RM'000
Public Packages (Shah Alam) Sdn. Bhd.	Tompac Industrial Sdn. Bhd. - Seller	N1	Purchase of carton boxes to supplement company's own production whenever it reaches its full capacity	200	0
	- Buyer		Sale of carton boxes	200	0
Public Packages Asia (S) Pte. Ltd.	Fame Pack Holdings Sdn. Bhd. - Landlord	N3	Rent of office lot (*)	200	60
Public Packages Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Purchase of computers and its related parts	100	-1
PPH Management (M) Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Purchase of computers and its related parts	50	1
Public Packages Asia Sdn. Bhd.	PPH Multimedia Network Sdn. Bhd. - Seller	N4	Purchase of computers and its related parts	50	0
	Fame Pack Holdings Sdn. Bhd -Landlord	N3	Rent of property for staff accommodation (*)	300	149

(*) 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 the spouse of KCP and a major shareholder of PPHB. Mr. Koay Teng Liang ("KTL") and Mr. Koay Teng Kheong ("KTK"), and Mr. Koay Chiew Kang ("KCK") are directors of PPHB, whilst Mr Koay Chue Beng ("KCB") is the alternate director to KCP.

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 and KTK are the sons of KCP and OSH
- (c) KCP, KCK and KCB are brothers.

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

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

PTVC is a 50% joint-venture company between PPHB and third parties. KCP who is a major shareholder of PPHB being the common director of PPHB and PTVC, is deemed to have interest in these companies. KCK who is the brother of KCP, a 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, KCK and KCB, and the uncle of KTL and KTK.

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.

8. 26th AGM

The 26th 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 Monday, 27 May 2013 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 26th AGM thereof.

If you are unable to attend and vote in person at the 26th 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 forty-eight (48) hours before the time fixed for holding the 26th 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 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 AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION



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 : 30 April 2013

Board of Directors

Koay Chiew Poh (Executive Chairman)
Nurjannah Binti Ali
Ng Thim Fook
Koay Teng Liang
Ong Eng Choon
Koay Teng Kheong
Koay Chiew Kang
Koay Chue Beng (Alternate to Koay Chiew Poh)

To : The Shareholders of Public Packages Holdings Berhad

Dear Sir/Madam

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

On 1 April 2013, the Board of Directors of Public Packages Holdings Berhad (“the Company” or “PPHB”) announced that the Company proposed to amend its Articles of Association for better clarifications and to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Board wishes to seek the shareholders’ approval for the special resolution pertaining to the Proposed Amendments to the Articles of Association of the Company (“Proposed Articles Amendments”) to be tabled at the forthcoming 26th Annual General Meeting (“AGM”) to be held on Monday, 27 May 2013 at 10.00 a.m.

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

Shareholders are advised to read and carefully consider the contents of the amendments before voting on the special resolution relating to the Proposed Articles Amendments at the forthcoming 26th AGM.

2. DETAILS OF THE PROPOSED ARTICLES AMENDMENTS

The Company proposes to amend its Articles of Association as follows :

Article No.	Existing Article	Proposed Article Amendments
2.	Central Depositories Act - The Securities Industry (Central Depositories) Act, 1991.	Central Depositories Act the Securities Industry (Central Depositories) Act, 1991 and/or any statutory modification, amendment or re-enactment thereof.
2.	Dividend - Includes bonus.	To be deleted
2.	Deposited Security - A security standing to the credit of a securities account (as defined in Section 2 of the Central Depositories Act) and includes securities in a securities account that is in suspense.	Deposited Security - A security standing to the credit of a securities account and includes securities in a securities account that is in suspense.
2.	Record of Depositors - A record provided by Depository to the Company under Chapter 24.0 of the Rules of the Depository pursuant to Section 34 of the Central Depositories Act.	Record of Depositors - A record provided by Depository to the Company under Chapter 24.0 of the Rules.
2.	Member - Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysia Central Depository Nominees Sdn. Bhd.) including depositors whose names appear on the Record of Depositors.	Member - Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members including depositors whose names appear on the Record of Depositors but excludes Depository in its capacity as bare trustee.
2.	Market Days - Any day on which there is official trading on the Exchange.	Market Days - Any day on which the stock market of the Exchange is open for trading in securities.
2.	New Definition	Dividend Reinvestment Scheme - a scheme which enables members to reinvest cash dividends into new shares of the Company.
2.	New Definition	Employees Share Option Scheme - Share Issuance Scheme and a Share Grant Scheme, collectively.
2.	New Definition	Listing Requirements - the Main Market Listing Requirements of the Exchange including any amendments thereto that may be made from time to time.
2.	New Definition	Securities Account - An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.

Article No.	Existing Article	Proposed Article Amendments
2.	New Definition	Share Issuance Scheme - a scheme involving a new issuance of shares to employees and Directors of the Company and its subsidiaries.
2.	New Definition	Share Grant Scheme - a scheme involving the grant of the Company's existing shares to employees of the Company and its subsidiaries.
2.	New Definition	Take-Overs and Mergers Code - The Malaysian Code on Take-Overs and Mergers 2010, including any amendment that may be made from time to time.
2.	Rules - The Rules of the Depository	Rules - The Rules of the Depository including any amendments thereto that may be made from time to time.
5.	(e) every issue of shares or options to employees and/or Directors of the Company shall be approved by the members in general meeting and no Director shall participate in such issue of shares or options unless the members in general meeting have approved of the specific allotment to be made to such Director.	(e) every Employees Share Option Scheme shall be approved by the members in general meeting and no Director shall participate in Share Issuance Scheme unless the members in general meeting have approved of the specific allotment to be made to such Director.
6.	Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference share ranking equally therewith. Preference shareholders shall have the same rights as ordinary shares <u>as regards</u> receiving notice, reports and <u>balance sheet</u> , and attending general meeting of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up and during the winding up of the Company, or sanctioning <u>a sale of the undertaking</u> , or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the Dividend on the preference shares is in arrears for more than (6) six months.	Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference share ranking equally therewith. Preference shareholders shall have the same rights as ordinary shares <u>in relation to</u> receiving notice, reports and <u>financial statements</u> , and attending general meeting of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up and during the winding up of the Company, or sanctioning <u>the disposal of the whole of the Company's property, business and undertaking</u> , or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend or <u>part of the dividend</u> on the preference shares is in arrears for more than (6) six months.
14.	Subject to the Act, the Central Depositories Act and the Rules the Company shall allot securities and despatch notices of allotment to the allottees within <u>20</u> market days <u>of</u> the final applications closing date for an issue of securities or such other period as may be prescribed by The Exchange.	Subject to the Act, the Central Depositories Act and the Rules, the Company shall allot securities and despatch notices of allotment to the allottees within <u>8</u> market days <u>after</u> the final applications closing date for an issue of securities or such other period as may be prescribed <u>or allowed</u> by the Exchange.

Article No. Existing Article

15. The Company must ensure that all new issue of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose the Company must notify the Central Depository of the allottees and such particulars required by the Central Depository, to enable the Central Depository make the appropriate entries in the securities accounts of such allottees.
16. The Company shall have first and paramount lien on every share (not being fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid installments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member for all money (whether presently payable or not) payable by him or his estate; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all Dividend payable thereon and shall also be subject to such amount as the Company may be required by the law to pay in respect of the member or deceased member.
18. To give effect to any such sale the Directors may authorise its registrar to cause the Central Depository to credit the securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. The purchasers shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company.

Proposed Article Amendments

The Company must ensure that all new issue of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose the Company must notify the Depository of the allottees and such particulars required by the Depository, to enable the Depository make the appropriate entries in the securities accounts of such allottees.

The Company shall have first and paramount lien on every share (not being fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, including all unpaid installments and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member for all money (whether presently payable or not) payable by him or his estate; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.

To give effect to any such sale the Directors may authorise its registrar to cause the Depository to credit the securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. The purchasers shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company.

Article No. Existing Article**Proposed Article Amendments**

26. (1) The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice:
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed in pursuance of a notice given to any person under subsection (1) hereof under this subsection that any other person has an interest or in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:
- (a) to inform it whether he holds that interest as beneficial owner or as trustee; and
 - (b) If he holds it as trustee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

To be deleted

27. All transfer of securities deposited with Central Depository shall be effected in accordance with the Act, the Central Depositories Act and the Rules and for such deposited securities, these Articles shall not be applicable to the extent that they are inconsistent with the relevant provisions of the Act, the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act, the Rules and these Articles, any member may transfer all or any of his securities by instrument in writing in the usual common form confirming with the Act and approved by the Exchange or such form as may from time to time be prescribed under the Act or approved by the Exchange.

All transfer of securities deposited with Depository shall be effected in accordance with the Act, the Central Depositories Act and the Rules and for such deposited securities, these Articles shall not be applicable to the extent that they are inconsistent with the relevant provisions of the Act, the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act, the Rules and these Articles, any member may transfer all or any of his securities by instrument in writing in the usual common form confirming with the Act and approved by the Exchange or such form as may from time to time be prescribed under the Act or approved by the Exchange.

Article No. Existing Article

28. The transfer of any securities or class of securities of the Company shall be by way of book entry by the Central Depository in accordance with the Central Depositories Act and the Rules and notwithstanding Section 103 and 104 of the Act but subject to Subsection 107C(2) of the Act and any exemption that may be made from compliance with Subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.
29. (1) Subject to these Articles, the Act, the Central Depositories Act and the Rules (with respect to transfer of Deposited Security), the Directors may in their absolute discretion and without assigning any reason thereof authorise its registrar to cause the Central Depository to decline to register any transfer of share upon which the Company has a lien or which are not fully paid-up.
- (2) Subject to the Central Depositories Act and the Rules, the Directors may also authorise its registrar to cause the Central Depository to decline to register any transfer unless such other evidence as the Directors may reasonably require to make the transfer is deposited at such place as the Directors may appoint.
31. The Company may require the Central Depository to suspend the registration of transfer at such times and for such periods as the Directors may from time to time determine, not exceeding in whole thirty (30) days in any calendar year. In this respect, the Company shall request the Central Depository, in accordance with the Rules, to prepare the appropriate Record of Depositors.
33. Subject to the provision of the written law, the personal representative of deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. Provided always that where the share is a deposited security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person so entitled.

Proposed Article Amendments

The transfer of any securities or class of securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Section 103 and 104 of the Act but subject to Subsection 107C(2) of the Act and any exemption that may be made from compliance with Subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.

- (1) Subject to these Articles, the Act, the Central Depositories Act and the Rules (with respect to transfer of Deposited Security), the Directors may in their absolute discretion and without assigning any reason thereof authorise its registrar to cause the Depository to decline to register any transfer of share upon which the Company has a lien or which are not fully paid-up.
- (2) Subject to the Central Depositories Act and the Rules, the Directors may also authorise its registrar to cause the Depository to decline to register any transfer unless such other evidence as the Directors may reasonably require to make the transfer is deposited at such place as the Directors may appoint.

The Company may require the Depository to suspend the registration of transfer at such times and for such periods as the Directors may from time to time determine, not exceeding in whole thirty (30) days in any calendar year. In this respect, the Company shall request the Depository, in accordance with the Rules, to prepare the appropriate Record of Depositors.

Subject to the provision of the written law, the personal representative of deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. Provided always that where the share is a deposited security, subject to the Rules, a transfer of the shares may be carried out by the person so entitled.

Article No. Existing Article

35. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share is a Deposited Security, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
43. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may authorise its registrar to cause the Central Depository to credit the securities account in favour of the person to whom the share is sold or otherwise disposed of and he shall not be bound to see the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof of his executors, administrators, or assignees as he directs.
58. (a) The Company shall by written request made in duplicate in the prescribed form, request the Central Depository, in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company.

Proposed Article Amendments

- If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share is a Deposited Security, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may authorise its registrar to cause the Depository to credit the securities account in favour of the person to whom the share is sold or otherwise disposed of and he shall not be bound to see the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof of his executors, administrators, or assignees as he directs.
- (a) The Company shall request the Depository in accordance with the Rules to prepare a Record of Depositors to whom notices of general meeting shall be given by the Company.

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Article No. Existing Article

- (b) The Company shall inform the Depository of the dates of the general meeting and shall in written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) markets days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”) which shall be the final record of all the Depositors who shall be deemed to be holders of ordinary shares of the Company eligible to be present and vote at such meetings.

New Article

New Article

59. Subject always to the provisions of Section 151 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a Dividend, the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Auditors.
69. Subject to any rights or restrictions for the time being attached to any classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands a holder of ordinary shares or preference shares who is a member or representative or proxy of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.

Proposed Article Amendments

- (b) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).
- (c) Subject to Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
- (d) Every notice of meeting in writing to the Exchange must include the date of the Record of Depositors to be obtained pursuant to Article 58 for the purposes of determining whether a Depositor shall be regarded as a member entitled to attend, speak and vote at the general meeting.
- Subject always to the provisions of Section 151 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a Dividend, the consideration of the financial statements and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Auditors.
- (a) Subject to any rights or restrictions for the time being attached to any classes of shares, at meetings of members or classes of members, each member entitled to attend and vote at a meeting of the Company or at the meeting of any class of members of the Company, may vote in person or shall be entitled to appoint any person as his proxy to attend and vote instead of him. There shall be no restriction as to the qualification of the proxy.

Article No. Existing Article

Proposed Article Amendments

74. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. A holder may appoint up to two proxies to attend at the same meeting. Where a holder appoints more than one proxy, he shall specify the proportion of his shareholdings to be presented by each proxy.

74A. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

75. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the Statutes permit or in such other form as the Exchange authorities may approve :-

(Kindly refer to Appendix "II" for the existing Proxy Form)

(b) On a resolution to be decided on a show of hands, every person who is a member or representative or proxy of a member shall have one (1) vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one (1) vote for each share he holds. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under 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. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. A member may appoint up to a maximum of two (2) proxies to attend at the same meeting. Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be presented by each proxy.

(1) 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 account it holds.

(2) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA

The instrument appointing, a proxy shall be in the following form with such variations as circumstances may require or the Directors may approve or the Act may permits:-

(Kindly refer to Appendix "III" for the proposed amended Proxy Form)

Article No. Existing Article

131. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and Auditors' Report relating to that financial year shall not exceed four (4) months. A copy of each such documents, in printed, CD-ROM or any other form shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days, before the date of the General Meeting), to every Member and to every holder of debentures (if any) of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange: PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office of the Company.
133. The Company in general meeting may declare Dividends, but no Dividend shall exceed the amount within the provisions of the Act and recommended by the Directors.
135. No Dividend shall be paid otherwise than out of profits or shall bear interest against the Company.

Proposed Article Amendments

The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such audited financial statements, the Directors' and Auditors' reports. The interval between the close of a financial year of the Company and the issue of annual Audited Financial Statements, the Directors' and Auditors' Report relating to that financial year shall not exceed four (4) months. A copy of each such documents, in printed, CD-ROM or any other form shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days, before the date of the General Meeting), to every Member and to every holder of debentures (if any) of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange: PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office of the Company.

- (a) The Company may by Ordinary Resolution, declare dividends but no dividend shall be paid except out of profits of the Company nor shall bear interest against the Company, unless allowed by the Act.
- (b) No dividend shall be payable in excess of the amount recommended by the Directors.
- (c) The Company must ensure all dividends are paid not later than 3 months from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.

Subject to the approval of the members in general meeting, these Articles, the Act, the Listing Requirements, the Take-Overs and Mergers Code, the Income Tax Act, 1967 and/or any other relevant authorities, the Company may upon the recommendation of the Directors establish a Dividend Reinvestment Scheme. However, any member of the Company may elect not to participate in such scheme.

Article No.	Existing Article	Proposed Article Amendments
157(7)	For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment to the Listing Requirements that may be made from time to time.	To be deleted

3. RATIONALE FOR THE PROPOSED ARTICLES AMENDMENTS

The Proposed Articles Amendments is to update the existing Company's Articles of Association for better clarifications and to be in line with the Main Market Listing Requirements of Bursa Securities.

4. EFFECTS OF THE PROPOSED ARTICLES AMENDMENTS

The Proposed Articles Amendments will not have any effect on the share capital and substantial shareholding of PPHB, net assets per share, earnings per share and gearing of the PPHB.

5. CONDITIONS OF THE PROPOSED ARTICLES AMENDMENTS

The Proposed Articles Amendments is conditional upon approval being obtained from the shareholders of the Company at the forthcoming 26th AGM.

6. DIRECTORS', MAJOR SHAREHOLDERS' AND PERSONS CONNECTED WITH DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

None of the Directors, Major Shareholders and persons connected with them have any interest, direct or indirect, in respect of Proposed Articles Amendments.

7. DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale of the Proposed Articles Amendments is of the opinion that the Proposed Articles Amendments is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the special resolution in relation to the Proposed Articles Amendments to be tabled at the forthcoming 26th AGM.

8. 26th AGM

The 26th 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 Monday, 27 May 2013 at 10.00 a.m., for the purpose of considering and, if thought fit, passing, inter alia, the Special Resolution pertaining to the Proposed Articles Amendments in the 26th AGM thereof.

If you are unable to attend and vote in person at the 26th 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 forty-eight (48) hours before the time fixed for holding the 26th 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 behalf of Public Packages Holdings Berhad

KOAY CHIEW POH
Executive Chairman

APPENDIX I – GENERAL INFORMATION

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 enquiries, 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

PPHB is not engaged in any material litigation, claims or arbitration, either as a plaintiff or defendant and the Directors are not aware of any proceedings pending or threatened against the Company or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Company.

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 26th 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 2011 and 2012; and
- a) The relevant cause papers in respect of the material litigation referred to in section 3 above.

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APPENDIX II – EXSITING PROXY FORM

(PROXY FORM)

PUBLIC PACKAGES HOLDINGS BERHAD

I/We, Full Name in Block Letter
of Address
being a member / members of Public Packages Holdings Berhad, hereby appoint
..... of
Full Name in Block Letter Address
or failing him the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary as the case may be) General Meeting of the Company, to be held
on the day of and, at any adjournment thereof.

.....
Signature of Member(s)

Signed this day of ,

Number of shares held

* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).

Notes :

A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.

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.

A holder may appoint up to two (2) proxies to attend at the same meeting.

Where a holder appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.

If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.

APPENDIX III – PROPOSED AMENDED PROXY FORM

(PROXY FORM)

PUBLIC PACKAGES HOLDINGS BERHAD

*I/We, *NRIC No./ Passport No./ Company No.of
(Full Name in Block Letters)
.....being a member/members of the abovenamed
(Address)
Company, hereby appoint..... *NRIC No./ Passport No./ Company No.....
(Full Name in Block Letters)
of or failing whom, the Chairman of the meeting
(Address)
as *my/our proxy to vote for *me/us on *my/our behalf at the (Annual or Extraordinary, as the case may be)
General Meeting of the Company, to be held at.....(place of meeting)
onday of..... at (time of meeting) and at any adjournment thereof.

Resolution(s)	
For	
Against	

Please indicate with an “x” in the appropriate space(s) provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Signed thisday of.....

No. of shares held

.....
Signature(s)/Common Seal of member(s)

For appointment of two(2) proxies,
percentage of shareholdings to be
represented by the proxies :

	No. of shares	%
Proxy 1		
Proxy 2		
		100

*Strike out whichever is not desired.

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) 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.
- (3) 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 account it holds.
- (4) For a proxy to be valid, this form, duly completed must be deposited at registered office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting.
- (5) In the case of a corporate member, this 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.