

ADVANCED PACKAGING TECHNOLOGY (M) BHD
 Registration No. 198201003236 (82982-K)
 (Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting (“AGM”) of Advanced Packaging Technology (M) Bhd (“the Company”) will be conducted on a fully virtual basis for the purpose of considering and, if thought fit, passing, with or without modifications the following resolutions setting out in this notice.

Day and Date	:	Friday, 17 September 2021
Time	:	11.00 a.m.
Meeting platform	:	https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC –D6A357657)
Mode of Communication	:	<ul style="list-style-type: none"> i. Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of AGM ii. Submit questions by logging into the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to Meeting iii. Email questions to corporate@advancedpack.com.my and andrewling@advancedpack.com.my no later than 11.00 a.m. on Wednesday, 15 September 2021

Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2020 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Note 4)*
2. To approve the payment of Directors’ Fees of RM212,500 for the year ended 31 December 2020. **Ordinary Resolution 1**
3. To approve the payments of Directors’ Benefit (excluding Directors’ Fees) up to an amount of RM220,000 for the period from 25 May 2021 until the next AGM of the Company. **Ordinary Resolution 2**
4. To re-elect Mr Law Mong Yong who is retiring pursuant to Clause 96 of the Company’s Constitution, who being eligible offers himself for re-election. **Ordinary Resolution 3**
5. To re-elect Dato’ Haji Ghazali B. Mat Ariff who is retiring pursuant to Clause 96 of the Company’s Constitution, who being eligible offers himself for re-election. **Ordinary Resolution 4**
6. To re-elect Mr Peter Ling Ee Kong who is retiring pursuant to Clause 102 of the Company’s Constitution, who being eligible offers himself for re-election. **Ordinary Resolution 5**
7. To re-appoint Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

Special Business

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

As Ordinary Resolutions

8. Proposed Retention of Independent Directors in accordance with the Malaysian Code on Corporate Governance 2017:-

(a) “THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Dato’ Haji Ghazali B. Mat Ariff who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company.”

*Ordinary
Resolution 7*

(b) “THAT authority be and is hereby given to Mr Mah Siew Seng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company.”

*Ordinary
Resolution 8*

9. Proposed renewal of Shareholders’ Mandate for the Company to buy-back its own shares (“Proposed Shareholders’ Mandate”)

*Ordinary
Resolution 9*

“**THAT** subject to the Companies Act, 2016 (“the Act”), the Company’s Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Thirty-Eighth Annual General Meeting of the Company held on 26 August 2020, authorising the directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy Back. The audited retained profits of the Company as at 31 December 2020 amounted to RM 10,420,320.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to cancel such shares or retain such shares as the treasury shares or a combination of both. The Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the shareholders of the Company or subsequently cancel the treasury shares or any combination of the three (3) and in any other manner as prescribed by the Act, rules and regulations and orders made pursuant to the Act and requirements of Bursa Securities and any other relevant authority for the time being in force.

AND FURTHER THAT the Directors be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

(a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

10. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

LEONG SHIAK WAN (MAICSA 7012855) (SSM PC No. 202008002757)
ZURIATI BINTI YAACOB (LS0009971) (SSM PC No. 202008003191)
Company Secretaries

Petaling Jaya
19 August 2021

NOTES:

1. Mode of Meeting

- 1.1. The Thirty-Ninth Annual General Meeting (“39th AGM”) of the Company will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders via the Remote Participation and Voting (“RPV”) Platform. Please follow the steps and procedures provided in the Administrative Notes for the 39th AGM of the Company in order to register, participate and vote remotely via the RPV Platform.
- 1.2. The primary mode of communication by shareholders for the 39th AGM is via text messaging facilities provided under the RPV Platform. In the event of any technical glitch in the primary mode of communication, all other reasonable modes of communication are acceptable for the 39th AGM.

2. Voting

- 2.1 All resolutions in the Notice of the Postponed 39th AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities via the RPV Platform.

3. Proxy

- 3.1 A member of the Company entitled to attend and vote at this meeting may appoint a maximum of two proxies to vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he shall be any person and there shall be no restriction as to the qualification of the proxy.

- 3.2 Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy (but not more than two) in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 3.3 Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 3.4 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.
- 3.5 The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be either given under its common seal or under the hand of an officer or attorney duly authorised.
- 3.6 The instrument appointing a proxy shall be deposited at with Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- 3.7 Only members whose names appear in the Record of Depositors on 9 September 2021 shall be entitled to attend, speak and vote at the 39th AGM.

4. Audited Financial Statements for financial year ended 31 December 2020

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, it will not be put forward for voting.

5. Ordinary Resolutions 3 and 4: Re-election of Directors who retire by rotation in accordance with Clause 96 of the Company’s Constitution.

5.1. Clause 96 of the Company’s Constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the Annual General Meeting of the Company. Pursuant to Paragraph 7.26 (2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. Mr Law Mong Yong and Dato’ Haji Ghazali B.Mat Ariff are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election. Whilst Datuk Ismail Bin Haji Ahmad, the Independent Non-Executive Chairman, who shall retire by rotation at the 39th AGM has informed the Company that he does not wish to seek for re-election pursuant to Clause 96 of the Company’s Constitution. Hence, he will retire at the conclusion of the 39th AGM.

6. Ordinary Resolution 7 to 8: Retention of Independent Non-Executive Directors

6.1. The Ordinary Resolutions 7 and 8, if passed, will allow the named directors to continue to act as Independent Non-Executive Directors of the Company.

6.2. The Nomination Committee had assessed the independence of Dato' Haji Ghazali B. Mat Ariff and Mr Mah Siew Seng who each has served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years; the Board has recommended that the approval of the shareholders be sought to re-appoint Dato' Haji Ghazali B. Mat Ariff and Mr Mah Siew Seng as Independent Non-Executive Directors as both of them possess the following aptitudes necessary in discharging their roles and functions as Independent Non-Executive Directors of the Company:-

- i) Have vast experience in the industry the Company is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgement;
- ii) Consistently challenge management in an effective and constructive manner;
- iii) Have good and thorough understanding of the main drivers of the business in a detailed manner;
- iv) Actively participate in board deliberations and decision making in an objective manner; and
- v) Exercise due care in all undertakings of the Company and carry out their fiduciary duties in the interest of the Company and minority shareholders.

7. Ordinary Resolution 9 : Proposed Shareholders Mandate

7.1. The Ordinary Resolution 9, if approved, will empower the Directors of the Company to purchase and/or hold up to a maximum of ten percent (10%) of the total number of issued shares of the Company at any point of time, by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier. Further information on this proposed Ordinary Resolution is set out in the Statement Accompanying Notice of AGM enclosed in the Annual Report 2020 of the Company on pages 7 to 12.

8. Abstention from Voting

8.1. All the Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 1 and Ordinary Resolution 2 concerning Directors' fees and Directors' benefit (excluding Directors' fees) respectively at the 39th AGM. Any Director referred to in Ordinary Resolutions 3, 4, 5, 7 and 8 who is a shareholder of the Company will abstain from voting on the resolution in respect of his re-election or retention as a Director at the 39th AGM.