

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. You should rely on your own evaluation to assess the merits and risks of the Proposed Share Buy-Back and Proposed Amendments (as defined herein).

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CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

Part A

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PER CENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL

Part B

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Part A Advised by



MIMB INVESTMENT BANK BERHAD (10209-W)

A Participating Organisation of Bursa Malaysia Securities Berhad

Notice of the Extraordinary General Meeting of Advanced Packaging Technology (M) Bhd, which will be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 26 June 2008 at 11.30 a.m., or immediately after the conclusion of the Company's Twenty-Sixth Annual General Meeting (which will be held at the same venue on the same day at 11.00 a.m.), whichever is earlier or at any adjournment thereof, is set out in this Circular. Shareholders are advised to refer to the Notice of Extraordinary General Meeting and the Form of Proxy enclosed herein.

The Form of Proxy should be lodged at the Registered Office of the Company at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan no later than forty-eight (48) hours before the time appointed for holding the meeting. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

IMPORTANT DATES

Last date and time for lodging the Form of Proxy	:	Tuesday, 24 June 2008, at 11.30 a.m.
Date and time for the EGM	:	Thursday, 26 June 2008, at 11.30 a.m.

This Circular is dated 29 May 2008

DEFINITIONS

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

“Act”	:	Companies Act 1965
“AGM”	:	Annual General Meeting
“APT” or the “Company”	:	Advanced Packaging Technology (M) Bhd
“APT Group” or the “Group”	:	APT and its subsidiary companies
“APT Share(s)” or the “Share(s)”	:	Ordinary share(s) of RM1.00 each held in APT
“Articles”	:	Articles of Association
“Board”	:	Board of Directors of APT
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	Malaysian Code on Take-Overs and Mergers, 1998
“EGM”	:	Extraordinary General Meeting
“EPS”	:	Earnings per share
“Listing Requirements”	:	The listing requirements of Bursa Securities
“M&A”	:	Memorandum and Articles of Association
“Market Day”	:	A day between Monday and Friday, both days inclusive, on which Bursa Securities is open for trading of securities
“MIMB”	:	MIMB Investment Bank Berhad
“NA”	:	Net assets
“Proposed Amendments”	:	Proposed amendments to the Company’s Articles
“Proposed Share Buy-Back”	:	Proposed authority for the Company to purchase up to ten per cent (10%) of its issued and paid-up share capital
“Purchased Shares”	:	APT Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission

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PART A

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PER CENT (10%) OF
ITS ISSUED AND PAID-UP SHARE CAPITAL**

REGISTERED OFFICE :

23B, Jalan 52/1
46200 Petaling Jaya
Selangor Darul Ehsan

29 May 2008

BOARD OF DIRECTORS :

Chee Sam Fatt (*Chairman*)
Tjin Kiat @ Tan Cheng Keat (*Managing Director*)
Yeo Tek Ling (*Finance Director*)
Dato' Law Sah Lim
Eu Hock Seng (*Independent Director*)
Ng Choo Tim (*Independent Director*)
Dato' Haji Ghazali B. Mat Ariff (*Independent Director*)
Mah Siew Seng (*Independent Director*)
Datuk Ismail Bin Haji Ahmad

To: The Shareholders of Advanced Packaging Technology (M) Bhd

Dear Sir/Madam,

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PER CENT (10%) OF
ITS ISSUED AND PAID-UP SHARE CAPITAL**

1.0 INTRODUCTION

On behalf of the Board, MIMB had on 15 April 2008 announced to Bursa Securities that the Company proposed to purchase up to ten percent (10%) of the issued and paid-up share capital of the Company in accordance with Section 67A of the Act.

The purpose of this Part A of the Circular is to provide you with information on the Proposed Share Buy-Back and to seek your approval for the resolution to be tabled at the forthcoming EGM of the Company to be convened to give effect to the Proposed Share Buy-Back. The Notice of EGM together with the accompanying Form of Proxy are enclosed in this Circular.

SHAREHOLDERS OF APT ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING EGM.

2.0 PROPOSED SHARE BUY-BACK

2.1 Details of the Proposed Share Buy-Back

The Board of the Company proposes to seek the authority and mandate from the shareholders of APT to purchase the Company's ordinary shares at any time up to ten percent (10%) of the issued and paid-up share capital of the Company. In accordance with the provisions under Section 67A of the Act and other prevailing laws, rules, regulations, orders, guidelines and requirements governing purchase of a company's own shares, the Company may, subject to the approval of its shareholders and M&A, purchase its own ordinary shares listed on Bursa Securities through its appointed stockbroker(s).

The mandate from the shareholders for the Proposed Share Buy-Back will be effective immediately after the passing of the ordinary resolution to be tabled at the forthcoming EGM of the Company to be convened for the Proposed Share Buy-Back and will continue to be in force until:-

- (a) the conclusion of the next AGM of APT following the EGM at which the ordinary resolution for the Proposed Share Buy-Back is passed, at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of APT in a general meeting;

whichever occurs first.

2.2 Quantum

The maximum number of ordinary shares which may be purchased by the Company shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital of the Company.

Based on the issued and paid-up share capital of APT as at 30 April 2008 of RM41,008,500 comprising 41,008,500 APT Shares, a maximum of 4,100,850 APT Shares may be purchased pursuant to the Proposed Share Buy-Back. However, the Company may only cancel up to 1,008,500 APT Shares as the issued and paid-up share capital of APT cannot fall below the prescribed minimum threshold of RM40 million pursuant to Paragraph 3.04(2) of the Listing Requirements for companies listed on the Second Board of Bursa Securities.

Nevertheless, the actual number of ordinary shares in APT to be purchased by the Company pursuant to the Proposed Share Buy-Back, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on inter-alia, the market conditions and sentiments of the stock market as well as the availability of financial resources of the Company and the availability of the retained profits reserve and the share premium reserve of the Company.

2.3 Funding

The Proposed Share Buy-Back will be financed through internally generated funds and/or bank borrowings. The maximum amount of funds to be utilised by the Company for the Proposed Share Buy-Back shall not exceed the audited retained profits of the Company which stood at RM13,157,813 as at 31 December 2007 based on the latest audited financial statements of APT for the financial year ended 31 December 2007.

The proportion of the funding will depend on the quantum of purchase consideration as well as the availability of internally generated funds and borrowings and repayment capabilities of the Company at the time of purchase. In the event that the Proposed Share Buy-Back is to be partly or wholly financed by bank borrowings, the Board will ensure that the Company will have sufficient funds to repay such borrowings and that the repayment would not have any material effect on the cash flow of APT.

2.4 Implications of the Code

Based on the shareholdings of the substantial shareholders/promoters as at 30 April 2008 and assuming the Proposed Share Buy-Back is carried out in full, there will be no implication under the Code as none of the substantial shareholders/promoters and/or parties acting in concert with them hold more than 33% equity interest in APT.

Nevertheless, the Board will be mindful of such implications to ensure that the share buy-back, when implemented, will not result in any of the shareholdings of the substantial shareholder(s)/promoter(s) of the Company exceeding the limit provided under the Code which will require them to seek exemption or make mandatory general offer, under the Code.

2.5 Regulatory Requirements

The Proposed Share Buy-Back is subject to, inter-alia, the following regulatory requirements:-

- (a) the public shareholding spread of 25% of the issued and paid-up share capital of the Company is to be maintained at all times;
- (b) the purchase price of the Purchased Shares cannot be more than fifteen percent (15%) above the weighted average market price for APT Shares for the five (5) Market Days immediately prior to the purchase;
- (c) if the Purchased Shares are subsequently resold on Bursa Securities, the selling price of the said Purchased Shares has to be:-
 - (i) not less than the weighted average market price of the APT Shares for the five (5) Market Days immediately prior to the resale; or
 - (ii) not lower than five percent (5%) below the weighted average market price for the APT Shares for the five (5) Market Days immediately prior to the resale provided that:-
 - (aa) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (bb) the resale price is not less than the cost of purchase of the Purchased Shares being resold;
- (d) the maximum funds to be utilised for the purchase of the Company's own shares should be backed by an equivalent amount of retained profits and/or share premium of the Company;

Based on the latest audited financial statements of APT for the financial year ended 31 December 2007, the retained profits stood at RM13,157,813. Accordingly, the funds to be allocated for the Proposed Share Buy-Back shall not exceed the audited retained profits of the Company, which stood at RM13,157,813 as at 31 December 2007. Based on the same audited financial statements, the Company does not have any share premium reserve.

- (e) the Proposed Share Buy-Back should not result in the issued and paid-up share capital of APT Share falling below the prescribed minimum threshold for the issued and paid-up share capital of RM40 million pursuant to Paragraph 3.04(2) of the Listing Requirements for companies listed on the Second Board of Bursa Securities.

Based on the issued and paid-up share capital of APT as at 30 April 2008 of RM41,008,500 comprising 41,008,500 APT Shares, a maximum of 4,100,850 APT Shares may be purchased pursuant to the Proposed Share Buy-Back. However, the Company may only cancel up to 1,008,500 APT Shares as the issued and paid-up share capital of APT cannot fall below the prescribed minimum threshold of RM40 million.

2.6 Treatment of Shares Purchased by APT

Pursuant to the provisions of Section 67A of the Act, the Company may either retain the Purchased Shares as treasury shares or cancel the Purchased Shares or a combination of both. The Purchased Shares held as treasury shares may either be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, subsequently cancelled or any combination of the three. The distribution of the treasury shares as share dividends may be applied as a reduction of the retained profits or share premium account of the Company subject to any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase(s).

To date, the Company has yet to determine the manner in which the Purchased Shares are to be treated. However, the Board will deal with the Purchased Shares in accordance with Section 67A of the Act and will make an immediate announcement to Bursa Securities upon purchase or re-sale of the Purchased Shares. Also, once determined, the Company will make an announcement regarding the treatment of the Purchased Shares, whether the Shares purchased will be cancelled or retained as treasury shares or a combination of both.

2.7 Ranking of the Purchased Shares

Whilst the Purchased Shares are held as treasury shares, Section 67A (3C) of the Act states, amongst others, that the rights attached to them as to voting, dividend and participation in other distributions or otherwise are suspended.

2.8 Rationale for the Proposed Share Buy-Back

The implementation of the Proposed Share Buy-Back, if and when the Company deems appropriate, would enable the Company to utilise its surplus financial resources to purchase APT Shares at prices which the Board views as favourable.

Depending on the funding cost for the purchase of the APT Shares, the Proposed Share Buy-Back may strengthen the EPS of APT and if so, it is expected to benefit the shareholders of APT.

If the purchased shares are held as treasury shares, such shares may potentially be resold on Bursa Securities at a higher price and therefore realising a potential gain in reserves. The treasury shares may also be distributed to the shareholders as dividends.

2.9 Shareholding Spread

Section 67A (3C) of the Act states, amongst others, that if the Purchased Shares are held as treasury shares, such treasury shares shall not be taken into account in calculating the number or percentage of APT Shares or of a class of APT Shares for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

As at 30 April 2008, the public shareholding spread of the Company was 42.39% with 1,204 shareholders. Assuming that the Proposed Share Buy-Back is carried out to a maximum of 4,100,850 APT Shares and 1,008,500 APT are cancelled (the remaining 3,092,350 APT Shares are held as treasury shares), the public shareholding of the Company would potentially be reduced to 35.99%.

In accordance with Paragraph 12.14 of the Listing Requirements, APT will only undertake the Proposed Share Buy-Back, provided that at least 25% of the issued and paid-up share capital of APT is in the hands of a minimum of one thousand (1,000) public shareholders holding not less than one hundred (100) shares at all times. The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirements not being met.

2.10 Potential Advantages and Disadvantages of the Proposed Share Buy-Back

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are:-

- (a) if the Purchased Shares are cancelled, the EPS of APT Group will be enhanced and shareholders are likely to enjoy an increase in the value of their investment in the Company;
- (b) the Company's share capital base will be reduced pursuant to the Proposed Share Buy-Back, which may increase the likelihood of a higher dividend rate being declared in the future; and
- (c) if the Purchased Shares are retained as treasury shares, it will provide the Board with an option to sell the Purchased Shares at a higher price and therefore make a gain for the Company. Alternatively, the Purchased Shares can be distributed as share dividends to shareholders as a reward to the shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are:

- (a) reduction of the financial resources of the Company available for distribution to the shareholders of the Company in the foreseeable future;
- (b) resultant opportunity costs for the Company as better investment opportunities may be foregone in the future with the reduction in financial resources of the APT Group available upon implementation of the Proposed Share Buy-Back; and
- (c) deprive the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. Further, if the Proposed Share Buy-Back is financed via bank borrowings, the Group would have to service interest obligations.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of APT which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board in exercising any decision in implementing the Proposed Share Buy-Back will be mindful of the interests of the Company and of its shareholders.

2.11 Purchase of Shares and Resale of Treasury Shares in the Previous Twelve (12) Months

APT has not made any purchase or cancelled any of its own ordinary shares in the twelve (12) months preceding the date of this Circular. Further, there are no Purchased Shares held as treasury shares or resale of treasury shares made in the previous twelve (12) months preceding the date of this Circular.

3.0 APPROVAL REQUIRED

The Proposed Share Buy-Back is subject to the approval of the shareholders of APT at the forthcoming EGM to be convened. The Proposed Share Buy-Back is not conditional upon any other proposal.

4.0 EFFECTS OF THE PROPOSED SHARE BUY-BACK

4.1 Share Capital

Based on the issued and paid-up share capital of APT as at 30 April 2008 of RM41,008,500 comprising 41,008,500 APT Shares, a maximum of 4,100,850 APT Shares may be purchased pursuant to the Proposed Share Buy-Back. However, the Company may only cancel up to 1,008,500 APT Shares as the issued and paid-up share capital of APT cannot fall below the prescribed minimum threshold of RM40 million pursuant to Paragraph 3.04(2) of the Listing Requirements for companies listed on the Second Board of Bursa Securities.

The proforma effects of the Proposed Share Buy-Back on the issued and paid-up share capital of APT are as follows:

	No. of Shares	RM
Share capital as at 30 April 2008	41,008,500	41,008,500
Maximum number of APT Shares which may be purchased pursuant to the Proposed Share Buy-Back ⁽¹⁾	4,100,850	4,100,850
Resultant minimum issued and paid-up share capital upon completion of cancellation of maximum number of APT Shares which may be purchased under the Proposed Share Buy-Back ⁽²⁾	40,000,000	40,000,000

Note:

- (1) Assuming that 4,100,850 APT Shares (representing 10% of the existing issued and paid-up share capital of APT) are purchased pursuant to the Proposed Share Buy-Back.*
- (2) Assuming that only 1,008,500 APT Shares are cancelled pursuant to the Proposed Share Buy-Back. The remaining 3,092,350 APT Shares will be held by APT as treasury shares.*

4.2 NA

The NA per share based on the latest audited financial statements of APT for the financial year ended 31 December 2007 stood at RM1.28. The effects of the Proposed Share Buy-Back on the NA per share of the Company will depend on the purchase price of the APT Shares and the effective funding cost or loss in interest income of the Company.

If the APT Shares purchased are cancelled, the Proposed Share Buy-Back would reduce the NA per share of the Company if the purchase price exceeds the NA per share at the time of purchase. Conversely, the NA per share of the Company would be increased if the purchase price is less than the NA per share at the time of purchase.

Should the APT Shares purchased be resold, the consolidated NA per share will increase if the Company realises a gain from the resale, and vice versa.

4.3 Working Capital

The Proposed Share Buy-Back, as and when implemented, will reduce the working capital and cashflow of the APT Group, the quantum of which depends on, amongst others, the number of APT Shares purchased and the purchase price(s) of the APT Shares.

For APT Shares so purchased which are kept as treasury shares, upon their resale, the working capital and the cashflow of the APT Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cashflow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

4.4 **Earnings**

The effects of the Proposed Share Buy-Back on the consolidated earnings of APT would depend on the purchase price and number of APT Shares purchased as well as the effective funding cost to the Company in implementing the Proposed Share Buy-Back.

The reduction in the number of APT Shares applied in the computation of the consolidated EPS pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the consolidated EPS for the financial year when the Proposed Share Buy-Back is implemented. Should the APT Shares purchased be resold, the extent of the impact to the earnings of APT Group will depend on the actual selling price, the number of treasury shares resold, the effective funding cost and the gain or loss on the disposal, if any.

4.5 **Dividends**

Barring any unforeseen circumstances, the Board does not expect the Proposed Share Buy-Back to materially affect the dividend policy of the Company. Any future dividend to be declared and paid will depend on, amongst others, the actual results of the APT Group, its cash reserves, capital commitment and future funding requirements.

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4.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Record of Depositors as at 30 April 2008 and assuming that the Proposed Share Buy-Back is implemented up to the maximum of 10% of the issued and paid-up share capital and that the Purchased Share are from the shareholders other than the Directors and substantial shareholders of APT, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders of APT are set out below:-

	Number of Shares held as at 30 April 2008				After Proposed Share Buy-Back ⁽¹⁾			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Directors								
Chee Sam Fatt	20,250	0.05	6,355,510 ⁽²⁾	15.50	20,250	0.05	6,355,510 ⁽²⁾	17.22
Tjin Kiat @ Tan Cheng Keat	3,100,178	7.56	-	-	3,100,178	8.40	-	-
Yeo Tek Ling	24,338	0.06	-	-	24,338	0.07	-	-
Dato' Law Sah Lim	10,029	0.02	6,617,171 ⁽²⁾	16.14	10,029	0.03	6,617,171 ⁽²⁾	17.93
Eu Hock Seng	22,241	0.05	870,449 ⁽³⁾	2.12	22,241	0.06	870,449 ⁽³⁾	2.36
Ng Choo Tim	1,296,594	3.16	-	-	1,296,594	3.51	-	-
Dato' Haji Ghazali B. Mat Ariff	-	-	-	-	-	-	-	-
Mah Siew Seng	-	-	-	-	-	-	-	-
Datuk Ismail Bin Haji Ahmad	-	-	-	-	-	-	-	-
Substantial Shareholders								
Tjin Kiat @ Tan Cheng Keat	3,100,178	7.56	-	-	3,100,178	8.40	-	-
Wong Chee Weng	2,674,300	6.52	-	-	2,674,300	7.25	-	-
Lee Ng Mah @ Lee Wai Chan	2,383,090	5.81	-	-	2,383,090	6.46	-	-
Dato' Law Sah Lim	10,029	0.02	6,617,171 ⁽²⁾	16.14	10,029	0.03	6,617,171 ⁽²⁾	17.93
Chee Sam Fatt	20,250	0.05	6,355,510 ⁽²⁾	15.50	20,250	0.05	6,355,510 ⁽²⁾	17.22

Notes:

- (1) Assuming that 4,100,850 APT Shares (representing 10% of the existing issued and paid-up share capital of APT) are purchased pursuant to the Proposed Share Buy-Back.
- (2) Deemed interest by virtue of Section 134(12)(c) of the Act through shareholdings of their respective wives and children.
- (3) Deemed interest by virtue of Section 134(12)(c) of the Act through shareholdings of his daughter.

5.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors and/or major shareholders of the Company and persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-Back and if any, the resale of treasury shares.

6.0 DIRECTORS' RECOMMENDATION

The Board is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and accordingly, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming EGM.

7.0 OUTSTANDING CORPORATE EXERCISE

Save as disclosed below and for the Proposed Share Buy-Back, which is the subject of this Circular, there is no other outstanding corporate exercise, which has been announced by APT to Bursa Securities but is pending implementation:

- (a) On 2 December 2002, Advanced Packaging Investments (HK) Ltd ("APIL"), a wholly-owned subsidiary of APT had entered into a joint venture contract ("JVC") with Wafangdian Laohu Cement Company Ltd ("WLCC"), a company incorporated in the People's Republic of China ("PRC"), to build a new cement clinker plant in the PRC ("Proposed Joint Venture") which was announced on 3 December 2002.

The Proposed Joint Venture comprises the investment of RMB22.5 million by APIL for a 25% equity interest in the joint venture company namely, Dalian Advanced Cement Company Ltd ("DACC"). The remaining 75% equity (or RMB67.5 million) in DACC is held by WLCC. APT has on behalf of APIL remitted approximately USD2.72 million towards its capital contribution in DACC.

As per the JVC, the proposed new plant was expected to be completed by June 2004. However, the construction of the new plant has yet to be completed as at to-date due to the financial problems faced by WLCC in contributing its portion of investment in DACC as well as the difficulty of DACC in obtaining a loan to finance the construction of the new plant. Certain new lending restrictions imposed by the government of PRC in 2004 to cool down its over-heating economy compounded to the problem. The completion of the construction of the new plant is now very much dependent on the availability of the funds from the banks in PRC to WLCC which was further delayed by the demise of the Chairman, Mr. Xi Jianqi.

As a move to resolve the failure of WLCC to contribute fully to its portion of investment, APIL had on 6 December 2005 entered into a Shareholders' Agreement with WLCC for DACC to apply to the relevant authorities in PRC to revise downward the registered capital from RMB90 million to RMB52 million. The shareholding ratio between APIL and WLCC remain unchanged.

The Company had on 4 January 2007 announced that it has received on the same day the new business licence issued to DACC on 25 December 2006 by the Dalian Industrial and Commercial Administrative Bureau, PRC with a revised registered capital of RMB52 million (or USD6,263,000). DACC had since returned the excess capital contribution of USD1,144,250 to APIL.

- (b) On 16 April 2008, the Board announced to Bursa Securities that the Company proposes to amend its existing Articles whereby the Company will seek the approval from its shareholders at the forthcoming EGM of the Company to be convened. The purpose of the Proposed Amendments is to be in compliance with the recent amendments made to the Listing Requirements.

The Proposed Share Buy-Back is not conditional upon the Proposed Amendments or any other corporate proposals.

8.0 HISTORICAL MARKET PRICES OF APT SHARES

The monthly highest and lowest market prices of APT Shares as traded on Bursa Securities for the past twelve (12) months are as follows:-

	Highest RM	Lowest RM
<u>2007</u>		
May	0.825	0.76
June	0.98	0.76
July	0.90	0.80
August	0.80	0.67
September	0.74	0.64
October	0.73	0.62
November	0.68	0.62
December	0.72	0.61
<u>2008</u>		
January	0.66	0.56
February	0.60	0.57
March	0.60	0.52
April	0.65	0.575

(Source: Bloomberg)

The last transacted market price of APT Shares on 14 April 2008 (being the latest practicable date prior to the announcement of the Proposed Share Buy-Back) was RM0.60.

The last transacted market price of APT Shares on 26 May 2008 (being the latest practicable date prior to the printing of this Circular) was RM0.70.

9.0 EGM

The notice convening the EGM for shareholders of the Company to consider and vote on the ordinary resolution pertaining to the Proposed Share Buy-Back is enclosed with this Circular. The EGM will be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 26 June 2008 at 11.30 a.m., or immediately after the conclusion of the Company's Twenty-Sixth AGM (which will be held at the same venue on the same day at 11.00 a.m.), whichever is earlier or at any adjournment thereof.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event to arrive at the Company's Registered Office at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.

The completion and lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

10.0 FURTHER INFORMATION

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully,
For and on behalf of the Board
ADVANCED PACKAGING TECHNOLOGY (M) BHD

Tan Cheng Keat
Managing Director

PART B

**PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF
ASSOCIATION**

REGISTERED OFFICE :

23B, Jalan 52/1
46200 Petaling Jaya
Selangor Darul Ehsan

29 May 2008

BOARD OF DIRECTORS :

Chee Sam Fatt (*Chairman*)
Tjin Kiat @ Tan Cheng Keat (*Managing Director*)
Yeo Tek Ling (*Finance Director*)
Dato' Law Sah Lim
Eu Hock Seng (*Independent Director*)
Ng Choo Tim (*Independent Director*)
Dato' Haji Ghazali B. Mat Ariff (*Independent Director*)
Mah Siew Seng (*Independent Director*)
Datuk Ismail Bin Haji Ahmad

To: The Shareholders of Advanced Packaging Technology (M) Bhd

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. INTRODUCTION

On 16 April 2008, the Board announced to Bursa Securities that the Company proposes to seek the approval of its shareholders to amend its existing Articles at an EGM of the Company to be convened. The purpose of the Proposed Amendments is to be in compliance with the recent amendments made to the Listing Requirements.

THE PURPOSE OF THIS PART B OF THE CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED AMENDMENTS TOGETHER WITH SUCH RELEVANT INFORMATION AND TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION TO BE TABLED AT THE FORTHCOMING EGM. NOTICE OF THE EGM TOGETHER WITH THE FORM OF PROXY ARE SET OUT IN THIS CIRCULAR.

SHAREHOLDERS OF APT ARE ADVISED TO READ THE CONTENTS AND APPENDICES OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS.

2. DETAILS OF THE PROPOSED AMENDMENTS

Details of the Proposed Amendments are set out in Appendix II of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments are undertaken to update the Company's existing Articles to be in compliance with the recent amendments made to the Listing Requirements.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued and paid-up share capital, substantial shareholdings, NA, dividend policy, gearing and earnings of the APT Group.

5. APPROVAL REQUIRED

The Proposed Amendments are subject to the approval of the shareholders of APT at the forthcoming EGM to be convened.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors or major shareholders of the Company and/or persons connected to them as defined in the Listing Requirements has any interests, direct or indirect, in the Proposed Amendments.

7. DIRECTORS' RECOMMENDATION

The Board of APT, having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of the Company. Accordingly, the Board of APT recommends that you vote in favour of the Special Resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM.

8. EGM

The notice convening the EGM for shareholders of the Company to consider and vote on the special resolution pertaining to the Proposed Amendments is enclosed with this Circular.

The EGM will be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 26 June 2008 at 11.30 a.m., or immediately after the conclusion of the Company's Twenty-Sixth AGM (which will be held at the same venue on the same day at 11.00 a.m.), whichever is earlier or at any adjournment thereof.

If you are unable to attend and vote in person at the EGM, you may complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time fixed for the meeting.

The lodgement of the Form of Proxy 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 appendices for further information

Yours faithfully,
For and on behalf of the Board
ADVANCED PACKAGING TECHNOLOGY (M) BHD

Tan Cheng Keat
Managing Director

FURTHER INFORMATION

1.0 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of APT who collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2.0 CONSENT

MIMB has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto, in the form and context in which it appears.

3.0 MATERIAL CONTRACTS

Neither the Company nor any of its subsidiary companies has entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of the Group) during the two (2) years immediately preceding the date of this Circular.

4.0 MATERIAL LITIGATION

Save as disclosed below, neither APT nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors of APT are not aware of any proceedings pending or threatened against the APT Group or of any facts likely to give rise to any proceedings which may materially or adversely affect the position or business of the APT Group, financially or otherwise.

(a) APT ("Plaintiff") vs Wang Nutrition (M) Sdn Bhd (Company No. 277490-M) ("Defendant")

On 22 March 2006, the Plaintiff filed a claim against the Defendant for the outstanding amounts owing by the Defendant to the Plaintiff, amounting to RM18,805.10, for the goods sold by the Plaintiff to the Defendant and also for part of the cost of cylinder used to produce the goods sold.

On 8 August 2006, the Defendant filed their defence and counter claim against the Plaintiff for an undisclosed amount. On 29 April 2008, the Muar Magistrate Court allowed the Defendant's application to amend their defence and counter claim to transfer the proceedings to the Muar Sessions Court. The Defendant's proposed amended defence and counter claim states that the Defendant purports to claim from the Plaintiff, special damages amounting to RM227,915.74, general damages and interests.

As of to date, the abovementioned case is pending transfer to Muar Sessions Court and for the Sessions Court to fix a trial date.

The Plaintiff's solicitors, have confirmed that they are at this juncture, unable to provide opinion and comment on the facts and issues alleged in the Defendant's proposed amended defence and counter claim which would ultimately depend on the Defendant's ability to substantiate or prove the said facts of the case. APT shall reply to the proposed amended defence and shall defend the counter claim.

5.0 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours (except public holidays) at the registered office of APT from the date of this Circular up to and including the date of the EGM:-

- (a) M&A of APT;
- (b) the audited financial statements of APT for the past two (2) financial years ended 31 December 2007;
- (c) the letter of consent as referred to in Section 2.0 of this Appendix; and
- (d) the relevant cause papers in respect of the material litigation referred to in paragraph 4.0 above.

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DETAILS OF THE PROPOSED AMENDMENTS

The Articles of the Company are amended by the alterations, modifications, deletions and/or additions to the affected existing Articles as reproduced hereunder with the proposed amendments to the affected Articles alongside it.

The details of the Proposed Amendments are set out below:-

Articles	Existing Provisions		Proposed Amendments	
To amend Article 2	WORDS	MEANINGS	WORDS	MEANINGS
	Approved Market Place	- <u>A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order, 1998.</u>	Deleted	
	Authorised Nominees	- A person who is authorised to act as nominee as specified under the Rules.	Authorised Nominees	- A person who is authorised to act as nominee as specified under the Central Depositories Act and the Rules
	Central Depository	- <u>The Malaysian Central Depository Sdn. Bhd.</u>	Depository	- Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W)
	The Depositor	- A holder of a securities account.	The Depositor	- A holder of a securities account as established by the Depository.
	The Exchange	- <u>Kuala Lumpur Stock Exchange.</u>	the Exchange	- Bursa Malaysia Securities Berhad. (Company No. 635998-W)
	No provision		Listing Requirements	- The Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.
	Member	- Unless otherwise expressed to the contrary, includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act, 1991 but excludes the <u>Central Depository</u> in its capacity as a bare trustee.	Member	- Unless otherwise expressed to the contrary, includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act, 1991 but excludes the Depository in its capacity as a bare trustee.
	Record of Depositors	- A record provided by the <u>Central Depository</u> to the Company under Chapter 24.0 of the Rules of the <u>Central Depository</u> .	Record of Depositors	A record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository .

APPENDIX II

Articles	Existing Provisions		Proposed Amendments	
	WORDS	MEANINGS	WORDS	MEANINGS
	the Register	The Register of Members to be kept pursuant to the Act.	the Register	The Register of Members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
To amend Article 2	WORDS	MEANINGS	WORDS	MEANINGS
	No provision		Registrar	- The share registrar of the Company.
	the Rules	- The Rules of the <u>Central</u> Depository.	the Rules	- The Rules of the Depository .
	Securities	- <u>Debentures, notes, stocks, shares and bonds of the Company and includes any right or option in respect thereof and any interest in unit trust schemes.</u>	Securities	- shall have the meaning given in Section 2 of the Capital Markets & Services Act, 2007.
	Securities Account	- An account established by a <u>Central</u> Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.	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.
	Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.		Writing shall include printing, lithography, photography, electronic and any other mode or modes of representing or reproducing words in a visible form.	

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To amend Article 5(e)	<p>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 issues of shares or options unless :-</p> <p>(i) the Members in general meeting have approved of the specific allotment to be made to such Director; <u>and</u></p> <p>(ii) <u>he holds office in the Company in an executive capacity.</u></p>	<p>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 issues of shares or options unless the Members in general meeting have approved of the specific allotment to be made to such Director.</p>
To amend Article 6	<p>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 but <u>the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time</u> and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. <u>The preference shareholder shall be entitled to a return of capital in preference to ordinary shareholders when the company is wound up.</u> Preference shareholders shall also have the right to vote at any meeting convened in each of the following circumstances:-</p> <p>(a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;</p> <p>(b) on a proposal to reduce the company's share capital,</p> <p>(c) on a proposal for the disposal of the whole of the company's property, business and undertaking,</p> <p>(d) on a proposal that affects rights attached to the preference share,</p> <p>(e) on a proposal to wind up the company, and</p> <p>(f) during the winding up of the company</p>	<p>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, unless with the consent of the existing preference shareholders at a class meeting, issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened in each of the following circumstances:-</p> <p>(a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;</p> <p>(b) on a proposal to reduce the company's share capital,</p> <p>(c) on a proposal for the disposal of the whole of the company's property, business and undertaking,</p> <p>(d) on a proposal that affects rights attached to the preference share,</p> <p>(e) on a proposal to wind up the company, and</p> <p>(f) during the winding up of the company</p>

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To amend Article 14	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such securities <u>(as may be prescribed by the Exchange):</u></p> <p>(a) <u>within 15 market days of the final applications closing date for an issue of securities or such other period as may be prescribed by the Exchange for issues of securities to the public or a rights issue;</u></p> <p>(b) <u>within 10 market days of the books closing date for a bonus issue or such other period as may be prescribed by the Exchange;</u></p> <p>(c) <u>within 10 market days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange;</u></p> <p>(d) <u>within 10 market days of the receipt of a subscription form together with the requisite payment in respect of warrant or convertible securities or such other period as may be prescribed by the Exchange.</u></p>	<p>Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such securities within the stipulated timeframe as may be prescribed by the Exchange.</p>
To amend Article 27	<p>The transfer of any listed security or class of listed security of the Company which have been deposited with the <u>Central</u> Depository, shall be by way of book entry by the <u>Central</u> Depository in accordance with the Rules of the <u>Central</u> Depository and, notwithstanding Sections 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 listed securities.</p>	<p>The transfer of any listed security or class of listed security of the Company which have been deposited with the Depository, shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding Sections 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 listed securities.</p>
To amend Article 28	<p>Subject to these Articles, the Central Depositories Act and the Rules, the instrument of transfer of any security lodged with the <u>Central</u> Depository shall be signed by or on behalf of the transferor and transferee and such person as may be required by the Exchange and the transferor shall be deemed to remain the holder of the security until the name of the transferee is entered in the Record of Depositors in respect thereof.</p>	<p>Subject to these Articles, the Central Depositories Act and the Rules, the instrument of transfer of any security lodged with the Depository shall be signed by or on behalf of the transferor and transferee and such person as may be required by the Exchange and the transferor shall be deemed to remain the holder of the security until the name of the transferee is entered in the Record of Depositors in respect thereof.</p>
To amend Article 29	<p>The Directors may decline to register any transfer of shares not being fully paid shares. There shall be no restrictions on the transfer of fully paid up securities except where required by law. Any refusal shall be notified to the transferor and the transferee in accordance with the provisions of the Central Depositories Act and the Rules. The <u>Central</u> Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.</p>	<p>The Directors may decline to register any transfer of shares not being fully paid shares. There shall be no restrictions on the transfer of fully paid up securities except where required by law. Any refusal shall be notified to the transferor and the transferee in accordance with the provisions of the Central Depositories Act and the Rules. The Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.</p>

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To amend Article 30	Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the <u>Central</u> Depository with such evidence (if any) as the <u>Central</u> Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.	Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Depository with such evidence (if any) as the Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person.
To amend Article 31	The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole, thirty (30) days in any year. At least <u>twelve (12)</u> market days' notice, or such other period as may from time to time be determined by the Exchange, of intention to close the Register shall be <u>published in a daily newspaper circulating in Malaysia and shall also be</u> given to the Exchange. The said notice shall state the period and the purpose or purposes for which the Register is being closed. At least three (3) market days prior notice shall be given to the <u>Central</u> Depository to enable the <u>Central</u> Depository to prepare the appropriate Record of Depositors.	The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole, thirty (30) days in any year. At least ten (10) market days' notice, or such other period as may from time to time be determined by the Exchange, of intention to close the Register shall be given to the Exchange. The said notice shall state the period and the purpose or purposes for which the Register is being closed. At least three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors.
To amend Article 34	Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member, may, upon such evidence being produced as may from time to time properly be required by the Rules of the <u>Central</u> Depository and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the <u>Central</u> Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that Member before his death or bankruptcy. PROVIDED ALWAYS that where the security is a deposited security, subject to the Rules, a transfer or withdrawal of the security may be carried out by the person becoming so entitled.	Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member, may, upon such evidence being produced as may from time to time properly be required by the Rules of the Depository and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that Member before his death or bankruptcy. PROVIDED ALWAYS that where the security is a deposited security, subject to the Rules, a transfer or withdrawal of the security may be carried out by the person becoming so entitled.
To amend Article 35	Where:- (a) the securities of the Company are listed on an <u>Approved Market Place</u> ; and (b) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules, of the <u>Central</u> Depository in respect of such securities,	Where:- (a) the securities of the Company are listed on another stock exchange ; and (b) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules, of the Depository in respect of such securities,

Articles	Existing Provisions	Proposed Amendments
	<p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the <u>Approved Market Place (hereinafter referred to as 'the Foreign Register')</u>, to the register of holders maintained by the registrar of the Company in Malaysia <u>(hereinafter referred to as "the Malaysian Register")</u> provided that there shall be no change in the ownership of such securities and the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.</p> <p><u>No company which fulfils the requirements of subparagraphs (a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.</u></p>	<p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities and the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.</p>
To amend Article 57	<p>Every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in <u>the daily press</u> and in writing to each stock exchange upon which the Company is listed and such notices of all meetings shall be given to such stock exchange and advertised in the press at the same time as shareholders are notified.</p>	<p>Every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed and such notices of all meetings shall be given to such stock exchange and advertised in the press at the same time as shareholders are notified.</p>
To amend Article 57A	<p>(i) The Company shall request the <u>Central Depository</u> in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(ii) The Company shall also request the <u>Central Depository</u> in accordance with the Rules, to issue a Record of Depositors as at a date not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p>	<p>(i) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(ii) 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").</p>

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To amend Article 59	In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a Member.	In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him, and that a proxy need not also be a Member.
To amend Article 68	Subject to Article 57A and any rights or restrictions for the time being attached to any class 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 or by duly authorised representative, <u>and on a show of hands, every person who is a Member or proxy or attorney or representative of a Member shall have one vote</u> , and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds, <u>although a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.</u>	Subject to Article 57A and any rights or restrictions for the time being attached to any class 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 or by duly authorised representative, and on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present in person or by proxy or by attorney or by duly authorised representative, and entitled to vote shall be entitled to one (1) vote , and on a poll, every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds.
To amend Article 73	The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under hand of an officer or attorney duly authorised. 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member may <u>appoint more than one proxy</u> to attend at the same meeting. Where a Member appoints <u>two or more proxies</u> , the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.	The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under hand of an officer or attorney duly authorised. 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member may appoint a maximum of two proxies to attend at the same meeting. 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.
To amend Article 74	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 in the Company standing to the credit of the said securities account.	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 (but not more than two) in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To amend Article 75	<p>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 may approve :- (PROXY FORM)</p> <p>ADVANCED PACKAGING TECHNOLOGY (M) BHD</p> <p>I/We,..... Full Name in Block Letters of..... Address being a Member/Members of Advanced Packaging Technology (M) Bhd 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 (Annual or Extraordinary as the case may be) General Meeting of the Company, to be held on the day of..... 20 and, at any adjournment thereof.</p> <p>----- Signature of Member</p> <p>Signed this.....day of.....20.....</p> <p>Number of shares held.....</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit)</p>	<p>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 may approve :- (PROXY FORM)</p> <p>ADVANCED PACKAGING TECHNOLOGY (M) BHD</p> <p>I/We,.....(NRIC/Company No.).....of..... being a Member/Members of Advanced Packaging Technology (M) Bhd hereby appoint..... (NRIC No.).....of..... or failing whom..... (NRIC No.)..... of..... or failing whom, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company, to be held aton the day of..... 20 and, at any adjournment thereof.</p> <p>----- Signature of Member</p> <p>Signed this.....day of.....20.....</p> <p>Number of shares held.....</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).</p> <p>Notes:</p> <ol style="list-style-type: none"> 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 and the provisions of Section 149(b) of the Companies Act, 1965 shall not apply to the Company. 2) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (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) 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.

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
		4) The instrument appointing a proxy must be deposited at the Company's Registered Office not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.
To amend Article 79	The First Directors shall be DATUK LAW SAH LIM, NG KOK GIAU, CHEE SAM FATT, TAN CHENG KEAT and EU HOCK SENG. <u>All the Directors of the Company shall be natural persons and</u> until otherwise determined by general meeting the number of Directors shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.	The First Directors shall be DATUK LAW SAH LIM, NG KOK GIAU, CHEE SAM FATT, TAN CHENG KEAT and EU HOCK SENG. Until otherwise determined by general meeting the number of Directors shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.
To insert new Article 88A	No provision	<p>88A (1) No person shall be appointed or allowed to act as a Director or be involved whether directly or indirectly in the management of the Company, including acting in an advisory capacity in relation to the Company, if he:-</p> <ul style="list-style-type: none"> (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company; (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or (c) has been convicted by a court of law of an offence under the securities laws or the Companies Act 1965 <p>within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.</p> <p>(2) For the purpose of Article 88A (1) above, "securities laws" means the Capital Markets & Services Act, 2007, the Securities Industry (Central Depositories) Act 1991 and the Securities Commission Act 1993.</p>
To amend Article 90	(1) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company.	(1) The Directors shall be paid all their travelling, hotel and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of the Directors or any committee of the Directors or general meetings of the Company.

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
	(2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the <u>Company in general meeting</u> and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors.	(2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board of Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors.
To amend Article 91(g)	is absent from more than 50% of the total board of directors' meetings held during a financial year and his alternate director (if any) shall not during such period have attended in his stead.	is absent from more than 50% of the total board of directors' meetings held during a financial year unless he has been exempted from such provision by the Exchange; or
To insert new Article 91(h)	No provision	is convicted by a court of law, whether within Malaysia or elsewhere, in relation to offences set out in Article 88A (1)(a), (b) or (c).
To amend Article 93(c)	subject to Section 132E of the Act, enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.	subject to Sections 132E and 132F of the Act, enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any shares or non-cash assets of the requisite value.
To amend Article 101	Subject always to Sections 131, 132E, 132F and <u>132G</u> of the Act a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.	Subject always to Sections 131, 132E and 132F of the Act a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

APPENDIX II

Articles	Existing Provisions	Proposed Amendments
To insert new Article 105A	No provision.	A meeting of the board of Directors or a committee appointed by the board of Directors may be held by means of a video conference or telephone conference or other telecommunications facilities which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and unless otherwise provided in these Articles, shall be counted in a quorum and be entitled to vote and the meeting shall be deemed to have been held in Malaysia.
To amend Article 110	Subject to Article 111, a Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly personal interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.	Subject to Section 131A of the Act and Article 111, a Director shall be counted only to make the quorum at the board meeting but shall not participate in any discussion nor vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly personal interest, and if he shall do so vote , his vote shall not be counted.
To amend Article 156(g)	For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of <u>Kuala Lumpur Stock Exchange</u> including any amendments to the Listing Requirements that may be made from time to time.	For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Advanced Packaging Technology (M) Bhd (“APT” or the “Company”) will be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 26 June 2008 at 11.30 a.m. or immediately after the conclusion of the Company’s Twenty-Sixth Annual General Meeting (which will be held at the same venue on the same day at 11.00 a.m.), whichever is earlier or at any adjournment thereof, for the purpose of considering, and if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PER CENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL

“**THAT** subject to the Companies Act, 1965 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association (“Articles”) and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company’s issued and paid-up ordinary share capital, such purchases to be made through Bursa Securities subject further to the following:

- (i) the aggregate number of ordinary shares of RM1.00 each in APT (“APT Shares”) which may be purchased or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company, subject to the restriction that the issued and paid-up ordinary share capital of APT does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities (“Listing Requirements”) applicable to a company listed on the Second Board of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the APT Shares under the Proposed Share Buy-Back shall not exceed the retained profits of the Company for the time being which stood at RM13,157,813 as at 31 December 2007 based on the latest audited financial statements of APT for the financial year ended 31 December 2007;
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next annual general meeting (“AGM”) of the Company following the EGM at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
 - (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - (c) the authority is 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 of the APT Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- (iv) upon completion of the purchase(s) of the APT Shares by the Company, the Directors of the Company be and are hereby authorised to cancel all the APT Shares so purchased or to retain the APT Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled or to retain part of the APT Shares so purchased as treasury shares and cancel the remainder subject always to the issued and paid-up share capital of APT not falling below the prescribed minimum threshold of RM40 million and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force,

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the APT Shares.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE COMPANY’S ARTICLES OF ASSOCIATION

“**THAT** the alterations, modifications, deletions and/or additions to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 29 May 2008 (“Proposed Amendments”) be and are hereby approved;

AND THAT the Directors and/or the Secretary of the Company be and is/are hereby authorised to carry out all necessary formalities, take all steps and do all such acts and things deemed necessary or expedient to implement, finalise and give effect to the Proposed Amendments including assenting to any conditions, modifications, variations and/or amendments as may be required by Bursa Malaysia Securities Berhad.”

BY ORDER OF THE BOARD

GOON KOK KEONG
(MAICSA 0698849)
Company Secretary

Petaling Jaya
Selangor Darul Ehsan

29 May 2008

NOTES:

A member of the Company entitled to attend and vote at this meeting may appoint a proxy or proxies to vote in his stead. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.

The instrument appointing a proxy, in 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.

The instrument appointing a proxy must be deposited at the Company’s Registered Office at 23B, Jalan 52/1, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.

FORM OF PROXY



**ADVANCED PACKAGING
TECHNOLOGY (M) BHD.**

(82982-K)

先進包裝工業(馬)有限公司

(Incorporated in Malaysia under the Companies Act, 1965)

I/We _____
(Full Name in Block Letters)
of _____
(Address)
being a member/members of the ADVANCED PACKAGING TECHNOLOGY (M) BHD hereby appoint* "the
Chairman of the meeting" or _____
(Full Name in Block Letters)
of _____
(Address)
or failing him/her, _____
(Full Name in Block Letters)
of _____
(Address)

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 26 June 2008 at 11.30 a.m. or immediately after the conclusion of the Company's Twenty-Sixth Annual General Meeting (which will be held at the same venue on the same day at 11.00 a.m.), whichever is earlier or at any adjournment thereof.

		FOR	AGAINST
ORDINARY RESOLUTION	Proposed share buy-back		
SPECIAL RESOLUTION	Proposed amendments to the Company's articles of association		

(Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

*Delete the words 'the Chairman of the meeting' if you wish to appoint some other person(s) to be your proxy.

Dated this..... day of..... 2008

Signature

No. of Shares held

NOTES:

A member of the Company entitled to attend and vote at this meeting may appoint a proxy or proxies to vote in his stead. Where a member appoints two or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.

The instrument appointing a proxy, in 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.

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Fold this flap for sealing

Then fold here

AFFIX
STAMP

THE COMPANY SECRETARY
ADVANCED PACKAGING TECHNOLOGY (M) BHD
23B, Jalan 52/1
46200 Petaling Jaya
Selangor Darul Ehsan

1st fold here