

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

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting (“AGM”) of Advanced Packaging Technology (M) Bhd (“the Company”) will be convened and held at Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Thursday, 30 May 2019 at 12.30 p.m to transact the following items of business :-

A G E N D A

As Ordinary Business

1. To receive the Statutory Financial Statements for the year ended 31 December 2018 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of a final single tier tax exempt dividend of 2% net per share for the year ended 31 December 2018. *Ordinary Resolution 1*
3. To approve the payment of Directors’ Fees of RM215,600 for the year ended 31 December 2018. *Ordinary Resolution 2*
4. To approve the payments of Directors’ Benefit (excluding Directors’ Fees) up to an amount of RM80,000 from 31 May 2019 until the next AGM of the Company. *Ordinary Resolution 3*
5. To re-elect the following Directors who retire in accordance with Article 80 of the Company’s Constitution:-
 - (a) Mr Tjin Kiat @ Tan Cheng Keat; and *Ordinary Resolution 4*
 - (b) Mr Yeo Tek Ling. *Ordinary Resolution 5*
6. To re-elect Mr Chee Chin Hung who retire in accordance with Article 87 of the Company’s Constitution. *Ordinary Resolution 6*
7. To re-appoint Messrs PKF as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 7*

As Special Business

To consider and if thought fit, to pass the following resolutions:-

Ordinary Resolutions

8. Proposed Retention of Independent Directors in accordance with the Malaysian Code on Corporate Governance 2017:-
 - (a) “THAT 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 8*

(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 9*

(c) “THAT authority be and is hereby given to Mr Ng Choo Tim 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 10*

9. Proposed renewal of Shareholders’ Mandate for the Company to buy-back its own shares (“Proposed Shareholders’ Mandate”) *Ordinary Resolution 11*

“**THAT** subject to the Companies Act, 2016 (“the Act”), the Company 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-Sixth Annual General Meeting of the Company held on 31 May 2018, authorising the directors of the Company to purchase and/or hold up to 10% of the total number of issued share capital 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 2018 amounted to RM10,329,257.

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.”

Special Resolution

10. Proposed Adoption of New Constitution of the Company

***Special
Resolution 1***

“**THAT** approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix III to the Circular dated 26 April 2019 accompanying the Company’s Annual Report 2018 for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders, a final single tier tax exempt dividend of 2% net per share in respect of the financial year ended 31 December 2018 will be paid on 25 July 2019 to shareholders whose names appear in the Company’s Record of Depositors on 28 June 2019.

A Depositor shall qualify for the entitlement only in respect of :-

- a) Shares transferred into the Depositor’s securities account before 4.00 p.m. on 28 June 2019 in respect of ordinary transfers; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

LEONG SHIAK WAN (MAICSA 7012855)
ZURIATI BINTI YAACOB (LS0009971)
Joint Company Secretaries

Petaling Jaya
26 April 2019

NOTES:

1. Proxy

1.1 *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.*

1.2 *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.*

- 1.3 *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.*
- 1.4 *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.*
- 1.5 *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.*
- 1.6 *The instrument appointing a proxy must be deposited at Ground Floor, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eighth (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
- 1.7 *Only members whose names appear in the Record of Depositors on 23 May 2019 shall be entitled to attend, speak and vote at the AGM.*
- 1.8 *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in the Notice of the Thirty-Seventh AGM will be put to vote by poll.*

2. Audited Financial Statements for financial year ended 31 December 2018

- 2.1 *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.*

3. Re-appointment and re-election of Directors who retire by rotation in accordance with Article 80 of the Company’s Constitution.

- 3.1 *Article 80 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 Tjin Kiat @ Tan Cheng Keat and Mr Yeo Tek Ling are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election.*

4. Ordinary Resolution 8 to 10: Retention of Independent Non-Executive Directors

- 4.1 *The Resolutions 8 to 10, if passed, will allow the named directors to continue to act as Independent Non-Executive Directors of the Company.*
- 4.2 *The Nomination Committee had assessed the independence of Dato’ Haji Ghazali B. Mat Ariff, Mr Mah Siew Seng and Mr Ng Choo Tim 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 and the Board has recommended that the approval of the shareholders be sought via two-tier voting process to re-appoint Dato’ Haji Ghazali B. Mat Ariff, Mr Mah Siew Seng and Mr Ng Choo Tim as Independent Non-Executive Directors as all of them possess the following aptitudes necessary in discharging their roles and functions as Independent Non-Executive Directors of the Company:-*
- (a) 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;*
 - (b) Consistently challenge management in an effective and constructive manner;*
 - (c) Have good and thorough understanding of the main drivers of the business in a detailed manner;*
 - (d) Actively participate in board deliberations and decision making in an objective manner; and*
 - (e) Exercise due care in all undertakings of the Company and carry out their fiduciary duties in the interest of the Company and minority shareholders.*

5. Ordinary Resolution 11: Proposed Shareholders Mandate

- 5.1 *The Resolution 11, 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 share capital 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 2018 of the Company on pages 7 to 12.*

6. Proposed Adoption of New Constitution of the Company

- 6.1 *The proposed Special Resolution 1, if passed, will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to Main Market Listing Requirements of Bursa Malaysia Securities Berhad and enhance administrative efficiency. The Board proposed that the existing Memorandum and Articles of Association be revoked in its entirety and the proposed new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 26 April 2019 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than seventy-five (75) percent of such members who are entitled to attend and vote and do vote in person or by proxy at the Thirty-Seventh AGM of the Company.*

7. Abstention from Voting

- 7.1 *All the Non-Executive Director who are shareholders of the Company will abstain from voting on Ordinary Resolution 2 and Ordinary Resolution 3 concerning Directors' fees and Directors' remuneration (excluding Directors' fees) at the Thirty-Seventh AGM. Any Director referred to in Ordinary Resolutions 4, 5, 6, 8, 9 and 10 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 Thirty-Seventh AGM.*