

MASTER-PACK GROUP BERHAD

(Company No. 297020-W)
(Incorporated in Malaysia)

MINUTES OF GENERAL MEETING

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY HELD AT MASTER-PACK SDN BHD, 1574, JALAN BUKIT PANCHOR, 14300 NIBONG TEBAL, S.P.S. PENANG ON WEDNESDAY, 24 MAY 2017 AT 11.08 A.M.

- Present : Dato' Syed Mohamad Bin Syed Murtaza (In the Chair)
Dato' Seri Khor Teng Tong
Dr. Junid Bin Abu Saham
Encik Aminuddin Bin Saad
Mr. Chew Hock Lin
Cik Nazriah Binti Shaik Alawdin
and 13 other shareholders, 4 attending proxies and 1 corporate representative as per Attendance List
- By Invitation : 7 invited guests as per Attendance List
- In Attendance : Ms. Riko P'ng Chiew Keem (Company Secretary)

1. COMMENCEMENT

On behalf of the Board of Directors of Master-Pack Group Berhad ("Master-Pack"), the Group's Executive Chairman, Dato' Syed Mohamad Bin Syed Murtaza welcomed all members, proxies and invited guests to the Company's 23rd AGM.

He then called upon the Company Secretary to confirm the number of proxy forms received and the presence of a quorum for the Company's 23rd AGM.

The Company Secretary, Ms. Riko P'ng Chiew Keem, confirmed that 12 proxy forms were received within the prescribed period and the said forms were available for members' inspection at the Registration Desk.

The Company Secretary then informed the Chairman that in accordance with Article 68 of the Company's Constitution, 2 members present in person or by proxy would constitute a quorum at a general meeting and was pleased to confirm the presence of the requisite quorum as at the commencement of the meeting.

The requisite quorum being present, the Chairman called the Company's 23rd AGM to order at 11.08 a.m.

2. CHAIRMAN'S ADDRESS

On behalf of the Board of Directors of the Company, the Chairman once again welcomed all members, proxy holders and invited guests for this annual event and thanked them for taking their time off their busy schedules to attend today's AGM.

The Chairman then gave a short recap of the Group's performance for the financial year ended 31 December 2016 (FY 2016).

He reported that the Group's financial statements for FY 2016 remained positive as the Group had managed to improve its sales by 10.7% from RM74.46 million to RM82.47 million. Despite the said increase, the Group had recorded a small profit-after-tax (PAT) of RM2.56 million, RM0.18 million lower than the PAT as of last financial year end mainly due to challenging and uncertainties in the competitive business environment. Notwithstanding that, the Management continued to build relationships with its customers and suppliers and with their strong support, the Chairman was optimistic that the Group would continue to grow.

Without further ado, the Chairman requested the Company Secretary to proceed with the formal business of the AGM.

3. NOTICE OF MEETING

The notice convening the 23rd AGM had been sent to all members, Bursa Malaysia Securities Berhad, the Stock Exchange and Crowe Horwath, the auditors of the Company in accordance with the Company's Constitution.

The Company Secretary suggested that the notice convening the AGM be taken as read.

As there were no objections from the floor, the notice convening the 23rd AGM was taken as read.

4. POLL VOTING AND SCRUTINEERS

The Company Secretary then informed members and proxies present that a total of 12 resolutions would be tabled for approval by members at this AGM and accordingly, all the resolutions would be voted upon by poll after she had completed the last agenda of the meeting.

Members and proxies present were also been notified that the Company had appointed Niche Unity Consultants Sdn. Bhd., as independent Scrutineers for the polling and votes counting verification.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

The 1st agenda on the morning's meeting was to receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of Directors and Auditors thereon.

The Company Secretary then asked members and proxies present whether they had any questions on the said financial statements.

Cik Lya Rahman, the representative of MSWG apologised to the Board for sending their written enquiries a day before the meeting but she was glad that the Board had responded to their enquiries. She then highlighted that the current composition of the Board comprise 3 to 4 independent directors whom had served more than 15 years, and therefore MSWG urged that the Board reviews succession planning.

Cik Lya Rahman also requested the Board to disclose the breakdown of directors' benefits under the explanatory notes to the proposed resolution in the future.

The above matters highlighted by Cik Lya Rahman was duly noted by the Board.

In respect of the proposed resolution 6 on the payment of directors' benefits up to an amount not exceeding RM63,000 from 31 January 2017 until the conclusion of the next AGM of the Company, the Chairman informed the meeting that the directors' benefits payable for the period comprising the following items:

- i) Meeting allowance of RM21,000 (including the Executive Chairman)
- ii) Training fees of RM20,000 (including the Executive Chairman)
- iii) Travelling and accommodation of RM17,000 (excluding the Executive Chairman)
- iv) Personal accident insurance of RM5,000 (including the Executive Chairman)

As there were no questions on the said financial statements, the Secretary declared that the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of Directors and Auditors thereon, were thus duly tabled and received.

6. RESOLUTION 1 - RE-ELECTION OF ENCIK AMINUDDIN BIN SAAD AS A DIRECTOR

The Company Secretary proceeded to the 1st resolution and that was to re-elect Encik Aminuddin Bin Saad who was retiring by rotation as a Director of the Company in accordance with Article 91 of the Company's Constitution and being eligible, had offered himself for re-election.

The Company Secretary then welcomed questions from the floor and there was none.

She then informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

Before the Company Secretary proceeded to the next agenda, she informed members and proxies present that pursuant to the new Companies Act, 2016 which came into force on 31 January 2017 there is no age limit for a person to act as a director in a public company. In this respect, Dato' Seri Khor Teng Tong, Mr. Chew Hock Lin and Dr. Junid Bin Abu Saham, aged 70 who were re-appointed pursuant to Section 129 of the old Companies Act, 1965 at the last AGM of the Company, their term of office would end at the conclusion of today's AGM.

The next 3 resolutions were to seek shareholders' approval to re-appoint Dato' Seri Khor Teng Tong, Mr. Chew Hock Lin and Dr. Junid Bin Abu Saham, who had offered themselves for re-appointment to continue to act as directors of the Company and subject to retirement by rotation at a later date.

7. RESOLUTION 2 - RE-APPOINTMENT OF DATO' SERI KHOR TENG TONG AS A DIRECTOR

The Company Secretary then moved on to the Resolution 2 and that was to re-appoint Dato' Seri Khor Teng Tong as a Director of the Company as his term of office would end at the conclusion of today's AGM..

As there were no questions, she then informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of this AGM.

8. RESOLUTION 3 - RE-APPOINTMENT OF MR. CHEW HOCK LIN AS A DIRECTOR

The next resolution was to re-appoint Mr. Chew Hock Lin as a Director of the Company as his term of office would also end at the conclusion of today's meeting.

As there were no questions, she then informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of this AGM.

9. RESOLUTION 4 - RE-APPOINTMENT OF DR. JUNID BIN ABU SAHAM AS A DIRECTOR

The following resolution was to re-appoint Dr. Junid Bin Abu Saham as a Director of the Company as his term of office would also end at the conclusion of today's meeting.

As there were no questions, she then informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of this AGM.

10. RESOLUTION 5 – PAYMENT OF DIRECTORS' FEES

The next item on the morning's agenda was to approve the increase in payment of Directors' Fees of not exceeding RM201,000.00 for the financial year ended 31 December 2016.

In respect of the proposed resolution, the Chairman informed the meeting the following:-

<u>Name of Director</u>	<u>FYE 2016</u> <u>(RM)</u>	<u>FYE 2015</u> <u>(RM)</u>
Dato' Syed Mohamad Bin Syed Murtaza	40,000	38,000
Dato' Seri Khor Teng Tong	23,000	21,000
Mr. Chew Hock Lin	48,500	45,000
En. Aminuddin Bin Saad	33,200	30,600
Dr. Junid Bin Abu Saham	26,400	24,200
Cik Nazriah Binti Shaik Alawdin	29,800	27,400
	<u>200,900</u>	<u>186,200</u>

The Company Secretary thanked the Chairman and asked members and proxies present whether they had questions pertaining to the proposed resolution.

As there were no questions, she informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of this AGM.

11. RESOLUTION 6 - PAYMENT OF DIRECTORS' BENEFITS

The next resolution was to approve the payment of Directors' Benefits up to an amount not exceeding RM63,000.00 for the period from 31 January 2017 until the conclusion of the next AGM of the Company.

The Chairman once again read out the proposed directors' benefits and welcomed questions from the floor.

As there were no questions, the Company Secretary informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

12. RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS

The Company Secretary proceeded to the next resolution and that was to re-appoint Crowe Horwath as auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.

Members and proxies present were informed that the current auditors, Crowe Horwath, was retiring as auditors of the Company at this AGM and they had indicated their willingness to accept re-appointment to hold office until the conclusion of the next AGM of the Company.

The Company Secretary then welcomed questions from the floor.

As there were no questions raised, the Company Secretary informed members and proxies present that a poll on this on resolution would be conducted upon completion of the remaining business of the meeting.

13. RESOLUTION 8 – PROPOSED NEW SHAREHOLDERS MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS (SPECIAL BUSINESS)

The Company Secretary informed members and proxies present that the next resolution proposed under special business was to consider and if thought fit, to pass with or without modifications, the Resolution 8 on the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

She then informed members and proxies present that the Resolution 8, if passed at this AGM, would enable Master-Pack Sdn. Bhd., a wholly owned subsidiary of the Company to enter into recurrent related party transactions involving the interest of a related party, Excelfood Pack Sdn. Bhd. which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not more favourable to the related party than those generally available to the public and not to the detriment of minority shareholders of the Company.

She then welcomed questions from the floor.

As there were no questions from the floor, the Company Secretary informed members and proxies present that the interested parties, Dato' Syed Mohamad Bin Syed Murtaza and Cik Nazriah Binti Shaik Alawdin and persons connected to them, having interests, direct or indirect, in the Proposed New Shareholders' Mandate together with their proxies or representatives, should abstain from voting.

She also informed that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

14. RESOLUTION 9 – PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES (SPECIAL BUSINESS)

The Company Secretary then moved on to the next agenda under special business and that was to consider and if thought fit, to pass with or without modifications, Resolution 9 on the proposed renewal of general mandate for Directors to allot and issue shares.

She then informed members and proxies present that Resolution 9, was to seek a renewal of general mandate for the Directors of the Company to allot and issue new shares in the Company up to an amount not exceeding 10% of the total issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting would expire at the conclusion of the next AGM.

She also informed that this mandate would provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

The Company Secretary then welcomed questions from the floor and there was none.

She proceeded to inform members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

15. RESOLUTION 10 – PROPOSED CONTINUATION IN OFFICE BY DATO' SERI KHOR TENG TONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR – (SPECIAL BUSINESS)

Before the Company Secretary moved on to the next agenda, she informed members and proxies present that the following resolution 10, 11 and 12 under Special Business, if passed, would allow the Independent Non-Executive Directors, namely Dato' Seri Khor Teng Tong, Mr. Chew Hock Lin and Encik Aminuddin Bin Saad to be retained and continue acting as Independent Non-Executive Directors of the Company to fulfill the requirements of the Main Market Listing Requirements and to be in line with the recommendations of the Malaysian Code of Corporate Governance 2012. The details of justifications were set out in the pages 26 to 35 of the Company's Annual Report for the financial year ended 31 December 2016.

The following resolution under special business was to authorise Dato' Seri Khor Teng Tong to continue to act as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company.

As there were no questions from the floor, the Company Secretary informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

16. RESOLUTION 11 – PROPOSED CONTINUATION IN OFFICE BY MR. CHEW HOCK LIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR – (SPECIAL BUSINESS)

The next resolution also under Special Business was to authorise Mr. Chew Hock Lin who had served more than a cumulative term of 9 years to continue to act as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company.

As there were no questions from the floor, the Company Secretary informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

17. RESOLUTION 12 – PROPOSED CONTINUATION IN OFFICE BY ENCIK AMINUDDIN BIN SAAD AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR – (SPECIAL BUSINESS)

The final resolution proposed under Special Business was also to authorise Encik Aminuddin Bin Saad who had served more than a cumulative term of 9 years to continue to act as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company.

As there were no questions from the floor, the Company Secretary informed members and proxies present that a poll on this resolution would be conducted upon completion of the remaining business of the meeting.

18. ANY OTHER BUSINESS

The Company Secretary confirmed that the Company did not receive any notice to transact any other business at today's AGM.

19. POLL VOTING

The Company Secretary then briefed members and proxies present on the polling process.

Members and proxies present proceeded to complete the poll voting slips for the 12 resolutions and were guided to drop their poll voting slips into the ballot box.

After the completed poll voting slips were dropped into the ballot box by the members and proxies present, the Company Secretary declared the voting closed and adjourned the meeting for half an hour to enable the Independent Scrutineers to tabulate the votes.

20. RESULTS OF THE VOTES

The Company's 23rd AGM resumed at 12.05 p.m.

The Chairman announced the results of votes as confirmed and certified by the Independent Scrutineers, Niche Unity Consultants Sdn. Bhd as follows:-

Resolution	No. of shares and % voted	
	For	Against
Resolution 1 – Re-election of Encik Aminuddin Bin Saad as a Director	24,986,955 (99.9996%)	100 (0.0004%)
Resolution 2 – Re-appointment of Dato' Seri Khor Teng Tong as a Director	24,986,955 (99.9996%)	100 (0.0004%)
Resolution 3 – Re-appointment of Mr. Chew Hock Lin as a Director	24,986,955 (99.9996%)	100 (0.0004%)
Resolution 4 – Re-appointment Dr. Junid Bin Abu Saham as a Director	24,987,055 (100.0000%)	0 (0.0000%)
Resolution 5- Approval of Increase and Payment of Directors' Fees	24,987,055 (100.0000%)	0 (0.0000%)
Resolution 6- Payment of Directors' Benefits	24,987,055 (100.0000%)	0 (0.0000%)
Resolution 7- Re-appointment of Auditors	24,987,055 (100.0000%)	0 (0.0000%)
Resolution 8 - General mandate to enter into recurrent related party transaction	9,115,055 (100.0000%)	0 (0.0000%)
Resolution 9 - General mandate for the Directors to issue and allot new shares	24,986,955 (100.0000%)	0 (0.0000%)
Resolution 10 – Continuation of Dato' Seri Khor Teng Tong in office as Independent Director	24,986,955 (99.9996%)	100 (0.0004%)
Resolution 11 – Continuation of Mr. Chew Hock Lin in office as Independent Director	24,986,955 (99.9996%)	100 (0.0004%)
Resolution 12 – Continuation of Encik Aminuddin Bin Saad in office as Independent Director	24,986,955 (99.9996%)	100 (0.0004%)

The Chairman declared all the resolutions put to the 23rd AGM were carried.

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MASTER-PACK GROUP BERHAD
Minutes of 23rd AGM held on 24 May 2017

21. TERMINATION

The meeting was declared closed at 12.10 p.m. with a vote of thanks to the Chair.

CONFIRMED CORRECT,

DATO' SYED MOHAMAD BIN SYED MURTAZA
Chairman