



PUBLIC PACKAGES HOLDINGS BERHAD

(162413-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Public Packages Holdings Berhad ("PPack" or the "Company") will be held at **Wisma Public Packages, Lintang Kampung Jawa, 11900 Bayan Lepas, Pulau Pinang**, on **9 December 1998 at 10.30 a.m.** for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY UNILON PACKAGING SDN. BHD. ("UNILON"), A WHOLLY-OWNED SUBSIDIARY OF PPACK, OF A FACTORY BUILDING FROM CENPAK (MALAYSIA) SDN. BHD. ("CENPAK") FOR A CASH CONSIDERATION OF RM640,000 ("PROPOSED ACQUISITION")

"**THAT**, subject to the passing of Ordinary Resolution 2, approval be and is hereby given to the Company to approve the acquisition of a factory building from Cenpak for a cash consideration of RM640,000 upon such terms and conditions as set out in the Sale and Purchase Agreement dated 10 August 1998 entered into between Unilon and Cenpak ("Acquisition Agreement") **AND THAT** the Acquisition Agreement be and is hereby ratified and approved **AND FURTHER THAT** the Directors be and are hereby authorised to give effect to the said acquisition and the Company's obligations thereunder with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authority and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid acquisition."

ORDINARY RESOLUTION 2

PROPOSED SURRENDER OF A SUBLEASE LAND BY CENPAK (MALAYSIA) SDN. BHD. BACK TO PEN BOX (M) SDN. BHD. ("PEN BOX"), A WHOLLY-OWNED SUBSIDIARY OF PPACK, FOR A CASH CONSIDERATION OF RM260,000

"**THAT**, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to approve the surrender and release back to Pen Box, all its rights to a piece of land on which the factory building is the subject of the Proposed Acquisition is built for a cash consideration of RM260,000 upon such terms and conditions as set out in the Surrender of Lease Agreement dated 10 August 1998 entered into between Pen Box and Cenpak ("Surrender Agreement") **AND THAT** the Surrender Agreement be and is hereby ratified and approved **AND FURTHER THAT** the Directors be and are hereby authorised to give effect to the said surrender of sublease and the Company's obligations thereunder with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authority and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid surrender of sublease."

ORDINARY RESOLUTION 3

PROPOSED DISPOSAL BY PUBLIC PACKAGES PROPERTIES SDN. BHD. ("PPP"), A WHOLLY-OWNED SUBSIDIARY OF PPACK, OF A LEASEHOLD LAND TOGETHER WITH A FACTORY BUILDING ERRECTED THEREON TO CENPAK (MALAYSIA) SDN. BHD. ("CENPAK") FOR A CASH CONSIDERATION OF RM2,900,000

"**THAT** approval be and is hereby given to the Company to approve the disposal of a leasehold land together with a factory building erected thereon for a cash consideration of RM2,900,000 upon such terms and conditions as set out in the Sale and Purchase Agreement dated 10 August 1998 entered into between PPP and Cenpak ("Disposal Agreement") **AND THAT** the Disposal Agreement be and is hereby ratified and approved **AND FURTHER THAT** the Directors be and are hereby authorised to give effect to the said disposal and the Company's obligations thereunder with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authority and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid disposal."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

"**THAT** the alterations, modifications, variations or additions to the Memorandum and Articles of Association of the Company as set out in Section 2.4 of the Circular to Shareholders dated 17 November 1998 to facilitate the purchase of the Company's own shares pursuant to Section 67A of the Companies Act, 1965 and to bring the Articles of Association of the Company in line with relevant current statutory and regulatory requirements be and are hereby approved".

BY ORDER OF THE BOARD

LIM SAW IM
ONG ENG CHOON
COMPANY SECRETARIES

Pulau Pinang
17 November 1998

Notes:-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. To be valid, this form duly completed must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
3. A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.