

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 adviser immediately.

Pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) on the perusal of draft circulars and other documents, Bursa Securities has not perused this Circular prior to its issuance, as it is an Exempt Circular. Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the content of this Circular.



BOX-PAK (MALAYSIA) BHD.

Registration No. 197401004216 (21338-W)
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The above proposal will be tabled as Special Business at the Fiftieth Annual General Meeting (“50th AGM”) of Box-Pak (Malaysia) Bhd. (“Box-Pak” or “the Company”) which will be conducted virtually and live streamed from the Broadcast Venue. The Notice of the 50th AGM of the Company, Proxy Form and Administrative Details for the 50th AGM are made available together with the Company’s Annual Report 2023 (“Annual Report 2023”) at <https://boxpak.com.my/2024AGM>.

The Proxy Form must be deposited with/received by our Administration and Polling Agent, KPMG Management & Risk Consulting Sdn. Bhd. (“KPMG MRC”) at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, the Proxy Form may be deposited to KPMG MRC via its ConveneAGM Meeting Platform at <https://conveneagm.my/boxpakagm2024>. Please refer to the Administrative Details for the 50th AGM for further information on electronic submission. All Proxy Forms must be deposited with/received by KPMG MRC, not less than forty-eight (48) hours before the time appointed for holding the 50th AGM of the Company or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending, asking and voting remotely at the said AGM using remote participation and voting facilities, should you subsequently wish to do so.

Last day and time for lodging the Proxy Form : Sunday, 23 June 2024 at 10.00 a.m.
Date and time of the 50th AGM of the Company : Tuesday, 25 June 2024 at 10.00 a.m.
Broadcast Venue of the 50th AGM of the Company : Conference Room
Lot 6, Jalan Perusahaan Satu
68100 Batu Caves
Selangor Darul Ehsan
Malaysia

This Circular is dated 29 April 2024

DEFINITIONS

In this Circular, unless otherwise stated, the following abbreviations shall have the following meanings:

Act	: Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Annual Report 2023	: Annual Report of Box-Pak issued for the financial year ended 31 December 2023
ARMC	: Audit and Risk Management Committee
Board	: The Board of Directors of Box-Pak
Box-Pak or the Company	: Box-Pak (Malaysia) Bhd. [Registration No. 197401004216 (21338-W)]
Box-Pak Group or the Group	: Box-Pak and its subsidiaries
Box-Pak Share(s) or Share(s)	: Ordinary share(s) in Box-Pak
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Can-One	: Can-One Berhad [Registration No. 200401000396 (638899-K)]
Can-One Group	: Can-One and its subsidiaries excluding Box-Pak Group
Can-One International	: Can-One International Sdn. Bhd. [Registration No. 200601010179 (729929-K)], a wholly-owned subsidiary of Can-One
Can-One Share(s)	: Ordinary share(s) in Can-One
CMSA	: Capital Market and Services Act, 2007
Code	: Malaysian Code on Take-Overs and Mergers 2016
Director(s)	: Shall have the meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Renewal of Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of Box-Pak or its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
Eller Axis	: Eller Axis Sdn. Bhd. [Registration No. 200001003247 (505852-K)], a Substantial Shareholder and holding company of Can-One
EPS	: Earnings per Share
Kian Joo	: Kian Joo Can Factory Berhad [Registration No. 195801000045 (003186-P)], the holding company of Box-Pak
Kian Joo Group	: Kian Joo and its subsidiaries excluding Box-Pak Group
Kian Joo Share(s)	: Ordinary share(s) in Kian Joo
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 29 March 2024, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (CONT'D)

Major Shareholder	: A person who has an interest or interests in one (1) or more voting shares in a corporation and the number or aggregate number of those shares, is – (a) ten per centum (10%) or more of the total number of voting shares in the corporation; or (b) five per centum (5%) or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act For the purpose of the Proposed Renewal of Mandate, a Major Shareholder (as defined above) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
NA	: Net assets
Person(s) Connected	: Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements
Proposed Renewal of Mandate	: Proposed renewal of existing mandate for RRPTs obtained from shareholders of the Company on 27 June 2023 as set out in Section 2.4 of this Circular
Related Party	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
RM and Sen	: Ringgit Malaysia and Sen respectively
RRPTs	: Transactions entered into or proposed to be entered into by the Group which involve the interest, direct or indirect, of the Related Parties and which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations of Box-Pak Group and are in the ordinary course of business of Box-Pak as specified in Section 2.4 of this Circular
SC	: Securities Commission Malaysia
Substantial Shareholder	: A person who has an interest or interests in one (1) or more voting shares in Box-Pak and the number or the aggregate number of such shares, is not less than five per centum (5%) of the total number of all the voting shares in Box-Pak
Transacting Party	: A party with which the Company or any of its subsidiaries has entered or may or intend to enter into a RRPT under the Proposed Renewal Mandate

Unless otherwise stated, the information set out above in relation to the Major Shareholders, Directors and Persons Connected is as at LPD.

Words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to person shall include corporations and vice versa.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

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BOX-PAK (MALAYSIA) BHD.

Registration No. 197401004216 (21338-W)
(Incorporated in Malaysia)

Registered Office

Lot 4, Jalan Perusahaan Dua
68100 Batu Caves
Selangor Darul Ehsan
Malaysia

29 April 2024

Directors:

Datuk Dr. Roslan Bin A. Ghaffar (*Independent Non-Executive Chairman*)
Yeoh Jin Hoe (*Group Managing Director*)
Keith Christopher Yeoh Min Kit (*Executive Director*)
Tan Kim Seng (*Senior Independent Non-Executive Director*)
Tuan Ngah @ Syed Ahmad Bin Tuan Baru (*Independent Non-Executive Director*)
Foo Kee Fatt (*Independent Non-Executive Director*)
Sharifah Nadia Aljafri (*Independent Non-Executive Director*)

To: The Shareholders of Box-Pak

Dear Sir/Madam

**PROPOSED RENEWAL OF MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

The shareholders of the Company had on 27 June 2023 approved the mandate for the Company to enter into RRPTs set out in Section 2.4 below.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of the forthcoming 50th AGM of the Company unless authority for its renewal is obtained from the shareholders of the Company.

Accordingly, on 2 April 2024, the Company announced to Bursa Securities that it intends to seek shareholders' approval for the Proposed Renewal of Mandate at the Company's forthcoming 50th AGM.

The purpose of this Circular is to provide you with relevant information pertaining to the Proposed Renewal of Mandate and to seek your approval for the ordinary resolutions on the Proposed Renewal of Mandate which will be tabled at the forthcoming 50th AGM of the Company to be conducted virtually and live-streamed from the broadcast venue at the Conference Room, Lot 6, Jalan Perusahaan Satu, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia on Tuesday, 25 June 2024 at 10.00 a.m.

SHAREHOLDERS OF BOX-PAK ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF MANDATE AT THE FORTHCOMING AGM

2. BACKGROUND INFORMATION IN RESPECT OF THE PROPOSED RENEWAL OF MANDATE

Pursuant to Paragraph 10.09 of Chapter 10 of the Listing Requirements and Practice Note 12, a listed issuer may seek its shareholders' mandate for RRPTs provided that:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of related parties involved in each type of transaction made and their relationship with the listed issuers) where:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (ii) any one (1) of the percentage ratios of such aggregated transactions is equal to or exceeds one per centum (1%),
whichever is the higher;
- (c) the contents of the circular issued by the listed issuer to its shareholders for purposes of the shareholders' mandate shall include information as set out in the Listing Requirements and Practice Note 12;
- (d) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder and interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the ordinary resolutions approving the transactions. An interested director or interested major shareholder must also ensure that persons connected with him will abstain from voting on the ordinary resolutions approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer exceeds the estimated value of the recurrent related party transaction disclosed in the circular by ten per centum (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of Chapter 10 of the Listing Requirements, the provision of Paragraph 10.08 of Chapter 10 of Listing Requirements will not apply.

2.1. Principal activities of the Group

The business activities of the Group are broadly categorised into manufacturing and distribution of paper boxes, cartons, general paper and board printing and investment holding.

The principal activities of the subsidiary companies of the Company in relation to RRPTs are as follows:

Name of companies	Equity Interest (%)	Principal Activities
<i>Subsidiary companies of Box-Pak</i>		
BP MPak Sdn. Bhd.	100	Corrugated fibre board carton manufacturer
Box-Pak (Hanoi) Co., Ltd.	100	Corrugated fibre board carton manufacturer
Box-Pak (Vietnam) Co., Ltd.	100	Corrugated fibre board carton manufacturer
Boxpak (Myanmar) Company Limited	100	Corrugated fibre board carton manufacturer
BP Pak (Singapore) Pte. Ltd.	100	Investment holding

2.2. Principal activities of the related Transacting Parties

Can-One, a Major Shareholder of Box-Pak, is principally an investment holding company.

The principal activities of Can-One's subsidiary companies in relation to the RRPTs are as follows:

Name of companies	Can-One's Equity Interest (%)	Principal Activities
<i>Subsidiary companies of Can-One</i>		
Aik Joo Can Factory Sdn. Berhad	100	Can manufacturer
AJCan Sdn. Bhd.	100	Can manufacturer
Canzo Sdn. Bhd.	100	Can manufacturer
Kian Joo	100	Can manufacturer and investment holding
PT. Corum	100	Can manufacturer
Hinoki Beverages Sdn. Bhd.	100	Property investment
TOGO Greenland Sdn. Bhd.	100	Property development, construction of building, purchase and sale of properties
Kian Joo Cans Distribution Sdn. Bhd.	100	Investment holding and trading
Can-One (USA), Inc.	100	2-piece aluminium can manufacturer
<i>Subsidiary companies of Kian Joo</i>		
Federal Metal Printing Factory, Sdn. Berhad	100	Can manufacturer
Kian Joo Can (Vietnam) Co., Ltd.	100	Can manufacturer
Metal-Pak (Malaysia) Sdn. Bhd. ⁽¹⁾	100	Can manufacturer
Kianjoo Can (Myanmar) Company Limited	100	Can manufacturer
KJ Can (Johore) Sdn. Bhd.	100	Can manufacturer
KJ Can (Selangor) Sdn. Bhd.	100	Can manufacturer
KJM Aluminium Can Sdn. Bhd.	100	2-piece aluminium can manufacturer
Kian Joo Canpack Sdn. Bhd.	100	Provision of contract manufacturing
Kian Joo Canpack (Shah Alam) Sdn. Bhd. ⁽¹⁾	100	Provision of contract packing services
KJ Can (Singapore) Pte. Ltd.	100	Trading
Bintang Seribu Sdn. Bhd.	100	Letting of factory building

Note:

(1) These companies were dormant during the financial year 2023.

2.3. Categories of RRPTs

The categories of RRPTs to be covered by the Proposed Renewal of Mandate are as follows:

(i) Sale of cartons to Can-One Group

Box-Pak Group is a member of the Can-One Group and has been a reliable supplier of carton boxes to the Group. The estimated value of the transactions is based on the projected sales volume. The transactions are undertaken by the relevant members of Box-Pak Group in their ordinary course of business and on their normal commercial terms and on terms which are not more favourable to the Transacting Parties than those generally available to the public and are not detrimental to the minority shareholders.

(ii) Lease of factory buildings

Represent lease of factory buildings from Can-One Group to Box-Pak Group for usage as manufacturing of corrugated fibre board cartons and cartons related businesses. The recurrent transactions are on monthly basis. Lease of factory buildings identified as PLO 163 and 165, Jalan Cyber Utama, Kawasan Perindustrian Senai III, 81400 Senai, Johor Darul Ta'zim, Malaysia, measuring 59,300 and 159,500 square feet respectively.

2.4 Nature of the RRPTs

Details of RRPTs for which the Proposed Renewal of Mandate is being sought as well as the Transacting Parties, the interested Related Parties and the nature of their relationships are as follows:

Provider of products/ services	Recipient of products/ services	Nature of transaction	Estimated Annual Value * (RM'000)	Estimated Value as disclosed in the Circular to Shareholders dated 27 April 2023 (RM'000)	Actual Value transacted from 27 June 2023 up to LPD ** (RM'000)	Interested Related Parties as at LPD	Notes
Box-Pak Group	Can-One Group	Sales of cartons	37,000	37,000	9,616	Kian Joo	(1)
						Can-One International	(2)
Can-One Group	Box-Pak Group	Lease of factory buildings	10,000	10,000	2,406	Can-One	(3)
						Eller Axis	(4)
						Yeoh Jin Hoe	(5)
						Chee Khay Leong	(6)
		TOTAL	47,000	47,000	12,022		

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2.4 Nature of the RRPTs (cont'd)

Notes:

- (1) *Kian Joo Can Factory Berhad ("Kian Joo") is a Major Shareholder of Box-Pak (Malaysia) Bhd. ("Box-Pak") and an indirect wholly-owned subsidiary of Can-One Berhad ("Can-One").*
 - (2) *Can-One International Sdn Bhd ("Can-One International") is the holding company of Kian Joo. Accordingly, it is a Major Shareholder of Box-Pak by virtue of Kian Joo's shareholdings in Box-Pak.*
 - (3) *Can-One is the penultimate holding company of Kian Joo by virtue of Can-One International's interest in Kian Joo as well as a Major Shareholder of Box-Pak by virtue of Kian Joo's interest in Box-Pak.*
 - (4) *Eller Axis is a Major Shareholder and holding company of Can-One. Accordingly, it is a Major Shareholder and ultimate holding of Kian Joo and Box-Pak.*
 - (5) *Yeoh Jin Hoe is the Group Managing Director of Box-Pak and Kian Joo. He is also a Major Shareholder of Kian Joo having indirect equity interest over 444,167,786 ordinary share(s) in Kian Joo ("Kian Joo Shares") representing 100.00% of the total number of issued Kian Joo Shares by virtue of his controlling interest in Eller Axis Sdn Bhd ("Eller Axis"). Accordingly, he is also a Major Shareholder of Box-Pak, having indirect equity interest over 66,016,121 ordinary share(s) in Box-Pak ("Box-Pak Shares") representing 54.99% of the total number of issued Box-Pak Shares which are held by Kian Joo. He is also a Director of Can-One International and Eller Axis and a Non-Independent Non-Executive Director of Can-One. He is also a Major Shareholder of Can-One holding 7,505,700 ordinary share(s) in Can-One ("Can-One Shares") representing 3.91% of the total number of issued Can-One Shares and has an indirect equity interest over 108,858,800 Can-One Shares representing 56.65% of the total number of issued Can-One Shares held via Eller Axis.*
 - (6) *Chee Khay Leong was the Executive Director of Can-One; and the President cum Chief Executive Officer of Box-Pak and Kian Joo respectively. He retired from the aforesaid companies on 6 November 2023. He is a Director of subsidiary companies of Can-One and Box-Pak. He does not have any interest, direct or indirect, in the shares of Box-Pak and Kian Joo. He holds 2,054,100 Can-One Shares representing 1.07% of the total number of issued Can-One Shares.*
- * *The values are merely estimates and refer to values of transactions to be entered into from 26 June 2024 to the following AGM in June 2025. The estimates may vary and are subject to changes.*
- ** *The actual value transacted from 27 June 2023 up to the LPD did not exceed by ten per centum (10%) or more of the Estimated Value as disclosed in the Circular to Shareholders dated 27 April 2023.*

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2.5. Amount due and owing by the Transacting Parties which exceeded the credit term

As at the financial year ended 31 December 2023, the outstanding amount due and owing by the Transacting Parties under the RRPTs which exceeded the credit term are as follow:

No.	Name of Related Parties	Amount due which exceeded the credit term (RM'000)			
		≤ 1 year	> 1 year to 3 years	> 3 years to 5 years	> 5 years
1.	Aik Joo Can Factory Sdn. Berhad *	3	-	-	-
2.	Kian Joo Can (Vietnam) Co., Ltd. *	27	-	-	-
3.	Kian Joo Canpack Sdn. Bhd. *	863	-	-	-
TOTAL		893	-	-	-

Note:

* The outstanding amount due from the Transacting Parties has been fully paid in January 2024.

There were no late payment charges imposed on the outstanding amount due which exceeded the credit term by the Transacting Parties. This was because all the overdue sum were all trade in nature and payment was made in line with the Group's normal business practices. The same basis applies to both related and non-related parties.

The management has been, and will continue to, monitor the payment process to ensure timely payment. The Board is of the opinion that there were no recoverability issues as the overdue amounts were fully paid in January 2024.

2.6. Bases of estimated value of the RRPTs

The bases in determining the estimated value of the RRPTs are as follows:

- (1) The estimated values of the RRPTs for which the Proposed Renewal of Mandate is sought as set out in Section 2.4 above are based on prevailing prices/rates obtained which are reasonable market competitive prices/rates based on the normal level of transactions entered into by Box-Pak Group and the projected business volumes/monthly lease payment, from the date of the forthcoming Fiftieth AGM of the Company to the next AGM of the Company. The actual value of transactions may, however, vary from the estimated value disclosed in Section 2.4 above if any change in the business, economic and/or competitive environment were to occur.
- (2) Nevertheless, if the Proposed Renewal of Mandate is approved, disclosure will be made in accordance with the Listing Requirements in the Annual Report of the Company for the financial year ending 31 December 2024 of the aggregate value of transactions conducted pursuant to the Proposed Renewal of Mandate as approved during the financial year.

2.7. Benefits to the Group

The transactions as set out in Section 2.4 above, are undertaken by the relevant members of the Group in their ordinary course of business and on the Group's normal commercial terms and on terms which will be no more favourable to the Transacting Parties than those generally available to the public. These transactions are beneficial to the Group as the Group's operations are efficiently managed through the utilisation of the Transacting Parties' expertise and resources.

The Board is of the view that the close working relationships and co-operation with the Transacting Parties will allow the Group to have better control of quality and inventory and this will result in the reduction of inventory driven costs and the maintenance of quality of its end products.

2.8. Review methods or procedures for the RRPTs

The Group had established various methods and procedures to supplement existing internal procedures with third parties to ensure that RRPTs are undertaken on normal commercial terms, which are consistent with Box-Pak Group's usual business practices, and are on terms not more favourable than those extended to third parties/public and are not detrimental to the minority shareholders.

- (a) All RRPTs of value up to RM250,000 must be reviewed and approved by the Group Managing Director/Executive Director. For transactions of a value above RM250,000 and up to RM2,000,000, approval from the Exco Committee (which consists of the Group Managing Director, Executive Director and Group Finance Director) is required. All transactions with values exceeding RM2,000,000 must be reviewed by the ARMC and approved by the Board.
- (b) For RRPTs, a Register must be maintained by Box-Pak to record all such transactions pursuant to the Proposed Renewal of Mandate for reporting purposes in the annual reports. At no time, should the value of these transactions deviates materially from the amount that has been approved by the shareholders pursuant to the Proposed Renewal of Mandate.
- (c) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the ARMC in its review of the RRPTs may, as it deems fit and whenever available, requests for additional information pertaining to the transactions from independent sources or advisers.

- (d) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposed Renewal of Mandate to ensure that relevant approvals have been obtained and review procedures are followed.
- (e) The Board and the ARMC shall review the internal audit report to ascertain that the guidelines and procedures established to monitor RRPTs have been compiled with. If during the review, the ARMC is of the opinion that the guidelines and procedures are not sufficient to ensure that the RRPTs will be conducted on normal commercial terms in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders or be disadvantageous to the Company, the Company will obtain a fresh shareholders' mandate based on new guidelines and procedures.
- (f) If a member of the Board or the ARMC has an interest as the case may be, he must abstain from any decision making of the Board or the ARMC in respect of the said transactions.
- (g) The transaction prices, terms and conditions shall be determined by market forces, under similar commercial terms for transactions with third parties. In addition, additional quotations shall be obtained from third parties by the Company who will perform suppliers' evaluations and ranking on the price, delivery, services and other terms and conditions before entering into such transactions.

2.9. Validity period of the Proposed Renewal of Mandate

The Proposed Renewal of Mandate, if approved at the forthcoming 50th AGM of the Company, will take effect from the date of passing of the ordinary resolution at the 50th AGM of the Company to approve the Proposed Renewal of Mandate and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time the Proposed Renewal of Mandate will lapse, unless renewed by ordinary resolution passed at such meeting; or
- (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

Thereafter, the Board will seek your approval for the Proposed Renewal of Mandate at each subsequent AGM or at an Extraordinary General Meeting that may be held on the same day as the AGM, subject to satisfactory review by the ARMC of its continued application to the RRPTs.

Transactions with any Related Parties which do not fall within the ambit of the Proposed Renewal of Mandate, will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

2.10. Disclosure of RRPTs

If the Proposed Renewal of Mandate is approved, disclosure will be made of the breakdown of the aggregate value of RRPTs conducted pursuant to the Proposed Renewal of Mandate during the financial year based on the following information in the Company's Annual Report and in the Annual Reports for subsequent financial years that the Proposed Renewal of Mandate continues to be in force:

- (a) the type of RRPTs made; and
- (b) the names of the Related Parties involved and their relationships with the Group.

The threshold for the disclosure is where:

- (a) the consideration, value of the assets, capital outlay or costs of the aggregated RRPTs is equal to or exceeds RM1.0 million; or
- (b) any one (1) of the percentage ratios of such aggregated RRPTs is equal to or exceeds one per centum (1%),

whichever is the higher.

2.11. Statement by the ARMC

The ARMC has reviewed the terms of the Proposed Renewal of Mandate and is satisfied that the procedures for the RRPTs as set out in Section 2.5, as well as the annual reviews to be made by the ARMC in relation thereto, are sufficient to ensure that RRPTs will be made in accordance with the Group's normal commercial terms and are not more favourable to the Transacting Parties than those generally available to third party/public and are not to the detriment of the minority shareholders.

The Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and these procedures and processes are reviewed annually.

The ARMC shall annually review the RRPTs and also review the established guidelines and procedures to ascertain that they have been complied. If during the review, the ARMC is of the opinion that the guidelines and procedures are not sufficient to ensure that the RRPTs will be conducted on normal commercial terms in the ordinary course of business and are on terms not more favourable to the Transacting Parties than those generally available to third party/public and are not detrimental to the minority shareholders or be disadvantageous to the Company, the Company will obtain a fresh shareholders' mandate based on new guidelines and procedures.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF MANDATE

The rationale for and the benefit of the Proposed Renewal of Mandate to the Company are as follows:

- (a) the Proposed Renewal of Mandate will empower the Company to enter into transactions with Related Parties which are necessary for the day-to-day operations of the Company, undertaken on normal commercial terms which are on terms not more favourable to the Related Parties than those generally made available to third party/public and are not detrimental to the minority shareholders; and
- (b) the Proposed Renewal of Mandate eliminates the need to frequently make announcements to Bursa Securities, convene general meeting and/or seek shareholders' approval from time to time as and when RRPTs which are comprised within the Proposed Renewal of Mandate shall arise. In this respect, the Proposed Renewal of Mandate is intended to save administrative time and expenses which could be better utilised by the Group to pursue its corporate objectives and realise business opportunities in a more timely and effective manner.

4. EFFECTS OF THE PROPOSED RENEWAL OF MANDATE

The Proposed Renewal of Mandate is not expected to have any effect on the total number of issued shares and Substantial Shareholders' shareholdings of the Company, the consolidated NA per Share and the consolidated earnings of the Group for the financial year ending 31 December 2024.

5. APPROVAL REQUIRED

The Proposed Renewal of Mandate is subject to approval being obtained from the shareholders of the Company at the forthcoming 50th AGM of the Company.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Based on the Company's Register of Substantial Shareholders and Register of Directors' Shareholdings as at LPD, the shareholdings of the interested Directors, Major Shareholders of the Company and Person Connected with them in the Proposed Renewal of Mandate are set out below:

INTERESTED DIRECTORS

Director	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Yeoh Jin Hoe	-	-	66,016,121 ^(a)	54.99 ^(a)
Chee Khay Leong ^(b)	-	-	-	-

Notes:

^(a) Deemed interest through Shares held by Kian Joo in which he has an interest.

^(b) Chee Khay Leong is a Director of subsidiary companies of Can-One and Box-Pak.

Accordingly, the abovenamed Directors (namely, Yeoh Jin Hoe and Chee Khay Leong), being Directors who are interested in the Proposed Renewal of Mandate have abstained and will continue to abstain from all deliberations and voting on the RRPTs involving them as stated in the Proposed Renewal of Mandate at the relevant Board Meetings and shall also abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, at the forthcoming 50th AGM of the Company on the ordinary resolution to approve the Proposed Renewal of Mandate involving their interests, as stated in the Proposed Renewal of Mandate.

INTERESTED MAJOR SHAREHOLDERS

Major Shareholder	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Kian Joo	66,016,121	54.99	-	-
Can-One International	-	-	66,016,121 ^(a)	54.99 ^(a)
Can-One	-	-	66,016,121 ^(b)	54.99 ^(b)
Eller Axis	-	-	66,016,121 ^(c)	54.99 ^(c)
Yeoh Jin Hoe	-	-	66,016,121 ^(d)	54.99 ^(d)

Notes:

^(a) Deemed interest through Kian Joo, a wholly-owned subsidiary company of Can-One International.

^(b) Deemed interest through Can-One International, a wholly-owned subsidiary company of Can-One.

^(c) Deemed interest through Can-One in which Eller Axis holds more than 20% voting shares.

^(d) Deemed interest through Eller Axis in which he holds more than 20% voting shares.

Accordingly, the abovenamed Major Shareholders of the Group who are interested (directly or indirectly) in the Proposed Renewal of Mandate shall abstain from voting in respect of their direct and indirect shareholdings in the Company, if any, at the forthcoming 50th AGM of the Company on the ordinary resolution to approve the Proposed Renewal of Mandate involving their interests, as stated in the Proposed Renewal of Mandate.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM (CONT'D)

Further, the abovenamed interested Directors and interested Major Shareholders have undertaken to ensure that the Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, at the forthcoming 50th AGM of the Company on the ordinary resolution to approve the Proposed Renewal of Mandate involving their interests.

Save as disclosed above, there are no Directors, Major Shareholders of the Group and Persons Connected with them who have any interest, direct or indirect, in the Proposed Renewal of Mandate.

7. BOARD'S RECOMMENDATION

The Board (save for the interested Directors in respect of the relevant resolution to approve RRPTs involving their interests as set out in Section 6 above and who hence expressed no opinion thereon), having considered all aspects of the Proposed Renewal of Mandate, is of the opinion that the Proposed Renewal of Mandate is fair and reasonable and is in the best interest of the Company and its shareholders.

Accordingly, the Board (save for the interested Directors in respect of the relevant resolution to approve RRPTs involving their interest as set out in Section 6 above) recommends that you vote in favour of the ordinary resolution on the Proposed Renewal of Mandate to be tabled at the forthcoming 50th AGM of the Company.

8. 50TH AGM OF THE COMPANY

The 50th AGM of the Company, the Notice of which is set out in the Annual Report 2023, will be conducted virtually and live-streamed from the broadcast venue at the Conference Room, Lot 6, Jalan Perusahaan Satu, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia on Tuesday, 25 June 2024 at 10.00 a.m. for purpose of considering and, if thought fit, passing the ordinary resolution as set out in the Notice of the AGM to approve and give effect to the Proposed Renewal of Mandate.

If you are unable to attend, ask questions to the Board via real time submission of typed texts and vote remotely at the 50th AGM of the Company, you are requested to complete and return the Proxy Form in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the office of our Administration and Polling Agent, KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, the Proxy Form may be electronically lodged via ConveneAGM Meeting Platform at <https://conveneagm.my/boxpakagm2024>. Please refer to the Administrative Details for the 50th AGM for further information on electronic submission. All Proxy Forms must be deposited not less than forty-eight (48) hours before the time appointed for holding the 50th AGM of the Company or any adjournment thereof.

9. FURTHER INFORMATION

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

Yours faithfully
for and on behalf of the Board of
BOX-PAK (MALAYSIA) BHD.

DATUK DR. ROSLAN BIN A. GHAFAR
Independent Non-Executive Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, neither the Company nor its subsidiaries have engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and to the best knowledge of the Board, there are no proceedings pending or threatened or any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Group.

3. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business of the Group) within two (2) years preceding the LPD:

Proposed sublease by Box-Pak (Vietnam) Co., Ltd (“BPV”), a wholly-owned subsidiary of the Company, through a project company to be incorporated as a wholly-owned subsidiary of BPV (“Project Company”), of a parcel of leasehold vacant industrial land located in land Lot I-9, D5 & N5 Streets, Huu Thanh Industrial Zone, Duc Hoa District, Long An Province, Vietnam (“Subject Property”)

BPV had on 27 March 2024, entered into a conditional in-principle land sublease agreement (“**In-Principle Land Sublease Agreement**”) with IDICO Corporation - Joint Stock Company (“**IDICO**”) for the sublease of the Subject Property, measuring approximately 50,000 square metres for a period of approximately 45 years up to 6 August 2069, for a sublease consideration (which is stipulated as “lump sum infrastructure using fee” in the In-Principle Land Sublease Agreement) of Vietnamese Dong 179,524,000,000 (exclusive of value added tax), equivalent to approximately RM34,286,478 (“**Proposed Sublease**”).

A Land Sublease Contract with IDICO (as defined in the In-Principle Land Sublease Agreement) shall be executed by the entity that will occupy and utilise the Subject Property. As such, the Project Company will be the signing party of the Land Sublease Contract as the sublessee, after it is duly incorporated and obtained the Investment Registration Certificate and Enterprise Registration Certificate at a later date.

As at LDP, the completion of the Proposed Sublease is subject to the fulfilment of conditions precedent pursuant to the conditional In-Principle Land Sublease Agreement.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection at the Company’s Registered Office at Lot 4, Jalan Perusahaan Dua, 68100 Batu Caves, Selangor Darul Ehsan, Malaysia during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming 50th AGM of the Company:

- (i) Constitution of the Company;
- (ii) Audited consolidated financial statements of the Group and of the Company for the past two (2) financial years ended 31 December 2022 and 31 December 2023; and
- (iii) Material contracts referred to in Section 3 of this Appendix.