



GREEN PACKET BERHAD

(Company No.: 534942-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Green Packet Berhad ("GPB" or the "Company") will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Wednesday, 12 September 2018 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 150,202,583 NEW ORDINARY SHARES IN GPB ("GPB SHARE(S)" OR "SHARE(S)" ("RIGHTS SHARE(S)")) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 5 EXISTING GPB SHARES HELD, TOGETHER WITH UP TO 450,607,749 FREE DETACHABLE WARRANTS ("WARRANT(S)")) ON THE BASIS OF 3 WARRANTS FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of GPB ("Board") for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of up to 150,202,583 Rights Shares on the basis of 1 Rights Share for every 5 existing GPB Shares held, together with up to 450,607,749 free detachable Warrants on the basis of 3 Warrants for every 1 Rights Share subscribed for, by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- ii. to determine the final issue price of the Rights Shares and the final exercise price of the Warrants after taking into consideration the basis and justification for determining such prices as set out in the Circular;
- iii. wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the deed poll constituting the Warrants ("Deed Poll"), at any time during the exercise period, for 1 new GPB Share at an exercise price to be determined and fixed at a later date by the Board;
- iv. to allot and issue such number of new GPB Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- v. to allot and issue such further Warrants and new GPB Shares arising from the exercise of such further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- vi. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new GPB Shares which may from time to time be allotted and issued arising from the exercise of the Warrants.

THAT the proceeds arising from the Proposed Rights Issue with Warrants be utilised as set out in the Circular, and the Board be and is hereby authorised will full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

THAT any fractional entitlements of the Rights Share and Warrants, if any, will be dealt with in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Rights Shares;

THAT the new Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the new Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the said new Shares;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

**By Order of the Board
GREEN PACKET BERHAD**

TAI SIEW MAY (MAICSA 7015823)
Company Secretary

Petaling Jaya, Selangor
21 August 2018

Notes:-

- (i) A member entitled to attend, participate, speak and vote at this meeting is entitled to appoint proxy/ proxies in his/ her stead but his/ her attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he/ she need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- (ii) A member shall be entitled to appoint up to 3 proxies to vote at the same meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/ she specifies the proportion of his/ her holdings to be represented by each proxy.
- (iii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least 1 proxy but limited to 3 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) 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.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/ her attorney duly authorised in writing and if the appointer is a corporation/ company, either under its common seal or the hands of its attorney.
- (vi) The instruments appointing a proxy must be deposited at the office of the Company's Share Registrar at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (vii) For the purpose of determining who shall be entitled to attend, participate, speak and vote at this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 5 September 2018. Only a depositor whose names appear on the Record of Depositors as at 5 September 2018 shall be entitled to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and/ or vote on his/ her behalf.