



## GREEN PACKET BERHAD

(Company No. 534942-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of **GREEN PACKET BERHAD** will be held at The Auditorium, Level 11, Packet Hub, 159, Jalan Templer, 46050 Petaling Jaya, Selangor Darul Ehsan on **Monday, 24 June 2013 at 10:00 a.m.** for the purposes:

#### AGENDA

##### Ordinary Business

- To lay the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. **(Refer to Explanatory Note A)**
- To approve the payment of Directors' fees of RM248,062 for the financial year ended 31 December 2012 (2011: RM248,062). **(Resolution 1)**
- To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:  
Encik A. Shukor bin S.A Karim **(Resolution 2)**  
Encik Nik Mat bin Ismail **(Resolution 3)**
- To elect Mr Yee Chee Wai who retires by rotation pursuant to Article 92 of the Company's Articles of Association. **(Resolution 4)**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:  
"THAT Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 5)**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 6)**

##### Special Business

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

- Proposed Authority to Grant Options to Mr Yee Chee Wai**  
"THAT the Directors of the Company be and are hereby authorised at any time, and from time to time, to offer and grant to Mr Yee Chee Wai, the Non-Independent Non-Executive Director of the Company, options to subscribe for new shares of RM0.20 each in the Company (GPB Shares) under the Employees' Share Options Scheme ("ESOS" or "the Scheme") at an option price to be determined on the Offer Date;  
PROVIDED THAT:  
(i) the aggregate allocation to the Eligible Directors of the Company and senior management of the GPB Group, save for companies which are dormant, shall not exceed fifty percent (50%) of the new GPB Shares available under the Scheme; and  
(ii) the allocation to any Eligible Person who, either singly or collectively, through persons connected to him (as defined in Paragraph 1.01 of the Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital of the Company, shall not exceed ten percent (10%) of the new GPB Shares available under the Scheme.  
Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Scheme." **(Resolution 7)**
- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company at the time of issue and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Companies Act, 1965, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant regulatory authorities where such approval is necessary." **(Resolution 8)**

#### BY ORDER OF THE BOARD

Tai Siew May (MAICSA 7015823)  
Company Secretary

Petaling Jaya, Selangor  
31 May 2013

#### Notes :

- A member entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend and vote in his stead but his 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 need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to appoint up to three (3) proxies to vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- 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 one (1) proxy but limited to three (3) proxies in respect of each Securities Account it holds with Securities of the Company standing to the credit of the said Securities Account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and if the appointer is a corporation/company, either under its common seal or the hands of its attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Packet Hub, 159, Jalan Templer, 46050 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance to Article 53 of the Articles of Association of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, a Record of Depositors as at 17 June 2013. Only a Depositor whose name appears on the Record of Depositors as at 17 June 2013 shall be entitled to attend this meeting or appoint proxies to attend, speak and vote on his / her behalf.

#### EXPLANATORY NOTE A

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS:

- The Resolution 7, if passed will allowed the aforesaid Director to participate in the Company's ESOS in accordance with the provisions of the By-Laws of the Scheme. For further information of the Scheme, please refer to the Directors' Report.
- The Resolution 8, if passed, will empower the Directors of the Company to issue shares up to 10% of the total issued share capital (excluding treasury shares) of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings.  
The purpose of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding future investment project(s), working capital and/or acquisitions.  
This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. During the financial year, the Company has issued 32,652,280 new ordinary shares of RM0.20 each pursuant to the Private Placement.