

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Green Packet Berhad ("GPB" or "Company") will be held at The Auditorium, Level 11, Packet Hub, 159 Jalan Templer, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 7 August 2014 at 11:30 a.m. or immediately after the adjournment or conclusion of the Extraordinary General Meeting to approve the conditional investment agreement dated 27 March 2014 which will be held at the same venue and on the same day at 10:00 am, whichever is the later, for the purpose of considering the following resolutions:-

To consider and if thought fit, to pass the following Ordinary Resolutions:-

### ORDINARY RESOLUTION 1 - RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR / CHAIRMAN

"THAT approval be and is hereby given to, Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman, who has served as an Independent Non-Executive Director / Chairman for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director / Chairman of the Company in accordance with the Malaysian Code on Corporate Governance 2012 ("MCCG 2012")."

### ORDINARY RESOLUTION 2 - RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT approval be and is hereby given to Mr Boey Tak Kong, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in accordance with the MCCG 2012."

By Order of the Board

**Tai Siew May (MAICSA 7015823)**  
Company Secretary

Petaling Jaya, Selangor  
23 July 2014

#### Notes

- 1) 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.
- 2) 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.
- 3) 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.
- 4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 5) 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.
- 6) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Packet Hub, Level 8, 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.
- 7) Only a shareholders whose name appears on the Record of Depositors as at 23 July 2014 shall be entitled to attend this meeting or appoint proxies to attend, speak and vote on his/ her behalf.

#### Explanatory statement: Ordinary Resolution Nos. 1 and 2 – Retention of Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2012, the tenure of an independent director should not exceed a cumulative term of nine (9) years unless approval is sought from the Shareholders in a general meeting to retain the said director as an independent director.

Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman and Mr Boey Tak Kong were first appointed as independent non-executive directors of the Company in June 2004 and in March 2005 respectively. (Attached herewith is the directors' profile for your attention).

The Board recommended that they continue to act as independent non-executive directors of the Company. The Nomination Committee had assessed the independence of Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman and Mr Boey Tak Kong based on the justifications such as their suitability and ability to diligently discharge their roles and responsibilities effectively which are very much a function of their caliber, qualification, experience and personal qualities to act in the best interest of the Company.

The Board is therefore of the view that the retention of Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman and Mr Boey Tak Kong as independent non-executive directors of the Company is in the best interest of the Company and recommend that you vote in favour of the resolutions.

The proposed Ordinary Resolutions on Retention of Independent Non-Executive Directors, if passed, will enable the following directors to retain their position as follows:

- 1) Tan Sri Datuk Dr. Haji Omar Bin Abdul Rahman - Independent Non-Executive Director / Chairman
- 2) Mr Boey Tak Kong - Independent Non-Executive Director