



GREEN PACKET BERHAD
(534942-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting of the Company will be held at Ballroom III, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Persiaran Tropicana, 47410 Petaling Jaya, Selangor on Monday, 4 June 2018 at 10:00 a.m. for the following purposes:

- | | | |
|----|--|--------------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2017, together with the Reports of the Directors and the Auditors thereon. | (Refer to Explanatory Note A) |
| 2. | To re-elect the following Directors who retire pursuant to Article 86 of the Company's Articles of Association ("the Constitution"):- | |
| | a) Mr. Tan Kay Yen | Resolution 1 |
| | b) Mr. Boey Tak Kong | Resolution 2 |
| 3. | To approve the following payments to the Non-Executive Directors:- | |
| | a) Directors' fees RM265,024 for the financial year ending 31 December 2018 for the Non-Executive Directors. (2017: RM251,209) | Resolution 3 |
| | b) Directors' benefits payable to the Non-Executive Directors of up to the amount of RM100,000, from 5 June 2018 until the next Annual General Meeting of the Company. | Resolution 4 |
| 4. | To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorize the Directors to fix their remuneration. | Resolution 5 |

As special business

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

- | | | |
|----|---|---------------------|
| 5. | Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 | |
| | "THAT, pursuant to Sections 75 and 76 of the Companies Act, 2016, the Company's Articles of Association ("the Constitution") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued and paid-up share capital of the Company (excluding treasury shares) for the time being and such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 6 |
| 6. | Proposed Renewal of Authority to Purchase its Own Shares by the Company | |
| | "THAT, subject to Section 127 of the Companies Act, 2016 ("the Act"), the provisions of the Company's Articles of Association ("the Constitution") and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority, the Directors of the Company be and are hereby authorized to purchase such number of ordinary shares in the Company through the Bursa Malaysia Securities Berhad subject further to the following:- | Resolution 7 |
| | (i) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company ("Shares") for the time being; | |

- (ii) an amount not exceeding the Company's retained profits at the time of purchase(s) will be allocated by the Company for the purchase of own Shares;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next Annual General Meeting after that date is required by the law to be held, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority; and
- (iv) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorized to deal with the Shares in the following manner:-
 - (a) distribute the treasury shares as dividends to Shareholders; or
 - (b) resell the treasury shares or any of the treasury shares in accordance with Listing Requirements; or
 - (c) transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme; or
 - (d) transfer the treasury shares, or any of the shares as purchase consideration; or
 - (e) cancel the treasury shares, or any of the treasury; or
 - (f) sell, transfer or otherwise use the treasury shares for such other purposes as allowed by the Act.

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalize and give full effect in relation thereto."

7. Proposed Retention of Independent Non-Executive Chairman

"THAT Tan Sri Dato' Dr Haji Omar Bin Abdul Rahman who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance."

Resolution 8

8. Proposed Retention of Independent Non-Executive Director

"THAT Mr Boey Tak Kong who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance."

Resolution 9

9. Proposed Retention of Independent Non-Executive Director

"THAT Encik A.Shukor Bin S.A. Karim who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, shall continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code of Corporate Governance."

Resolution 10

BY ORDER OF THE BOARD
 Tai Siew May (MAICSA 7015823)
 Company Secretary
 Petaling Jaya, Selangor
 30 April 2018

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 ordinary shares 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 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.*
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 office of the Company's Share Registrar, 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 forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 25 May 2018. Only a Depositor whose name appears on the Record of Depositors as at 25 May 2018 shall be entitled to attend and vote at this meeting or appoint proxies to attend, speak and vote on his/her behalf.*

EXPLANATORY NOTE A

The Audited Financial Statements are for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item will not be put for voting.

EXPLANATORY NOTE ON ORDINARY BUSINESS:Ordinary Resolution 4 – Benefits payable to Non-Executive Directors

The benefits payable to Non-Executive Directors consists of meeting allowances of RM1,000 per meeting for Board and Board committee meetings. At the 15th Annual General Meeting held on 31 May 2017, the benefits payable to the Non-Executive Directors of the Company from 1 January 2017 until the 16th Annual General Meeting on 4 June 2018 was RM78,000. The utilization of this approved amount as at 31 December 2017 was RM48,000. Based on the schedule meetings up to the date of this Notice of Meeting, the utilization was RM70,000. Hence, the total utilized amount was 89.7% of the approved amount. The proposed increment is to facilitate more meetings to be conducted from the 5 June 2018 until the next Annual General Meeting of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

- 1) The Resolution 6, if passed, will empower the Directors of the Company to issue shares up to 10% of the issued and paid-up 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 fundraising 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. The Company did not raise any new funds under the mandate approved by shareholders at the 15th Annual General Meeting held on 31 May 2017.

- 2) The Resolution 7, if passed, will empower the Company to purchase and/or hold up to 10% of the total issued shares of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting. (Please refer to the Statement of Share Buy-Back dated 30 April 2018 which is dispatched together with this Annual Report for further information).

The Company did not execute any share buy-back under the mandate approved by shareholders at the 15th Annual General Meeting held on 31 May 2017. As the date of this Notice, the Company has 7,707,700 treasury shares.

- 3) The Resolution 8, if passed, will allow Tan Sri Datuk Dr. Haji Omar bin Abdul Rahman to be retained and continue to act as an Independent Non-Executive Chairman of the Company.

The Nomination Committee and the Board have assessed the independence of Tan Sri Datuk Dr. Haji Omar bin Abdul Rahman and recommended him to continue to act as an Independent Non-Executive Chairman of the Company. The Board's justifications for the retention of Tan Sri Datuk Dr. Haji Omar bin Abdul Rahman are set out in the Corporate Governance Overview Statement in this Annual Report.

- 4) The Resolution 9, if passed, will allow Mr Boey Tak Kong to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Mr Boey Tak Kong and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Mr Boey Tak Kong are set out in the Corporate Governance Overview Statement in this Annual Report.

- 5) The Resolution 10, if passed, will allow Encik A.Shukor Bin S.A. Karim to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Encik A.Shukor Bin S.A. Karim and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Encik A.Shukor Bin S.A. Karim are set out in the Corporate Governance Overview Statement in this Annual Report.