

# G NEPTUNE BERHAD

(Company No: 622237-D)

## NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth (14th) Annual General Meeting (AGM) of G Neptune Berhad ("GNB" or "the Company") will be held at Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Friday, 8 June 2018 at 11.30 a.m. for the purpose of transacting the following businesses :-

### AGENDA

- To receive the Audited Financial Statements of the Company for the financial period ended 30 June 2017 together with the Directors' and Auditors' reports thereon. **Please refer to Note A**
- To approve the payment of Directors' fee for the financial period ended 30 June 2017. **Resolution 1**
- To approve the payment of Directors' benefits up to an amount of RM200,000 from the date of passing this Ordinary Resolution until the next AGM of the Company. **Resolution 2**
- To re-elect Ms Chan Lai Yi who retires in accordance with Article 103(a) of the Company's Articles of Association and being eligible, offers herself for re-election. **Resolution 3**
- To re-elect the following Directors, who shall retire pursuant to Article 84 of the Company's Articles of Association:-
  - Mr Peter Ling Sie Wuong **Resolution 4**
  - Mr Cheah Hannon **Resolution 5**
- To appoint Auditors and to authorize the Directors to fix their remuneration **Resolution 6**  
Notice of Nomination pursuant to Section 264(5) of the Companies Act, 2016, a copy of which is annexed hereto and marked Annexure "A" in the Annual Report have been received by the Company for the nomination of Messrs. Moore Stephens Associates PLT for appointment as Auditors and of the intention to propose the following ordinary resolution :-  
"THAT subject to their consent to act, Messrs. Moore Stephens Associates PLT be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. Siew Boon Yeong & Associates, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors."

### As Special Business

To consider and if thought fit, to pass the following resolutions with or without any modifications:-

- ORDINARY RESOLUTION:  
**Authority to Issue Shares**  
"THAT, subject always to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Companies Act, 2016, to issue shares in the Company from time to time 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 issued pursuant to this Resolution does not exceed ten (10) per cent of the total number of issued shares of the Company for the time being, 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 on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 7**
- To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By Order of the Board

**LEONG SUE CHING**

Company Secretary  
(MAICSA 7040814)  
Kuala Lumpur, Wilayah Persekutuan

17 May 2018

### Notes:-

- This Agenda item is meant for discussion only as the provision in the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
  - A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
  - In the case of a corporate member, the instrument appointing a proxy shall be either under its Common Seal or signed by its attorney or by an officer of the corporation duly authorized in that behalf.
  - A member may appoint more than two (2) proxies to attend the same meeting provided that he/she specifies the proportions of his/her shareholding to be represented by each proxy.
  - When a member of a Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - The Form of Proxy must be deposited at the Registered Office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than 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 the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 4 June 2018 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the meeting.
  - All resolutions as set out in this notice of AGM are to be voted by poll.

### Explanatory Notes on Special Business:

#### Ordinary Resolution 7

##### 1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

##### 2. Item 7 of the Agenda

The proposed Ordinary Resolution 7, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the general authority to the directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Thirteenth Annual General Meeting held on 30 May 2016 and which will lapse at the conclusion of the Fourteenth Annual General Meeting.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited for further possible fund raising exercises, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

### Statement Accompanying the Notice of Annual General Meeting pursuant to Paragraph 8.29 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements:

- The following Directors shall be standing for re-election at the Fourteenth Annual General Meeting :-
  - Chan Lai Yi (Article 103(a))
  - Peter Ling Sie Wuong (Article 84)
  - Cheah Hannon (Article 84)
- Further details of the Directors seeking re-election at the Fourteenth Annual General Meeting are set out in the Profile of Directors appearing on pages 4 and 5 and details of their interests in the securities of the Company and its subsidiaries are on page 74 of the Annual Report.