



## GREEN PACKET BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) 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 on Wednesday, 12 September 2018 at 11.00 a.m. or immediately after the conclusion of GPB’s other EGM which will be held at 10.00 a.m. on the same day and at the same venue, whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:-

#### SPECIAL RESOLUTION

##### PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF GPB PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 (“PROPOSED CAPITAL REDUCTION”)

“THAT subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required), including the confirmation from the High Court of Malaya pursuant to Section 116 of the Companies Act, 2016, approval be and is hereby given to the Board of Directors of GPB (“Board”) to reduce the issued share capital of the Company by RM455,515,247, being the amount equivalent to the entire accumulated losses of the Company as at 31 December 2017, to offset the credit arising against such accumulated losses;

**AND THAT** approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and complete the Proposed Capital Reduction, with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem fit in connection with the Proposed Capital Reduction and in the best interest of the Company.”

#### ORDINARY RESOLUTION 1

##### PROPOSED ESTABLISHMENT OF A SHARE GRANT SCHEME (“SGS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF GPB (EXCLUDING TREASURY SHARES) (“PROPOSED SGS”)

“THAT subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required) and to the extent permitted by law and the Memorandum and Articles of Association of the Company, approval be and is hereby given to the Board to establish a SGS of up to 15% of the total number of issued shares of GPB (excluding treasury shares) for the benefit of eligible executive directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) who fulfil the eligibility criteria for participation in the Proposed SGS (“Eligible Persons”), and the Board be and is hereby authorised to:-

- (i) implement and administer the Proposed SGS in accordance with the by-laws governing the Proposed SGS (“By-Laws”), a draft of which is set out in Appendix I of the circular to shareholders dated 21 August 2018 (“Circular”);
- (ii) issue and allot such number of new ordinary shares in GPB (“GPB Shares”) and/or transfer existing GPB Shares from time to time to the Eligible Persons pursuant to the vesting of their GPB Shares under the Proposed SGS, provided that the maximum number of GPB Shares which may be made available under the Proposed SGS shall not exceed in aggregate 15% of the total number of issued shares of GPB (excluding treasury shares) at any point of time during the duration of the Proposed SGS (“Maximum SGS Shares”) and that such new GPB Shares shall upon issuance and allotment, rank equally in all respects with the then existing GPB Shares, except that they shall not be entitled to any dividend, right, allotment and/or distribution which may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date on which the new GPB Shares are allotted;
- (iii) establish a trust (but shall not be obligated to) (“Trust”) to be administered by trustee(s) to be appointed by the Company (“Trustee(s)”) to facilitate the implementation of the Proposed SGS and to authorise the Trustee to subscribe for and/or purchase the necessary number of GPB Shares to accommodate any transfer of GPB Shares to the central depository system accounts of the Eligible Persons maintained with Bursa Malaysia Depository Sdn Bhd and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company and/or any of its subsidiaries;
- (iv) provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one (1) or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time, if required, to enable the Trustee to subscribe for and/or purchase the necessary number of GPB Shares for the purpose of implementation of the Proposed SGS; and
- (v) modify and/or amend the Proposed SGS and/or the By-Laws from time to time provided that such modifications and/or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments.

**THAT** approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute all necessary documents with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments in any manner as required by the relevant authorities or as the Board may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed SGS.

**AND THAT** the proposed By-Laws of the Proposed SGS, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), be and is hereby approved and adopted.”

#### ORDINARY RESOLUTION 2

##### PROPOSED GRANT TO TAN KAY YEN

“THAT subject to the passing of Ordinary Resolution 1 and upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to grant GPB Shares, from time to time throughout the duration of the Proposed SGS, to Tan Kay Yen, the Chief Executive Officer cum Executive Director of the Company, provided always that:-

- (a) not more than 60% of the Maximum SGS Shares shall be allocated in aggregate to the executive directors and senior management of GPB and its subsidiaries (excluding subsidiaries which are dormant); and
- (b) not more than ten percent (10%) of the Maximum SGS Shares shall be allocated to any individual Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**AND THAT** the Board be and is hereby authorised to issue and allot new GPB Shares and/or transfer existing GPB Shares pursuant to the Proposed SGS to him from time to time pursuant to the vesting of his GPB Shares.”

BY ORDER OF THE BOARD

Tai Siew May (MAICSA 7015823)  
Company Secretary

Petaling Jaya, Selangor  
21 August 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 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 and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 5 September 2018. Only a depositor whose name appears on the Record of Depositors as at 5 September 2018 shall be entitled to attend and vote at this meeting or appoint proxies to attend, speak and vote on his/her behalf.