

**G NEPTUNE BERHAD (622237-D)**

(Incorporated in Malaysia)

**NOTICE OF THE FIFTEENTH (15<sup>TH</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 15<sup>th</sup> Annual General Meeting of the Company will be held at Cahaya 3 & 4, Level 5, Best Western Hotel, 1, Jalan 13/1, Seksyen 13, 46100 Petaling Jaya, Selangor Darul Ehsan on Friday, 7 December 2018 at 10.30 a.m. to transact the following businesses:-

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements together with the reports of the Directors and Auditors for the financial year ended 30 June 2018. (Please refer to Explanatory Note)

2. To re-elect Peter Ling Sie Wuong who retires by rotation in accordance with Article 103(a) of the Company's Articles of Association and who being eligible offers himself for re-election. (Resolution 1)

Khoo Yick Keung who retires in accordance with Article 103(a) of the Company's Articles of Association has not sought re-election. Hence he will retain office until the close of the 15<sup>th</sup> Annual General Meeting.

3. To approve directors benefits up to an amount of RM30,000 from 8 December 2018 until the conclusion of the next Annual General Meeting. (Resolution 2)

4. To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 3)

5. **SPECIAL BUSINESS**

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

5.1 **Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act")** (Resolution 4)

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 10% of the issued share capital 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."

6. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

CYNTHIA GLORIA LOUIS (MAICSA 7008306)  
CHEW MEI LING (MAICSA 7019175)  
TAN AI PENG (MAICSA 7018419)  
Secretaries

Petaling Jaya  
Selangor Darul Ehsan  
31 October 2018

Notes:

- (1) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 3 December 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 15<sup>th</sup> AGM.
- (2) A member entitled to attend and to vote at a meeting of the Company 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.
- (3) A member may appoint more than two (2) proxies to attend and vote at the meeting provided that he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- (4) A proxy shall be entitled to vote on a show of hands on any question at general meeting and shall have the same rights as the member to speak at the meeting. There shall be no restriction as to the qualification of the proxy.
- (5) A member who is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, is allowed to 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.
- (6) 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 known as an 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (7) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorized in writing or, in case of corporation, shall be given either under its common seal or under the hand of an officer or attorney duly authorized.

- (8) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn. Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (9) All resolutions at the 15<sup>th</sup> Annual General Meeting of the Company shall be put to a vote by way of poll.

**Explanatory Notes:-**

**1. Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 30 June 2018**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this item 1 of the Agenda is not put forward for voting.

**2. Special Business: Ordinary Resolution 4 – Mandate to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Directors did not issue any new shares pursuant to the existing mandate which will lapse at the conclusion of the 15<sup>th</sup> AGM.

The proposed resolution if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming 15<sup>th</sup> AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions.