

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting (“AGM”) of Green Packet Berhad (“the Company”) will be held at Greens II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Wednesday, 19 June 2019 at 10:00 a.m. for the following purposes:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018, together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company’s Articles of Association and who being eligible offer themselves for re-election:
 - a) Tan Sri Dato’ Kok Onn **(Resolution 1)**
 - b) Encik A. Shukor Bin S.A Karim **(Resolution 2)**
3. To elect Dato’ Lai Yit Loong who retires in accordance with Article 79 of the Company’s Articles of Association and who being eligible offer himself to be re-elected. **(Resolution 3)**
4. To approve the following payments to the Non-Executive Directors:
 - a) Director’s fee of RM11,261 payable to a Non-Executive Director who was appointed during the financial year ended 31 December 2018; **(Resolution 4)**
 - b) Directors’ fees of RM297,388 for the financial year ending 31 December 2019 for the Non-Executive Directors. (2018:RM265,024); and **(Resolution 5)**
 - c) Directors’ benefits payable to the Non-Executive Directors of up to the amount of RM100,000, from 20 June 2019 until the next Annual General Meeting of the Company. **(Resolution 6)**
5. To appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

As Special Business

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

6. **Ordinary Resolution - Authority Renewal of Authority to 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 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot 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 shares 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 8)

NOTICE OF ANNUAL GENERAL MEETING

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7. **Ordinary Resolution - Proposed Retention of Independent Non-Executive Chairman**

"THAT Tan Sri Datuk 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 9)

8. **Ordinary Resolution - 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 10)

9. **Ordinary Resolution - 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 11)

10. **Special Resolution - Proposed Adoption of New Constitution of the Company**

"THAT approval be and is hereby given to alter or amend the whole of the existing Memorandum & Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

(Resolution 12)

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

BY ORDER OF THE BOARD
Tai Siew May (MAICSA 7015823)
Company Secretary

Petaling Jaya, Selangor
29 April 2019

NOTICE OF ANNUAL GENERAL MEETING

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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 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 office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd (378993-D) (formerly known as 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 in accordance to Article 53 of the Company's Articles of Association and Section 34(1) of the SICDA, a Record of Depositors as at 12 June 2019. Only a Depositor whose name appears on the Record of Depositors as at 12 June 2019 shall be entitled to attend this meeting or appoint proxies to attend, speak and vote on his / her behalf.
8. Pursuant to Paragraph 8.29(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 17th AGM will be put to vote by way of poll.

Audited Financial Statements for the financial year ended 31 December 2018

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 Resolutions 5 to 6 : Payments to Non-Executive Directors:

The difference between the directors' fees for the financial year ended 31 December 2018 and 31 December 2019 is due to an additional director appointed in 2018. To-date, there are (6) Non-Executive Directors on board.

The benefits payable to Non-Executive Directors consists of meeting allowances of RM1,000 per meeting for Board and Board committee meetings. At the 16th AGM held on 4 June 2018, the benefits payable to the Non-Executive Directors of the Company from 5 June 2018 until the 17th Annual General Meeting on 19 June 2018 (based on the schedule meetings up to the date of this Notice of Meeting) would be approximately RM63,000. Hence, the expected total utilized amount would be approximately 63% of the approved amount.

NOTICE OF ANNUAL GENERAL MEETING

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EXPLANATORY NOTES ON SPECIAL BUSINESS:

- 1) **Ordinary Resolution 8** - if passed, will empower the Directors of the Company to issue shares up to 10% of the total issued shares (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 this mandate approved by shareholders at the 16th Annual General Meeting held on 4 June 2018.

- 2) **Ordinary Resolution 9** - 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 Statement of Corporate Governance in this Annual Report.

- 3) **Ordinary Resolution 10** - 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 Statement of Corporate Governance in this Annual Report.

- 4) **Ordinary Resolution 11** - 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 Statement of Corporate Governance in this Annual Report.

- 5) **Special Resolution 12** - The proposed amendments to the existing Memorandum & Articles of Association of the Company are made to provide clarity and consistency with the amendments that arise from the Companies Act 2016 and ensure compliance with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements which was issued on 27 November 2017 arising from the implementation of the Companies Act 2016.