

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting ("16th AGM") of **GREEN OCEAN CORPORATION BERHAD** will be held at Chin Hin Culture Centre, No. F-0-1 and F-0-2 Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur, Wilayah Persekutuan (KL), **Thursday, 29 August 2019 at 10.30 a.m.** for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2019 and the Directors and Auditors Reports thereon. **(See Explanatory Note 9)**
2. To approve the payment of Directors' fees of RM72,000.00 for the financial year ended 31 March 2019. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Article 93 of the Company's Constitution:-
  - (i) Mr Khoo Chee Siang **(Ordinary Resolution 2)**
  - (ii) Encik Mohd Yusri Bin Md Yusof **(Ordinary Resolution 3)**
4. To re-elect the following Directors who retire pursuant to Article 99 of the Company's Constitution:-
  - (i) Datin Seri Anizah Binti Musa **(Ordinary Resolution 4)**
  - (ii) Ms Shelly Chiau Yee Wern **(Ordinary Resolution 5)**
5. To re-appoint Messrs Ecovis Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2020 and to authorize the Board of Directors to fix their remuneration. **(Ordinary Resolution 6)**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:

6. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016")** **(Ordinary Resolution 7)**  
**(See Explanatory Note 10)**  

"THAT subject to Sections 75 and 76 of the CA 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 per centum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing 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."
7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 8)**  
**(See Explanatory Note 11)**  

"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, ("the Bursa Securities"), the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 31 July 2019 ("the Circular") provided such transactions are:-

  - (a) necessary for the day-to-day operations;
  - (b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
  - (c) not detrimental to the minority shareholders of the Company ("Shareholders' Mandate").

THAT the Shareholders' Mandate is subject to annual renewal and this Shareholders' Mandate shall only continue to be in force and effect until:-

  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
  - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016; or
  - (c) revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

8. **Special Resolution Proposed Adoption of the New Constitution of the Company** **(Special Resolution 1)**  
**(See Explanatory Note 12)**  

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix I accompanying the Company's Annual Report for the financial year ended 31 March 2019, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the 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."
9. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

By Order of the Board  
**GREEN OCEAN CORPORATION BERHAD**

**WONG YUET CHYN (MAICSA 7047163)**  
Company Secretary  
Kuala Lumpur

Date: 31 July 2019

**Notes:**

1. A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. 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 is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
4. Where a Member is an Exempt Authorized 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 Authorized 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 appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorized.
6. To be valid the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty four (24) hours before the time appointed for taking of the poll.
7. In respect of deposited securities, only Members whose names appear on the Record of Depositors on 21 August 2019, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**Explanatory Note on Ordinary Business**

9. **Audited Financial Statements for financial year ended 31 March 2019**  
The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**Explanatory Notes on Special Business**

10. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**  
Ordinary Resolution 7 is proposed for the purpose of granting a renewed General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company,

pursuant to Sections 75 and 76 of the CA 2016 to issue and allot new ordinary shares each in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 27 August 2018 and this general mandate will lapse at the conclusion of the 16th AGM of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

11. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The Shareholders' Mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 31 July 2019 which is dispatched together with this Annual Report for further information.

12. **Proposed Adoption of the New Constitution of the Company**

The Special Resolution 1, if passed, will bring the Company's Constitution in line with the CA 2016 which came into force on 31 January 2017, the updated provisions of the ACE Market Listing Requirements and the prevailing statutory and regulatory requirements, details of which are set out in Appendix I accompanying the Company's Annual Report 2019. Pursuant to Section 36 of the CA 2016, the proposed adoption of the new Constitution of the Company, if passed as a Special Resolution by a majority of not less than 75% of the members who are entitled to vote, and do vote in person or by proxy, shall take immediate effect and it shall bind the Company and the members accordingly.