

G NEPTUNE BERHAD

Registration No. 200301019817 (622237-D)
(Incorporated in Malaysia)

NOTICE OF THE SEVENTEENTH (17TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting of the Company will be held at Crown Hall 3, Level 4, Crystal Crown Hotel, 12 Lorong Utara A, Off Jin Utara, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 7 December 2020 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 (Please refer to and Auditors for the financial year ended 30 June 2020. Explanatory Note)
2. To re-elect Chai Tham Poh who retires by rotation in accordance with Article 118 of the Company's Constitution and who being eligible offers himself for re-election. (Resolution 1)
3. To approve directors' benefits up to an amount of RM40,000 from 8 December 2020 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 Resolution:-

5.1 Ordinary Resolution

(Resolution 4)

Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")

"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 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 commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act 2016."

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

BY ORDER OF THE BOARD

CYNTHIA GLORIA LOUIS (MAICSA No. 7008306)
(SSM PC No. 201908003061)

CHEW MEI LING (MAICSA No. 7019175)
(SSM PC No. 201908003178)
Secretaries

Selangor Darul Ehsan
28 October 2020

Notes:

Appointment of Proxy

1. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
2. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Mega Corporate Services Sdn. Bhd of Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The appointment of proxy may also be submitted electronically by emailing the Form of Proxy to hisham@megacorp.com.my or jeya@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

Members Entitled to Attend

6. Only members whose names appear on the General Meeting Record of Depositors as at 2 December 2020 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his behalf.

Explanatory Notes:-

1. Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 30 June 2020

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. Resolution 2 – Directors' Benefits

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Directors' benefits of RM40,000 for the period commencing from 8 December 2020 up until the conclusion of the next Annual General Meeting of the Company to be held in 2021.

3. 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 17th AGM.

The proposed resolution if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming 17th AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the total number of issued shares 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The following is the statement made pursuant to paragraph 8.29(2) of the Listing Requirements of Bursa Malaysia Securities Berhad:-

The Director who is standing for re-election at the 17th AGM of the Company is Mr Chai Tham Poh. The details of Mr Chai Tham Poh are set out in the Director's profile appearing on page 2 of the Annual Report.

The details of the shareholdings of the Director seeking re-election are stated on page 71 of the Annual Report

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**ADMINISTRATIVE NOTES FOR SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES
ATTENDING THE 17th ANNUAL GENERAL MEETING (“17th AGM”)**

Registration

- 1) The procedures for registration for the 17th AGM are summarised as follows:-

Meeting Details	Registration Procedure
10.30 AM, on Monday, 7 December 2020	Registration commences at 9.30 a.m. and will end at the commencement of the 17 th AGM or as directed by the Chairman of the Meeting.

- 2) Original Mykad or passport (for foreigners) is required during registration for verification purpose. Upon verification, you are required to sign the Attendance List and will be given an identification wristband to be secured around your wrist. Please be reminded that there will be no replacement in the event that you lose or misplace the aforesaid wristband. You will not be allowed to enter the Meeting room without the aforesaid wristband.
- 3) Please note that you will not be allowed to register on behalf of another person even with the original MyKad of that other person.

Door Gifts / Parking

- There will be no door gifts for the 17th AGM.
- Parking is complimentary.

Entitlement to Attend and Vote

- 1) Only Shareholders whose names appear on the Register of Depositors as at **2 December 2020** shall be eligible to attend, participate, speak and vote at the 17th AGM , or alternatively appoint proxy/ies (not more than two proxies) to attend, participate, speak and vote on his/her behalf.
- 2) If you wish to attend the 17th AGM in person/personally, please do not submit any Form of Proxy. You will not be allowed to attend the 17th AGM together with the proxy/ies appointed by you.
- 3) If you have submitted your Form of Proxy prior to the 17th AGM , and subsequently decide to attend the 17th AGM, in person/personally, please proceed to Help Desk to **REVOKE** the appointment of your proxy at the registration counter.
- 4) Only original Form of Proxy or Form of Proxy submitted by electronic means to hisham@megacorp.com.my or jeya@megacorp.com.my are acceptable in accordance with instruction printed on the Form of Proxy.

The original Form of Proxy must be deposited at the registered office of the Company or submitted by electronic means by 10:30 a.m. on Saturday, 5 December 2020 being **NOT LESS THAN FORTY EIGHTY (48) HOURS BEFORE** the time for the 17th AGM, otherwise the Form of Proxy shall not be valid.

Voting Procedures

The voting at the 17th AGM will be carried out by Poll. Quantegic Services Sdn. Bhd. has been appointed as the independent scrutineer and Mega Corporate Services Sdn Bhd has been appointed as the Poll Administrator.

Results of the Voting

The results of the voting for all resolutions will be announced at the 17th AGM and on Bursa Malaysia website at www.bursamalaysia.com.

Annual Report 2020

The Annual Report 2020 for the AGM is available under Investor Relations Section of G Neptune Berhad's website at www.gneptune.com.

Recording or Photography

Strictly **NO** unauthorised recording or photography of the proceedings of the 17th AGM is allowed.

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the 17th AGM arrangements.

Safeguard Measures Due To COVID-19 Outbreak

1. All attendees are required to wear face masks, register digitally and declare your health via MySejahtera application developed by the Government of Malaysia and/or any other application required by the Company and/or venue operator and if required, to manually record name, contact number, time and temperature during registration, failing which, will be prohibited from attending the meetings. Further attendees who are suffering from pneumonia like symptoms (which include fever, cough, congestion nose and shortness of breath or difficulty breathing) are prohibited from attending and will be advised to leave the premise immediately and to seek medical attention without further delay.
2. Your safety is our priority. If you have returned from or travelled overseas in the past 14 days, you are not allowed to attend the 17th AGM, in person but to appoint a proxy to attend on your behalf instead.
3. Shareholders, especially outstation shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf at the forthcoming 17th AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman of the Meeting to vote for and on your behalf. If you would like to raise any questions in relation to the Resolutions at the 17th AGM you may email your questions to hisham@megacorp.com.my or jeva@megacorp.com.my by 10.30 a.m. 5 December 2020 being NOT LESS THAN 48 HOURS BEFORE the time for the 17th AGM. The Board will endeavour to answer the questions received.
4. We have taken the following precautionary measures to contain the spread of the COVID-19 to ensure the safety of all attendees:-
 - a) The Company reserves the right to limit the total number of physical attendees at the 17th AGM pursuant to the requirements by the relevant authorities and/or venue operator. Hence, the entrance to the meeting venue is based on first-come-first-serve basis and again safety is a non-negotiable priority for the Company.
 - b) The Company and/or venue operator will conduct temperature checks on all attendees upon arrival at the meeting venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 1 above or having a body temperature above 37.5 °C.
 - c) All attendees are advised to sanitize their hands before entering and it is mandatory to wear face mask at all times within the meeting venue. The Company and/or venue operator reserve the right to request attendees to leave the meeting venue in the event of non-compliance. Please be informed that the Company and/or venue operator will not provide face masks.
 - d) All attendees are advised to observe/ maintain physical distancing at all times and adhere to the standard operating procedures imposed by the Company and/or venue operator.
5. Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 17th AGM at short notice. Kindly check the Company's website and announcements for the latest updates on the status of the 17th AGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

28 October 2020