



**GREEN PACKET BERHAD**  
(Registration No. 200001032335 (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 conducted on a fully virtual basis via Remote Participation and Electronic Voting facilities at the Broadcast Venue at B-23A-3, The Ascent, Paradigm, No. 1, Jalan SS 7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Monday, 1 February 2021 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

**PROPOSED ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN GPB (“CONSIDERATION SHARES”) AS PART SETTLEMENT OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION BY GPB OF THE ENTIRE EQUITY INTEREST IN XENDITY PTE LTD (“XENDITY”) FOR AN AGGREGATE PURCHASE CONSIDERATION OF UP TO UNITED STATES DOLLAR (“USD”) 10.0 MILLION, OF WHICH USD1.5 MILLION WILL BE SATISFIED IN CASH AND THE REMAINING AMOUNT OF UP TO USD8.5 MILLION WILL BE SATISFIED VIA THE CONSIDERATION SHARES (“PROPOSED ISSUANCE”)**

“**THAT** subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board of Directors of GPB (“Board”) to allot and issue up to USD8.5 million in value of Consideration Shares to the Sellers as set out in Section 2.1.2 of the circular to shareholders of GPB dated 15 January 2021 (“Circular”), at an issue price to be determined in accordance with Note 2 of Section 2.1.2 of the Circular, upon the terms and conditions of the share sale agreement dated 2 December 2020 entered into between GPB and the Sellers for the proposed acquisition by GPB of the entire equity interest in Xendity from the Sellers;

**THAT** the Consideration Shares will, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares of GPB, save and except that the Consideration Shares will not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid prior to the date of allotment of the Consideration Shares;

**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 and give full effect to the Proposed Issuance, with full powers to amend and/or assent to any condition, modification, variation and/or amendment in any manner as required by the relevant authorities or as the Board may deem fit in connection with the Proposed Issuance and in the best interest of the Company.”

### BY ORDER OF THE BOARD

Tai Siew May

MAICSA 7015823 / SSM Practising Certificate No.: 202008004328

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

15 January 2021

### Notes:

1. The Broadcast Venue of this EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of this meeting to be present at the main venue of the meeting.
2. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend this EGM in person at the Broadcast Venue on the day of this EGM. Therefore, members are strongly advised to participate and vote remotely at this EGM through live streaming and online remote voting using the Remote Participation and Electronic Voting facilities provided by the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd. **Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM (as separately enclosed) in order to participate remotely.**
3. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance to Clause 71 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”), a copy of the Record of Depositors as at 25 January 2021. Only a depositor whose name appears on the Record of Depositors as at 25 January 2021 shall be entitled to attend this meeting or appoint proxies to attend, speak and vote on his/her behalf.
4. 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 and a member may appoint any person to be his proxy without limitation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
5. A member shall be entitled to appoint up to three (3) proxies to attend and 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.
6. Where a member of the Company is an authorised nominee as defined under the 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.
7. 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 (“Omnibus Account”) as defined under the SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
8. 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.
9. The appointment of a proxy may be made in the following manner and must be received by the Company via its Share Registrar, Boardroom Share Registrars Sdn Bhd not less than 48 hours before the time set for the EGM or no later than 30 January 2021 at 10:00 a.m.:
  - (a) By electronic means via website: The proxy appointment must be made via <https://boardroomlimited.my>
  - (b) By electronic means via email: The Form of Proxy must be received via email at [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com)
  - (c) By electronic means via facsimile: The Form of Proxy must be received via facsimile at 03-7890 4670.
  - (d) In hardcopy form: The Form of Proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by way of poll.



**GREEN PACKET BERHAD**

Registration No. 200001032335 (534942-H)  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING (“EGM”)**

- Meeting Platform : <https://web.lumiagm.com/>  
Day and Date : **Monday, 1 February 2021**  
Time : **10.00 a.m.**  
Broadcast Venue : B-23A-3, The Ascent, Paradigm, No.1, Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor, Malaysia.
- Mode of Communication : 1. Shareholders may pose questions during live streaming at <https://web.lumiagm.com>  
2. Submit questions prior to the EGM by emailing to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) **no later than 10.00 a.m. on Saturday, 30 January 2021**

Dear shareholders,

As a precautionary measure amid COVID-19 outbreak, the Company's EGM will be conducted on a fully virtual basis via Remote Participation and Electronic Voting (“RPEV”) facilities, as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual EGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate remotely (including to pose questions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the virtual EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the virtual EGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

**Broadcast Venue**

The venue of the Meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue.

Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** nor will they be admitted at the Broadcast Venue on the day of the EGM.

## Entitlement to Participate in the Virtual EGM

In respect of deposited securities, only members whose names appear on the **General Meeting Record of Depositors as at 25 January 2021** shall be eligible to participate and vote at the virtual EGM or appoint proxy(ies) to participate and vote on his/her behalf.

## Lodgement of Proxy Form

1. Shareholders are encouraged to go online, participate, and vote at the EGM using RPEV facilities. Shareholders who are unable to join the virtual EGM are encouraged to appoint the Chairman of the Meeting or their proxy to vote on their behalf.
2. If you wish to attend the virtual EGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the virtual EGM together with a proxy appointed by you.
3. The Proxy Form can be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, or by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal, or via email at [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com), or via facsimile at 03-7890 4670, not later than 48 hours before the EGM (i.e. **latest by Saturday, 30 January 2021 at 10.00 a.m.**).

Alternatively, to follow the link at <https://boardroomlimited.my> to login and deposit your Proxy Form electronically which is free and available to all individual shareholders. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below:

### Step 1 Register Online with Boardroom Smart Investor Online Portal (for first time registration only)

**(Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement.)**

- (a) Access website <https://boardroomlimited.my>.
- (b) Click <<Login>> and click <<Register>> to sign up as a user.
- (c) Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### Step 2 e-Proxy Lodgement

- (a) Access website <https://boardroomlimited.my>.
- (b) Login with your User ID and Password given above.
- (c) Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**GREEN PACKET BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING**" and click "**APPLY**".
- (d) Read the terms & conditions and confirm the Declaration.
- (e) Enter your CDS Account Number and indicate the number of securities.
- (f) Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars for your proxy(ies).
- (g) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- (h) Review and confirm your proxy(ies) appointment.
- (i) Click submit

## Revocation of Proxy

If you have submitted your Proxy Form prior to the EGM and subsequently decide to appoint another person or wish to participate in the virtual EGM by yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least 48 hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the virtual EGM. In such event, you should advise your proxy(ies) accordingly.

## Poll Voting (For Virtual EGM)

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Boardroom Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. During the virtual EGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
3. For the purposes of the virtual EGM, the remote participation and e-Voting will be carried out via the following voting devices:
  - (a) Personal smart mobile phones;
  - (b) Tablets; or
  - (c) Laptops.
4. There are two (2) methods for members and proxies who wish to use their personal voting device to vote as follows:
  - (a) Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting;
  - (b) Launch Lumi AGM by scanning the QR Code provided in the email notification; or
  - (c) Using website URL <https://web.lumiagm.com>.
5. Members and proxies can login immediately after registering their attendance, but polling will only be opened after announcement of poll voting session open by the Chairman and until such time when the Chairman announces the closure of poll.
6. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.
  - To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
  - To change your vote, simply select another voting direction.
  - If you wish to cancel your vote, please press "Cancel".
7. The Scrutineers will verify the poll result reports upon closing of the poll voting session by the Chairman. Scrutineers will pass the poll results to the Chairman thereafter and the Chairman will declare whether the resolution put to vote were successfully carried or not.

## Remote Participation and Electronic Voting (“RPEV”)

1. Please note that the RPEV facilities is available to:
  - (i) Individual member;
  - (ii) Corporate shareholder;
  - (iii) Authorised Nominee; and
  - (iv) Exempt Authorised Nominee
2. If you choose to participate in the virtual EGM, you will be able to view a live webcast of the EGM proceedings, pose questions to the Board, and submit your votes in real-time whilst the meeting is in progress.
3. Kindy follow the steps below on how to request for login ID and password.

### **Step 1 – Register Online with Boardroom Smart Investor Online Portal (for first time registration only)**

**[Note: If you have already signed up with Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]**

- (a) Access website <https://boardroomlimited.my>.
- (b) Click <<Login>> and click <<Register>> to sign up as a user.
- (c) Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within one (1) business day and an email notification will be provided.

### **Step 2 – Submit Request for Remote Participation User ID and Password**

**[Note: The registration for remote access will be opened on 15 January 2021 (Date of Notice)]**

#### **Individual Members**

- Login to <https://boardroomlimited.my> using your user ID and password above.
- Select “**VIRTUAL MEETING**” from main menu and select the correct Corporate Event “**GREEN PACKET BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING**”.
- Read and agree to the terms & conditions.
- Enter your CDS Account and thereafter submit your request.

#### **Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee**

- Write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
  - Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport in JPEG or PNG format as well as his/her email address.
- (a) You will receive a notification from Boardroom that your request has been received and is being verified.
  - (b) Upon system verification against the **General Meeting Record of Depositors as at 25 January 2021**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - (c) You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
  - (d) Please note that the closing time to submit your request is by **Saturday, 30 January 2021 at 10.00 a.m.** (48 hours before the EGM).

### **Step 3 – Login to Virtual Meeting Portal**

**[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]**

- (a) The Virtual Meeting Portal will be open for login starting one (1) hour before the commencement of the EGM at **9.00 a.m. on 1 February 2021**.
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above)
- (c) The steps will also guide you how to view live webcast, ask questions and vote.
- (d) The live webcast will end and the Messaging window will be disabled upon announcement by the Chairman on the closure of the virtual EGM.



### **Live Webcast, Question and Voting at the Virtual EGM**

The Login User Guide for participation, posing questions and voting at the EGM, will be emailed to you together with your remote access user ID and password once your registration has been approved.

Shareholders who participate at the virtual EGM are able to view the Company's presentation or slides via the live web-streaming.

The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolution to be tabled at the EGM.

**[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]**

- (i) If you would like to view the live webcast, select the broadcast icon. 
- (ii) If you would like to ask a question during the EGM, select the messaging icon. 
- (iii) Type your message within the chat box, once completed click the send button.

Shareholders may proceed to cast votes on the proposed resolution to be tabled at the EGM, after the Chairman has opened the poll voting session on the resolution. Shareholders are reminded to cast their votes before the poll is closed.

No recording or photography of the virtual EGM proceedings is allowed without the prior written permission of the Company.

Shareholders/Proxies must ensure that you are connected to the internet at all times in order to participate and vote when the virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

### **Enquiry**

Please email to the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) or call helpdesk number at **03-7890 4700** if you have queries pertaining to the RPEV, prior to the virtual EGM.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.