

**G NEPTUNE BERHAD**  
**Registration No. 200301019817 (622237-D)**  
Unit 621, 6th Floor, Block A, Kelana Centre Point,  
No. 3, Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan  
Tel: 03-7880 9699 Fax: 03-7880 8699


8 March 2021

Dear Valued Shareholders of G Neptune Berhad,

We refer to our earlier Notice of the Seventeenth (17<sup>th</sup>) Annual General Meeting (“17<sup>th</sup> AGM”) dated 28 October 2020 and announcement dated 25 November 2020. In view of the imposition of the Conditional Movement Control Order (“MCO”) by the Government of Malaysia and for safety measures, the Board of Directors (“Board”) of G Neptune Berhad (“GNB” or “the Company”) wishes to inform the shareholders that the 17<sup>th</sup> AGM of the Company will be held **VIRTUALLY** on **Tuesday, 30 March 2021** at **11.30 a.m.** at Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.

**Members are to register on line** <https://vps.megacorp.com.my/NdireW> for the virtual 17th AGM. Please read the Administrative Guide.

We are pleased to inform you that the below documents are all available for download from our Company’s website or QR Code, both as furnished below or alternatively on Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) from the date of this letter.

General Meeting	List of Documents	Website address	QR Code
AGM	<ul style="list-style-type: none"><li>▪ 2020 Annual Report</li><li>▪ Notice of AGM</li><li>▪ Form of Proxy</li><li>▪ Administrative Guide</li></ul>	<a href="http://www.gneptune.com">www.gneptune.com</a>	

Should you require a printed copy of the 2020 Annual Report, please complete the Request Form below.

The Request Form can either be deposited or mailed to the office of our Share Registrar (address per overleaf envelope) or emailed to [AGM-support.GNeptune@megacorp.com.my](mailto:AGM-support.GNeptune@megacorp.com.my). The hard copy of the 2020 Annual Report will be posted to you within 4 market days from the date of receipt of your written request.

We sincerely regret the inconvenience caused and thank you for your support to G Neptune Berhad.

Best Regards,

**Dato’ Haji Mohd Amran Bin Wahid**  
**Chairman**

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**REQUEST FORM FOR PRINTED COPY OF THE 2020 ANNUAL REPORT**

Please send to me/us a printed copy of the 2020 Annual Report.

**PARTICULARS OF SHAREHOLDER**

Name : \_\_\_\_\_  
Identity Card/Passport/Company No. : \_\_\_\_\_  
CDS Account No. : \_\_\_\_\_  
Mailing Address : \_\_\_\_\_  
Tel. No. : \_\_\_\_\_

Dated: \_\_\_\_\_ (signature of Shareholder)

“ Go Green, Print Responsibly “

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G NEPTUNE BERHAD  
Registration No. 200301019817 (622237-D)  
The Share Registrar  
Mega Corporate Services Sdn. Bhd.  
Level 15-2, Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur,  
Wilayah Persekutuan

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**G NEPTUNE BERHAD**  
**Registration No. 200301019817 (622237-D)**  
(Incorporated in Malaysia)

**NOTICE OF THE SEVENTEENTH (17<sup>TH</sup>) ANNUAL GENERAL MEETING**

Further to the announcement dated 25 November 2020, **NOTICE IS HEREBY GIVEN THAT** the 17<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on a **fully virtual basis** at the Broadcast Venue at Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Tuesday, 30 March 2021 at 11.30 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 2020. (Please refer to 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 the 17<sup>th</sup> AGM until the conclusion of the next AGM. (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  
8 March 2021

Note:

- 1) Only depositors whose names appear in the record of depositors as at 24 March 2021 shall be regarded as members and entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting instead of him and that a proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 3) Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- 4) A member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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.  
Where a Member 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 as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 5) The instrument appointing a proxy(ies) shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of an officer or attorney duly authorised. Any alteration to the proxy form must be initialed.
- 6) The instrument appointing a proxy must be deposited at the office of the Poll Administrator, 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 or by email to AGM-support.GNepptune@megacorp.com.my forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than twenty-four (24) hours before the time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

### **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 the 17<sup>th</sup> AGM until the conclusion of the next AGM.

## **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 17<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 17<sup>th</sup> 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 17<sup>th</sup> 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 this Annual Report.

## **COMMUNICATION GUIDANCE**

Shareholders are reminded to monitor the Company’s website and announcements for any changes to the 17<sup>th</sup> AGM arrangements.

**G NEPTUNE BERHAD**  
**Registration No. 200301019817 (622237-D)**  
(Incorporated in Malaysia)

<b>No. of Shares Held</b>	
<b>CDS Account No.</b>	

**PROXY FORM**

(To be completed in Block Letters)

\*I/We .....

\*NRIC No./Passport No./Company No. .... of .....

being a member(s) of G NEPTUNE BERHAD ("the Company") (Registration No. 200301019817 (622237-D)) hereby appoint the following person(s):-

<b>Full Name</b>	<b>NRIC/Passport No.</b>	<b>Shareholdings</b>
		(%)
<b>Email Address</b>	<b>Mobile Nos.</b>	

\*and/or

<b>Full Name</b>	<b>NRIC/Passport No.</b>	<b>Shareholdings</b>
		(%)
<b>Email Address</b>	<b>Mobile Nos.</b>	

or failing him/her/them, THE CHAIRMAN OF THE MEETING as \*my /our proxy to vote for \*me /us on \*my /our behalf at the 17<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held on a **fully virtual basis** at the Broadcast Venue at Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 30 March 2021 at 11.30 a.m. or at any adjournment thereof, in the manner indicated below:-

<b>Ordinary Resolution</b>		<b>For</b>	<b>Against</b>
1.	Re-election of Chai Tham Poh as a Director.		
2.	Approval of Directors' Benefits.		
3.	Re-appointment of Messrs Moore Stephens Associates PLT as Auditors.		
4.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on any Resolution, the proxy will vote or abstain from voting at his/her/their discretion.

Signed this ..... day of .....2021

.....  
\*Signature(s)/Common Seal of Shareholder

\* Delete if not applicable.

**Note:**

- 1) Only depositors whose names appear in the record of depositors as at 24 March 2021 shall be regarded as members and entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting instead of him and that a proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 3) Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- 4) A member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a Member 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 as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 5) The instrument appointing a proxy(ies) shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of an officer or attorney duly authorised. Any alteration to the proxy form must be initialed.
- 6) The instrument appointing a proxy must be deposited at the office of the Poll Administrator, 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 or by email to AGM-support.GNeptune@megacorp.com.my forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than twenty-four (24) hours before the time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 7) By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

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**G NEPTUNE BERHAD**

(Registration No. 200301019817 (622237-D))

Poll Administrator Office

Mega Corporate Services Sdn Bhd

Level 15-2, Bangunan Faber Imperial Court

Jalan Sultan Ismail

50250 Kuala Lumpur

Malaysia

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**G NEPTUNE BERHAD**  
**Registration No. 200301019817 (622237-D)**  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL  
17th ANNUAL GENERAL MEETING (“17<sup>th</sup> AGM”)**

<b>Date</b>	<b>:</b>	<b>Tuesday, 30 March 2021</b>
<b>Time</b>	<b>:</b>	<b>11.30 a.m</b>
<b>Broadcast Venue</b>	<b>:</b>	<b>Mega Corporate Services Sdn. Bhd. Level 15-2, Bangunan Faber Imperial Court Jalan Sultan Ismail, 50250 Kuala Lumpur</b>

### **MODE OF MEETING**

Reference is made to our Notice of AGM, dated 28 October 2020 which was duly dispatched to all members and the announcement dated 25 November 2020.

In light of the COVID-19 outbreak and the imposition of the Conditional Movement Control Order, as part of our safety measures, the 17th AGM of G Neptune Berhad (“Company”) will be conducted on a **fully virtual basis** via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia.

The Broadcast Venue 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 of the Meeting. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 17th AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM 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.

### **DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES**

As **no shareholder/proxies should be physically present** at the Broadcast Venue, shareholders/proxies who wish to participate the 17th AGM will have to register online and attend remotely. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the AGM online:-



1. Open this link <https://vps.megacorp.com.my/NdireW> or scan the QR code above and submit all the details requested at least twenty-four (24) hours before the time of the 17th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.



3. Alternatively, you may deposit your Proxy Form at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd ("MegaCorp") at Level 15-2, Bangunan Faber Imperial Court, Jln Sultan Ismail, 50250 Kuala Lumpur or email to [AGM-support.GNeptune@megacorp.com.my](mailto:AGM-support.GNeptune@megacorp.com.my). not less than forty-eight (48) hours before the time for holding the 17th AGM or at any adjournment thereof.
4. For corporate shareholder / nominee account holder, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive 2 emails:-
  - i. Webinar session link (to join the virtual meeting)
  - ii. DBF (for remote voting purposes)

## **POLL VOTING**

The voting will be conducted by poll in accordance with Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the 17th AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the 17th AGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 17th AGM, the Scrutineers will verify the poll results after which the Chairman of the AGM will announce the results of the resolutions.

## **RECORD OF DEPOSITORS FOR THE AGM**

The date of Record of Depositors for the 17th AGM shall be 24 March 2021. As such, only members whose names appear in the Record of Depositors as at 24 March 2021 shall be eligible to attend, participate, speak and vote at the 17th AGM.

## **NO REFRESHMENTS AND NO DOOR GIFTS**

There will be no distribution of refreshments and door gifts for the AGM of the Company.

## **ENQUIRY**

If you have any enquiries prior to the AGM, please contact the following persons during office hours:-

### **Poll Administrator**

Mega Corporate Services Sdn. Bhd.

Mr. Alfred Devan John or Encik Norhisham Abdul Hamid

Telephone No. : (03) 2692 4271 / 26948984

Facsimile No. : (03) 2732 5388

E-mail : [AGM-support.GNeptune@megacorp.com.my](mailto:AGM-support.GNeptune@megacorp.com.my).