

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 19th Annual General Meeting (“**AGM**”) 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 12th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor on Wednesday, 30 June 2021 at 10:00 a.m.

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020, together with the Reports of the Directors and the Auditors thereon.
2. To re-elect Encik A. Shukor Bin S.A. Karim who retires by rotation in accordance with Clause 99 of the Company’s Constitution and being eligible, offers himself for re-election. **(Resolution 1)**
3. To elect the following Directors, each of whom retires in accordance with Clause 105 of the Company’s Constitution and being eligible, offers himself/herself for election.
 - a) Mr Sharman A/L Arumugam **(Resolution 2)**
 - b) Mdm Syafinaz Merican Binti Isahak Merican **(Resolution 3)**
4. To approve the payment of the following fees to Non-Executive Directors:
 - a) • Director’s fee of RM19,713 to a Director who was appointed after the 18th AGM for the financial year ended 31 December 2020; and **(Resolution 4)**
 - Total Directors’ fees of RM213,140 for the financial year ending 31 December 2021 (2020: RM205,160).
 - b) Directors’ benefits to eligible Non-Executive Directors of an amount up to RM100,000 from the 19th AGM to the 20th AGM of the Company. **(Resolution 5)**
5. To appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other business appropriate to an Annual General Meeting, for which due notice shall have been given in accordance with the Company’s Constitution and/or the Companies Act 2016.

As Special Business

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

7. Ordinary Resolution 1 - Renewal of Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 **(Resolution 7)**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016, the Company’s Constitution 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 **20%** 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.”

BY ORDER OF THE BOARD

Tai Siew May

MAICSA 7015823/SSM Practicing Certificate No.: 202008004328

Company Secretary

Petaling Jaya, Selangor DarulEhsan

31 May 2021

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Notes:

1. The Broadcast Venue of this AGM 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 AGM in person at the Broadcast Venue on the day of this AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM 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 AGM (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 with 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 of 23 June 2021. Only a depositor whose name appears on the Record of Depositors as of 23 June 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 who 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 **AGM or no later than 28 June 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
 - (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, 11th 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, all resolutions set out in this Notice of AGM will be put to vote by way of poll.

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Audited Financial Statements for the financial year ended 31 December 2020

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 BUSINESSES:**Ordinary Resolution 4: Directors' Fees to Non-Executive Directors**

The Company had formalized the following new fees structure for all Non-Executive Directors for the financial year ending 31 December 2021:

	Annual (RM)
Director Base Fee	36,000

Additional Fee	Annual (RM)
Board Chairman	30,000
Audit Committee Chairman	24,000

Total Directors' fees payable to Non-Executive Directors for the financial year ending 31 December 2021 is as follows:

Name	Base Fee (RM)	Board Chairman Audit Committee		Total (RM)
		(RM)	Chairman (RM)	
Tan Sri Datuk Dr Haji Omar Bin Abdul Rahman	36,000	30,000	-	66,000
A.Shukor Bin S.A. Karim	36,000	-	-	36,000
Datuk Ng Soon Hong	36,000	-	-	36,000
Sharman a/l Arumugam	21,677	-	14,452	36,129
Syafinaz Merican Binti Isahak Merican	21,677	-	-	21,677
Nora Junita Binti Mohd Hussaini	10,400	-	6,934	17,334
Total:	161,754	30,000	21,386	213,140

Ordinary Resolution 5: Meeting allowances to Non-Executive Directors

Every Non-Executive Director is paid meeting allowances of RM1,000 each meeting for his/her attendance in Board and Board committees meeting. The proposed amount of up to 100,000 to be paid as benefits to eligible Non-Executive Directors from 19th AGM to the 20th AGM of the Company is the same as the amount approved by the shareholders at the 18th AGM held on 23 July 2020.

Ordinary Resolution 6:

The Auditors, Messrs. Crowe Malaysia PLT, have expressed their willingness to continue in office.

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EXPLANATORY NOTES ON SPECIAL BUSINESS:

- 1) **Ordinary Resolution 7** - if passed, will empower the Directors of the Company to issue shares up to **20%** 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. This would enable the Directors to take swift action in case of a need to meet funding requirements including but not limited to working capital, operational expenditure or in the event of business opportunities arise which involve the issuance of new shares, thus avoiding any delay and cost involved in convening a general meeting to specifically approve such an issue of shares.

This renewed mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, the Company has implemented the general mandate pursuant to Sections 75(1) and 76(1) of the Act as granted at the 18th AGM held on 23 July 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

(i) Directors who are standing for election and re-election at the 19th AGM

The details of the Directors who are standing for election and re-election are provided in the "Board of Directors' Profile" of pages 42 to 47 of the Company's Annual Report 2020.

Details of their interests in the securities of GPB are set out in the "Directors' Report" on page 71 of the Company's Annual Report 2020.

(ii) Authority to Directors to Issue Shares

Details on the authority to issue shares in GPB pursuant to Section 75 of the Companies Act, 2016 are provided under the explanatory notes on special business in the Notice of the 19th AGM.