

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First ("21st") Annual General Meeting ("AGM") of **GREEN OCEAN CORPORATION BERHAD** ("**GREEN OCEAN**" or "**COMPANY**") will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Tuesday, 26 August 2025 at 11.00 a.m.** for the following businesses:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial period ended 31 March 2025 ("**FPE 31 March 2025**") and the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' Fees up to RM186,000.00 from 1 October 2025 until the next AGM of the Company.
- To approve the payment of Directors' Benefits amounting to RM17,500.00 from 1 October 2025 until the next AGM of the Company.
- To re-elect Mr. Roy Winston George as Director who retires pursuant to Clause 134 of the Company's Constitution.
- To re-elect Mr. Tan Aik Heang as Director who retires pursuant to Clause 119 of the Company's Constitution.
- To re-appoint Messrs Morison LC PLT as Auditors of the Company for the financial year ending 31 March 2026 and to authorise the Board of Directors to fix their remuneration.

#### AS SPECIAL BUSINESS

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

- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")**

(See Explanatory Note 10)

(Ordinary Resolution 1)  
(See Explanatory Note 11)

(Ordinary Resolution 2)  
(See Explanatory Note 11)

(Ordinary Resolution 3)  
(See Explanatory Note 12)

(Ordinary Resolution 4)  
(See Explanatory Note 12)

(Ordinary Resolution 5)

(Ordinary Resolution 6)  
(See Explanatory Note 13)

"**THAT** pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the Twenty-Second (22nd) AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("**Bursa Securities**").

**THAT** the existing shareholders of the Company hereby waive their pre-emptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

**AND FURTHER THAT** the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- Proposed Allocation of Employees' Share Option Scheme ("ESOS") Options ("Proposed Allocation of ESOS")**

"**THAT** approval be hereby given to the Board to authorise the ESOS Committee to offer to grant, from time to time throughout the duration of the ESOS, such number of ESOS options to subscribe for new Shares under the ESOS to the following Directors, provided always that not more than 10% of the total Green Ocean Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to them if they, either singly or collectively through persons connected with them, holds 20% or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the by-laws of the ESOS and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

- Mr. Tay Ben Seng, Benson
- Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin
- Mr. Tan Aik Heang

(Ordinary Resolution 7)  
(Ordinary Resolution 8)  
(Ordinary Resolution 9)  
(See Explanatory Note 14)

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed Renewal of Existing Shareholders' Mandate")**

(Ordinary Resolution 10)  
(See Explanatory Note 15)

"**THAT**, authority be and is hereby given in line with Rule 10.09 of the AMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate dated 31 July 2025 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
  - the expiration of the period within which the next AGM after that date it is required by law 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
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,
- whichever is earlier.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and/or the CA 2016.

**BY ORDER OF THE BOARD**  
**GREEN OCEAN CORPORATION BERHAD**

**WONG YUET CHYN**  
(MAICSA 7047163) (SSM PC NO. 202008002451)  
Company Secretary

Selangor Darul Ehsan  
Date: 31 July 2025

#### Notes:

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy 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 of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or e-mail to [sharereg@prosec.com.my](mailto:sharereg@prosec.com.my) or fax to 03-3008 1124 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 August 2025, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this notice will be put to vote by way of poll.
- The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

#### Explanatory Notes on Ordinary Business

- Audited Financial Statements for FPE 31 March 2025**

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.

- Proposed Directors' Fees and Benefits**

Section 230(1) of the CA 2016 provides that the Company shall determine Directors' Fees and Benefits in general meeting.

Directors' Fee and Benefits up to RM186,000.00 and RM17,500.00 respectively to the Directors with effect from 1 October 2025 until the next AGM of the Company.

- Re-election of Directors**

Mr. Roy Winston George ("**Mr. Roy**") and Mr. Tan Aik Heang ("**Mr. Tan**") being eligible, have offered themselves for re-election at this AGM pursuant to the Constitution of the Company.

The Board (with the exception of the retiring Directors who abstained) recommended the retiring directors be re-elected as the Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their roles as Directors of the Company.

The Board was further satisfied that Mr. Roy and Mr. Tan have complied with the criteria of independence based on the Listing Requirements and remain independent in exercising their judgement and carrying out their roles as independent non-executive directors.

#### Explanatory Notes on Special Business

- Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the CA 2016**

The proposed Ordinary Resolution 6 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 6, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 21 February 2024 and this authority will lapse as the conclusion of the 21st AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

- Proposed Allocation of ESOS Options**

The proposed Ordinary Resolutions 7, 8 and 9 are made pursuant to the ESOS which had been approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 October 2020. The ESOS is in force for a period of five (5) years from the effective date of implementation of the ESOS. The Board now wishes to seek the approval of shareholders to allocate ESOS Options up to 10% each as described in the Ordinary Resolutions 7, 8 and 9. The proposed Ordinary Resolutions 7, 8 and 9 are to approve the Proposed Allocation of ESOS, subject always to such terms and conditions and/or any adjustments and/or variations which may be made in accordance with the provisions of the ESOS By-Laws.

The Proposed Allocation is part of the incentive scheme which the Green Ocean Group has implemented for all its employees. Mr. Tay Ben Seng, Benson (Mr. Benson), Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin (Puan Wan Nur Syazwani) and Mr. Tan are eligible to participate in the ESOS and is therefore deemed interested to the extent of their Proposed Allocation of ESOS. Accordingly, they have declared their interests in the Proposed Allocation of ESOS and have abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to their entitlement under the ESOS at the Board meeting(s) and will continue to abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Allocation of ESOS to be tabled at this AGM. Mr. Benson, Puan Wan Nur Syazwani and Mr. Tan shall also ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolutions approving the Proposed Allocation of ESOS to be tabled at this AGM. Save as disclosed above, none of the other Directors, major shareholders and/or persons connected to them has any interest, whether direct or indirect, in the Proposed Allocation of ESOS.

- Proposed Renewal of Existing Shareholders' Mandate**

The proposed Ordinary Resolution 10, if passed, will authorise the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.4 of the Circular to Shareholders dated 31 July 2025 for more information.

- Personal Data Privacy**

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents); (a) for processing and administration of proxies and representatives appointed for the meeting; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.