



GE-SHEN CORPORATION BERHAD

(Company No. 633814-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at Room Sapphire 3, Level 4, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim, Malaysia on Thursday, 25 June 2015 at 10:00 a.m. for the following purposes:-

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. *(Note a)*
- 2 To approve the Directors' fees for the financial year ended 31 December 2014. *(Resolution 1)*
- 3 To re-elect the following Directors who retire by rotation pursuant to Article 121 of the Company's Articles of Association:-
 - (a) Wong Yee Keh *(Resolution 2)*
 - (b) Loo Lean Hock *(Resolution 3)*
- 4 To re-elect Chan Choong Kong, the Director who retires pursuant to Article 126 of the Company's Articles of Association. *(Resolution 4)*
- 5 To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *(Resolution 5)*
- 6 **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolution with or without modifications:-

ORDINARY RESOLUTION
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"**THAT** subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and 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 shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." *(Resolution 6)*
- 7 To transact any other business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Johor Bahru
28 May 2015

Explanatory Notes To Special Business:

1. Resolution 6

The proposed adoption of Ordinary Resolution is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company during the preceding twelve (12) months for the time being.

The general mandate will provide flexibility to the Company to allot shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Company did not table any proposal for new allotment of shares pursuant to Section 132D of the Companies Act, 1965 at the Eleventh Annual General Meeting of the Company held on 26 June 2014. As such, no new shares in the Company were issued under the provision general mandate, which will lapse at the conclusion of the Twelfth Annual General Meeting. Hence, no proceeds were raised therefrom.

Notes:

- A. *The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.*
- B. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.*
- C. *A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.*
- D. *In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.*
- E. *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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- F. *The instruments appointing a proxy must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.*