



GE-SHEN CORPORATION BERHAD
(Company No.: 633814-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ge-Shen Corporation Berhad ("Ge-Shen" or 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, 12 May 2016 at 11:30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Thirteenth Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE EXECUTIVE DIRECTORS AND ELIGIBLE EMPLOYEES OF GE-SHEN CORPORATION BERHAD AND/OR ITS SUBSIDIARIES OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY ("PROPOSED ESOS")

"**THAT**, subject to and conditional upon the approval of all the relevant authorities including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of the new ordinary shares of the Company to be allotted and issued hereunder pursuant to the exercise of options granted under the Proposed ESOS, the terms of which are set out in the Circular to Shareholders dated 30 March 2016 ("Circular"), the Directors be and are hereby authorised to:

- (i) establish, implement and administer an ESOS to be known as Proposed ESOS for the benefit of all eligible Executive Directors and employees of the Company and all its subsidiaries ("Ge-Shen Group")(excluding subsidiaries which are dormant)("Eligible Participants")("Proposed ESOS"), in accordance with the provisions of the By-laws of the Proposed ESOS as set out in **Appendix I** of the Circular, under which, options will be granted to such Eligible Participants to subscribe for new ordinary shares of RM0.50 each in Ge-Shen ("Ge-Shen Shares");
- (ii) allot and issue from time to time such number of Ge-Shen Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the total aggregate number of new Ge-Shen Shares to be allotted and issued under the Proposed ESOS shall not exceed in aggregate 10% of the total issued and paid-up share capital of the Company (excluding treasury shares) of Ge-Shen at any point or any limit prescribed by any guidelines, rules and regulations of the relevant authorities during the duration of the Proposed ESOS and that such new Ge-Shen Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing Ge-Shen Shares save and except that the new Ge-Shen Shares shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the shareholders of the Company if the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) thereof precedes the relevant date of issuance of the new Ge-Shen Shares under the Proposed ESOS and shall be subject to all the provisions of the Articles of Association of the Company and the Main Market Listing Requirements ("MMLR") of Bursa Securities relating to transfer, transmission and otherwise;
- (iii) do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotation for the Ge-Shen Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- (iv) modify, vary, amend and/or supplement from time to time the By-Laws as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS; and
- (v) extend the duration of the Proposed ESOS, if the Directors of the Company deem fit, for up to a maximum period of an additional five (5) years ("Proposed ESOS Extension"),

AND THAT the proposed By-Laws which is in compliance with the MMLR of Bursa Securities, be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO CHAN CHOONG KONG

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above, and for so long as this approval remains in force, approval be and is hereby given for the Board of Directors to offer and to grant to Chan Choong Kong, the Managing Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);
- AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO TEO CHIN SWEE

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above, and for so long as this approval remains in force, approval be and is hereby given for the Board of Directors to offer and to grant to Teo Chin Swee, an Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);
- AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO IAN CHAN TZE LIANG

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above, and for so long as this approval remains in force, approval be and is hereby given for the Board of Directors to offer and to grant to Ian Chan Tze Liang, an employee of the Group and son of Mr Chan Choong Kong, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);
- AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

"**THAT** contingent upon the passing of Ordinary Resolution 1 and Special Resolution, the authorised share capital of the Company be and is hereby increased from RM50,000,000 (Ringgit Malaysia Fifty Million only) divided into 99,400,000 ordinary shares of RM0.50 each and 30,000,000 redeemable convertible preference shares of RM0.01 each to RM100,000,000 (Ringgit Malaysia One Hundred Million only) divided into 199,400,000 ordinary shares of RM0.50 and 30,000,000 redeemable convertible preference shares of RM0.01 each in the share capital of the Company ("Proposed Increase in Authorised Share Capital");

AND THAT the Board of Directors be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities and to deal with all matters relating thereto and to take all such steps as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"**THAT** contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 5, and approvals being obtained from all relevant authorities and/or parties (where applicable) the Memorandum of Association of the Company be amended as follows to facilitate the Proposed Increase in Authorised Share Capital:-

Existing Clause 5	Amended Clause 5
The capital of the Company is RM50,000,000.00 Malaysian Currency divided into 99,400,000 ordinary shares of RM0.50 each and 30,000,000 redeemable convertible preference shares of RM0.01 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM100,000,000.00 Malaysian Currency divided into 199,400,000 ordinary shares of RM0.50 each and 30,000,000 redeemable convertible preference shares of RM0.01 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board of Directors be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities and to deal with all matters relating thereto and to take all such steps as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)
MAK CHOOI PENG (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
30 March 2016

Notes:-

- a. In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 May 2016 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- b. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) 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 (1) 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.
- c. 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.
- d. 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 if held.
- e. The instruments appointing a proxy must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damansara, 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.