



GE-SHEN CORPORATION BERHAD
(Company No. 633814-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth 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, 12 May 2016, at 10:00 a.m. for the following purposes:-

AGENDA

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2015 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 2015. (Resolution 1)
- 3 To re-elect the following Directors who retire by rotation pursuant to Article 121 of the Company's Articles of Association:- (Resolution 2)
 - (a) Saadon Bin Samadi (Resolution 3)
 - (b) Teo Chin Swee (Resolution 4)
- 4 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 4)
- 5 **AS SPECIAL BUSINESS**
To consider and, if thought fit, to pass the following Ordinary and Special Resolutions with or without modifications:-
 - ORDINARY RESOLUTION 1**
- **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 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 5)
 - ORDINARY RESOLUTION 2**
- **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to enter into the categories of recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those Related Parties as specified in Section 2.1.4 of the Circular dated 5 June 2015 subject further to the following:-
 - a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders; and
 - b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year based on the following information:-
 - (i) the types of recurrent related party transactions made; and
 - (ii) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.
 AND THAT such approval shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such Proposed Renewal of Shareholders' Mandate was passed, at which time the shareholders' mandate will lapse, unless by a resolution passed at a general meeting whereby the authority is renewed;
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965);
 - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier; and
 AND FURTHER THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." (Resolution 6)
 - ORDINARY RESOLUTION 3**
- **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**
"THAT, subject always to the Companies Act, 1965 ("the Act"), the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
 - (a) the aggregate number of shares purchased does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
 - (b) the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
 - (c) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.
 AND THAT such authority shall commence upon passing of this resolution, subject to renewal thereof, and shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after the date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting; whichever occurs first.
 AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities, and all other relevant governmental and/or regulatory authorities." (Resolution 7)
 - SPECIAL RESOLUTION**
- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**
"THAT the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as set out in Appendix 1 of the Circular to Shareholders dated 19 April 2016 be and are hereby approved and adopted.
AND THAT authority be and is hereby given to the Directors of the Company to do all such acts, deeds and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Amendments with full power to assent to any conditions, modifications, variations and alteration as may be imposed or permitted by the relevant authorities." (Resolution 8)
- 6 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
19 April 2016

Explanatory Notes To Special Business:

1. Resolution 5
The proposed adoption of Ordinary Resolution 1 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 Twelfth Annual General Meeting of the Company held on 25 June 2015. As such, no new shares in the Company were issued under the provision general mandate, which will lapse at the conclusion of the Thirteenth Annual General Meeting. Hence, no proceeds were raised therefrom.
2. Resolution 6
The proposed adoption of Ordinary Resolution 2 is intended to renew the Shareholders' Mandate granted by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 25 June 2015. The Proposed Renewal of the Existing Shareholders' Mandate will enable the Company and/or its subsidiaries to enter into recurrent related party transactions to facilitate transactions in the normal course of business of the Company and/or its subsidiaries which are transacted from time to time with the specified classes of related parties, provide that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the shareholders on terms no more favourable to the related parties than those generally available to the public and are not to detriment of the minority shareholders of the Company.
3. Resolution 7
The proposed Ordinary Resolution 3, if passed, will provide a renewed mandate for the Company to purchase its own shares up to 10% of the issued and paid-up ordinary share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.
4. Resolution 8
The proposed adoption of Special Resolution is primarily to align the Company's Articles of Association with the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as well as to enhance administrative efficiency.

Notes:

- A. The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 ("the Act") 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 6 May 2016 ("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 (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 Act 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.
- 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.