



GFM Services Berhad

(Company No.: 1033141-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of GFM Services Berhad ("**GFM Services**" or "**Company**") will be held at Level 2, Melati Room, Hotel Bangi – Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, on Tuesday, 17 October 2017 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE SCHEME OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF GFM SERVICES, EXCLUDING TREASURY SHARES, AT ANY POINT IN TIME COMPRISING THE:-

- (I) **PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME TO THE ELIGIBLE PERSONS OF GFM SERVICES AND ITS SUBSIDIARY COMPANIES ("GFM SERVICES GROUP" OR "GROUP") ("PROPOSED ESOS"); AND**
- (II) **PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE GRANT SCHEME TO THE ELIGIBLE PERSONS OF GFM SERVICES GROUP ("PROPOSED ESGS")**

(collectively the "**PROPOSED EMPLOYEE SHARE SCHEME**")

"THAT subject to the approvals of all relevant regulatory authorities and/or parties, if required, approval and authority be and is hereby given to the board of directors of GFM Services ("**Board**") to:-

- (a) establish, implement and administer the Proposed Employee Share Scheme for the benefit of the eligible directors and employees of GFM Services Group who meet the criteria of eligibility for participation in the Proposed Employee Share Scheme ("**Eligible Persons**") in accordance with the by-laws governing the Proposed Employee Share Scheme ("**By-Laws**"), a draft of which is set out in Appendix I of the circular to the shareholders of GFM Services dated 20 September 2017 ("**Circular**"); and
- (b) to issue and allot from time to time such number of new ordinary shares in GFM Services ("**GFM Services Shares**") as may be required pursuant to the exercise of the employee share options pursuant to the Proposed ESOS and/or vesting of the employee share grant awards pursuant to the Proposed ESGS under the Proposed Employee Share Scheme provided that the maximum number of GFM Services Shares to be allotted and issued pursuant to the Proposed Employee Share Scheme shall not at any point in time in aggregate exceed 5% of the total number of issued shares of the Company, excluding treasury shares, or such other percentage of the total number of issued shares of the Company, excluding treasury shares, that may be permitted by Bursa Malaysia Securities Berhad ("**Bursa Securities**") or any other relevant authorities from time to time during the duration of the Proposed Employee Share Scheme; and
- (c) to make necessary applications to Bursa Securities and do all things necessary at the appropriate time or times for permission to deal in and for the listing of and quotation for the new GFM Services Shares that may hereafter and from time to time be allotted and issued pursuant to the Proposed Employee Share Scheme; and
- (d) to modify and/or amend the By-Laws from time to time as may be required provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- (e) to do all such acts and things, execute all such documents and to enter into such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed Employee Share Scheme and terms of the By-Laws; and

THAT the Board be and is hereby authorised to give effect to the Proposed Employee Share Scheme with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities;

AND THAT the proposed By-Laws of the Proposed Employee Share Scheme as set out in Appendix I of this Circular, be and is hereby approved."

ORDINARY RESOLUTIONS 2 TO 5

PROPOSED ALLOCATION OF OPTIONS

"THAT subject to the passing of the Ordinary Resolution 1 and the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed Employee Share Scheme, to offer and allocate to the following persons, employee share options pursuant to the Proposed ESOS and/or employee share grant awards pursuant to the Proposed ESGS to subscribe for GFM Services Shares under the Proposed Employee Share Scheme:-

Directors of the Company

Ordinary Resolution	Name
2	Ashok Virendra Shah
3	Zainal Arifin Bin Khalid
4	Abdul Rahim Bin Abdul Hamid
5	Yong Hee Kong

PROVIDED ALWAYS THAT:-

- (a) the directors and senior management of GFM Services do not participate in the deliberation or discussion of their own allocation; and
- (b) the number of GFM Services Shares allocated, in aggregate, to the eligible directors and senior management of GFM Services Group shall not exceed 30% of the total GFM Services Shares available under the Proposed Employee Share Scheme; and
- (c) the allocation to any Eligible Person who, either singly or collectively through persons connected (as defined under the listing requirements issued by Bursa Securities) with that Eligible Person holds 20% or more, excluding treasury shares, of the total number of issued shares of GFM Services, shall not exceed 10% (or such percentage as the relevant authorities may permit) of the maximum GFM Services Shares to be issued and awarded under the Proposed Employee Share Scheme,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the listing requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and."

SPECIAL RESOLUTION 6

PROPOSED ADOPTION OF NEW CONSTITUTION

"THAT approval be and is hereby given to revoke the existing constitution of the Company with immediate effect and in place thereof, the proposed new constitution of the Company as set out in Appendix II of this Circular be and is hereby adopted as the constitution of the Company **AND THAT** the directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

BY ORDER OF THE BOARD

GFM SERVICES BERHAD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

20 September 2017

Notes:-

A. Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one proxy to attend the same meeting. Where a member appoints two or more proxies, he/she shall specify the proportion of his(her) shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in the 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.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting.
7. In respect of deposited securities, only members whose names appear on the record of depositors on 11 October 2017 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.