



GHL SYSTEMS BERHAD

(Company No. 293040-D)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of GHL Systems Berhad (“**GHL**” or “**the Company**”) will be held at Level 3A, C-G-15, Block C, Jalan Dataran SD1, Dataran SD PJU 9, Bandar Sri Damansara, 52200 Kuala Lumpur on Tuesday, 2 April 2013 at 10.00 a.m. or adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GHL PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) INVOLVING THE REDUCTION OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM0.50 EACH IN GHL TO RM0.20 EACH BY THE CANCELLATION OF RM0.30 EACH (“PROPOSED CAPITAL REDUCTION”)

THAT subject to and conditional upon the confirmation by the High Court of Malaya pursuant to Section 64 of the Act, the passing of Ordinary Resolution 1 and the approval of all other relevant authorities/parties (if applicable), approval be and is hereby given to the Company for a reduction of the par value from RM0.50 to RM0.20, whereby the existing issued and paid-up share capital of GHL of RM73,401,050 comprising 146,802,100 ordinary shares of RM0.50 each be reduced to RM29,360,420 comprising 146,802,100 ordinary shares of RM0.20 each and the par value of each of the 200,000,000 ordinary shares in the authorised share capital of the Company be reduced from RM0.50 to RM0.20, such that its authorised share capital is reduced from RM100,000,000 divided into 200,000,000 ordinary shares of RM0.50 each to RM40,000,000 divided into 200,000,000 ordinary shares of RM0.20 each;

THAT the credit arising from the said capital reduction be utilised to offset against the accumulated losses of the Company and thereafter, in the event there is surplus credit, that such unutilised credit be transferred to and credited into the capital reserve account or such other reserve account as the High Court of Malaya may direct;

AND THAT the Directors of the Company be and are hereby authorised to do all such deeds, acts and things and to execute all the necessary documents for and on behalf of the Company to give full effect to and implement the Proposed Capital Reduction with full power to assent to any conditions, modifications, variations as may be required by the relevant authorities or the High Court of Malaya as the Directors may deem fit or expedient to finalise, implement and give full effect to and complete the Proposed Capital Reduction.

ORDINARY RESOLUTION 1

PROPOSED INCREASE IN THE COMPANY’S AUTHORISED SHARE CAPITAL FROM RM100,000,000 COMPRISING 200,000,000 ORDINARY SHARES OF RM0.50 EACH TO RM500,000,000 COMPRISING 2,500,000,000 ORDINARY SHARES OF RM0.20 EACH (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

THAT the authorised share capital of the Company prior to completion of the Proposed Capital Reduction is RM100,000,000 comprising 200,000,000 ordinary shares of RM0.50 each and that following completion of the Proposed Capital Reduction, the authorised share capital of the Company will stand at RM40,000,000 comprising 200,000,000 ordinary shares of RM0.20 each and that the authorised share capital of the Company be increased subsequently to RM500,000,000 comprising 2,500,000,000 ordinary shares of RM0.20 each after the Proposed Capital Reduction;

THAT subject to the passing of Special Resolution 1 and the Proposed Capital Reduction in Special Resolution 1 taking effect, the authorised share capital of the Company be increased from RM40,000,000 comprising 200,000,000 ordinary shares of RM0.20 each (being the authorised share capital of the Company following completion of the Proposed Capital Reduction) to RM500,000,000 comprising 2,500,000,000 ordinary shares of RM0.20 each by the creation of an additional 2,300,000,000 ordinary shares of RM0.20 each;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in Authorised Share Capital.

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 36,346,550 NEW ORDINARY SHARES OF RM0.20 EACH IN THE COMPANY (“RIGHTS SHARES”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) ORDINARY SHARES OF RM0.20 EACH IN THE COMPANY HELD AFTER THE PROPOSED CAPITAL REDUCTION ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED RIGHTS ISSUE”)

THAT subject to and conditional upon the passing of Special Resolution 1, Ordinary Resolutions 1 and 3, and the approvals of all relevant regulatory authorities being obtained, including, the exemption by the Securities Commission, Malaysia (“**SC**”) being granted to exempt Mr. Loh Wee Hian and the parties acting in concert with him (“**PAC**”) under the provisions of the Malaysian Code on Takeovers and Mergers, 2010 (“**Code**”) from the obligation to undertake a mandatory take-over offer for all the remaining ordinary shares of the Company not already held by them pursuant to the Proposed Rights Issue, and upon the Proposed Capital Reduction in Special Resolution 1 and the Proposed Increase in Authorised Share Capital in Ordinary Resolution 1 taking effect, approval be and is hereby given to the Board to provisionally issue and allot by way of a renounceable rights issue of 36,346,550 Rights Shares at an issue price to be determined and announced later, but in any case, the issue price will not be lower than the par value of RM0.20 each in the Company on the basis of one (1) Rights Share for every four (4) ordinary shares of RM0.20 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws (as herein defined)) held, to the shareholders of the Company whose names appear on the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board;

THAT fractional entitlements of the Rights Shares shall be dealt with by the Board in such manner at their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the Board be authorised to allot and issue Rights Shares pursuant to or in relation to the Proposed Rights Issue, including, the allotment and issue of any Rights Shares arising from any application for excess shares in relation to the Proposed Rights Issue;

THAT the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all aspects with the then existing ordinary shares of RM0.20 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws (as herein defined)), save and except that they will not be entitled to any dividends, rights, allotment and/or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue.

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE CODE TO MR. LOH WEE HIAN AND THE PAC FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING SHARES IN THE COMPANY NOT ALREADY HELD BY THEM WHICH MAY ARISE PURSUANT OR IN RELATION TO THE PROPOSED RIGHTS ISSUE ("PROPOSED EXEMPTION")

THAT subject to and conditional upon the passing of Special Resolution 1 and Ordinary Resolution 1, and the approvals of all relevant regulatory authorities being obtained, where required, including but not limited to compliance with such conditions as may be imposed by the SC, approval be and is hereby given to exempt Mr. Loh Wee Hian and the PAC under the provisions of the Code from the obligation to undertake a mandatory take-over offer for all the remaining shares in the Company not already held by them pursuant or in relation to the Proposed Rights Issue, including, any arising from any allotment and issue of excess shares to all or any of them in connection with the Proposed Rights Issue;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Exemption.

ORDINARY RESOLUTION 4

PROPOSED ESTABLISHMENT OF AN EXECUTIVES' SHARE SCHEME OF UP TO FIFTEEN (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME ("PROPOSED EXECUTIVES' SHARE SCHEME")

THAT subject to and conditional upon the passing of Special Resolution 1 and Ordinary Resolution 1, and the Proposed Capital Reduction in Special Resolution 1 and the Proposed Increase in Authorised Share Capital in Ordinary Resolution 1 taking effect, the approvals of all relevant regulatory authorities being obtained, approval and authority be and is hereby given to the Board to:-

- (i) establish an executives' share scheme for the benefit of the eligible executives and Executive Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("**GHL Group**") who fulfill certain specified conditions of eligibility for participation in the Proposed Executives' Share Scheme ("**Eligible Executives**") and to implement and administer the same in accordance with the By-Laws of the Proposed Executives' Share Scheme which draft is as set out in Appendix II of the Circular to shareholders of GHL dated 6 March 2013 ("**By-Laws**");
- (ii) to appoint a trustee to facilitate the implementation of the Proposed Executives' Share Scheme;
- (iii) to authorise and/or procure any one or more of the subsidiaries of the Company to provide, to the extent permitted by laws, assistance (financial or otherwise) from time to time if required to enable the trustee to subscribe for and/or acquire new or existing ordinary shares in the Company;
- (iv) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares of RM0.20 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("**Scheme Shares**") from time to time as may be required for the purpose of or in connection with the Proposed Executives' Share Scheme, provided that the total number of Scheme Shares to be allotted and issued and/or transferred shall not exceed fifteen percent (15%) in aggregate of the total issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any point in time throughout the duration of the Proposed Executives' Share Scheme;
- (v) to make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of new ordinary shares of RM0.20 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed Executives' Share Scheme; and

- (vi) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to 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 Executives' Share Scheme and the terms of the By-Laws and to assent to any conditions, variations, modifications and/or amendments as may be imposed by and/or agreed with the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Executives' Share Scheme with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Executives' Share Scheme.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO MR. LOH WEE HIAN

THAT subject to and conditional upon the passing of Special Resolution 1, Ordinary Resolutions 1 and 4 (and all such resolutions being unconditional), and the Proposed Capital Reduction in Special Resolution 1 taking effect, approval be and is hereby given to the Board to allocate either or a combination of awards consisting of up to 1,800,000 options and/or up to 500,000 Scheme Shares (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed Executives' Share Scheme to Mr. Loh Wee Hian, the Executive Vice Chairman of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO MR. KANAGARAJ LORENZ

THAT subject to and conditional upon the passing of Special Resolution 1, Ordinary Resolutions 1 and 4 (and all such resolutions being unconditional), and the Proposed Capital Reduction in Special Resolution 1 taking effect, approval be and is hereby given to the Board to allocate either or a combination of awards consisting of up to 1,800,000 options and/or up to 1,500,000 Scheme Shares (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed Executives' Share Scheme to Mr. Kanagaraj Lorenz, the Chief Executive Officer of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO MR. NG KING KAU

THAT subject to and conditional upon the passing of Special Resolution 1, Ordinary Resolutions 1 and 4 (and all such resolutions being unconditional), and the Proposed Capital Reduction in Special Resolution 1 taking effect, approval be and is hereby given to the Board to allocate either or a combination of awards consisting of up to 1,800,000 options and/or up to 1,500,000 Scheme Shares (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed Executives' Share Scheme to Mr. Ng King Kau, the Executive Director of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

By Order of the Board

LIM POH YEN (MAICSA 7009745)

WONG WAI FOONG (MAICSA 7001358)

Company Secretaries

Kuala Lumpur

6 March 2013

Notes:-

1. *A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his place. There shall be no restriction as to the qualification of the proxy.*

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.

Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

2. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
3. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.*

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. *The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.*
5. *If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.*
6. *The Proxy Form or other instruments of appointment must be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.*
7. *In respect of deposited securities, only members whose names appeared in the Record of Depositors as at 27 March 2013 shall be eligible to attend, speak and vote at the Meeting.*