

GBH**GOH BAN HUAT BERHAD**

(Company No.: 1713-A) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Sixth Annual General Meeting ("66th AGM") of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 26 June 2013 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

AGENDA

1. To lay before the meeting the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.
Please refer Explanatory Note A
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2012.
Ordinary Resolution 1
3. To re-elect the following Directors retiring in accordance with Article 80 of the Company's Articles of Association:
(a) Mr Tan Han Chuan; and
(b) Mr Lai Sze Pheng.
Ordinary Resolution 2(a)
Ordinary Resolution 2(b)
4. To re-elect Dato' Ismail Bin Hamzah, a Director retiring in accordance with Article 87 of the Company's Articles of Association.
Ordinary Resolution 3
5. To re-appoint Tan Sri Dato' Tan Hua Choon as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting of the Company.
Ordinary Resolution 4
6. To re-appoint Messrs Paul Chuah & Co as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 5
7. **As Special Business**
To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in APPENDIX 1 of the Company's 2012 Annual Report"
Special Resolution
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Lim Lai Sam (MAICSA No. 0877479)
Loh Poh Wah (MAICSA No. 7047338)
Secretaries

Kuala Lumpur
4 June 2013

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies 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 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.
4. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited with the Company's Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Note A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

Explanatory Note on Special Business

- **Special Resolution in relation to Proposed Amendments to Articles of Association of the Company**

The Proposed Special Resolution, if passed, will render the Company's Articles of Association to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.