



Notice Of Nineteenth Annual General Meeting



NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of GHL Systems Berhad (“GHL” or “the Company”) will be held at Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on **Thursday, 27 June 2013 at 9.30 a.m.** for the following purposes:-

AGENDA

A. Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. *(See Note 2)*
2. To re-elect the following Directors who are retiring in accordance with Article 127 of the Articles of Association of the Company:-
 - 2.1 Mr. Loh Wee Hian *(Ordinary Resolution 1)*
 - 2.2 Mr. Fong Seow Kee *(Ordinary Resolution 2)*
3. To approve the Directors’ fees in respect of the financial year ended 31 December 2012. *(Ordinary Resolution 3)*
4. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 4)*

Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked “Annexure A” has been received by the Company for the nomination of Messrs BDO who have given their consent to act, for the appointment as Auditors and of the intention to propose the following resolution:-

“THAT Messrs BDO be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs UHY and to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors of the Company to determine their remuneration.”

B. Special Business

To consider and if thought fit, to pass, with or without modifications, the following Ordinary Resolutions:-

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** *(Ordinary Resolution 5)*

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions 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 not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting.”



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6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** *(Ordinary Resolution 6)*

"THAT approval be and is hereby given to the Company and its subsidiary to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 4 June 2013 ("Circular") with the specific related party mentioned therein which are necessary for the Group's day-to-day operations, subject to the following:-

- (a) that the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public and not detrimental to the minority shareholders of the Company;
- (b) that the transactions are made on arms length basis and on normal commercial terms;
- (c) that disclosure will be made in the circular/annual report of the Company, providing the breakdown of the aggregate value of recurrent related party transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandate during the financial year based on the types of transaction and the name of the related party involved and its relationship with the Company where:-
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
 - (ii) any one of the percentage ratios of such aggregated transactions is equal to or exceeds one percent (1%),

whichever is higher; and

- (d) that such approval shall only continue to be in force until:-
 - (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM the mandate is again renewed;
 - (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier."



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C. Other Business

7. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

WONG WAI FOONG (MAICSA 7001358)

LIM POH YEN (MAICSA 7009745)

Company Secretaries

Kuala Lumpur

4 June 2013



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NOTES:-

1. Notes on Appointment of Proxy

- i. 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.

- ii. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may 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.

- iii. 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.

- iv. 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.
- v. 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.
- vi. 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.
- vii. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 21 June 2013 shall be eligible to attend, speak and vote at the Meeting.

2. Audited Financial Statements for the financial year ended 31 December 2012

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

3. Explanatory Notes on Special Business

- i. Ordinary Resolution 5 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 5 is a renewal of the general mandate pursuant to Section 132D of the Companies Act, 1965 ("General Mandate") obtained from the shareholders of the Company at the previous Annual General Meeting and, if passed, will empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eighteenth Annual General Meeting held on 18 June 2012 and which will lapse at the conclusion of the Nineteenth Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

- ii. Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

The Proposed Ordinary Resolution 6, if passed, will enable the Company and its subsidiary to enter into recurrent related party transactions of revenue or trading natures, particulars of which are set out in the Circular to Shareholders dated 4 June 2013 accompanying the Company's 2012 Annual Report.