



Grand Central Enterprises Bhd. (131696-V)
(Incorporated In Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Ninth Annual General Meeting of the Company will be held at the Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Tuesday, 22 April 2014 at 9.30 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the year ended 31 December 2013 together with the Reports of Directors' and Auditors' thereon. (RESOLUTION 1)
2. To re-elect Tan Eng How, the director who retires in accordance with Article 80 of the Company's Articles of Association, being eligible, offers himself for re-election. (RESOLUTION 2)
3. To re-elect Lim Thian Loong, the director who retires in accordance with Article 86 of the Company's Articles of Association, being eligible, offers himself for re-election. (RESOLUTION 3)
4. To re-appoint the following directors who are over the age of seventy (70) years, to hold office until the next Annual General Meeting pursuant to Section 129 (6) of the Companies Act, 1965:
 - a) Tan Eng Teong (RESOLUTION 4)
 - b) Wong Tow Cheong (RESOLUTION 5)
 - c) Tan Sri Dato Sri Abang Haji Ahmad Urai Bin Datu Hakim Abang Haji Mohideen (RESOLUTION 6)
 - d) Tan Teck Lin (RESOLUTION 7)
5. To approve and declare a First and Final Single-Tier Dividend of 4% for the year ended 31 December 2013. (RESOLUTION 8)
6. To approve the payment of Directors' fees of RM167,000 for the year ended 31 December 2013. (RESOLUTION 9)
7. To consider, and if thought fit, to pass the following resolution:

"THAT Messrs Ernst & Young, the retiring Auditors, be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors at a later date." (RESOLUTION 10)

Special Business

To consider and, if thought fit, to pass the following resolution :

8. Ordinary Resolution - Authority to Issue Share

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue." (RESOLUTION 11)

9. To transact any other business for which due notice shall have been given.

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN that a first and final single-tier dividend of 4% for the financial year ended 31 December 2013, if approved by the shareholders at the Annual General Meeting, will be paid on 23 May 2014 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 30 April 2014.

A Depositor shall qualify for entitlement only in respect of:-

- a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 April 2014 in respect of ordinary transfers; and
- b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAN KOK AUN (MACS 01564)
WONG WAI YIN (MAICSA 7003000)
Company Secretaries

Kuala Lumpur
31 March 2014

Notes:

1. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a Member 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.
3. A proxy may but need not be a member of the Company and need not be any of the persons prescribed by Section 149(1)(b) of the Companies Act, 1965.
4. The instrument appointing a proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur, at least forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
6. Depositor whose name appears on the Record of Depositors as at 16 April 2014 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.

EXPLANATORY NOTES

i) Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

The proposed Resolution 6 in item 4(c) is to seek shareholders' approval to re-appoint Tan Sri Dato Sri Abang Haji Ahmad Urai Bin Datu Hakim Abang Haji Mohideen as Director of the Company.

Tan Sri Dato Sri Abang Haji Ahmad Urai Bin Datu Hakim Abang Haji Mohideen has been the Independent Non-Executive Director of the Company for more than 20 years. The Nomination Committee and Board of Directors have carried an evaluation and assessment and concluded that Tan Sri stays independent and objective in board deliberations and decision making, and is able to act in the best interests of the Company. Tan Sri is not related to any Directors and Substantial Shareholders of the Company and is not under influence of other directors and is self determine.

If upon re-appointment, Tan Sri will remain as Independent Non-Executive Director of the Company.

ii) Authority to Directors to Issue Shares

The proposed adoption of Ordinary Resolution 11 in item 8 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital and/or acquisitions.