



GADANG HOLDINGS BERHAD

(Company No. 278114-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Gadang Holdings Berhad (“**Gadang**” or the “**Company**”) will be held at Kiara Room, Sri Damansara Club Berhad, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Wednesday, 23 April 2014 at 10.00 a.m., for the purpose of considering and if thought fit, passing the following ordinary resolution with or without modification:-

ORDINARY RESOLUTION

PROPOSED JOINT VENTURE BETWEEN ACHWELL PROPERTY SDN BHD (“APSB”), A WHOLLY-OWNED SUBSIDIARY OF GADANG, AND CAPITAL CITY PROPERTY SDN BHD (“CCPSB”) FOR AN INTEGRATED DEVELOPMENT COMPRISING A RETAIL PODIUM, OFFICE SUITES TOWER BLOCKS AND HOTEL SUITES TOWER BLOCKS IN BANDAR JOHOR BAHRU, DISTRICT OF JOHOR BAHRU, STATE OF JOHOR DARUL TAKZIM (“PROPOSED JOINT VENTURE”)

“**THAT**, subject to the relevant approvals being obtained, approval be and is hereby given to APSB to undertake the Proposed Joint Venture (details of which are set out in the circular to the shareholders of Gadang dated 8 April 2014 (“**Circular**”)) within the terms and conditions as stipulated in the joint venture agreement between APSB and CCPSB dated 26 December 2013 (the salient terms of which are set out in section 3 of the Circular).

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to take all reasonable steps to enter into such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees with any party or parties in relation to the Proposed Joint Venture, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Joint Venture with full powers to make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such things as they may consider necessary or expedient in the best interest of the Company.”

By Order of the Board
GADANG HOLDINGS BERHAD

TAN SEOK CHUNG (MAICSA 0829689)
Company Secretary

Kuala Lumpur
8 April 2014

Notes:-

1. *Only depositors whose names appear in the Record of Depositors as at 16 April 2014 be regarded as members and entitled to attend, speak and vote at this EGM.*
2. *A member of the Company entitled to attend, speak and vote at this EGM, is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
3. *The Articles provide that a member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
4. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.*
5. *The instrument appointing the proxy must be deposited at the registered office of the Company at Wisma Gadang, No. 52 Jalan Tago 2, Off Jalan Persiaran Utama, Sri Damansara, 52200 Kuala Lumpur at least forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.*