

# Notice Of Twentieth Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twentieth 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, 5 June 2014 at 10.30 a.m.** for the following purposes:-

## AGENDA

### A. Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 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. Kanagaraj Lorenz *(Ordinary Resolution 1)*
  - 2.2 Mr. Ng King Kau *(Ordinary Resolution 2)*
3. To elect the following Directors who are retiring in accordance with Article 132 of the Articles of Association of the Company:-
  - 3.1 Mr. Brahmal a/I Vasudevan *(Ordinary Resolution 3)*
  - 3.2 Ms. Lim Sze Mei *(Ordinary Resolution 4)*
4. To approve the Directors’ fees in respect of the financial year ended 31 December 2013. *(Ordinary Resolution 5)*
5. To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year. *(Ordinary Resolution 6)*

### B. Special Business

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

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** *(Ordinary Resolution 7)*

“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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7. **PROPOSED AUTHORITY TO PURCHASE BY GHL SYSTEMS BERHAD OF UP TO TEN PERCENT (10%) OF ITS OWN ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")** *(Ordinary Resolution 8)*

"THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.20 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (a) the aggregate number of shares purchased does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits and/or share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (c) the Directors of the Company may decide to:-
  - i. retain the shares purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; and/or
  - ii. cancel the shares so purchased; and/or
  - iii. retain part of the shares so purchased as treasury shares and cancel the remainder.

THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

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AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do such acts and things thereafter (including without limitation, the cancellation and/or retention and/or distribution of all or any part of the purchased shares) in accordance with the Companies Act, 1965, the provisions of the Articles of Association of the Company and the Main Market Listing Requirements of Bursa Securities and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities."

8. **PROPOSED GRANT OF OPTIONS TO KANAGARAJ LORENZ, THE GROUP CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR OF THE COMPANY ("PROPOSED GRANT OF OPTIONS")** *(Ordinary Resolution 9)*

"THAT the approval be and is hereby given to the Board to grant 2,000,000 options pursuant to the Executives' Share Scheme ("ESS") to Mr Kanagaraj Lorenz, the Group Chief Executive Officer and Executive Director of the Company, subject always to such terms and conditions of the By-Laws of the ESS and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

**C. Other Business**

9. 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

14 May 2014

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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 not more than 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 appeared in the Record of Depositors as at 30 May 2014 shall be eligible to attend, speak and vote at the Meeting.

### 2. Audited Financial Statements for the financial year ended 31 December 2013

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 7 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 7 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 Nineteenth Annual General Meeting held on 27 June 2013 and which will lapse at the conclusion of the Twentieth Annual General Meeting.

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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 8 – Proposed Share Buy-Back

The Proposed Ordinary Resolution 8, if passed, will provide a mandate for the Company to purchase its own shares up to 10% of the total issued and paid-up share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

For further information, please refer to the Circular to Shareholders dated 14 May 2014.

iii. Ordinary Resolution 9 – Proposed Grant of Options

The Proposed Ordinary Resolution 9, if passed, will empower the Company to grant 2,000,000 options pursuant to the ESS to Kanagaraj Lorenz, the Group Chief Executive Officer and Executive Director to allow him to subscribe for up to 2,000,000 new ordinary shares in the Company available to be issued under the ESS of the Company. The ESS was approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 2 April 2013.

## Statement Accompanying Notice Of The Twentieth Annual General Meeting

Details of Directors who are standing for election in Agenda 3 of the Notice of the Twentieth Annual General Meeting are set out in the Director's Profile appearing on pages 22 to 23 of this Annual Report.