



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of George Kent (Malaysia) Berhad ("GKM" or the "Company") will be held at George Kent Technology Centre, Lot 1115, Batu 15, Jalan Dengkil, 47100 Puchong, Selangor Darul Ehsan on Thursday, 31 July 2014 at 11.00 a.m. or immediately following the conclusion or adjournment of the Sixty-Third Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is earlier, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 75,102,542 NEW ORDINARY SHARES OF RM0.50 EACH IN GKM ("GKM SHARE(S)" OR SHARE(S)) ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING GKM SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all relevant authorities or parties being obtained in respect of the listing of and quotation for 75,102,542 new GKM Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of GKM ("Board") be and is hereby authorised to capitalise a total sum of RM2,093,318 from the share premium account and RM35,457,953 from the retained earnings account of the Company, the details of which are set out in Section 2.2 of the Circular to the shareholders of the Company dated 16 July 2014, for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue at par, 75,102,542 new GKM Shares to be credited as fully paid-up and such new GKM Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of one (1) Bonus Share for every three (3) existing GKM Shares held in the Company on the Entitlement Date;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing GKM Shares, save and except that the said Bonus Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution ("Distribution") that may be declared, made or paid for which the entitlement date for the Distribution precedes the date of allotment and issuance of the said Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

TEH YONG FAH (MACS 00400)

Company Secretary

Kuala Lumpur

16 July 2014

Notes:-

- i. A member entitled to attend, to speak and to vote at the meeting is entitled to appoint proxy/ proxies (or in the case of a corporation, a duly authorised representative) to attend, to speak and to vote in his stead. 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.
- ii. The instrument appointing proxy/ proxies 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 its common seal or under the hand of an officer or attorney duly authorised in writing.
- iii. A member shall be entitled to appoint not more than two (2) proxies to attend, to speak and to vote at the same meetings, and that appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- iv. 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 (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.
- v. Where the exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- vi. The instrument appointing proxy/ proxies and the power of attorney or other authority (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the registered office of the Company at George Kent Technology Centre, Lot 1115, Batu 15, Jalan Dengkil, 47100 Puchong, Selangor Darul Ehsan, not less than 48 hours before the time stipulated for holding the meeting.
- vii. Only the members whose names appear on the Record of Depositors as at 22 July 2014 shall be entitled to attend, to speak and to vote at this meeting or appoint proxy/ proxies to attend, to speak and to vote on their behalf.