



# GRAND-FLO BERHAD

(607392-W)

(formerly known as "Grand-Flo Solution Berhad")

A Main Market listed company

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Grand-Flo Berhad (formerly known as *Grand-Flo Solution Berhad*) ("Grand-Flo" or "Company") will be held at The Greens I, Golf Wing, Ground Floor, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 12 August 2014 at 11.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED ISSUANCE AND ALLOTMENT OF 29,411,765 NEW ORDINARY SHARES OF RM0.10 EACH IN GRAND-FLO ("GRAND-FLO SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF RM0.34 PER SHARE ("PROPOSED ISSUANCE AND ALLOTMENT") PURSUANT TO THE ACQUISITION BY GRAND-FLO OF AN AGGREGATE 125,001 ORDINARY SHARES OF RM1.00 EACH IN INNOCERIA SDN BHD ("ISB"), REPRESENTING 50.0004% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF ISB, FOR A TOTAL CONSIDERATION OF RM15,000,000 ("PROPOSED ACQUISITION")**

"**THAT** subject to the passing of Ordinary Resolution 2 below and all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to issue and allot 29,411,765 new Grand-Flo Shares ("**Consideration Shares**") at an issue price of RM0.34 per Share to Chong Poh Yoong in satisfaction of a sum of RM10,000,000 being part of the total consideration of RM15,000,000 for the Proposed Acquisition and the remaining RM5,000,000 to be satisfied in cash, subject to and upon such terms and conditions as set out in the conditional Share Acquisition Agreement dated 25 April 2014 entered into between Grand-Flo and the vendors, namely Chong Poh Yoong and Chuah Chew Hai for the Proposed Acquisition.

**AND THAT** such new Consideration Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued and paid-up share capital of Grand-Flo, except that the new Consideration Shares shall not be entitled to any dividend, right, allotment and other distributions, the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividend, right, allotment and other distributions) of which is prior to the date of issuance and allotment of the new Consideration Shares.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Issuance and Allotment with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and as the Directors deem fit, appropriate and in the best interest of the Company."

### ORDINARY RESOLUTION 2

**PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESSES OF GRAND-FLO AND ITS SUBSIDIARIES TO INCLUDE PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")**

"**THAT** subject to the passing of Ordinary Resolution 1 above and all approvals being obtained from the relevant regulatory authorities, approval be and is hereby given to the Directors of the Company to diversify the core businesses of Grand-Flo and its subsidiaries to include property development.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts, deed and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities."

### By Order of the Board

Tea Sor Hua (MACS 01324)  
Yong Yen Ling (MAICSA 7044771)  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
25 July 2014

### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an officer or attorney so authorised.
6. To be valid, the instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 65(3) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 5 August 2014. Only members whose names appear in the General Meeting Record of Depositors as at 5 August 2014 shall be regarded as members and entitled to attend, speak and vote at the meeting.