

GSB GROUP BERHAD
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be convened and held at No. 9 Jalan 3/91A Taman Shamelin Perkasa Cheras 56100 Kuala Lumpur on Friday, 26 September 2014 at 10.00 a.m. to transact the following items of business:-

A G E N D A

As Ordinary Business

1. To receive the Statutory Financial Statements for the year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To approve the payment of Directors' Fees amounting to RM19,000.00 for the year ended 31 March 2014. **Resolution 2**
3. To re-elect Mr Loy Kwee Keow who retires in accordance with Article 82 of the Company's Articles of Association. **Resolution 3**
4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-

"THAT Mr Liaw Boo Lai @ Leow Bong Lai, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."

Resolution 4
5. To re-appoint Messrs KPMG as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and if thought fit, pass the following ordinary resolutions:

6. Proposed Retention of Independent Directors in accordance with the Malaysian Code on Corporate Governance 2012
 - (a) "THAT subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Mr Loy Kwee Keow who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **Resolution 6**
 - (b) "THAT subject to the passing of Ordinary Resolution 4, authority be and is hereby given to Mr Liaw Boo Lai @ Leow Bong Lai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **Resolution 7**

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Notice of the Twenty-First Annual General Meeting (continued)

7. Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965 **Resolution 8**

“THAT subject always to the Companies Act, 1965 and the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may 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 empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

8. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

SEE SIEW CHENG (MAICSA 7011225)
LEONG SHIAK WAN (MAICSA 7012855)
Company Secretaries

Petaling Jaya
4 September 2014

NOTES:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he shall be any person and there shall be no restriction as to the qualification of the proxy.
2. A member may appoint two (2) or more proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies 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 Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDS”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. The instrument appointing a proxy or proxies shall be in writing (in the common or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, the instrument appointing a proxy or proxies must be either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at Ground Floor Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan at least forty-eight (48) hours before the time approved for holding the meeting or any adjournment thereof (or in the case of a poll not less than twenty-four (24) hours before the time appointed for taking of the poll).
8. Only members whose names appear in the Record of Depositors on 18 September 2014 shall be entitled to attend, speak and vote at the Annual General Meeting.

EXPLANATORY NOTE ON THE SPECIAL BUSINESS

1. The proposed Resolutions 6 and 7, if passed, will allow the named directors to continue to act as Independent Non-Executive Directors of the Company.

The Nomination Committee had assessed the independence of Mr Loy Kwee Keow and Mr Liaw Boo Lai @ Leow Bong Lai, who each has served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr Loy Kwee Keow and Mr Liaw Boo Lai @ Leow Bong Lai as Independent Non-Executive Directors as both of them possess the following aptitudes necessary in discharging their roles and functions as Independent Non-Executive Directors of the Company:-

- (a) The Directors are familiar with the Group’s business operations and provide invaluable advice during meetings and also the Risk Management exercise of the Group;
- (b) They have devoted and can devote sufficient time and attention in carrying out their professional obligations as Independent Non-Executive Directors; and
- (c) They exercise due care in all undertakings of the Group and carry out their fiduciary duties in the interest of the Company and its minority shareholders.

2. The proposed Resolution 8, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the next Annual General Meeting.

As at the date of this Notice, 40,000,000 new ordinary shares of RM0.10 each in the Company were issued pursuant to the authority granted to the Directors at the Twentieth Annual General Meeting held on 27 September 2013 and which will lapse at the conclusion of the Twenty-First Annual General Meeting. The net proceeds of RM3,848,700 (net of fees in relation to the Private Placement exercise) is expected to be utilised as working capital for the property development project of the Group in Johor Bahru in the financial year ending 31 March 2015.

A renewal for the said mandate is sought to avoid any delay and cost involved such as convening general meeting. Should the mandate be exercised, the directors would utilise the proceeds raised from this mandate for working capital or such other application they may in their absolute discretion deem fit.