



GSB GROUP BERHAD

(Company No.: 287036-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of GSB Group Berhad ("GSB" or "Company") will be held at No. 9, Jalan 3/91A, Taman Shamelin Perkasa, Cheras 56100 Kuala Lumpur on Friday, 30 January 2015 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 2 PLOTS OF ADJOINING LEASEHOLD LANDS MEASURING IN AGGREGATE OF APPROXIMATELY 2.22 ACRES KNOWN AS LOT 325 AND 326, BOTH LOCATED AT SEKSYEN 15, SHAH ALAM, DAERAH PETALING, SELANGOR DARUL EHSAN HELD UNDER PN97185 AND PN97186, RESPECTIVELY ("LANDS") TOGETHER WITH A CONDITIONAL DEVELOPMENT ORDER FROM THE RELEVANT AUTHORITY IN RESPECT OF THE LANDS FOR A TOTAL PURCHASE CONSIDERATION OF RM20,500,000 ("PROPOSED ACQUISITION")

"THAT subject to the approval of all relevant authorities, approval be and is hereby given to Serta Usaha Sdn Bhd ("Serta Usaha"), a wholly-owned subsidiary of the Company to acquire 2 plots of adjoining leasehold lands measuring in aggregate of approximately 2.22 acres in Section 15, Shah Alam, Selangor Darul Ehsan together with a conditional development order from the relevant authority in respect of the Lands for a total purchase consideration of RM20,500,000 from PKNS Engineering and Construction Berhad ("PECB" or "Vendor") upon the terms and conditions as set out in the Sale and Purchase Agreement dated 15 October 2014 entered into between Serta Usaha and PECB ("SPA").

THAT the Directors of the Company be and are hereby authorised to take all such steps to assent and agree to any modifications, amendments, alterations to the terms and conditions of the SPA and any other documents relating thereto at any time and to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any parties or parties, as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition.

THAT the Directors of the Company be and are hereby granted with full powers to make applications to authorities and regulatory bodies for any approvals and consents as may be required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities from time to time and to do all such things as the Directors of the Company may consider necessary or expedient in the best interests of the Company.

AND THAT all actions taken by Directors and/or officers of the Company in relation to the Proposed Acquisition prior to the date of this resolution shall be ratified."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF GSB ("PROPOSED ESOS")

"THAT subject to the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of the new ordinary shares of the Company to be issued hereunder, the Board of Directors of the Company be and is hereby authorised to:

- establish, implement and administer an employees' share option scheme to be known as "Employees' Share Option Scheme" ("Proposed ESOS" or "Scheme") for the benefit of all eligible employees and Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("GSB Group") ("Eligible Persons"), in accordance with the provisions of the By-Laws of the Scheme ("By Laws") as set out in Appendix II of the circular to shareholders of the Company dated 15 January 2015 ("Circular") and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotation for the new ordinary shares of RM0.10 each in GSB ("GSB Shares") which may from time to time be allotted and issued pursuant to the Scheme;
- to allot and issue from time to time such number of new GSB Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new GSB Shares to be issued under the Proposed ESOS shall not exceed in aggregate 10% of the total issued and paid-up share capital (excluding treasury shares) of the Company at any point in time during the existence of the Scheme and that such new GSB Shares to be allotted and issued pursuant to the exercise of the options shall, upon allotment and issuance, rank pari passu in all respects with the then existing GSB Shares in issue, save and except that the new GSB Shares will not be entitled to any dividends, rights, allotments and/or other distributions the entitlement date of which is prior to the date of allotment of the new GSB Shares and will be subject to all the provisions of the Articles of Association of the Company;
- modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary to give full effect to the Scheme with full power to assent to any modifications and/or amendments, as may be imposed by and/or agreed with the relevant authorities;
- to extend the Proposed ESOS, if the Directors of the Company deem fit, for up to an aggregate duration of not exceeding ten (10) years from the date the last of the approvals and/or conditions referred to in the By-Laws have been obtained and/or complied with ("Proposed ESOS Extension"); and
- to do all such acts and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, as may be necessary or expedient in order to give full effect to the Scheme.

AND THAT the Board of Directors of the Company be and is hereby authorised to give effect to the Proposed ESOS and Proposed ESOS Extension with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

AND THAT the draft By-Laws of the Proposed ESOS as set out in Appendix II of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") be and is hereby approved."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF OPTIONS TO LOY KWEE KEOW

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company

be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Loy Kwee Keow, the Senior Independent Non-Executive Chairman of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF OPTIONS TO GAN PIK MUI

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Gan Pik Mui, the Managing Director of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF OPTIONS TO LIAW BOO LAI @ LEOW BONG LAI

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Liaw Boo Lai @ Leow Bong Lai, the Independent Non-Executive Director of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF OPTIONS TO GAN BOON KAT

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Gan Boon Kat, the Non-Independent Non-Executive Director of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF OPTIONS TO GAN BOON HAN

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Gan Boon Han, the Project Director of Serta Usaha, a wholly-owned subsidiary of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF OPTIONS TO GAN BOON PIN

"THAT subject to the passing of Ordinary Resolution 2 above and the approval of the relevant authorities or parties being obtained, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Gan Boon Pin, the Senior Manager (Information Technology) of GSB Management Sdn Bhd, a wholly-owned subsidiary of the Company, options to subscribe for new GSB Shares to be issued under the Proposed ESOS PROVIDED THAT not more than 10% of the new GSB Shares available under the Scheme at the point in time when the offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds 20% or more of the issued and paid-up share capital of GSB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed ESOS."

BY ORDER OF THE BOARD

SEE SIEW CHENG (MAICSA 7011225)

LEONG SHIAK WAN (MAICSA 7012855)

Company Secretaries
Selangor Darul Ehsan
15 January 2015

Notes:

- 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.
- 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.
- 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.
- 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.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy or proxies shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor 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.
- The instrument appointing a proxy must be deposited at Ground Floor Symphony House Block D13 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.
- Only members whose names appear in the Record of Depositors on 22 January 2015 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.