



GE-SHEN CORPORATION BERHAD

(Company No.: 633814-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Ge-Shen Corporation Berhad ("Ge-Shen" or the "Company") will be held at Room Sapphire 3, Level 4, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor, Malaysia on Saturday, 4 April 2015 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, to pass the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1:

PROPOSED ACQUISITION OF 1,500,000 ORDINARY SHARES OF RM1.00 EACH IN POLYPLAS SDN BHD ("POLYPLAS") REPRESENTING 75% EQUITY INTEREST IN POLYPLAS BY GE-SHEN FOR A TOTAL CASH CONSIDERATION OF RM33,756,253 AND PROPOSED OPTION TO ACQUIRE AN ADDITIONAL 500,000 ORDINARY SHARES OF RM1.00 EACH IN POLYPLAS SDN BHD ("POLYPLAS") REPRESENTING 25% EQUITY INTEREST IN POLYPLAS FOR A TOTAL PURCHASE CONSIDERATION TO BE DETERMINED

THAT subject to the passing of Ordinary Resolution 2 and Special Resolutions 1, 2 and 3, and approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given for the Company:

- to acquire 1,500,000 ordinary shares of RM1.00 each in Polyplas ("Polyplas Shares") representing 75% equity interest in Polyplas, from Narinder Singh A/L Sudagar Singh and Gurdial Singh A/L Sudagar Singh (collectively "the Vendors") for a total cash consideration of RM33,756,253.00 (Ringgit Malaysia Thirty Three Million Seven Hundred and Fifty Six Thousand Two Hundred and Fifty Three Only) subject to and upon the terms and conditions as stipulated in the conditional share sale agreement ("SSA") entered into between Ge-Shen and the Vendors on 5 December 2014; and
- to acquire an additional 500,000 Polyplas Shares from Narinder Singh A/L Sudagar Singh for a purchase consideration to be determined based on the formula stipulated in the put/call option agreement entered into between Ge-Shen and Narinder Singh A/L Sudagar Singh on 5 December 2014 ("PCOA") upon the completion of the SSA subject to and upon the terms and conditions stipulated in the PCOA.

(collectively referred to as the "Proposed Acquisition")

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things, execute all necessary documents and take all such steps as they think fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition, with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and/or parties and to deal with all matters relating thereto in the best interest of the Company.

ORDINARY RESOLUTION 2:

PROPOSED ISSUANCE OF 30,000,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES OF RM0.01 EACH IN GE-SHEN ("RCPS") AT AN ISSUE PRICE OF RM0.60 PER RCPS TO THIRD PARTY INVESTORS TO BE IDENTIFIED ("PROPOSED ISSUANCE OF RCPS")

THAT subject to the passing of Ordinary Resolution 1 and Special Resolutions 1, 2 and 3, and approvals and consents being obtained from all relevant authorities and/or parties (where applicable) including but not limited to the approval-in-principle being obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for all the new ordinary shares of RM0.50 each to be issued arising from the conversion of the RCPS, approval be and is hereby given to the Directors to:

- allot and issue 30,000,000 RCPS at an issue price of RM0.60 per RCPS to third party investors to be identified ("RCPS Holders") on such terms and conditions as set out in the Circular to Shareholders dated 13 March 2015 and such new RCPS shall confer on the RCPS Holders those rights as stated in the Articles of Association of the Company; and
- allot and issue such number of new ordinary shares of RM0.50 in Ge-Shen ("Ge-Shen Shares") credited as fully paid-up arising from the conversion of the RCPS by the RCPS Holders for the duration of the tenure of the RCPS;

THAT all Ge-Shen Shares to be issued pursuant to the conversion of the RCPS shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Ge-Shen Shares except that they shall not be entitled to any dividends or other distributions made prior to the conversion date of the RCPS; and

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things, execute all necessary documents and take all such steps as they think fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Issuance of RCPS, with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and/or parties and to deal with all matters relating thereto in the best interest of the Company.

SPECIAL RESOLUTION 1:

- RECLASSIFICATION OF AUTHORISED SHARE CAPITAL

THAT subject to the passing of Ordinary Resolutions 1 and 2, and Special Resolutions 2 and 3, and approvals and consents being obtained from all relevant authorities and/or parties (where applicable), the existing authorised share capital of RM50,000,000.00 divided into 100,000,000 ordinary shares of RM0.50 each be reclassified as follows:-

- 99,400,000 ordinary shares of RM0.50 each; and
- 30,000,000 redeemable convertible preference shares of RM0.01 each.

SPECIAL RESOLUTION 2:

- ALTERATION OF MEMORANDUM OF ASSOCIATION

THAT subject to the passing of Ordinary Resolutions 1 and 2, Special Resolutions 1 and 3, and approvals and consents being obtained from all relevant authorities and/or parties (where applicable), the existing Clause 5 of the Memorandum of Association of the Company be deleted in its entirety and be substituted with the following new Clause 5 to facilitate the reclassification of authorised share capital:

Existing clause no.	Existing provision	Proposed Amendments
Clause 5 of the Memorandum of Association	The capital of the Company is RM50,000,000.00/- Malaysian Currency divided into 100,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM50,000,000.00/- Malaysian Currency divided into 99,400,000 ordinary shares of RM0.50 each and 30,000,000 redeemable convertible preference shares of RM0.01 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things, execute all necessary documents and take all such steps as they think fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the alteration of the Memorandum of Association, with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and/or parties and to deal with all matters relating thereto in the best interest of the Company.

SPECIAL RESOLUTION 3:

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

THAT the Proposed Amendments as specified in Appendix VII of the Circular to shareholders dated 13 March 2015 be and are hereby approved.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things, execute all necessary documents and take all such steps as they think fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Amendments, with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and/or parties and to deal with all matters relating thereto in the best interest of the Company.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
MAK CHOOI PENG (MAICSA 7017931)
Company Secretaries

13 March 2015
Johor Bahru

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 March 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- 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.
- The instruments appointing a proxy must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.