



GADANG HOLDINGS BERHAD

(Company No. 278114-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Gadang Holdings Berhad ("**Gadang**") will be held at Kiara Room, Sri Damansara Club Berhad, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Thursday, 23 April 2015 at 10.00 a.m. or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY CRIMSON VILLA SDN BHD ("CRIMSON VILLA"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF GADANG HOLDINGS BERHAD, OF A PARCEL OF FREEHOLD LAND IN SEMENYIH, SELANGOR MEASURING APPROXIMATELY 62.84 ACRES ("LAND") FROM SEMENTAR PROPERTIES SDN BHD ("SEMENTAR") FOR PURCHASE CONSIDERATION OF APPROXIMATELY RM95.8 MILLION TO BE SATISFIED IN FULL VIA CASH ("PROPOSED ACQUISITION")

"**THAT** conditional upon the approvals of all relevant authorities being obtained where required, approval be and is hereby given to Crimson Villa to acquire the Land from Sementar for a total purchase consideration of RM95,805,800 only, subject to and upon such terms and conditions as set out in the Sale and Purchase Agreement dated 30 January 2015 ("**SPA**") in relation to the Proposed Acquisition.

AND THAT the Board of Directors of Gadang be and is hereby authorised and empowered to complete and implement the Proposed Acquisition, to deal with all matters incidental, ancillary to and/or relating thereto, 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 Acquisition under the terms and conditions of the SPA with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Gadang."

By Order of the Board

GADANG HOLDINGS BERHAD

TAN SEOK CHUNG (MAICSA 0829689)

Company Secretary

Kuala Lumpur

8 April 2015

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 16 April 2015 be regarded as members and entitled to attend, speak and vote at this EGM.
2. A member of the Company entitled to attend, speak and vote at this EGM, is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. The Articles provide that a member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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. The instrument appointing the proxy must be deposited at the registered office of the Company at Wisma Gadang, No. 52 Jalan Tago 2, Off Jalan Persiaran Utama, Sri Damansara, 52200 Kuala Lumpur at least forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.