



GOLDEN PHAROS BERHAD (152205-W)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting of the Company will be held at **Dewan Terengganu Incorporated Sdn Bhd, Lot PT 3071, Kawasan Perindustrian Chendering, 21080 Kuala Terengganu, Terengganu** on **Tuesday, 16th June 2015 at 10.30 a.m** for the following purposes:

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. (Please refer to the Explanatory Notes to the Agenda)
- To re-elect Haji Jusoh Bin Ali, the director retiring in accordance with Article 102 of the Articles of Association of the Company. (Ordinary Resolution 1)
- To re-elect the following directors retiring in accordance with Article 109 of the Articles of Association of the Company:
 - Dato' Haji Osman Bin Muda (Ordinary Resolution 2)
 - Dato' Sabri Bin Mohd Noor (Ordinary Resolution 3)
 - Dato' Haji Wan Nawawi Bin Haji Wan Ismail (Ordinary Resolution 4)
 - Dato' Haji Mohamad Nor Bin Ibrahim (Ordinary Resolution 5)
 - Haji Azaki Bin Che Endut (Ordinary Resolution 6)
 - Rosli Bin Abd Rahman (Ordinary Resolution 7)
- To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS:

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

- Directors' Fees**

"THAT the payment of Directors' Fees of RM184,097.22 for the financial year ended 31 December 2014 be approved." (Ordinary Resolution 9)
- Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 10)
- Proposed Amendments to the Articles of Association of the Company**

"THAT the following Articles of Association of the Company be hereby amended:

Existing Article	Proposed Amended Article
Article 164 <p>The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the directors' and auditors' report relating to it shall not exceed four (4) months. A copy of each such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member, and every debentures holder of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by The Exchange shall at the same time be likewise sent to The Exchange: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.</p>	Article 164 <p>The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as statement of financial position, statement of comprehensive income and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of annual audited financial accounts statements financial accounts statements together with, the directors' and auditors' report relating to it shall not exceed four (4) months, or such shorter period as may be prescribed by The Exchange. A copy of each such documents shall not be less than twenty-one (21) days before the date of the meeting be sent to every member, and every debentures holder of the Company under the provisions of the Act or of these Articles. Such documents may be in printed form or in electronic format. The requisite number of copies of each such document as may be required by The Exchange shall at the same time be likewise sent to The Exchange: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. In the event that the annual report is sent in electronic format and a member requires a printed form of such documents, the Company shall send such documents to the member within four (4) market days from the date of receipt of the members' request or such other period as may be prescribed by The Exchange.</p>

(Special Resolution 1)

- To transact any other business of which due notice shall have been given.

By Order of the Board

Suhairi bin Sulong
(MIA No. 16392)
Company Secretary
Kuala Terengganu
21 May 2015

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies or in the case of a corporation, to appoint a representative to attend and vote in his place.
- A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is an authorised nominee as defined under the Security Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies 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 (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. Where the authorised nominee appoint two (2) proxies or where an exempt authorised nominee appoint two (2) or more proxies to attend the same meeting, the authorised nominee or exempt authorised nominee shall specify the proportion of shareholdings to be represented by each proxy.
- In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- Any alteration in the Form of Proxy must be initialled.
- The Form of Proxy must be deposited at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting.
- For the purpose of determining who shall be entitled to attend and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 9 June 2015 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting.

Explanatory Notes on Special Business:

Item 1 of the Agenda

This item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a motion to be put to vote by shareholders.

Item 5 of the Agenda – Ordinary Resolution 9

Directors' Fees

The Ordinary Resolution 9 proposed under item 5 is in accordance with Article 110 of the Company's Articles of Association, if passed, will authorise the payment of directors' fees to directors of the Company for their services as directors during the financial year ended 31 December 2014.

Item 6 of the Agenda – Ordinary Resolution 10

Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 10 proposed under item 6 is a renewal of the Section 132D mandate obtained from the Shareholders of the Company at the previous Annual General Meeting and, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company in order to avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The Directors did not allot or issue any shares under the same mandate granted last year. Should the mandate be exercised, the Directors will utilise the proceeds raised for possible fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Item 7 of the Agenda – Special Resolution 1

Proposed Amendments to the Articles of Association of the Company

The proposed amendments to the Articles of Association of the Company is to bring the Articles of Association of the Company to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to enhance administrative efficiency.