



**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 Darul Takzim, Malaysia on Thursday, 25 June 2015 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Twelfth Annual General Meeting of GSCB, which will be held at the same venue and on the same day 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 NEW SHAREHOLDERS' MANDATE IN RESPECT OF RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**"THAT** pursuant to paragraph 10.09(2) of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Company and/or its subsidiary companies be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as described in Section 2.3 of the Circular to Shareholders dated 5 June 2015 subject further to the following:-

- i) the recurrent related party transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
  - (a) the conclusion of the next annual general meeting of the Company following the general meeting, at which the approval hereby given will lapse, unless by a resolution passed at a general meeting, whereby the approval is renewed; or
  - (b) the expiration of the period within which the next annual general meeting of the Company after this general meeting, is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("**the Act**") (but such period shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

**AND THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

**ORDINARY RESOLUTION 2:  
PROPOSED SHARE BUY BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY**

**"THAT** subject to the Companies Act, 1965 ("**the Act**"), rules, regulations and orders made pursuant to the Act (as may be amended, modified or re-enacted from time to time), the provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and any other relevant authorities, the Company be and is hereby authorised, to the extent permitted by law, to purchase and/or hold, from time to time, and at any time, such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company, from time to time, through Bursa Securities subject further to the following:-

1. the number of ordinary shares of RM1.00 each in the Company which may be purchased or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being quoted on Bursa Securities;
2. the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium account of the Company based on the latest audited financial statements and/ or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
3. the authority conferred by this resolution shall continue to be in force until:-
  - (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by shareholders of the company at a general meeting of the company.

whichever occurs first.

**THAT** the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manners:-

- (a) cancel all the purchased ordinary shares; and/or
- (b) retain the purchased ordinary shares as treasury shares for distribution as share dividend to shareholders and/ or resell on the market of Bursa Securities; and/or
- (c) retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/ or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the share buy-back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements, and all other relevant governmental and/or regulatory authorities, in the best interest of the Company."

By Order of the Board

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

5 June 2015  
Johor Bahru

Notes:

- A. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 2015 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- B. 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.
- C. 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.
- D. 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.
- E. The instruments appointing a proxy must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, 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.