



# 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, 31 July 2015 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

### ORDINARY RESOLUTION 1

#### **PROPOSED ACQUISITION OF A PIECE OF LAND KNOWN AS LOT 1248, MUKIM AND DAERAH BENTONG, NEGERI PAHANG DARUL MAKMUR HELD UNDER GERAN NO. 9894, MEASURING APPROXIMATELY 52.08 ACRES FOR A PURCHASE CONSIDERATION OF RM29,492,570 ("PROPOSED ACQUISITION")**

"THAT subject to the approval of all relevant authorities, approval be and is hereby given to Banda Industries Sdn Bhd ("BISB"), a wholly-owned subsidiary of the Company to acquire a piece of land known as Lot 1248, Mukim and Daerah Bentong, Negeri Pahang Darul Makmur held under Geran No. 9894, measuring approximately 52.08 acres for a purchase consideration of RM29,492,570 from Restu Angkasa Sdn Bhd ("RASB") upon the terms and conditions as set out in the Sale and Purchase Agreement dated 17 February 2015 entered into between BISB and RASB ("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 PRIVATE PLACEMENT OF NEW ORDINARY SHARES OF RM0.10 EACH IN GSB ("GSB SHARES") ("PLACEMENT SHARES"), REPRESENTING UP TO 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GSB (EXCLUDING TREASURY SHARES, IF ANY)**

"THAT, subject to the passing of Special Resolution 1 and Special Resolution 2 and the approvals of all relevant authorities being obtained, the Directors of the Company be and are hereby authorised to allot and issue up to 96,800,000 Placement Shares, representing up to 20% of the issued and paid-up share capital of GSB ("Proposed Private Placement") to such persons and at such time as the Directors may deem fit;

**THAT** the Placement Shares shall be issued at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day volume weighted average market price ("5-Day VWAMP") of GSB Shares, immediately preceding the price-fixing date. The Placement Shares will not be priced at more than 10% discount to the 5-Day VWAMP of GSB Shares immediately preceding the price-fixing date(s). In any event, the Placement Shares will not be priced lower than the par value of GSB Shares of RM0.10 each;

**THAT** the proceeds of the Proposed Private Placement shall be utilised for the purposes as set out in the circular to shareholders of the Company dated 9 July 2015, and the Directors of the Company be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing GSB Shares in issue, save and except that the Placement 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 each tranche of the Placement Shares;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to take all such necessary steps to give effect to the Proposed Private Placement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Directors, and to take all steps to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

### SPECIAL RESOLUTION 1

#### **PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL FROM RM50,000,000 COMPRISING 500,000,000 GSB SHARES TO RM500,000,000 COMPRISING 5,000,000,000 GSB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT subject to the passing of Special Resolution 2 and the approvals of the relevant authorities or parties being obtained, the Company be and is hereby authorised to increase the authorised share capital of the Company from RM50,000,000 comprising 500,000,000 GSB Shares to RM500,000,000 comprising 5,000,000,000 GSB Shares and in consequence thereof the Memorandum and Articles of Association of the Company and any other relevant documents be and is hereby amended accordingly.

**AND THAT** the Directors of the Company be and are hereby authorised and empowered to give full effect to the Proposed Increase In Authorised Share Capital with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities or deemed necessary by the Directors and to take all steps as they may deem fit, necessary and/or expedient or in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Increase In Authorised Share Capital."

### SPECIAL RESOLUTION 2

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF GSB ("PROPOSED M&A AMENDMENTS")**

"THAT, subject to the passing of Special Resolution 1 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised to adopt the amendments to the Memorandum and Articles of Association of the Company in the manner as set out below:

Existing Clause and Article of the M&A	Proposed New Clause and Article of the M&A
<p><b>Clause 5</b></p> <p>"The capital of the Company is RM50,000,000 divided into 500,000,000 ordinary shares of RM0.10 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."</p>	<p><b>Clause 5</b></p> <p>"The capital of the Company is RM500,000,000 divided into 5,000,000,000 ordinary shares of RM0.10 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."</p>
<p><b>Article No. 3</b></p> <p>"The authorised share capital of the Company is RM50,000,000 divided into 500,000,000 ordinary shares of RM0.10 each. The Company may from time to time by Special Resolution change its authorised share capital."</p>	<p><b>Article No. 3</b></p> <p>"The authorised share capital of the Company is RM500,000,000 divided into 5,000,000,000 ordinary shares of RM0.10 each. The Company may from time to time by Ordinary Resolution change its authorised share capital."</p>

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed M&A Amendments with full power to assent to any condition, modification, variation and/or amendment as the Directors may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

BY ORDER OF THE BOARD

SEE SIEW CHENG (MAICSA 7011225)  
LEONG SHIAK WAN (MAICSA 7012855)  
Company Secretaries  
Selangor Darul Ehsan  
9 July 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 ("SICDA"), 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 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 appointer or his attorney duly authorised in writing or, if the appointer 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 PJJU 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 23 July 2015 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.