



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 an Extraordinary General Meeting of Gadang Holdings Berhad (“**Gadang**” or the “**Company**”) will be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 3 November 2016 at 11.30 a.m. or immediately following the conclusion or any adjournment (as the case may be) of the Twenty-Third (23rd) Annual General Meeting of Gadang, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN GADANG (“EXISTING SHARES”) INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN GADANG (“SUBDIVIDED SHARE(S)”) OR “GADANG SHARE(S)”) OR “SHARE(S)”) HELD BY THE SHAREHOLDERS OF GADANG WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY (“ENTITLED SHAREHOLDERS”) ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED SHARE SPLIT”)

“**THAT** subject to the passing of the Special Resolution and the approvals of all relevant regulatory authorities including the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Securities being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to subdivide every one (1) Existing Share in the Company held by the Entitled Shareholders on the Entitlement Date into two (2) Subdivided Shares;

THAT the Subdivided Shares shall rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 129,311,689 NEW SUBDIVIDED SHARES (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) SUBDIVIDED SHARES HELD BY THE ENTITLED SHAREHOLDERS ON THE ENTITLEMENT DATE AFTER THE COMPLETION OF THE PROPOSED SHARE SPLIT (“PROPOSED BONUS ISSUE OF SHARES”)

“**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 5 and the Special Resolution as well as the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, the Board is hereby authorised to capitalise an amount of RM64,655,844.50 out of the retained profits and share premium of the Company, and to apply the same for the purposes of issuing 129,311,689 Bonus Shares in the share capital of the Company, credited as fully paid-up to the Entitled Shareholders as at the Entitlement Date on the basis of one (1) Bonus Share for every four (4) Subdivided Shares held;

THAT fractional entitlements of the Bonus Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares will upon allotment and issuance, rank *pari passu* in all respects with each other and the Existing Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the Entitlement Date precedes the date of allotment of such new Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF 129,311,689 WARRANTS IN GADANG (“WARRANT(S)”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) SUBDIVIDED SHARES HELD BY THE ENTITLED SHAREHOLDERS ON THE ENTITLEMENT DATE AFTER THE COMPLETION OF THE PROPOSED SHARE SPLIT (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant regulatory authorities including the approval of Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants as well as the new Shares to be allotted and issued arising from the exercise of the Warrants on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to issue 129,311,689 Warrants, on the basis of one (1) Warrant for every four (4) Subdivided Shares held by the Entitled Shareholders on the Entitlement Date;

THAT any one of the Directors be and is hereby authorised to enter into and execute a deed poll constituting the Warrants (“**Deed Poll**”) and to do all acts, deeds and things as he may deem fit or expedient, in order to implement, finalise and give full effect to the Deed Poll;

THAT fractional entitlements of the Warrants, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT the Company shall allot and issue such appropriate number of Warrants in accordance with the provisions in the Deed Poll, including any additional Warrants (“**Additional Warrant(s)**”) as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of Warrants to which the holder(s) of the Warrants (“**Warrant holder(s)**”) are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

THAT the Company shall allot and issue such appropriate number of new Shares, credited as fully paid-up, to the Warrant holders arising from the exercise of the Warrants and Additional Warrants, if any, by the Warrant holders in accordance with the provisions of the Deed Poll;

THAT the new Shares will upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares and any other Shares issued by the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Shares pursuant to the exercise of the Warrants;

THAT the proceeds raised from the exercise of Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 7 October 2016 (“**Circular**”) and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 4

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF GADANG (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME TO BE GRANTED TO THE ELIGIBLE DIRECTORS AND EMPLOYEES (“ELIGIBLE PERSONS”) OF GADANG AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT (“PROPOSED ESOS”)

“**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant regulatory authorities including the approval of Bursa Securities for the listing of and quotation for the new Shares in Gadang to be issued arising from the exercise of the options granted under the Proposed ESOS (“**ESOS Option(s)**”) on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of the Eligible Persons, and to grant the ESOS Options in accordance with the terms set out in the by-laws of the Proposed ESOS (“**By-Laws**”), a draft of which is set out in **Appendix III** of the Circular, for a period of five (5) years from the date of the Proposed ESOS, which may be extended or renewed (as the case may be) for a further period of up to five (5) years, at the sole and absolute discretion of the Board, PROVIDED that the total period of the ESOS shall not exceed ten (10) years, modify and/or amend the Proposed ESOS from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Company shall, from time to time, allot and issue such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS Options provided that the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed fifteen percent (15%) of the prevailing issued and paid-up share capital of Gadang (excluding treasury shares) at any point in time throughout the duration of the Proposed ESOS;

THAT the new Shares will upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the relevant date of allotment and issuance of the new Shares pursuant to the exercise of the ESOS Options;

AND THAT the Board be and is hereby authorised to sign and execute the By-Laws and all other documents to give effect to the Proposed ESOS with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the terms and conditions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF GADANG FROM RM400,000,000 COMPRISING 400,000,000 EXISTING SHARES TO RM500,000,000 COMPRISING 1,000,000,000 SUBDIVIDED SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the Special Resolution and the approvals of all relevant authorities being obtained, the authorised share capital of the Company be and is hereby increased from RM400,000,000 comprising 400,000,000 Existing Shares to RM500,000,000 comprising 1,000,000,000 Subdivided Shares, by the creation of an additional of 600,000,000 Gadang Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK WAN LOKMAN BIN DATO’ WAN IBRAHIM

“**THAT** contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 4, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Datuk Wan Lokman bin Dato’ Wan Ibrahim, being the Chairman and Independent Non-Executive Director of the Company, options to subscribe for new Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the By-Laws provided always that not more than ten percent (10%) of the Shares available under the Proposed ESOS shall be allocated to Datuk Wan Lokman bin Dato’ Wan Ibrahim, if he, in any point in time when the offer is made, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) subject always to such terms and conditions and any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DATO’ KOK ONN

“**THAT** contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 4, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Tan Sri Dato’ Kok Onn, being the Managing Director cum Chief Executive Officer of the Company, options to subscribe for new Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the By-Laws provided always that not more than ten percent (10%) of the Shares available under the Proposed ESOS shall be allocated to Tan Sri Dato’ Kok Onn, if he, in any point in time when the offer is made, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) subject always to such terms and conditions and any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO KOK PEI LING

“**THAT** contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 4, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Kok Pei Ling, being the Executive Director of the Company, options to subscribe for new Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of Shares as may be required to be issued to her under the Proposed ESOS in accordance with the provisions of the By-Laws provided always that not more than ten percent (10%) of the Shares available under the Proposed ESOS shall be allocated to Kok Pei Ling, if she, in any point in time when the offer is made, either singly or collectively through persons connected with her holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) subject always to such terms and conditions and any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO ADAM BIN BACHEK

“**THAT** contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 4, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Adam bin Bachek, being the Independent Non-Executive Director of the Company, options to subscribe for new Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the By-Laws provided always that not more than ten percent (10%) of the Shares available under the Proposed ESOS shall be allocated to Adam bin Bachek, if he, in any point in time when the offer is made, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) subject always to such terms and conditions and any adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO BOEY TAK KONG

“**THAT** contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 4, Ordinary Resolution 5 and the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to Boey Tak Kong, being the Senior Independent Non-Executive Director of the Company, options to subscribe for new Shares under the Proposed ESOS and if such options are accepted and exercised, to allot and issue such number of Shares as may be required to be issued to him under the Proposed ESOS in accordance with the provisions of the By-Laws provided always that not more than ten percent (10%) of the Shares available under the Proposed ESOS shall be allocated to Boey Tak Kong, if he, in any point in time when the offer is made, either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) subject always to such terms and conditions and any adjustments which may be made in accordance with the provisions of the By-Laws.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION (“M&A”) OF GADANG TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT AND PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED AMENDMENTS”)

“**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 5, approval be and is hereby given for the following amendments to the Company’s M&A:-

Memorandum of Association	Existing provision	Revised provision
Clause 5	The capital of the Company is RM400,000,000.00 divided into 400,000,000 ordinary shares of RM1.00 each. The Company shall have the power to increase, or reduce the capital to consolidate or sub-divide the shares into shares of larger or smaller amounts and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and attach thereto respectively, preferential, deferred or special rights, privileges or conditions and may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid.	The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase, or reduce the capital to consolidate or sub-divide the shares into shares of larger or smaller amounts and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and attach thereto respectively, preferential, deferred or special rights, privileges or conditions and may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid.
Articles of Association	Existing provision	Revised provision
Article 3	The authorised share capital of the Company is RM400,000,000.00 divided into 400,000,000 shares of RM1.00 each with power for the Company in general meeting to increase, sub-divide, consolidate or reduce such capital or to divide the shares forming the capital “original, increased or reduced” into several classes.	The authorised share capital of the Company is RM500,000,000.00 divided into 1,000,000,000 shares of RM0.50 each with power for the Company in general meeting to increase, sub-divide, consolidate or reduce such capital or to divide the shares forming the capital “original, increased or reduced” into several classes.

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Amendments with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendments.”

By Order of the Board
TAN SEOK CHUNG (MAICSA 0829689)
Company Secretary

Kuala Lumpur
7 October 2016

Notes:-

- Only depositors whose names appear in the Record of Depositors as at 27 October 2016 be regarded as members and entitled to attend, speak and vote at this EGM.
- 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 of 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 authorised.
- 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.
- Where a member of the Company is an exempt authorised 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.
- 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 not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.