

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 14th Annual General Meeting of Gromutual Berhad ("the Company") will be held at Dewan Johor, 2nd Floor, Mutiara Johor Bahru, Jalan Dato Sulaiman, Taman Century, 80250 Johor Bahru, Johor Darul Takzim, Malaysia on Wednesday, 31 May 2017 at 10.00 a.m. to transact the following businesses :

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| <b>AGENDA</b>   | <b>Resolution on Proxy Form</b>                                   |
| <b>AS ORDINARY BUSINESS :</b>   |   |
| 1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon. | <i>(Please refer Explanatory Note 1)</i>                          |
| 2. To approve the payment of a Single Tier Final Dividend of RM0.01 per share in respect of the financial year ended 31 December 2016.  | <b>(Resolution 1)</b>   |
| 3. To approve the payment of Directors' Fee of RM280,000 for the financial year ended 31 December 2016.   | <b>(Resolution 2)</b><br><i>(Please refer Explanatory Note 2)</i> |
| 4. To approve the payment of Directors' benefits at the capping amount of RM30,000 from 1 January 2017 to the 15th Annual General Meeting of the Company.                           | <b>(Resolution 3)</b><br><i>(Please refer Explanatory Note 2)</i> |
| 5. To re-elect the following Directors who retire by rotation pursuant to Article 84 of the Company's Articles of Association, comprising part of the Constitution of the Company : |   |
| 5.1 Mr. Teo Ah Bah @ Teo Chuang Kwee  | <b>(Resolution 4)</b>   |
| 5.2 Mr. Teo Yu Hong   | <b>(Resolution 5)</b>   |
| 5.3 YH Dato' Chong Keap Thai @ Cheong Keap Tai  | <b>(Resolution 6)</b>   |
| 6. To re-appoint Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to fix their remuneration.          | <b>(Resolution 7)</b>   |

### AS SPECIAL BUSINESS :

To consider and if thought fit, to pass the following Resolutions with or without modifications :

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| 7. <b>ORDINARY RESOLUTION<br/>AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b>   | <b>(Resolution 8)</b> |
| "THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting." |                       |
| 8. <b>ORDINARY RESOLUTION<br/>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR. YEOH BENG SANG</b>   | <b>(Resolution 9)</b> |
| "THAT authority be and is hereby given to Mr. Yeoh Beng Sang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."  |                       |
| 9. To transact any other business of which due notice shall have been given.  |                       |

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

**NOTICE IS ALSO HEREBY GIVEN THAT** a Single Tier Final Dividend of RM0.01 per share, in respect of the financial year ended 31 December 2016, if approved by the shareholders at the 14th Annual General Meeting, will be payable on **13 July 2017** to depositors registered in the Record of Depositors at the close of business on **19 June 2017**.

A depositor shall qualify for entitlement to the dividend only in respect of :

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 19 June 2017 in respect of transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD  
GROMUTUAL BERHAD

YONG MAY LI (f) (LS 0000295)  
Company Secretary

Johor Bahru  
27 April 2017

### NOTES :

- A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (but not more than two (2)) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 defined under the SICDA 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 a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointment shall be invalid.
- The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor Darul Takzim, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 25 May 2017 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

### EXPLANATORY NOTES

Ordinary Business :

- Item 1 of the Agenda : Audited Financial Statements for the financial year ended 31 December 2016**  
This Agenda item is meant for discussion only as an approval from shareholders for the Audited Financial Statements is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda item is not put forward for voting by shareholders of the Company.
- Resolution 2 - Item 3 of the Agenda : Directors' Fee**  
**Resolution 3 - Item 4 of the Agenda : Directors' benefits**  
Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval on the following two (2) separate resolutions shall be sought at the 14th Annual General Meeting :
  - Resolution 2** on payment of Directors' Fee in respect of the preceding year 2016; and
  - Resolution 3** on payment of Directors' benefits in respect of the current year 2017 and until the 15th Annual General Meeting.
 The estimated capping amount of RM30,000 Directors' benefits payable would comprise wholly for meeting allowances which was calculated based on the number of scheduled Board's and Board Committees' meetings for the current financial year ending 31 December 2017 until the 15th Annual General Meeting.

Special Business :

- Ordinary Resolution - Item 7 of the Agenda**  
**RESOLUTION 8 - AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**  
Resolution 8 proposed under item 7 of the Agenda is for the purpose of granting a renewal of the general mandate and if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings, acquisitions and/or for allotment of shares as settlement of purchase consideration, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued during the preceding 12 months pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by a resolution of the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.  
As at the date of this Notice, no new shares have been issued pursuant to the mandate obtained at the 13th Annual General Meeting of the Company held on 23 May 2016, and accordingly no proceeds were raised.
- Ordinary Resolution - Item 8 of the Agenda**  
**RESOLUTION 9 - CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
Mr. Yeoh Beng Sang had served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Nominating Committee and the Board holds the view that he remains objective and independent in carrying out his roles and responsibilities as member of the Board and Board Committees. The length of his service does not interfere with his ability and exercise of independent judgment as an Independent Director. Therefore, the Board has recommended and supported that the approval of the shareholders be sought for him to continue to act as the Independent Non-Executive Director of the Company.