

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Sixth Annual General Meeting of the Company will be held at the Registered Office of the Company at 1115 Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Thursday, 22nd June 2017 at 12:00 noon for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 January 2017 and the Directors' and Auditors' Reports thereon. (Please refer to Note A)
2. To approve the payment of a final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2017. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation pursuant to Article 83 of the Constitution of the Company and being eligible, have offered themselves for re-election:- **Ordinary Resolution 2**
 - (a) Mr Ong Seng Pheow
 - (b) Dato' Paduka (Dr.) Ir. Hj. Keizrul Bin Abdullah **Ordinary Resolution 3**
4. To re-appoint the following persons as Directors of the Company:- **Ordinary Resolution 4**
 - (a) Puan Sri Datin Tan Swee Bee **Ordinary Resolution 5**
 - (b) Dato' Ahmad Khairummuzammil Bin Mohd Yusoff **Ordinary Resolution 6**
5. To approve the payment of Directors' fee and benefits of RM867,000 to Non-Executive Directors for the financial year ended 31 January 2017. **Ordinary Resolution 7**
6. To re-appoint Deloitte PLT, as Auditors of the Company for the financial year ending 31 January 2018 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

SPECIAL BUSINESS

As Special Business, to consider and if thought fit, pass with or without modifications the following as ordinary resolutions:-

7. **Retention of Independent Non-Executive Director** **Ordinary Resolution 8**
"THAT subject to passing of Ordinary Resolution 2, approval be and is hereby given to Mr Ong Seng Pheow, who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
8. **Authority To Allot And Issue Shares In General Pursuant To Sections 75 and 76 Of The Companies Act, 2016** **Ordinary Resolution 9**
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the 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 does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
9. **Proposed Share Split Involving The Subdivision Of Every 2 Existing Ordinary Shares In George Kent (Malaysia) Berhad ("GKM") ("GKM Share(s)") Into 3 Ordinary Shares In GKM ("Split Share(s)") Held On An Entitlement Date To Be Determined Later ("Proposed Share Split")** **Ordinary Resolution 10**
"THAT every 2 existing GKM Shares held by the shareholders of GKM, whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board of Directors of GKM ("Board"), be subdivided into 3 Split Shares;
THAT, upon subdivision, the Split Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other;
AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split with full powers to assent to any conditions, variations, modifications, termination 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 Share Split."
10. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval by the shareholders at the Sixty-Sixth Annual General Meeting, the final single-tier dividend of 5.0 sen per ordinary share for year ended 31 January 2017, will be payable on 20 July 2017 to shareholders whose names appear in the Record of Depositors on 30 June 2017.

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

- (a) Shares transferred into the Depositor's securities account before 4:00 p.m. on 30 June 2017 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board,

Teh Yong Fah (MACS 00400)
Gan Lee Mei (MA(CSA 7057081))
Company Secretaries
Kuala Lumpur
Dated: 31 May 2017

Notes:-

- A. This Agenda item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act, 2016 and the Constitution of the Company 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 resolution to be put to the vote by shareholders.
1. A member of the Company entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of him. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing proxy/proxies shall be in writing under the hand of the appointor or his attorney or if such an appointor is a corporation under its Common Seal or the hands of its attorney. A proxy need not be a member of the Company.
2. Where a holder 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.
3. The instrument appointing proxy/proxies and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the Share Registrar's office, Johan Management Services Sdn Bhd at 11th Floor, Wisma E&C, No. 2 Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur not less than twenty-four (24) hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).
4. In respect of deposited securities, only members whose names appear on the Record of Depositors on 14 June 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Explanatory Notes On Ordinary Business

1. Ordinary Resolution 1 – Final Dividend

With reference to Section 131 of the Companies Act, 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent.

On 20 March 2017, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made in accordance with the requirements under Section 132(2) and (3) of the Companies Act, 2016.

2. Ordinary Resolutions 4 and 5 – Re-appointment of (i) Puan Sri Datin Tan Swee Bee, and (ii) Dato' Ahmad Khairummuzammil Bin Mohd Yusoff As Directors Of The Company

At the last Annual General Meeting (AGM) of the Company held on 30 June 2016, Puan Sri Datin Tan Swee Bee (who attained the age of 70) and Dato' Ahmad Khairummuzammil Bin Mohd Yusoff, (who over the age of 70) were pursuant to Section 129(6) of the Companies Act, 1965, re-appointed as Directors to hold office until the next AGM of the Company. The new Companies Act, 2016 (CA 2016) was enforced effective from 31 January 2017, and the Companies Act, 1965 was repealed. Under CA 2016, there is no age limit for a person to be appointed to act as a director of a public company or of a subsidiary of a public company. Therefore with effect from 31 January 2017, a Director of the Company who is of or over the age of 70, is no longer required to vacate his office at the AGM and/or to seek shareholders' approval for his re-appointment as Director. However such a Director shall be required to retire by rotation at the AGM in every subsequent year in accordance with Article 83 of the Constitution of the Company.

The Board has recommended that Puan Sri Datin Tan Swee Bee and Dato' Ahmad Khairummuzammil Bin Mohd Yusoff be re-appointed as Directors at this AGM of the Company.

3. Ordinary Resolution 7 – Re-appointment of Auditors

Effective from 3 January 2017, Deloitte's legal entity status from unlimited liability partnership under the Partnership Act 1961 was converted to limited liability partnership under the Limited Liability Partnership Act, 2012. Accordingly, the re-appointment of Deloitte as Auditors is to be made in the name of Deloitte PLT.

Explanatory Notes on Special Business

1. Ordinary Resolution 8 – Retention of Independent Non-Executive Director

Mr Ong Seng Pheow has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years. In line with the Malaysian Code on Corporate Governance 2012, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Mr Ong Seng Pheow should continue to act as an Independent Non-Executive Director of the Company based on the following justification:-

- (a) He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements,
- (b) He has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole,
- (c) He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries,
- (d) He remains to be objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.
- (e) He had exercised due care during his tenure as an Independent Non-Executive Director and as Chairman of the Audit Committee and Risk Management Committee and had carried out his professional duties in the interest of the Company and its shareholders.

2. Ordinary Resolution 9 – Authority To Allot And Issue Shares In General Pursuant To Sections 75 and 76 Of The Companies Act, 2016

The proposed Ordinary Resolution if passed will empower the Directors to issue shares of the Company up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting (AGM) of the Company.

The Company has not issued any new shares under this general authority which was approved at the last AGM held on 30 June 2016 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed Ordinary Resolution 9. The renewed mandate is to provide flexibility to the Company for any possible future fund raising activities including but not limited to placement of shares for purposes of funding future investments, working capital and/or acquisition.

3. Ordinary Resolution 10 – Proposed Share Split

The proposed Ordinary Resolution 10, if passed, is expected to result in the Split Shares being more affordable in order to appeal to a wider group of public shareholders and investors. The Proposed Share Split may also possibly improve the trading liquidity of the Company's Shares on the Main Market of Bursa Malaysia Securities Berhad by increasing the number of shares in issue.

Further information on the Proposed Share Split is set out in the Circular to Shareholders dated 31 May 2017, which is despatched together with the Company's 2017 Abridged Annual Report.