

# GOH BAN HUAT BERHAD

(Company No. 1713-A) (Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventieth Annual General Meeting (“70<sup>th</sup> AGM”) of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 6 September 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

### AGENDA

1. To lay before the meeting the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
2. To re-elect the following Directors retiring in accordance with Article 80 of the Company's Articles of Association:
  - (a) Mr. Poh Weng Choon; and **Ordinary Resolution 1(a)**
  - (b) En. Aminuddin Yusof Lana. **Ordinary Resolution 1(b)**
3. To re-appoint the following Directors to hold office until the conclusion of the next Annual General Meeting of the Company:- **Please refer Explanatory Note B**
  - (a) Tan Sri Dato’ Tan Hua Choon; **Ordinary Resolution 2(a)**
  - (b) Brig. Jen. Dato’ Mior Azam Bin Mior Safi (Rtd); and **Ordinary Resolution 2(b)**
  - (c) Dato’ Ismail Bin Hamzah. **Ordinary Resolution 2(c)**
4. To re-appoint PCCO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
5. To approve the payment of Directors’ fees in respect of the financial year ended 31 March 2017. **Ordinary Resolution 4**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

Loh Poh Wah (MAICSA No. 7047338)  
Secretary

Kuala Lumpur  
28 July 2017

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. 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.
4. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
6. 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 the corporation’s seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

**Explanatory Note A**

This Agenda item is meant for discussion only as the audited financial statements do not require formal approval of shareholders pursuant to Sections 248(2) and 340 (1)(a) of the Companies Act, 1965. Hence, the matter will not be put for voting.

**Explanatory Note B**

At the 69<sup>th</sup> AGM held on 22 September 2016, Tan Sri Dato’ Tan Hua Choon, Brig. Jen. Dato’ Mior Azam Bin Mior Safi (Rtd) and Dato’ Ismail Bin Hamzah (collectively “Directors Seeking for Re-appointment”) who are above the age of 70, were re-appointed pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of this AGM (70<sup>th</sup> AGM). The Directors Seeking for Re-appointment whose term of office shall end at the conclusion of this AGM, have offered themselves for re-appointment.

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors. Hence, the Directors Seeking for Re-appointment, if re-appointed at this AGM, shall continue to hold office until the conclusion of the next AGM (71<sup>st</sup> AGM), and shall then be subject to retirement by rotation in accordance with the Company’s Constitution.