



GOH BAN HUAT BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Goh Ban Huat Berhad (“GBH” or the “Company”) will be held at Ballroom 1 & 2, Level 2, Grand Paragon Hotel, No. 18, Jalan Harimau, Taman Century, 80250 Johor Bahru Johor, Malaysia on Tuesday, 27 March 2018 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE BUSINESS OF GBH AND ITS SUBSIDIARIES TO INCLUDE CONSTRUCTION AND PROPERTY DEVELOPMENT (“PROPOSED DIVERSIFICATION”)

“THAT, subject to the approvals of all relevant regulatory authorities and/or parties (where required), approval be and is hereby given for the Company to undertake the Proposed Diversification.

AND THAT the Board be and are hereby empowered and authorised to take all such steps and to do all acts and things and execute, sign and deliver on behalf of the Company all such documents and enter into any necessary arrangements, agreements and/or undertakings with any party or parties as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required by any relevant authorities, and to take such steps and actions as the board of directors of the Company deems fit, necessary, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY PARAGON BIZHUB SDN BHD (“PBSB”), A WHOLLY-OWNED SUBSIDIARY OF GBH FROM PEKAN NENAS INDUSTRIES SDN BHD, PEKAN NENAS DEVELOPMENT SDN BHD AND JAYAPLUS DEVELOPMENT SDN BHD OF 29 UNITS OF 1½-STORY SEMI-DETACHED FACTORY WITH A TOTAL BUILT-UP AREA OF APPROXIMATELY 340,542 SQUARE FEET (“SQ.FT.”) AND 15 PARCELS OF VACANT INDUSTRIAL LAND, A PARCEL OF VACANT COMMERCIAL LAND AND A PARCEL OF VACANT HOSTEL LAND MEASURING IN AGGREGATE OF APPROXIMATELY 42.52 ACRES, ALL AT MUKIM OF JERAM BATU, DISTRICT OF PONTIAN, STATE OF JOHOR DARUL TAKZIM FOR A TOTAL PURCHASE CONSIDERATION OF RM143.0 MILLION (“TOTAL PURCHASE CONSIDERATION”) TO BE SATISFIED IN CASH (“PROPOSED ACQUISITION”)

“THAT, subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to PBSB to acquire:

- from Pekan Nenas Industries Sdn Bhd, all the 29 units of 1½-storey semi-detached factory with a total built-up area of approximately 340,542 sq. ft., 7 parcels of vacant industrial land and a parcel of vacant commercial land with an area of approximately 27 acres held in the Mukim of Jeram Batu, District of Pontian, State of Johor Darul Takzim (“Land 1”) for a total cash consideration of RM117.6 million upon such terms and conditions set out in the conditional sale and purchase agreement dated 20 December 2017 between PBSB and Pekan Nenas Industries Sdn Bhd (“Land 1 SPA”);
- from Pekan Nenas Development Sdn Bhd, all the 2 parcels of vacant industrial land with an area of approximately 4.95 acres held in the Mukim of Jeram Batu, District of Pontian, State of Johor Darul Takzim (“Land 2”) for a total cash consideration of RM8.1 million upon such terms and conditions set out in the conditional sale and purchase agreement dated 20 December 2017 between PBSB and Pekan Nenas Development Sdn Bhd (“Land 2 SPA”); and
- from Jayaplus Development Sdn Bhd, all the 6 parcels of vacant industrial land and a parcel of vacant hostel land with an area of approximately 10.57 acres held in the Mukim of Jeram Batu, District of Pontian, State of Johor Darul Takzim (“Land 3”) for a total cash consideration of RM17.3 million upon such terms and conditions set out in the conditional sale and purchase agreement dated 20 December 2017 between PBSB and Jayaplus Development Sdn Bhd (“Land 3 SPA”).

(Land 1, Land 2 and Land 3 to be collectively referred to as “Land”)

THAT, the board of directors of PBSB and/or the Board (with the exception of the interested directors) be and are hereby empowered and authorised to take all such steps and to enter into all deeds, agreements, arrangements and/or undertakings, transfers and indemnities as the Board deems fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to this ordinary resolution and the terms and conditions of the Land 1 SPA, Land 2 SPA and Land 3 SPA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deems fit, appropriate and in the best interest of PBSB and the Company.

AND THAT, all previous acts made and/or done by the Board in connection with the Proposed Acquisition be and are hereby confirmed and ratified.”

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “GOH BAN HUAT BERHAD” TO “PARAGON GLOBE BERHAD”

“THAT, the name of the Company be changed from “Goh Ban Huat Berhad” to “Paragon Globe Berhad” effective from the date of issuance of the Certificate of Incorporation on Change of Name of a Company by the Companies Commission of Malaysia to the Company (“Proposed Change of Name”).

AND THAT, the Board be and is hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name.”

BY ORDER OF THE BOARD

LEONG SIEW FOONG (MAICSA 7007572)
ZARINA BINTI AHMAD (LS 0009964)
Company Secretaries

Johor Bahru, Johor
5 March 2018

Notes:

- A member entitled to attend or vote at the meeting may appoint a proxy or proxies (not more than 2) to attend and vote instead of him. A proxy need not be a member.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy in the case of any individual shall be signed by the appointer or his attorney and in the case of a corporation, under its common seal or under the hand of the officer duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account which is credited with ordinary shares of the Company.
- Unless voting instructions are indicated in the spaces provided above, the proxy may vote as he deems fit.
- The Form of Proxy should be completed and lodged at the office of 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, Malaysia not less than 48 hours before the time set for holding the meeting.
- Only a member registered in the Record of Depositors as at 20 March 2018 shall be eligible to attend the meeting or appoint a proxy to attend the meeting and vote on his behalf.