



GOPENG BERHAD

(Company No.: 109465-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Gopeng Berhad ("Gopeng" or the "Company") will be held at Room 5 First Floor, Impiana Hotel Ipoh, 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Saturday, 26 May 2018 at 1.00 p.m. or immediately following the conclusion or adjournment of the Thirty Fourth (34th) Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 12.00 p.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF 89,664,491 NEW ORDINARY SHARES IN GOPENG ("GOPENG SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING GOPENG SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT** subject to the approvals of all relevant authorities being obtained, where required, in respect of the listing of and quotation for 89,664,491 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Gopeng ("Board") be and is hereby authorised to capitalise a total sum of RM44,832,245.50 from the share premium account and the remaining balance from the retained earnings account of the Company for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum for the issuance of 89,664,491 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted on the basis of 1 Bonus Share for every 2 existing Gopeng Shares to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue, if any, in such a manner at its absolute discretion as the Board may 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 the then existing Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

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

**By Order of the Board
GOPENG BERHAD**

LIEW THONG SIN (MIA 1310)
Company Secretary

Perak Darul Ridzuan
27 April 2018

Notes:-

- (i) A member (other than an Exempt Authorised Nominee) entitled to attend, speak and vote at the meeting is entitled to appoint only one proxy to attend, speak and vote in his/ her stead. A proxy need not be a member of the Company. For the proxy to be valid, the Proxy Form must reach the registered office of the Company at 6A, Jalan Sultan Iskandar, 30000 Ipoh, Perak Darul Ridzuan, not less than 48 hours before the stipulated time for holding the EGM or at any adjournment thereof.*
- (ii) 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
- (iii) An instrument appointing a proxy must be in writing under the hand of the appointer or his/ her attorney duly authorised and in the case of corporation shall be either under its common seal or under the hand of an officer or attorney duly authorised.*
- (iv) Only depositors whose names appear in the Record of Depositors as at 18 May 2018 shall be regarded as members and be entitled to attend, speak and vote or appoint proxy(ies) to attend, speak and/ or vote on his/ her behalf, at the EGM.*
- (v) By submitting the duly executed Proxy Form, the member consents to the Company (and/ or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM or at any adjournment thereof.*