

GEORGE KENT (MALAYSIA) BERHAD

(Company No. 1945-X)
(Incorporated in Malaysia)

ADDENDUM TO THE NOTICE OF THE SIXTY-SEVENTH ANNUAL GENERAL MEETING ("67TH AGM") FOR INCLUSION OF AN ADDITIONAL ORDINARY RESOLUTION UNDER SPECIAL BUSINESS

Subsequent to the issuance of the Notice of 67th AGM on 31 May 2018, NOTICE IS HEREBY GIVEN by way of an Addendum to the Notice of 67th AGM for the inclusion of the following additional Ordinary Resolution 8 under Special Business of the said 67th AGM of the Company to be held on Monday, 9 July 2018 at 11:00 am for the following purposes:

AGENDA**SPECIAL BUSINESS**

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

8. Proposed Renewal of Share Buy-Back Authority to the Company to Purchase Its Own Shares of Up To Ten Per Cent (10%) of Its Total Number of Issued Shares

"THAT subject always to the Companies Act, 2016, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, regulations and guidelines, the Company be and is hereby authorised to allocate the maximum amount of funds not exceeding the retained profits of the Company based on the latest audited and/or unaudited financial statements (where applicable) for the purpose of purchasing such amount of ordinary shares in the Company ("GKM Shares") ("Proposed Share Buy-Back") on the stock market of Bursa Securities at any time as may be determined by the Directors of the Company provided that the aggregate number of GKM Shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the total number of issued shares of the Company;

THAT the Directors be and are hereby authorised to deal with the GKM Shares so purchased, at their discretion, in the following manner:-

- (i) cancel the shares so purchased;
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder of the shares;

THAT where such shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:-

- (i) distribute the shares as dividends to shareholders, such dividends to be known as "shares dividends";
- (ii) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the shares or any of the shares for the purposes of or under an employees' share scheme;
- (iv) transfer the shares or any of the shares as purchase consideration;
- (v) cancel the shares or any of the shares; or
- (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia may by order prescribe;

THAT the Directors be and are hereby empowered to carry out the above and such authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:-

- (i) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which this resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company,

whichever occurs first,

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all acts and things as they may deem fit, expedient and necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back contemplated and/or authorised by this resolution."

By Order Of The Board,
TEH YONG FAH (MACS 00400)
GAN LEE MEI (MAICSA 7057081)
Company Secretaries

Kuala Lumpur.
Date: 8 June 2018

Notes:-

1. A Member of the Company entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a Member appoints two (2) 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 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.
3. The instrument appointing proxy/proxies and the power of attorney (if any) under which it is signed or an office copy or notorially 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 2 July 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(s) to attend and/or vote on his/her behalf.

Explanatory Notes on Special Business**1. Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's own shares of up to 10% of its total number of issued shares subject to Section 127 of the Companies Act, 2016 and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities ("Prevailing Laws") at the time of the purchase(s). The proposed share buy-back by the Company may be funded through internally generated funds and/or external borrowings as long as the purchase price is backed by an equivalent amount of retained profits of the Company, subject to compliance of the Prevailing Laws.

Details of the proposed renewal of authority for the Company to purchase its own shares are set out in the Share Buy-Back Statement to Shareholders dated 8 June 2018.