

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-seventh Annual General Meeting of Grand Hoover Berhad will be held at Danau Room, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Wednesday, 26th December 2018 at 9.30 a.m. to transact the following business -

A G E N D A

As Ordinary Business –

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2018 together with the Auditors' Report thereon. **Ordinary Resolution 1**
2. To approve the following payment to Directors -
 - (a) Fees totalling RM76,000 for the financial year ended 30th June, 2018. **Ordinary Resolution 2**
 - (b) Benefits of up to RM20,000 from this Annual General Meeting until the next annual general meeting of the Company **Ordinary Resolution 3**
3. To re-elect the following Directors retiring by rotation pursuant to Article 92 of the Articles of Association (Constitution) of the Company-
 - (a) Tuan Hj. Basar bin Juraimi **Ordinary Resolution 4**
 - (b) Mr. Yap Chi Keong **Ordinary Resolution 5**
4. To re-appoint Messrs Kreston John & Gan as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business, to consider and if thought fit, to pass the following resolutions -

5. **AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES** **Ordinary Resolution 7**

“THAT subject always to the Companies Act, 2016, the Articles of Association (Constitution) of the Company and the approval from the Bursa Malaysia Securities Berhad and other governmental/regulatory bodies, where such approval shall be necessary, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act, 2016, to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as they may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. ”

6. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 8**

“THAT Tuan Hj. Basar Bin Juraimi, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017.”

7. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 9**

“THAT Mr. Yap Chi Keong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017.”

8. To consider any other business for which due notice shall have been given.

By Order of the Board

CHONG FOOK SIN
KAN CHEE JING
Company Secretaries

Kota Kemuning, Shah Alam
30th October, 2018

NOTES :

- (i) A member whose name appears in the Record of Depositors as at 19th December, 2018 shall be regarded as a member entitled to attend, speak and vote at the meeting.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend, speak and vote instead of him.
- (iii) The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 63-G, Jalan Anggerik Vanilla T31/T, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- (iv) A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (v) If the appointer is a corporation, the proxy form must be executed under its seal or under the hand of its attorney duly authorised.

- (vi) 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 it holds with ordinary shares of the Company standing to the credit of the said securities account. 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.
- (vii) Explanatory notes –

Ordinary Resolution 3

The Directors’ benefits comprise the following -

- (a) Meeting allowance of RM350 per meeting day; and
- (b) Training benefits.

Ordinary Resolution 7

This resolution, if passed, will give the Directors authority to issue and allot new shares up to an amount not exceeding ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting.

The approval is a renewed general mandate and is sought to provide flexibility and to avoid delay and cost in convening a general meeting for such issuance of shares.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last Annual General Meeting held on 27th December, 2017 and which will lapse at the conclusion of the Forty-seventh Annual General Meeting.

Should there be a decision to issue new shares after the authority is sought, the Company will make an announcement of the actual purpose and utilization of proceeds arising from such issuance of shares.

Ordinary Resolutions 8 & 9

Both the Nominating Committee and the Board have assessed the independence of Tuan Hj. Basar Bin Juraimi and Mr. Yap Chi Keong, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than 12 years, and recommended them to be retained as Independent Non-Executive Directors of the Company based on the following justifications –

- (a) They have fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to provide independent judgement, objectivity and check and balance to the Board.
- (b) They perform their duties and responsibilities diligently and in the best interests of the Company without being subject to influence of the management.
- (c) Their in-depth knowledge of the Group’s businesses and their extensive knowledge, commitment and expertise continue to provide invaluable contributions to the Board.

- (d) They having been with the Company for more than 12 years, are familiar with the Group's business operations and have devoted sufficient time and attention to their professional obligations and attended the Board and Committee meetings for an informed and balanced decision making.
- (e) They are independent as they have shown great integrity and have not entered into any related party transaction with the Group.
- (f) They are currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Group.

Shareholders' approval for Ordinary Resolutions 8 & 9 will be sought on a single tier voting basis.