

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **18TH ANNUAL GENERAL MEETING** of Global Oriental Berhad (“GOB” or “Company”) will be held at Putrajaya Marriott Hotel, IOI Resort City, Sepang Utara, 62502 Putrajaya on Thursday, 29 August 2019 at 9.30 a.m.

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2019 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation in accordance with Article 77 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Datuk Ahmad Zabri bin Ibrahim **Resolution 1**
 - Dato’ Wee Beng Aun **Resolution 2**
- To approve the payment of Directors’ fees of RM240,000.00 for the financial year ended 31 March 2019. **Resolution 3**
- To approve the payment of Directors’ benefits as detailed in Note 3 of the explanatory notes, from 30 August 2019 until the next Annual General Meeting of the Company. **Resolution 4**
- To re-appoint Deloitte PLT as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Directors to fix their remuneration. **Resolution 5**

Special Business

To consider and if thought fit, to pass the following resolutions:

6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- “THAT authority be and is hereby given to YAM Datuk Seri Tengku Ahmad Shah ibni Almarhum Sultan Salahuddin Abdul Aziz Shah, who has served as the Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, to continue to act as the Independent Non-Executive Chairman of the Company.” **Resolution 6**
- “THAT authority be and is hereby given to Datuk Ahmad Zabri bin Ibrahim, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as the Independent Non-Executive Director of the Company.” **Resolution 7**
- “THAT authority be and is hereby given to Dato’ Hamzah bin Md Rus, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as the Independent Non-Executive Director of the Company.” **Resolution 8**
- THAT authority be and is hereby given to Mr Wong Yuk Mou, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as the Independent Non-Executive Director of the Company.” **Resolution 9**

7. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 **Resolution 10**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at any time, subject to the Constitution of the Company and approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary.”

8. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Resolution 11**

“THAT approval be and is hereby given to the Company and its subsidiaries (“GOB Group”) to enter into and give effect to recurrent related party transactions of a revenue or trading nature of the GOB Group with all classes of related parties as specified in the Circular to Shareholders dated 31 July 2019 which are necessary for the day to day operations in the ordinary course of business and are carried out at arm’s length basis, on normal commercial terms of the GOB Group and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company (“AGM”) at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

9. SPECIAL RESOLUTION **Resolution 12** PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

“THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix II of the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the foregoing.”

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

By Order of the Board

CHIN PEI FUNG (MAICSA 7029712)
Company Secretary

Seri Kembangan, Selangor Darul Ehsan
31 July 2019

Notes:

1. Proxy

- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member 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.
- If the member is a corporation, the Proxy Form must be executed under its seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- Only members whose names appear in the Record of Depositors as at 22 August 2019 shall be entitled to attend and vote at the meeting or appoint proxies to attend and vote on their behalf.

- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in this Notice will be put to vote on a poll.

2. Audited Financial Statements for financial year ended 31 March 2019

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

3. Benefits payable to Non-Executive Directors

Benefit	Description	Amount
Meeting Allowance	Member of the Board/Committee	RM1,000 per meeting
Other Benefits	Insurance coverage for Group Hospitalisation and Group Personal Accident, travel and other claimable benefits	

4. Resolutions 6, 7, 8 and 9 – Continuing in office as Independent Non-Executive Directors

The Board has vide its Nomination Committee, conducted an assessment and reviewed the independence of those directors who have served the Board for a cumulative term of more than nine (9) years. The Board is satisfied with the results and is of the opinion that the independent directors have met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has determined that they are able to bring independent and objective judgements to the Board as a whole and recommended them to continue to act as Independent Non-Executive Directors of the Company.

The Board recommended that resolutions be put up for shareholders’ approval for YAM Datuk Seri Tengku Ahmad Shah ibni Almarhum Sultan Salahuddin Abdul Aziz Shah to continue in office as the Independent Non-Executive Chairman; and Datuk Ahmad Zabri bin Ibrahim, Dato’ Hamzah bin Md Rus and Mr Wong Yuk Mou to continue in office as Independent Non-Executive Directors of the Company.

5. Ordinary Resolution 10: Authority to allot shares

The proposed Ordinary Resolution 10, if passed, will empower the Directors to issue shares (other than bonus or rights issue) of the Company up to and not exceeding in total ten per centum (10%) of the total number of issued shares of the Company at any time for such purposes as they considered would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company has not issued any new share pursuant to the mandate which was granted at the last Annual General Meeting held on 29 August 2018.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares for possible fund raising exercises, including but not limited to placement of shares, for the purpose of funding investment projects, working capital and/or acquisitions as the Directors may deem fit without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.

6. Ordinary Resolution 11: Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 11, if approved, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature relating to sale of properties by the Group to related parties. The details of the proposal are set out in the Circular to Shareholders dated 31 July 2019 which is circulated together with the 2019 Annual Report.

7. Special Resolution 12: Proposed Adoption of a new Constitution of the Company

The proposed Special Resolution 12, if passed, will bring the Company’s Constitution in line with the Companies Act 2016 which came into force on 31 January 2017 and the amendments of the Listing Requirements which was issued on 29 November 2017. The details of the proposed new Constitution is set out in the Circular to Shareholders dated 31 July 2019.