



GSB GROUP BERHAD
(Company No. 287036-X)
(Incorporated in Malaysia)

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting ("AGM") of the Company will be convened and held at No. 1, Jalan Wangsa Permai, First Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur on Thursday, 29 August 2019 at 10.00 a.m. to transact the following items of business:-

A G E N D A

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon. | <i>Please refer to Explanatory Note A</i> |
| 2. To approve the payment of Directors' Fees amounting to RM50,000 for the financial year ended 31 March 2019. | <i>Ordinary Resolution 1</i> |
| 3. To approve the payment of Directors' Benefits (excluding Directors' Fees) amounting to RM22,500 of the Company for the period from 29 August 2018 until the forthcoming Twenty-Sixth AGM of the Company. | <i>Ordinary Resolution 2</i> |
| 4. To approve the payment of Directors' Benefits (excluding Directors' Fees) up to an amount of RM50,000 of the Company for the period from conclusion of Twenty-Sixth AGM until the next AGM of the Company. | <i>Ordinary Resolution 3</i> |
| 5. To re-elect Ms Gan Pik Mui who retire in accordance with Article 82 of the Company's Constitution. | <i>Ordinary Resolution 4</i> |
| 6. To re-elect the following Directors who retire in accordance with Article 89 of the Company's Constitution:-
(a) Mr Kuan Ying Tung;
(b) Ir. Low Wu Shin; and
(c) Mr Tee Sun Ee. | <i>Ordinary Resolution 5</i>
<i>Ordinary Resolution 6</i>
<i>Ordinary Resolution 7</i> |
| 7. To re-appoint Messrs KPMG PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | <i>Ordinary Resolution 8</i> |

As Special Business

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

- Ordinary Resolution
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| 8. Authority to Allot and Issue Shares Pursuant to the Companies Act 2016 | <i>Ordinary Resolution 9</i> |
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- "THAT subject always to the Companies Act 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Companies Act 2016 to allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being, and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Special Resolution

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| 9. Proposed Adoption of the New Constitution of the Company | <i>Special Resolution 1</i> |
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- "THAT approval be given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix III of the Circular to Shareholders dated 31 July 2019, be adopted as the Constitution of the Company AND THAT the Directors of the Company be authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
10. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LEONG SHIAK WAN (MAICSA 7012855)
ZURIATI BINTI YAACOB (LS0009971)
Joint Company Secretaries

Petaling Jaya
31 July 2019

NOTES:

- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he shall be any person and there shall be no restriction as to the qualification of the proxy.
- A member may appoint two (2) or more proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under 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.
- An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy or proxies shall be in writing (in the common or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, the instrument appointing a proxy or proxies must be either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at Ground Floor Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan at least forty-eight (48) hours before the time approved for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors on 16 August 2019 shall be entitled to attend, speak and vote at the Annual General Meeting.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the Twenty-Sixth AGM will be put to vote by poll.

EXPLANATORY NOTE A

The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with the provision of Section 340(1) of the Companies Act 2016, and it does not require a formal approval of the shareholders. Hence, the agenda will not be put forward to voting.

EXPLANATORY NOTES ON ORDINARY RESOLUTIONS

- Ordinary Resolutions 2 and 3 – Proposed Payment of Directors' Benefits (excluding Directors' Fees)
Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
In this respect, the Company is seeking shareholders' approval for:-
(i) the payment of Directors' Benefits (excluding Directors' Fees) amounting to RM22,500 of the Company for the period from 29 August 2018 until the forthcoming Twenty-Sixth AGM of the Company; and
(ii) the payment of Directors' Benefits (excluding Directors' Fees) up to an amount of RM50,000 of the Company for the period from conclusion of Twenty-Sixth AGM until the next AGM of the Company.
Other than Directors' Fees, Directors are remunerated with salary and other emoluments by virtue of their Employment Contracts.
- Ordinary Resolutions 1, 2 and 3 – Payment of Directors' Fees and Directors' Benefits
All the Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 concerning Directors' Fees and Directors' Benefits at the Twenty-Sixth AGM.
- Ordinary Resolution 8 – Proposed Allot and Issue Shares
The proposed Ordinary Resolution 8, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the conclusion of the next Annual General Meeting.
As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the authority granted to the Directors at the Twenty-Fifth Annual General Meeting held on 28 August 2018 and which will lapse at the conclusion of the Twenty-Sixth Annual General Meeting.
A renewal for the said mandate is sought to avoid any delay and cost involved such as convening general meeting. Should the mandate be exercised, the directors would utilise the proceeds raised from this mandate for working capital or such other application they may in their absolute discretion deem fit.
- Special Resolution 1 – Proposed Adoption of the New Constitution of the Company
The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The proposed new Constitution is set out in Appendix III of the Circular to Shareholders dated 31 July 2019.