



**GRAND-FLO BERHAD**

**GRAND-FLO BERHAD**

(Registration No: 200301004972 (607392-W))

(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of Grand-Flo Berhad (“**Grand-Flo**” or “**the Company**”) will be held at Congress I, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Monday, 9 December 2019 at 1:30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

### **ORDINARY RESOLUTION**

**PROPOSED JOINT VENTURE BETWEEN INNOCERIA SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF GRAND-FLO BERHAD AND PEMBINAAN MAKA CEMERLANG SDN BHD, TO JOINTLY DEVELOP 381 PIECES OF LEASEHOLD LAND INTO A MIXED DEVELOPMENT PROJECT (“PROPOSED JOINT VENTURE”)**

“**THAT** subject to the approvals of the relevant authorities/parties as set out in the conditional Joint Venture Agreement dated 14 October 2019 entered into between Innoceria Sdn Bhd (“**Innoceria**”), a wholly-owned subsidiary of the Company, and Pembinaan Maka Cemerlang Sdn Bhd (“**JVA**”), approval be and is hereby given to Innoceria, to jointly develop 381 pieces of leasehold land, measuring in aggregate 13.23 acres located in Kampar, Perak into a mixed development project, comprising 352 units of single-storey terrace houses and 24 units of double-storey shop houses (“**Proposed Joint Venture**”), upon the terms and conditions as stated in the JVA. For information purposes, out of the remaining 5 titles of the Development Land, 2 plots will be used for the construction of 2 units of electrical substations and the balance 3 plots will either be sold as vacant lots and/or earmarked for future development.

**AND THAT** the Board of Directors of the Company and/or Innoceria (“**Board**”), be authorised to do all acts, deeds, things and to sign and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company and/or Innoceria and to give effect to the Proposed Joint Venture with full powers 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 or deemed necessary by the Board, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Joint Venture.”

### **BY ORDER OF THE BOARD**

**TEA SOR HUA (MACS 01324)**

**LEE BOON HAI (MIA 18094)**

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

21 November 2019

### **Notes:-**

- i. A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- ii. A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- v. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- vi. To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting.
- vii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company’s Constitution to issue a General Meeting Record of Depositors as at 2 December 2019. Only members whose name appears in the Record of Depositors as at 2 December 2019 shall be entitled to attend the Meeting and to speak and vote thereat.
- viii. The resolution set out in this Notice will be put to vote by poll.