



GSB GROUP BERHAD
Registration No. 199401001358 (287036-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of GSB Group Berhad (“GSB” or the “Company”) will be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, on Monday, 23 December 2019 at 11:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(A) AND (B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS TO BE SOUGHT BY JAWAWANA SDN. BHD. (“JAWAWANA”) AND ITS PERSONS ACTING IN CONCERT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING ORDINARY SHARES IN GSB (“GSB SHARES”) NOT ALREADY OWNED BY THEM UPON THE COMPLETION OF THE PROPOSED ACQUISITIONS (AS DEFINED HEREIN) AND PROPOSED DPSB TRANSACTIONS (AS DEFINED HEREIN)

“THAT subject to the passing of the Special Resolution 1, Special Resolution 2 and Special Resolution 3 and the approval of all the relevant authorities or parties being obtained, including the approval of Securities Commission Malaysia, approval be and is hereby given for Jawawana and its persons acting in concert to be exempted from the obligation to undertake a mandatory general offer for the remaining GSB Shares not already held by them after the Proposed AFSB Acquisition (as defined herein) and the Proposed DPSB Transactions (as defined herein) in accordance with Paragraph 4.08(1)(a) and (b) of the Rules On Take-overs, Mergers And Compulsory Acquisitions (“Proposed Exemption”);

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised and empowered to implement, finalise and give effect to the Proposed Exemption with full powers to effect or assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Exemption as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be required or imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all acts, deed and things and execute and deliver all such transactions, arrangements, agreements and/or documents as it considers necessary or expedient in connection with the Proposed Exemption.”

SPECIAL RESOLUTION 1

PROPOSED ACQUISITIONS OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF AEON FRONTIER SDN. BHD., KERJAYA PROPERTY SDN. BHD. (FORMERLY KNOWN AS KERJAYA PROSPEK PROPERTY SDN. BHD.) AND KERJAYA HOTEL SDN. BHD., INCLUDING ANY NEW SHARES ARISING FROM THE PROPOSED CAPITALISATION OF OUTSTANDING ADVANCES, FROM DATUK TEE ENG HO, TEE ENG SENG AND DATIN TOH SIEW CHUON RESPECTIVELY

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 2 and Special Resolution 3, the approval of all the relevant authorities or parties being obtained (if required) and the conditions precedent in the respective share sale agreements all dated 9 August 2019 entered into by the Company with Datuk Tee Eng Ho, Tee Eng Seng and Datin Toh Siew Chuon (“SSAs”) being fulfilled and waived (as the case may be), approval be and is hereby given for the Company to acquire –

(a) 797,840 ordinary shares in Aeon Frontier Sdn. Bhd. (“AFSB”) (including 297,840 new shares to be issued by AFSB arising from the capitalisation of the outstanding related party advances of RM12,496,440), representing the entire equity interest in AFSB from Datuk Tee Eng Ho and Tee Eng Seng (“AFSB Vendors”) for a purchase consideration of RM33,473,902 (“AFSB Purchase Consideration”), which will be wholly satisfied by the issuance of 196,905,307 new GSB Shares at an issue price of RM0.17 per GSB Share (“AFSB Consideration Shares”) upon the terms and subject to the conditions set out in the share sale agreement in respect of AFSB dated 9 August 2019 (“AFSB SSA”) entered into between the AFSB Vendors and the Company (“Proposed AFSB Acquisition”);

(b) 295,111 ordinary shares in Kerjaya Property Sdn. Bhd. (formerly known as Kerjaya Prospek Property Sdn. Bhd.) (“KPSB”) (including 45,111 new shares to be issued by KPSB arising from the capitalisation of the outstanding related party advances of RM56.19 million), representing the entire equity interest in KPSB from Datuk Tee Eng Ho and Tee Eng Seng (“KPSB Vendors”) for a purchase consideration of RM367,590,902 (“KPSB Purchase Consideration”), which will be satisfied via –

- the issuance of 1,574,064,127 new redeemable convertible preference shares in the Company (“GSB RCPS”) at an issue price of RM0.17 per GSB RCPS (“KPSB Consideration RCPS”); and
- the payment of RM100,000,000 in cash,

upon the terms and subject to the conditions set out in the the share sale agreement in respect of KPSB dated 9 August 2019 (“KPSB SSA”) entered into between the KPSB Vendors and the Company (“Proposed KPSB Acquisition”); and

(c) 4,000,000 ordinary shares in Kerjaya Hotel Sdn. Bhd. (“KHSB”), representing the entire equity interest in KHSB from Datuk Tee Eng Ho, Datin Toh Siew Chuon and Tee Eng Seng (“KHSB Vendors”) for a purchase consideration of RM270,978,389 (“KHSB Purchase Consideration”), which will be wholly satisfied via the issuance of 1,593,990,524 GSB RCPS at an issue price of RM0.17 per GSB RCPS (“KHSB Consideration RCPS”) upon the terms and subject to the conditions set out in the set out in the share sale agreement in respect of KHSB dated 9 August 2019 (“KHSB SSA”) entered into between the KHSB Vendors and the Company (“Proposed KHSB Acquisition”).

THAT pursuant to the terms of the AFSB SSA, the KPSB SSA and the KHSB SSA (collectively, the “SSAs”), approval be and is hereby given for the Company to allot (whether provisionally or otherwise) and issue the AFSB Consideration Shares, the KPSB Consideration RCPS and the KHSB Consideration RCPS to Jawawana, being the sole nominee collectively appointed by the AFSB Vendors, the KPSB Vendors and the KHSB Vendors (collectively, the “Vendors”) in accordance with the terms and conditions of the SSAs;

THAT approval be and is hereby given for the Company to allot and issue such new GSB Shares in the Company to Jawawana pursuant to the conversion of the KPSB Consideration RCPS and the KHSB Consideration RCPS, subject to the rights, privileges and restrictions of the GSB RCPS as set out in Appendix IV of the Circular;

THAT the AFSB Consideration Shares and new GSB Shares to be allotted and issued pursuant to the conversion of the KPSB Consideration RCPS and the KHSB Consideration RCPS shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the then existing GSB Shares, save and except that the holders of such new GSB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the AFSB Consideration Shares or such new GSB Shares to be allotted and issued pursuant to the conversion of the KPSB Consideration RCPS and the KHSB Consideration RCPS;

THAT the GSB RCPS shall constitute direct, unconditional, unsecured and unsubordinated obligations of GSB and shall upon allotment and issuance, rank *pari passu* without any preference or priority among themselves and in priority to other redeemable convertible preference shares that may be created in future, but shall rank behind all secured and unsecured obligations of GSB and shall rank in priority to the ordinary shares with regard to dividend payment;

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed AFSB Acquisition, the Proposed KPSB Acquisition, the Proposed KHSB Acquisition (collectively, the “Proposed Acquisitions”) and the respective SSAs with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the respective SSAs and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient in the best interests of GSB and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisitions under the terms and conditions of the respective SSAs, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of GSB.”

SPECIAL RESOLUTION 2

PROPOSED SUBSCRIPTION FOR SECURITIES IN DESANDA PROPERTY SDN. BHD. (“DPSB”) INVOLVING (1) THE PROPOSED SUBSCRIPTION BY GSB FOR 42,489,490 NEW ORDINARY SHARES IN DPSB (“DPSB SHARES”), REPRESENTING 99.4% OF THE ENLARGED ISSUED SHARES OF DPSB AT A SUBSCRIPTION PRICE OF RM42,489,490 (“PROPOSED DPSB SUBSCRIPTION”) AND (2) THE PROPOSED SUBSCRIPTION BY DATUK TEE ENG HO AND TEE ENG SENG (“EXISTING DPSB SHAREHOLDERS”) FOR 251,336,435 GSB SHARES AT AN ISSUE PRICE OF RM0.17 PER GSB SHARE (“PROPOSED REINVESTMENT”)

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 1 and Special Resolution 3, the approval of all the relevant authorities or parties being obtained (if required) and the conditions precedent in the Subscription Agreement dated 9 August 2019 (“DPSB Subscription Agreement”) entered into between the Company, DPSB and the Existing DPSB Shareholders being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to subscribe for 42,489,490 new ordinary shares in DPSB, representing 99.4% of the enlarged issued shares of DPSB, at an aggregate subscription price of RM42,489,490 (“DPSB Subscription Consideration”), which will be settled via GSB procuring the Existing DPSB Shareholders agree to cancel an amount equivalent to DPSB Subscription Consideration from the outstanding advances of RM42,489,490 payable by DPSB to the Existing DPSB Shareholders (“DPSB Outstanding Advances”), upon the terms and subject to the conditions set out in the DPSB Subscription Agreement. The difference between the DPSB Subscription Consideration and the DPSB Outstanding Advances amounting to RM242,804 shall be paid and settled in cash by DPSB to the Existing DPSB Shareholders and a confirmation in writing from the Existing DPSB Shareholder that the DPSB Outstanding Advances shall be deemed to have been repaid and settled in accordance with such terms shall be issued to DPSB (“Settlement Confirmation”).

THAT in consideration of the issuance of the Settlement Confirmation, approval be and is hereby given to the Company to allot and issue 251,366,435 GSB Shares (“Reinvestment Shares”) to Jawawana, being the sole nominee appointed by the Existing DPSB Shareholders and their related parties and persons connected with them, at an issue price of RM0.17 per Reinvestment Share, amounting to an aggregate subscription price of RM42,732,294 (“Reinvestment Shares Subscription Price”), which will be wholly settled by way of –

- set-off against part of the DPSB Outstanding Advances of RM42,489,490 which the Existing DPSB Shareholders have agreed to deem as having been repaid and settled in full pursuant to the issuance of the Settlement Confirmation; and
- the payment by the Existing DPSB Shareholders of the remaining sum of RM242,804 in cash to GSB on the completion date of the DPSB Subscription Agreement.

THAT the Board be and is hereby authorised and empowered to complete and implement the Proposed DPSB Subscription and the Proposed Reinvestment (collectively, the “Proposed DPSB Transactions”), to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed DPSB Transactions under the terms and conditions of the DPSB Subscription Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of GSB.”

SPECIAL RESOLUTION 3

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE CREATION AND ISSUANCE OF THE CONSIDERATION RCPS

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 1 and Special Resolution 2 and the approval of all the relevant authorities or parties (if required) being obtained, approval be and is hereby given for the Company to carry out the amendments to the constitution of the Company (“Constitution”) in the manner set out in Appendix IX of the Circular to enable the Company to implement the Proposed Acquisitions (“Proposed Amendments”).

AND THAT the Board be and is hereby authorised and empowered to take all steps and to do all acts, deeds, things and to execute, enter into, sign and deliver for and on behalf of the Company all documents as it may consider necessary to give full effect to the Proposed Amendments, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required by the relevant authority(ies).”

SPECIAL RESOLUTION 4

PROPOSED SHARE CONSOLIDATION OF EVERY FIVE (5) EXISTING GSB SHARES INTO ONE (1) GSB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 1, Special Resolution 2 and Special Resolution 3 and the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given for the Company to consolidate every five (5) existing GSB Shares into one (1) GSB Share (“Consolidated Share”) held on an entitlement date to be determined later (“Proposed Share Consolidation”);

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with in such a manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of GSB;

THAT such Consolidated Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other;

AND THAT the Board be and is hereby authorised and empowered to implement, finalise and give effect to the Proposed Share Consolidation with full powers to effect or assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Share Consolidation as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be required or imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all acts, deed and things and execute and deliver all such transactions, arrangements, agreements and/or documents as it considers necessary or expedient in connection with the Proposed Share Consolidation.”

SPECIAL RESOLUTION 5

PROPOSED PRIVATE PLACEMENT OF UP TO 625 MILLION NEW GSB SHARES OR UP TO 125 MILLION NEW CONSOLIDATED SHARES, REPRESENTING APPROXIMATELY 14.99% OF THE ENLARGED ISSUED SHARE CAPITAL OF GSB (AFTER CONVERSION OF CONSIDERATION RCPS), AT AN ISSUE PRICE TO BE DETERMINED AND TO PLACE(S) TO BE IDENTIFIED AT A LATER STAGE

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 1, Special Resolution 2 and Special Resolution 3 and the approvals of all the relevant authorities or parties being obtained (if required), including the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for up to 625,000,000 new GSB Shares or up to 125,000,000 new Consolidated Shares, representing approximately 14.99% of the enlarged issued share capital of GSB (after conversion of the Consideration RCPS) (“Placement Shares”) on the Main Market of Bursa Securities, approval be and is hereby given to Company to allot and issue the Placement Shares in tranches (if applicable) at an issue price for each tranche to be determined at later stage(s) based on the five (5)-day volume weighted average market price (“VWAP”) of the Consolidated Shares immediately preceding the price-fixing date to be determined by the Board and applying no more than fifteen percent (15%) discount to such person(s) and at such time(s) as the Board may deem fit, necessary and/or expedient (“Proposed Private Placement”);

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in Section 6.6 of Part A of the Circular, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT the Placement Shares, shall upon allotment and issue, rank *pari passu* in all respects with the then existing Consolidated Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Board be and is hereby authorised and empowered to implement, finalise and give effect to the Proposed Private Placement with full powers to effect or assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Private Placement as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be required or imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all acts, deed and things and execute and deliver all such transactions, arrangements, agreements and/or documents as it considers necessary or expedient in connection with the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

SPECIAL RESOLUTION 6

PROPOSED CHANGE OF NAME OF THE COMPANY

“THAT subject to the passing of the Ordinary Resolution 1, Special Resolution 1, Special Resolution 2 and Special Resolution 3 and the approval of all the relevant authorities or parties being obtained (if required), the name of the Company be and is hereby changed from “GSB Group Berhad” to “Kerjaya Prospek Property Berhad” (“Proposed Change of Name”) with effect from the date of the Certificate of Incorporation on Change of Name of Company under the name of Kerjaya Prospek Property Berhad to be issued by the Companies Commission of Malaysia and that the name of the Company wherever appearing in the Constitution be and is hereby amended accordingly;

AND THAT the Board and/or the Secretary be and is hereby authorised to do or procure to be done all acts, deeds, things and to execute, enter into, sign and deliver on behalf of the Company all documents as the Board may consider necessary, expedient and/or appropriate and to carry out all necessary formalities to give full effect to the Proposed Change of Name.”

By Order of the Board
GSB GROUP BERHAD

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

Petaling Jaya
29 November 2019

Notes:-

- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act 1991, 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 Proxy Form shall be signed by the appointer or his (her) attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The instrument appointing a proxy must be deposited at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor 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 13 December 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in the Notice of the Extraordinary General Meeting will be put to vote by poll.