



GRAND-FLO BERHAD

(607392-W)

A Main Market listed company
(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 fully virtual and entirely via remote participation and voting at the Broadcast Venue: Conference Room of Grand-Flo, Menara NCT, No. 2, Jalan BP 4/9, Bandar Bukit Puchong, 47100 Puchong, Selangor Darul Ehsan, on Thursday, 18 June 2020 at 3.00 p.m., for the purpose of considering and if thought fit, passing the following resolution with or without modifications:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF A PARCEL OF FREEHOLD LAND HELD UNDER H.S.(D) 51646, LOT PT 65076, MUKIM OF DENGKIL, DISTRICT OF SEPANG, STATE OF SELANGOR DARUL EHSAN (“LAND”) AND AN ONGOING DEVELOPMENT PROJECT UNDERTAKEN ON THE LAND KNOWN AS ‘THE ACACIA RESIDENCES’ (TOGETHER WITH THE DEVELOPMENT APPROVALS)

“THAT subject to the approval of all the relevant authorities or parties being obtained (if required) and the conditions precedent as set out in the conditional land and development purchase agreement dated 24 February 2020 being obtained/fulfilled or waived (“LDPA”) entered into between Innoceria Sdn Bhd (“Innoceria”), a wholly-owned subsidiary of the Company, and NCT United Development Sdn Bhd, approval be and is given to Innoceria, to acquire a parcel of freehold land held under H.S.(D) 51646, Lot PT 65076, Mukim of Dengkil, District of Sepang, State of Selangor Darul Ehsan (“Land”) and an ongoing development project undertaken on the Land, known as ‘the Acacia Residences’ (together with the development approvals), comprising 428 units of serviced apartments and 50 units of affordable serviced apartments as well as 3 units of retail lots for a total cash consideration of RM17,000,000 (“Proposed Acquisition”), upon the terms and subject to the conditions as stipulated in the LDPA.

AND THAT the Board of Directors of the Company and/or Innoceria (“Board”), be and are hereby authorised and empowered to give full effect to the Proposed Acquisition and the LDPA with full power to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, 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 LDPA 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/they may deem fit, necessary and/or expedient or in the best interests of the Company.”

By Order of the Board
GRAND-FLO BERHAD

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)
LEE BOON HAI (MIA 18094) (SSM PC No.: 201900802949)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
20 May 2020

Notes:-

- a) A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same right as the member to speak and vote at the EGM.
- c) 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 its common seal or signed by an officer or attorney duly authorised.
- d) 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.
- e) 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.
- f) To be valid, the instrument appointing a proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to support.Grand-Flo@megacorp.com.my, not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting.
- g) For the purpose of determining a member who shall be entitled to attend the EGM, 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 11 June 2020. Only members whose names appear in the General Meeting Record of Depositors as at 11 June 2020 shall be regarded as members and entitled to attend, speak and vote at the EGM.
- h) The resolution set out in this Notice of EGM will be put to vote by poll.
- i) The EGM will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Notes as set out in Appendix III of the Circular dated 20 May 2020 on the registration and voting process for the EGM.