



GFM SERVICES BERHAD

[Company No. 201301003302 (1033141-H)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting ("7th AGM") of **GFM SERVICES BERHAD** ("the Company") will be conducted fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Thursday, 23 July 2020 at 10.00 a.m. for the following purposes :-

- AGENDA**
- | | |
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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B |
| 2. To declare a Final Single-Tier Tax Exempt Dividend of 0.1771 sen per ordinary share of the Company in respect of the financial year ended 31 December 2019. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees and benefits payable for the financial year ended 31 December 2019. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' fees and benefits payable up to an amount of RM1,085,000 for the period from 1 January 2020 until the next AGM of the Company to be held in 2021. | Ordinary Resolution 3 |
| 5. To re-elect the following Directors who retire in accordance with Clause 98 of the Constitution of the Company and being eligible, offer themselves for re-election :-
a) Mr. Mohammad Shahrizal Bin Mohammad Idris
b) Mr. Zainal Arifin Bin Khalid
c) Mr. Yong Hee Kong | Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7 |

6. To appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company for the ensuing year in place of the outgoing Auditors, Messrs. Baker Tilly Monteiro Heng PLT and to authorise the Directors to fix their remuneration.

Notice of Nomination from a member pursuant to 271(4) of the Companies Act, 2016, a copy of which is annexed hereto and marked "Appendix A" was received by the Company for the nomination of Messrs. Moore Stephens Associates PLT for appointment as Auditors and of the intention to propose the following Ordinary Resolution :-

"**THAT** subject to their consent to act, Messrs. Moore Stephens Associates PLT (AF002096) of Unit 3.3A, 3rd Floor, Surian Tower, No. 1, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Baker Tilly Monteiro Heng PLT (AF0117) and to hold office until the conclusion of the next AGM at a remuneration to be agreed between the Directors and the Auditors."

SPECIAL BUSINESS :

To consider and, if thought fit, pass with or without modifications, the following Resolutions :-

7. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** **Special Resolution**
- "**THAT** the Proposed Amendments to the Constitution of the Company as set out in "Appendix B" be and are hereby approved and adopted.
- AND THAT** the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Amendments to the Constitution of the Company with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."
8. **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 8**
- "**THAT** subject to the passing of Special Resolution and pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next AGM 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 twenty percent (20%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.
- AND THAT** the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."
9. To transact any other business of the Company of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a Final Single-Tier Tax Exempt Dividend of 0.1771 sen per ordinary share of the Company in respect of the financial year ended 31 December 2019 will be payable on 28 August 2020 to Depositors registered in the Record of Depositors at the close of business on 14 August 2020.

A Depositor shall qualify for entitlement only in respect of :-

- Shares transferred to the Depositor's Securities Account before 4.30 p.m. on 14 August 2020 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board
GFM SERVICES BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary

Kuala Lumpur
22 June 2020

Notes :-

A. Appointment of Proxy

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his(her) shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in the 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.
- The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 July 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/ or vote on his(her) behalf.

B. Audited Financial Statements for the financial year ended 31 December 2019

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Special Resolution – Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 7 is in line with Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to allow a listed corporation to seek a higher mandate under Rule 6.04 of the ACE Market Listing Requirements of not more than twenty percent (20%) of the total number of issued shares for issue of new securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The Proposed Amendments to the Constitution of the Company are set out in the "Appendix B" accompanying the Notice of the AGM dated 22 June 2020.

This Special Resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

Authority for Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Ordinary Resolution 8 proposed under item 8 above is a new mandate and if passed, will authorise the Directors of the Company to issue new shares up to a maximum twenty percent (20%) of the total issued and paid-up share capital of the Company at the time of issue for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the next AGM.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment, working capital and/or acquisitions.

As at the date of this Notice of the AGM, no shares have been issued pursuant to the general mandate granted at the Sixth (6th) AGM.

APPENDIX A

RUSLAN BIN NORDIN
45, Jalan 203A
Taman Melawati Indah
53100 Kuala Lumpur

Date: 30 May 2020

The Board of Directors
GFM SERVICES BERHAD
Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur

Dear Sirs,

NOTICE OF NOMINATION OF MESSRS. MOORE STEPHENS ASSOCIATES PLT AS AUDITORS

Pursuant to Section 271(4) of the Companies Act, 2016, I, the undersigned, being a shareholder of 30,300,004 ordinary shares representing 6.416% of the issued capital of GFM Services Berhad (“the Company”), hereby give notice to my intention to nominate Messrs. Moore Stephens Associates PLT (AF002096) of Unit 3.3A, 3rd Floor, Surian Tower, No. 1, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, for appointment as Auditors of the Company to replace the retiring Auditors, Messrs. Baker Tilly Monteiro Heng PLT (AF0117) and to propose the following resolution as an Ordinary Resolution to be tabled at the forthcoming Annual General Meeting (“AGM”) of the Company:-

“**THAT** subject to their consent to act, Messrs. Moore Stephens Associates PLT (AF002096) of Unit 3.3A, 3rd Floor, Surian Tower, No. 1, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Baker Tilly Monteiro Heng PLT (AF0117) and to hold office until the conclusion of the next AGM at a remuneration to be agreed between the Directors and the Auditors.”

Thank you.

Yours faithfully,



RUSLAN BIN NORDIN

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

APPENDIX B

Details of the Proposed Amendments to the Constitution

The Clauses of the Constitution of the Company are proposed to be amended in the following manner:-

Clause No.	Existing Clauses	Clause No.	Proposed Clauses
4(2)	Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject always to the provisions of the Act and Clause 52 and the Central Depositories Act and to the provisions of any resolution of the Company, the shares of the Company shall be under the control of the Directors who may allot and issue or otherwise dispose of the same to such persons and on such terms and conditions with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting or return of share capital at such time or times as the Directors may think fit.	4(2)	<p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, Listing Requirements of Bursa Malaysia Securities Berhad, Applicable Laws and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-</p> <p>(a) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;</p> <p>(b) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members in a meeting of Members;</p> <p>(c) every issue of shares or options to employees and/or Directors shall be approved by the Members in meeting of Members and no Directors shall participate in such an issue of shares or options unless:-</p> <p>(i) the Members in meeting of Members have approve of the specific allotment to be made to such Directors; and</p> <p>(ii) he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer.</p>
4(6)	Without limiting the generality of Section 75 of the Act, the Company shall not issue any ordinary shares or other securities with rights of conversion to ordinary shares if the value of those shares or securities, when aggregated with the total number of issued shares which the Company has issued during the previous twelve (12) months, exceeds 10% of the issued ordinary shares at the commencement of the said period of twelve (12) months except where the shares or securities are issued with the prior approval of ordinary shareholders of the precise terms and conditions of the issue.	4(6)	Deleted.



GFM SERVICES BERHAD
[Company No. 201301003302 (1033141-H)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

IN RESPECT OF THE SEVENTH ANNUAL GENERAL MEETING (“7TH AGM”) TO BE HELD VIA AN ONLINE PLATFORM

DATE	TIME	BROADCAST VENUE
Thursday, 23 July 2020	10.00 a.m.	Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur.

General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 July 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

Proxy


2. A member entitled to participate and vote remotely at the 7th AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the AGM via Virtual Meeting Facilities on 23 July 2020, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company, HMC Corporate Services Sdn. Bhd. at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Wednesday, 22 July 2020 at 10.00 a.m.**

Poll Voting

5. The voting at the 7th AGM will be conducted by poll in accordance with Clause 73 of the Company's Constitution. The Company has appointed HMC CORPORATE SERVICES SDN. BHD. as Poll Administrator to conduct the poll by way of online voting and COOPERS PROFESSIONAL SCRUTINEERS SDN. BHD. as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 7th AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The QR Code will be displayed upon the commencement of the meeting. Upon completion of the voting session for the 7th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the 7th AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below to provide the following documents to HMC Corporate Services Sdn. Bhd. not later than **Wednesday, 22 July 2020 at 10.00 a.m.** :-
- (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
- (b) Corporate Representative's e-mail address and hand-phone number.
- Upon receipt of such documents, HMC Corporate Services Sdn. Bhd. will liaise with yourselves on the participation link.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 7th AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 7th AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to HMC Corporate Services Sdn. Bhd. not later than **Wednesday, 22 July 2020 at 10.00 a.m.** and register yourself via the Registration Link below.
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. <p>Registration Link: https://bit.ly/2ZJL0gl</p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online by scanning the QR Code below or via https://bit.ly/36EaXzc and to submit your questions accordingly: <div style="text-align: center;">  </div>
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> Click on the participation link which was provided to you via e-mail. If you have any question to be raised during the meeting, you may submit by using the Q and A box. The Chairman/Board will try to address the questions submitted prior or during the 7th AGM accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> The QR Code for the Online will be displayed in the Chat Box and Q&A Box of the Virtual Meeting Room upon the Commencement of the AGM. Voting shall commence from 10.00 a.m. Thursday, 23 July 2020 until a time when the Chairman announces the closing of the voting session at the 7th AGM venue.
(f)	CLOSURE	The 7 th AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

ENQUIRY

11. If you have any enquiry or require any assistance before or during the 7th AGM, please do not hesitate to contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday) :-

HMC CORPORATE SERVICES SDN. BHD.
[Company No. 198201003810 (83556-P)]

Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel: 603-2241 5800
Mobile/WhatsApp: 017-388 3989
Fax: 603-2282 5022
Email: office365support@hmc.my
Contact Person: HMC Virtual Meeting Administrator