



NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting of the Company will be held at **Gamelan 3, Primula Beach Hotel, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu Darul Iman** on **Tuesday, 28th July 2020** at **10.30 a.m.** for the following purposes:

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 the Explanatory Notes to the Agenda)
2. **Directors' Fees and any benefits payable**
To consider and if thought fit, to pass the following resolutions:
 - (a) "THAT the payment of Directors' Fees payable of RM180,000 for the financial year ended 31 December 2019 be approved."
(Ordinary Resolution 1)
 - (b) "THAT the payment of Directors' Benefits (excluding Directors' Fees) payable of RM623,400 for the financial period from 1 July 2020 to 30 June 2021 be approved."
(Ordinary Resolution 2)
3. To re-elect the following Directors retiring in accordance with Clause 76 of the Constitution of the Company:
 - (a) YBhg Dato' Bentara Dalam Dato' Haji A. Rahman bin Yahya
(Ordinary Resolution 3)
 - (b) YBM Dato' Haji Tengku Hassan bin Tengku Omar
(Ordinary Resolution 4)
4. To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
(Ordinary Resolution 5)

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following as Special Resolution:

5. Proposed Amendments to the Constitution of the Company

"**THAT** the proposed modifications, deletions and/or additions to the Constitution of the Company as set out below be hereby approved AND THAT the Directors be authorised with full powers to assent to any conditions, modifications, variations and/or amendments as may be required and to do all such acts and things and to take such steps that are necessary to give effect to the same:

No.	Existing Clause	No.	Proposed Clause
71 (1)	An instrument appointing a proxy: (a) must be in writing and executed by or on behalf of the appointing Member in substantially the form and in the manner as specified in "Appendix A" annexed hereto or in such other permitted form (including the electronic proxy appointment and voting manner) as the Board of Directors may determine from time to time;	71 (1)	An instrument appointing a proxy: (a) must be in writing and executed by or on behalf of the appointing Member in substantially the form and in the manner as specified in "Appendix A" annexed hereto or in such other permitted form (including the electronic proxy appointment and voting manner) as the Board of Directors may determine from time to time;"

(Special Resolution 1)

6. To transact any other business of which due notice shall have been given.

By Order of the Board

Suraya Binti Mohd Hairon (LS 0007314)
(SSM Practising Certificate No.: 202008000100)

Company Secretary
Kuala Terengganu
29 June 2020

Notes:

1. For the purpose of determining who shall be entitled to attend this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 July 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
 2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
 3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
 4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
 5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 6. 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
 7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) **In hard copy form**
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at 66-2 Taman Sri Intan, Jalan Sultan Omar, 20300 Kuala Terengganu, Terengganu Darul Iman or Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) **By electronic means via facsimile**
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at +609-631 0617.
 - (iii) **By electronic means via email**
In the case of an appointment made via email transmission, this proxy form must be received via email at suraya@gpb.com.my.
- For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

- (iv) **Online**
In the case of an appointment made via online lodgement facility, please login to the link website as shown below:
<https://tiih.online>.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at 66-2 Taman Sri Intan, Jalan Sultan Omar, 20300 Kuala Terengganu, Terengganu Darul Iman not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Sunday, 26 July 2020 at 10.30 a.m.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

Explanatory Notes on Ordinary Business:

- (i) **Item 1 of the Agenda**
This item is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a motion to be put to vote by shareholders.
- (ii) **Item 2 of the Agenda - Ordinary Resolution 1 and 2 Directors' Fees and any benefits payable**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries, shall be approved at a general meeting.
The Ordinary Resolutions 1 and 2 proposed under item 2 are in accordance with Section 230 (1)(b) of the Companies Act 2016, and if passed, will authorise the payment of directors' fees and any benefits payable to directors of the Company for their services as directors during the financial year ended 31 December 2019 and for the financial period from 1 July 2020 to 30 June 2021 respectively.
Directors benefits includes allowances and other emoluments payable to directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees which covers the period from 1 July 2020 to 30 June 2021 (the due date for which the next Annual General Meeting should be held).

Explanatory Notes on Special Business:

- (iii) **Proposed Amendments to the Constitution of the Company**
The proposed amendments to the Constitution of the Company will provide flexibility in the issuance of proxy forms and to improve administrative efficiency.