



**GOLDEN PHAROS
BERHAD**

[Registration No: 198601003051 (152205-W)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Golden Pharos Berhad ("GPB" or the "Company") will be held at Gamelan 3, Primula Beach Hotel, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu Darul Iman on Tuesday, 28 July 2020 at 11.30 a.m. or immediately upon the conclusion or adjournment (as the case may be) of the 33rd Annual General Meeting of GPB which will be held at the same venue and on the same day at 10.30 a.m. whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION

PROPOSED SETTLEMENT OF RM12,000,000 TO TERENGGANU INCORPORATED SDN BHD ("TERENGGANU INC") VIA THE ISSUANCE OF 12,000,000 REDEEMABLE PREFERENCE SHARES OF RM1.00 EACH IN GPB ("RPS") ("PROPOSED SETTLEMENT")

"THAT subject to the passing of the Special Resolution and the relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Company to settle an aggregate sum of RM12,000,000 owed to Terengganu Inc in accordance with the terms and conditions of the settlement cum subscription agreement dated 4 June 2020 entered into between the Company and Terengganu Inc for the purpose of the Proposed Settlement ("**Settlement Agreement**"), via issuance of 12,000,000 RPS at an issue price of RM1.00 each.

AND THAT the Board of Directors of GPB ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Settlement, the Settlement Agreement and such other agreements arising therefrom 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 Settlement Agreement and all such other agreements, deeds, arrangements, power of attorney, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all things, acts and matters as they may deem fit, necessary and/or expedient or in the best interests of the Company and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Settlement under the terms and conditions of the Settlement Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or in the best interest of the Company, including to enter into any supplemental agreement(s) in connection with the Proposed Settlement, and to deal with all matters relating thereto."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF GPB ("PROPOSED AMENDMENTS")

"THAT subject to the passing of the Ordinary Resolution and the relevant approvals being obtained from the relevant authorities/parties, approval be and is hereby given for the existing Constitution of the Company to be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in **Appendix II** of the Circular to Shareholders dated 29 June 2020;

AND THAT the Board and the Secretary of the Company be and are hereby empowered and authorised to do all such acts, deeds, and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and steps as they may deem necessary, expedient and/or appropriate to implement, to give full effect to the Proposed Amendments, with full powers to assent and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be in the interests of the Company and/or as may be required by the relevant authorities in connection with the Proposed Amendments."

By Order of the Board

Suraya binti Mohd Hairon (LS 0007314)
(SSM Practicing Certificate No.: 202008000100)
Company Secretary

Kuala Terengganu
29 June 2020

Notes:

- 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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:
 - 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.
 - 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.
 - 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.
- Online
In the case of an appointment made via online lodgement facility, please login to the link website as shown below:
<https://tiih.online>
- 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.
 - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
 - Last date and time for lodging this proxy form is Sunday, 26 July 2020 at 11.30 a.m.
 - Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
 - 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.