

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Fifth ("25th") Annual General Meeting of the Company will be held at Adenium & Begonia Meeting Room, Palm Garden Hotel, IOI Resort City, 62502 Putrajaya on Monday, 10 August 2020 at 10.00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' Reports and Auditors' Report thereon. (For Discussion only)
2. To approve the payment of Directors' fees of RM180,000 for the financial year ended 31 December 2019. (Ordinary Resolution 1)
3. To approve the payment of Directors' benefits (excluding Directors' fees) of not exceeding RM75,000 for the period from 11 August 2020 until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
4. To re-elect the following Directors who retire in accordance with Clause 102 of the Company's Constitution:-
  - i. Datuk Yap Yee Ping (Ordinary Resolution 3)
  - ii. Dato' Haji Roshidi bin Haji Hashim (Ordinary Resolution 4)
  - iii. Tan Sri Dr. Ali bin Hamsa (Ordinary Resolution 5)
  - iv. Loi Jin Choo (Ordinary Resolution 6)
5. To re-appoint Messrs STYL Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

#### Special Business

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

6. **AUTHORITY TO ALLOT SHARES** (Ordinary Resolution 8)  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed twenty per centum (20%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company".
7. **PROPOSED CHANGE OF COMPANY'S NAME FROM "GUNUNG CAPITAL BERHAD" to "G CAPITAL BERHAD" ("PROPOSED CHANGE OF NAME")** (Special Resolution)  
 "THAT the name of the Company be changed from "Gunung Capital Berhad" to "G Capital Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and that the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."

By Order of the Board

ERIC TOH CHEE SEONG (SSM PC No. 202008002884) (MAICSA 7016178)  
 JESSLYN ONG BEE FANG (SSM PC No. 202008002969) (MAICSA 7020672)  
 Company Secretaries

Perak Darul Ridzuan

30 June 2020

1. A member of the Company, eligible to attend and vote at the meeting, is entitled to appoint a proxy or proxies to vote in his/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. The Form of Proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. All Forms of Proxy must be deposited at the Company's Registered Office at No. 11B, Level 2, Greentown Business Centre, Persiaran Greentown 9, 30450 Ipoh, Perak Darul Ridzuan not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
5. Only members whose names appear on the Record of Depositors as at 3 August 2020 shall be entitled to attend the said AGM or appoint a proxy(ies) to attend, vote and speak on their behalf.

#### Explanatory Notes :

##### (A) Ordinary Resolution 2 – Directors' Benefits

The proposed Directors' Benefits payable comprises allowances and other benefits. The total estimated amount of Directors benefits payable is calculated based on the number of scheduled meetings of the Board and Board Committees from the day after the 25th AGM until the next AGM of the Company.

##### (B) Ordinary Resolution 8 – Authority to Allot Shares

As at the date of this Notice, no shares have been issued pursuant to the general mandate granted at the last AGM. Bursa Securities Malaysia Berhad had vide their letter dated 16 April 2020 given the flexibility for listed issuers to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) for the issuance of new securities.

The proposed Ordinary Resolution 8 would give powers to the Directors to issue up to a maximum 20% of the issued shares of the Company (excluding treasury shares) for the time being for such purposes as the Directors would deem fit ("20% General Mandate"). The Board of Directors of the Company is of the view that it is in the best interest of the Company and its shareholders to have a higher general mandate and to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of 20% General Mandate is for possible fund-raising exercises including but not limited to further placing of shares, for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

##### (C) Special Resolution – Proposed Change of Name

The details of the Special Resolution in relation to the Proposed Change of Name are set out in the Circular to Shareholders dated 30 June 2020.

#### Precautionary Measures To Minimise Risk of COVID-19

- (i) Shareholders/proxies are encouraged to abide by the most current regulations issued by the Ministry of Health and/or Government of Malaysia.
- (ii) Shareholders are encouraged to appoint the Chairman of the Meeting to act as proxy to attend and vote on his/her behalf by submitting proxy form with pre-determined voting instruction as voting is by way of poll.
- (iii) Any shareholder/proxy who is feeling unwell or under quarantine order/stay-at-home notice, please refrain from attending the AGM in person.
- (iv) Any shareholder/proxy who has been in physical contact with person infected with COVID-19 is advised to refrain from attending the AGM in person.
- (v) Shareholders/proxies who are attending the AGM are requested to adhere to the precautionary measures in place at the venue of the AGM.