

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Training Room, Ge-Shen Plastic (M) Sdn. Bhd., 11, Jalan Riang 23, Taman Gembira, 81200 Johor Bahru, Johor Darul Takzim on Tuesday, 15 September 2020, at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. (Note A)
- To approve the payment of Directors' fees and Directors' benefits comprising meeting allowance up to an amount of RM300,000/- for the period from 1 June 2020 until the next Annual General Meeting of the Company. (Resolution 1)
- To re-elect Mr. Tee Boon Hin, who is due to retire pursuant to Clause 117 of the Company's Constitution, and being eligible, has offered himself for re-election. (Resolution 2)
- To re-elect Mr. Chan Choong Kong, who is due to retire pursuant to Clause 117 of the Company's Constitution, and being eligible, has offered himself for re-election. (Resolution 3)
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)
- AS SPECIAL BUSINESS**
To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-
- ORDINARY RESOLUTION** (Resolution 5)
 - AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in capital of the Company, at any time, at such price, to such persons and 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 issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being;
AND THAT the Directors of the Company, be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities;
AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
 - ORDINARY RESOLUTION** (Resolution 6)
 - RETENTION OF MR. TEE BOON HIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT subject to the passing of Ordinary Resolution 2, Mr. Tee Boon Hin who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
 - ORDINARY RESOLUTION** (Resolution 7)
 - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and / or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.4 of the Circular / Statement to Shareholders dated 17 August 2020 ("the Related Party") provided that such transactions are:-
 - necessary for the day-to-day operations;
 - undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally available to the public; and
 - are not prejudicial to the minority shareholders of the Company, ("the Renewed Shareholders' Mandate").**AND THAT** the authority conferred such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
 - revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Renewed Shareholders' Mandate."
- ORDINARY RESOLUTION** (Resolution 8)
 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**
"THAT subject to Section 127 of the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and / or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-
 - the aggregate number of ordinary shares to be purchased and / or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities as at the point of purchase; and
 - the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and / or the latest management accounts of the Company (where applicable) available at the time of the purchase.**THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-
 - cancel all the shares so purchased; and / or
 - retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities; and / or
 - retain part thereof as treasury shares and cancel the remainder; and / orin any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force.
THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until: -
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first.**AND THAT** the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."
- ORDINARY RESOLUTION** (Resolution 9)
 - PROPOSED GRANTING OF OPTIONS TO MR. LOUIS LAU PUONG KIET, EXECUTIVE DIRECTOR UNDER THE EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF THE COMPANY**
"THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 12 May 2016 which was extended for another five (5) years to 21 September 2026, the Board of Directors of the Company be and is hereby authorised at any time, and from time to time, during the existence of the ESOS to offer and to grant to Mr. Louis Lau Puong Kiet, an Executive Director of the Company, options to subscribe for new ordinary shares of the Company under the ESOS of the Company provided that:-
 - not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);**AND** subject always to such terms and conditions of the ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws of the ESOS.
AND THAT the Directors of the Company be and are hereby authorised to issue and allot such number of shares to Mr. Louis Lau Puong Kiet pursuant to the exercise of such options."
- To transact any other ordinary business of which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689) (SSM PC NO. 201908002648)

Yau Jye Yee (MAICSA 7059233) (SSM PC NO. 202008000733)

Company Secretaries

Kuala Lumpur

17 August 2020

Explanatory Notes:-

1. Resolution 1

Pursuant to Section 230(1) of the Companies Act 2016 ("the Act") provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting.

In this respect, the proposed Resolution 1, if approved, will authorise the Company to pay Directors' fees and any benefits to the Directors for the period from 1 June 2020 until the next Annual General Meeting ("AGM") of the Company and to be payable on a monthly basis in arrears after each month of completed service of the Directors.

The total estimated amount of Directors' benefits payable is calculated based on the estimated number of Board and Board Committee meetings from 1 June 2020 until the next AGM of the Company.

The payment of meeting allowance to the Directors will be made by the Company as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid the meeting allowance, given that they have fully discharged their responsibilities and provided their services to the Company for the said period.

2. Resolution 5

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the Seventeenth AGM of the Company. The Company had been granted a general mandate by its shareholders at the Sixteenth AGM of the Company held on 23 May 2019 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

Bursa Malaysia Securities Berhad has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate").

The Board would like to procure approval for the 20% General Mandate from its shareholders at the Seventeenth AGM of the Company. The 20% General Mandate, unless revoked or varied at general meeting, will expire at the next AGM.

The purpose to seek the 20% General Mandate is to provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding working capital without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

After having considered all aspects of the 20% General Mandate, the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis:-

- The interest of the Company as well as its long term shareholders should be in congruence on the issue of long term sustainability of the Company as only a business operation with healthy and sufficient working capital could generate positive returns to the Company and its shareholders.
- Given the outbreak of the Coronavirus Disease (Covid-19) pandemic and the subsequent imposition of the Movement Control Order by the Malaysian Government to contain the Covid-19, the economy of the Country have been severely affected. The additional fund raising flexibility through the 20% General Mandate will enable the Company, should it required to do so, to meets its funding requirements for working capital and operational expenditure, expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.
- The utilisation period of the 20% General Mandate accorded by Bursa Malaysia Securities Berhad has ease the cash flow planning of the Company should the Company requires additional bridge funding for the execution of its business plan or the business contingency plans to mitigate against the financial impact of Covid-19, without burdening the shareholders with additional fund raising exercise.

3. Resolution 6

Mr. Tee Boon Hin was appointed as an Independent Non-Executive Director of the Company on 20 April 2009 and therefore, has served the Board for a cumulative term of eleven (11) years (5) months (as at 15 September 2020). The Board of Directors of the Company through the Nomination and Remuneration Committee, after having assessed the independence of Mr. Tee Boon Hin, regards him to be independent based amongst others, the following justifications and recommends that Mr. Tee Boon Hin be retained as an Independent Non-Executive Director of the Company:-

- he fulfilled the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements and had expressed his willingness to continue in office as an Independent Non-Executive Directors of the Company;

- his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- he has served the Company as an Independent Non-Executive Director for a cumulative term of eleven (11) years (5) months (as at 15 September 2020) during which he had acted in good faith and in the best interests of the Company, exercising his independent judgement during deliberations and decision making during the Company's meetings and was familiar with the Company's business operations; and
- he has proven to be a reliable Independent Non-Executive Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

4. Resolution 7

The proposed Resolution 7 is intended to renew the Shareholder Mandate granted by the shareholders of the Company at the Sixteenth AGM of the Company held on 23 May 2019. The Proposed Renewed Shareholders' Mandate will enable the Group to enter into recurrent related party transactions to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the specified classes of related parties, provide that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the shareholders on terms no more favourable to the related parties than those generally available to the public and are not to detriment of the minority shareholders of the Company.

Please refer to the Circular / Statement to Shareholders dated 17 August 2020 for further information.

5. Resolution 8

The proposed Resolution 8 is intended to allow the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Circular / Statement to Shareholders dated 17 August 2020 for further information.

6. Resolution 9

The proposed Resolution 9 is intended for the Board of Directors to offer and grant ESOS options to Mr. Louis Lau Puong Kiet, an Executive Director of the Company in accordance with the By-Laws of the ESOS of the Company.

Notes:

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.*
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 September 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.*
- A member entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.*
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
- 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 instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.*

GE-SHEN

CORPORATION BERHAD

[Registration No. 200301031393 (633814-X)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS AND/OR PROXIES ATTENDING THE SEVENTEENTH ANNUAL GENERAL MEETING (“17th AGM”)

Dear shareholders/proxies of the Company,

The 17th AGM of the Company will be held as follows:-

Date : Tuesday, 15 September 2020
Time : 10:00 a.m.
Venue : Training Room, Ge-Shen Plastic (M) Sdn. Bhd.,
11, Jalan Riang 23, Taman Gembira, 81200 Johor Bahru, Johor Darul Takzim

In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 September 2020 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.

If you are unable to attend the 17th AGM and wish to appoint a proxy to vote on your behalf, you may deposit your Proxy Form at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan in accordance with the notes and instructions printed therein, not later than 48 hours before the 17th AGM i.e. **latest by Sunday, 13 September 2020 at 10:00 a.m.**

GUIDANCE REGARDING THE 17TH AGM

In compliance with the General Standard Operating Procedures (“SOP”) on Event Implementation of Government and Private Institutions issued by the Malaysian National Security Council (“MKN”) (“MKN's SOP”) as well as the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers (“Guidance Note”) issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 11 June 2020, 18 June 2020 and 24 June 2020 respectively, the Company would be implementing the following precautionary measures to minimise possible COVID-19 transmission:-

(1) Prior registration of attendance

Shareholders who wish to attend the 17th AGM in person are required to pre-register and provide the following details by email to our Share Registrar, Securities Services (Holdings) Sdn. Bhd. at info@sshshb.com.my during the period from Monday, 17 August 2020, 10:00 a.m. to Friday, 11 September 2020, 10:00 a.m.:-

- (a) Name of the Company i.e. Ge-Shen Corporation Berhad;
- (b) Full name;
- (c) Identity card no. / Passport no.;
- (d) Contact phone number (optional) for better co-ordination; and
- (e) Central Depository System (“CDS”) account number(s).

This is to allow the Company to make the necessary arrangement at the 17th AGM day including in relation to the logistics.

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(2) Health Screening Counter – Prior to the Meeting Registration Counter

- (a) As directed by the MKN's SOP, prior to the conduct of Meeting Registration of 17th AGM by the Company's Share Registrar, it is mandatory for the Company to conduct health screening on all attendees of the 17th AGM.
- (b) A Health Screening Counter will be set up at the main entrance of the Meeting Venue to conduct body temperature screening on all attendees as well as to administer and receive Health Declaration Form completed by individual attendees. Attendees having a body temperature exceeding 37.5°C and/or exhibiting one or more of the symptoms such as fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath will not be allowed to attend and participate in the 17th AGM. Such attendees must seek medical attention immediately.
- (c) If you have travelled overseas to China (including mainland China, SAR Hong Kong, SAR Macau and Taiwan), Italy, Iran, South Korea, Japan and other affected countries in the past fourteen (14) days or if a person is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, you must seek medical attention and quarantine yourself at home, if so advised by your doctor. Under such circumstances, you are advised to appoint the Chairman of the 17th AGM as your proxy to attend and vote on your behalf at the 17th AGM.
- (d) Generally, if you:-
 - (i) feel unwell before the 17th AGM;
 - (ii) have been placed on quarantine orders or stay-at-home notices; or
 - (iii) have a travel history to certain countries/regions in the specified period preceding the 17th AGM, as announced by the Ministry of Health, you should refrain from attending the 17th AGM in person, and instead are strongly encouraged to appoint the Chairman of the 17th AGM as your proxy to attend and vote on your behalf at the 17th AGM.
- (e) Attendees must wear face mask throughout the 17th AGM and practice good hygiene habits, including but not limited to the use of hand sanitiser.

(3) Meeting Registration Counter

- (a) Registration for the 17th AGM will commence at 9:00 a.m.
- (b) Please present your original MyKad/passport to the registration staff for verification.
- (c) Upon verification, you are required to write your name and sign the Attendance List placed on the registration table.
- (d) If you are attending the meeting as a shareholder as well as a proxy, you are only required to register once before entering the meeting room.
- (e) No person will be allowed to register on behalf of another person even with the original MyKad/passport of the other person.
- (f) Social distance of at least one meter should be observed when awaiting for your turn to facilitate meeting registration.

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(4) Mandatory Registration using “MySejahtera” application (“App”)

- (a) As directed by the MKN’s SOP, in addition to the Meeting Registration to be conducted by the Company’s Share Registrar, all attendees are required to register their attendance vide the “**MySejahtera App**” using attendee’s own smart mobile phone by scanning the **QR code** provided (Attendees are required to download and install the said App onto their smart mobile phone).
- (b) Attendees who do not possess smart mobile phones must be manually registered at the Health Screening Counter for such purpose.

(5) Seating arrangement

- (a) As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the Meeting Venue.
- (b) Social distancing would be practiced at all times. Attendees should maintain at least one meter distance between each other.
- (c) Seats at the 17th AGM venue would be placed at least one meter apart from another.
- (d) Attendees should only be seated on clearly marked or demarcated area.

(6) Refreshments/ Door Gift

No refreshment or door gift will be provided to the attendees of the 17th AGM.

(7) Submission of Questions prior to 17th AGM

The shareholders are encouraged to submit questions ahead of the 17th AGM and email your questions to Pn. Surya Bahrinal at Surya@gsCorp.com.my latest by Friday, 11 September 2020 at 10:00 a.m.

The Company will endeavour to answer to your questions at the 17th AGM if time permitted or by email after the 17th AGM. A written record of the questions and answers would be published in the key summary matters of the AGM (to be uploaded by the Company in its corporate website in due course).

The 17th AGM proceedings will focus on the proposed resolutions with a view to minimising crowd gathering time in an enclosed environment.

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The Company will continue to monitor clearly the COVID-19 situation and may adopt further procedures and measures at the 17th AGM day to ensure the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities to curb the spread of COVID-19 are abided by.

ENQUIRY

If you have any enquiries prior to the 17th AGM, kindly contact the following designated persons during the normal office hours on Mondays to Fridays from 8:30 a.m. to 5:30 p.m. (except for public holidays):-

(1) Share Registrar

Securities Services (Holdings) Sdn. Bhd.

Mr. Wong Piang Yoong, Senior Manager

Ms. Yuli Chew Lai Ping, Executive

Tel no.: +603-2084 9000 / +603-2084 9168

Fax no.: +603-2094 9940 / +603-2095 0292

Email: Piang.Yoong.Wong@sshsb.com.my / yuli.chew@sshsb.com.my

(2) Ge-Shen Corporation Berhad

Pn. Surya Bahrinal

Tel no.: +603-2785 0975

Email: Surya@gscorp.com.my

We thank you for your continued support.