

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventieth Annual General Meeting ("70th AGM") of the Company will be conducted as a fully virtual meeting through Online Meeting Platform via our Share Registrar's website at www.johanmanagement.com.my in Malaysia on Monday, 27 September 2021 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 31 March 2021 and the Directors' and Auditors' Reports thereon. **(Please refer to Note A)**
2. To re-elect the following Directors who retire by rotation pursuant to Clause 90 of the Constitution of the Company and being eligible, offer themselves for re-election:
 - (a) Tan Sri Dato' Tan Kay Hock
 - (b) Mr Ooi Chin Khoon
3. To approve the payment of additional Directors' fees and benefits of RM848,240 to Non-Executive Directors for the financial period ended 31 March 2021.
4. To approve the payment of Directors' fees and benefits of up to an amount of RM5,400,000 to Non-Executive Directors for the financial year ending 31 March 2022.
5. To appoint Grant Thornton Malaysia PLT (AF 0737), as External Auditors of the Company in place of the retiring External Auditors, Deloitte PLT and to hold office until the conclusion of the next annual general meeting ("AGM") and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3**Ordinary Resolution 4****Ordinary Resolution 5****SPECIAL BUSINESS**

As Special Business, to consider and if thought fit, pass with or without modifications the following resolutions:

6. **Retention of Independent Non-Executive Director**
"THAT approval be and is hereby given to Mr Ong Seng Pheow, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
7. **Retention of Independent Non-Executive Director**
"THAT approval be and is hereby given to Dato' Paduka (Dr.) Ir. Hj. Keizrul Bin Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
8. **Proposed Renewal of Share Buy-Back Authority to the Company to Purchase Its Own Shares of Up to Ten Per Cent (10%) of Its Total Number of Issued Shares**

Ordinary Resolution 6**Ordinary Resolution 7****Ordinary Resolution 8**

"THAT subject always to the Companies Act, 2016, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and any other applicable laws, regulations and guidelines, the Company be and is hereby authorised to allocate the maximum amount of funds not exceeding the retained profits of the Company based on the latest audited and/or unaudited financial statements (where applicable) for the purpose of purchasing such number of ordinary shares in the Company ("GKM Shares") ("Proposed Share Buy-Back") on the stock market of Bursa Securities at any time as may be determined by the Directors of the Company provided that the aggregate number of GKM Shares which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the total number of issued shares of the Company;

THAT the Directors be and are hereby authorised to deal with the GKM Shares so purchased, at their discretion, in the following manner:

- (i) cancel the shares so purchased;
- (ii) retain the shares so purchased as treasury shares; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder of the shares;

THAT where such shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion, in the following manner:

- (i) distribute the shares as dividends to shareholders (such dividends to be known as "shares dividends");
- (ii) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the shares or any of the shares for the purposes of or under an employees' share scheme;
- (iv) transfer the shares or any of the shares as purchase consideration;
- (v) cancel the shares or any of the shares; or
- (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia may by order prescribe;

THAT the Directors be and are hereby empowered to carry out the above and such authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting of the Company, whichever occurs first,

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all acts and things as they may deem fit, expedient and necessary in the best interests of the Company to give full effect to the Proposed Share Buy-Back contemplated and/or authorised by this resolution."

9. **Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016**

Ordinary Resolution 9

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the 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 ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

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

By order of the Board,

Teh Yong Fah
(SMM PC No.: 201908003410) (MACS 00400)
Gan Lee Mei
(SMM PC No.: 201908003405) (MAICSA 7057081)
Company Secretaries

Kuala Lumpur
Dated: 27 August 2021**Notes:**

- A. On 6 January 2021, the Company had announced the change in financial year end in the Company from 31 January to 31 March, and these Audited Financial Statements were prepared for the period from 1 February 2020 to 31 March 2021. This Agenda item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act, 2016 and the Constitution of the Company require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business that requires a resolution to be put to the vote by shareholders.
1. According to the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform located in Malaysia can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 and all meeting participants of a fully virtual meeting are required to participate in the meeting online. Members/proxies are strongly advised to participate and vote remotely at this AGM through live streaming and the remote participation and voting facilities ("RPV Facilities") provided by Propoll Solutions Sdn Bhd, the poll administrator of this AGM, via our Share Registrar's website at www.johanmanagement.com.my. Please read and follow the procedures in the Administrative Guide for this AGM in order to participate and/or vote remotely.
2. Members may submit questions to the Board prior to the AGM (i) via email to cosc@georgekent.net or (ii) using the Question-and-Answer platform at www.johanmanagement.com.my not later than 11.00 a.m. on Friday, 24 September 2021. Members may also submit questions to the Board using the Question-and-Answer platform via the RPV Facilities during the AGM.
3. A Member of the Company entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing proxy(ies) shall be in writing under the hand of the appointor or his attorney, or if such an appointor is a corporation, under its Common Seal or the hands of its attorney. A proxy need not be a Member of the Company.
4. Where a holder 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.
5. The instrument appointing proxy(ies) and the power of attorney (if any) under which it is signed or an office copy or notationally certified copy thereof shall be deposited at the registered office of the Company at 11th Floor, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur or e-mailed to the Company at johanns1@outlook.com not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjourned meeting (as the case may be).
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Explanatory Notes:-

1. **Ordinary Resolution 3 - Approval of payment of additional Directors' fees and benefits to Non-Executive Directors for the financial period ended 31 March 2021**
At the Sixty-Ninth AGM of the Company, Directors' fees and benefits of up to an amount of RM4,780,000 for the financial year ended 31 January 2021 was approved. Subsequent to the change in financial year end of the Company from 31 January to 31 March, additional Directors' fees and benefits of RM848,240 for the 14-month period from 1 February 2020 to 31 March 2021 is sought for shareholders' approval at this AGM.
2. **Ordinary Resolution 5 - Appointment of Grant Thornton Malaysia PLT (AF 0737) as External Auditors of the Company in place of the retiring External Auditors, Deloitte PLT and to authorise the Directors to fix their remuneration**
Deloitte PLT had indicated their intention for not seeking for re-appointment as External Auditors of the Company at the 70th AGM. The Board of Directors of the Company has proposed that Grant Thornton Malaysia PLT (AF 0737), having given their consent to act, be appointed as the new External Auditors of the Company for the ensuing year.
3. **Ordinary Resolution 6 - Retention of Independent Non-Executive Director**
Mr Ong Seng Pheow has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. In line with the Malaysian Code on Corporate Governance 2017, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Mr Ong Seng Pheow should continue to act as an Independent Non-Executive Director of the Company based on the following justification:
 - (a) He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements;
 - (b) He has, over time, developed a deep understanding of the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole;
 - (c) He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries;
 - (d) He remains objective and independent in expressing his views and has actively participated in the deliberations and decision-making process of the Board and Board Committees of which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company; and
 - (e) He had exercised due care during his tenure as an Independent Non-Executive Director and as Chairman of the Audit Committee and Risk Management Committee and had carried out his professional duties in the best interests of the Company and its shareholders.
4. **Ordinary Resolution 7 - Retention of Independent Non-Executive Director**
Dato' Paduka (Dr.) Ir. Hj. Keizrul Bin Abdullah has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. In line with the Malaysian Code on Corporate Governance 2017, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Dato' Paduka (Dr.) Ir. Hj. Keizrul Bin Abdullah should continue to act as an Independent Non-Executive Director of the Company based on the following justification:
 - (a) He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements;
 - (b) He has, over time, developed a deep understanding of the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole;
 - (c) He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries;
 - (d) He remains objective and independent in expressing his views and has actively participated in the deliberations and decision-making process of the Board and Board Committees of which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company; and
 - (e) He had exercised due care during his tenure as an Independent Non-Executive Director and as member of the Audit Committee, Remuneration Committee and Nominating Committee and had carried out his professional duties in the best interests of the Company and its shareholders.
5. **Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's own shares of up to ten per cent (10%) of its total number of issued shares subject to Section 127 of the Companies Act, 2016 and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities ("Prevailing Laws") at the time of the purchase(s). The proposed share buy-back by the Company may be funded through internally generated funds and/or external borrowings as long as the purchase price is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Laws.
Details of the proposed renewal of authority for the Company to purchase its own shares are set out in the Share Buy-Back Statement to Shareholders dated 27 August 2021.
6. **Ordinary Resolution 9 - Authority to Allot and Issue Shares in General Pursuant to Sections 75 and 76 of the Companies Act, 2016**
The proposed Ordinary Resolution, if passed, will empower the Directors to issue shares of the Company of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.
The Company has not issued any new shares under this general authority which was approved at the last AGM held on 29 July 2020 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed Ordinary Resolution 9. The renewed mandate is to provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares for the purposes of funding future investments, working capital and/or acquisitions.

GEORGE KENT (MALAYSIA) BERHAD
 Registration No.: 195101000005 (1945-X)
 (Incorporated in Malaysia)

Registered Office:-

11th Floor, Wisma E&C
 No. 2, Lorong Dungun Kiri
 Damansara Heights
 50490 Kuala Lumpur
 Tel : 603-2092 1858
 Fax : 603-2092 2812

**ADMINISTRATIVE GUIDE
 FOR THE 70TH ANNUAL GENERAL MEETING**

The 70th Annual General Meeting (“AGM”) will be conducted in a fully virtual manner through livestreaming and online remote participation via remote participation and voting facilities (“RPV Facilities”).

RPV Facilities

1. The RPV Facilities, using the Zoom Cloud Meetings App, will enable you to exercise your rights as a Shareholder of the Company to participate in (including to pose questions to the Board) and vote at the AGM.
2. Shareholders/Proxies/Corporate Representative are strongly advised to participate and vote remotely at the AGM using the RPV Facilities which can be accessed via Johan Management Services Sdn Bhd’s (“JMS”) website at www.johanmanagement.com.my (“JMS Portal”).
3. Proxies and Corporate Representatives who wish to use the RPV Facilities must ensure that the duly executed Forms of Proxy (for Proxies) or Certificates of Appointment (for Corporate Representatives) are submitted to the Company **not later than Saturday, 25 September 2021 at 11.00 a.m.**
4. Shareholders/Proxies/Corporate Representatives are to read and follow these procedures to use the RPV Facilities:-

PROCEDURES BEFORE THE AGM	ACTIONS
(i) Register as a User	<ul style="list-style-type: none"> • Access the JMS Portal at www.johanmanagement.com.my. • Click <<Login/Register>> followed by <<Register New User>> to register as a new user. • Complete the registration by filling up the information required and uploading a clear copy of your MyKAD (both sides) or the identity information page of your Passport. • Read and agree to the terms and conditions, and thereafter submit your registration. • Please enter a valid email address in order for you to receive the verification email from the JMS Portal. • Your registration will be verified and approved by the JMS Portal. Once approved, an email notification will be sent to you. • If you are already a user of the JMS Portal, you are not required to register again.

GEORGE KENT (MALAYSIA) BERHAD

Registration No.: 195101000005 (1945-X)

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PROCEDURES FOR AGM DAY (27/09/2021)	ACTIONS
(ii) Log in to JMS Portal at www.johanmanagement.com.my	<ul style="list-style-type: none"> Log in with your user ID and password at any time from 10.30 a.m., i.e. 30 minutes before the commencement of the AGM. If you have forgotten your password, you can reset it by clicking on <<Forgot Password>>.
(iii) Participate through Livestreaming	<ul style="list-style-type: none"> Select <<Virtual Meeting>> under Main Menu. Click <<Join Meeting>> to join the AGM livestream. If you have any questions during the AGM, please submit them using the Q&A platform. The Chairman of the AGM, Board members and the Management will respond to all relevant questions. If time is insufficient, their responses will be published on the Company's website at the earliest possible time. If you are using your smartphone to participate, please download the Zoom Cloud Meetings app from Google Play Store or Apple App Store before the AGM. Please take note that the quality of the livestream is dependent on the bandwidth and stability of your Internet connection.
(iv) Online Remote Voting	<ul style="list-style-type: none"> Please select the <<Voting>> option next to <<Join Meeting>> to indicate your votes for the resolutions that are tabled for voting. The voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please cast and submit your votes on the resolutions as they appear on screen. Once submitted, votes are final and cannot be changed.
(v) End of the RPV Facilities	<ul style="list-style-type: none"> The RPV Facilities will end and the Q&A platform will be disabled once the Chairman announces the closure of the AGM.

Notes:

- (a) *Should your registration to join the AGM be approved, we will make available to you the rights to join the livestreamed AGM and to vote remotely using the RPV Facilities. Your login to the JMS Portal on the day of the AGM will indicate your presence at the meeting.*
- (b) *If you encounter any issue with your registration, please call +6010-5265490 or e-mail propollsolution@gmail.com for assistance.*

Record of Depositors ("ROD")

5. Only a depositor whose name appears on the ROD as at 20 September 2021 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

Proxy / Corporate Representative

6. Shareholders can appoint the Chairman of the Meeting as Proxy to attend and vote on their behalf at the AGM. Shareholders may submit their Forms of Proxy with predetermined voting instructions for the Chairman to vote on their behalf.
7. The duly executed Forms of Proxy or the Certificate of Appointment of Corporate Representative shall be deposited at the Registered Office of the Company or e-mailed to the Company at johanms1@outlook.com not later than **Saturday, 25 September 2021 at 11.00 a.m.**

GEORGE KENT (MALAYSIA) BERHAD

Registration No.: 195101000005 (1945-X)

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8. Shareholders who wish to deposit the Forms of Proxy or Certificates of Appointment of Corporate Representative by hand, can deposit the Forms /Certificates in a designated collection box placed at the lobby of the Registered Office of the Company, at any time during or after office hours. not later than **Saturday, 25 September 2021 at 11.00 a.m.**

Poll Voting

9. The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Propoll Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facilities, and Symphony Merchant Sdn Bhd as Scrutineers to verify the poll results.
10. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to Item (iv) in the "Procedures for AGM Day" table for the online remote voting procedures using the RPV Facilities.
11. Upon completion of the voting session, the poll results will be verified by the Scrutineers before declaration by the Chairman.

Revocation of Proxy

12. If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the AGM by yourself, please write in to Johan Management Services Sdn Bhd to revoke the earlier appointed proxy not later **Saturday, 25 September 2021 at 11.00 a.m.**

Recording

13. Audio and video recordings of the proceedings of the AGM are strictly prohibited.

Door Gifts/Food Vouchers

14. **NO** door gifts or food vouchers will be distributed to Shareholders/Proxies/Corporate Representatives for participating in the AGM.

Mode of Communication

15. (a) Shareholders may submit questions to the Board of Directors prior to the AGM via: (i) e-mail* to cosec@georgekent.net, or (ii) the Q&A platform on the JMS Portal not later than **Friday, 24 September 2021 at 11.00 a.m.**

** Shareholders must provide their full name, NRIC/Passport number and the number of Company shares held for identity verification purposes.*

- (b) Shareholders may use the Q&A platform in the RPV Facilities to submit questions in real time during the AGM. If time is insufficient, their responses will be published on the Company's website at the earliest possible time.
- (c) If you encounter any issue with the RPV Facilities, please call +6010-526 5490 or e-mail propollsolution@gmail.com for assistance.