



GOPENG BERHAD

198301014072 (109465-X)

Incorporated in Malaysia

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Eighth Annual General Meeting of the Company will be conducted on a fully virtual basis through online meeting platform via <http://www.onecapital.com.my> provided by One Capital Market Services Sdn Bhd on Tuesday 21 June 2022 at 12.00 noon for the following purposes :

Ordinary Business

To consider, and if thought fit, to pass the following Ordinary Resolutions:

- "That the financial statements for the year ended 31 December 2021 together with the reports of the Directors and Auditors, be and are hereby received and adopted."
- "That the final single tier dividend of 1.5 sen per ordinary share in respect of the year ended 31 December 2021 as recommended by the Directors, be and is hereby approved."
- "That Dato' Mohd Salleh Bin Hashim, who retires in accordance with Rule 77 of the Company's Constitution, be and is hereby re-elected a Director of the Company."
- "That Tan Sri Dato' (Dr) Chew Chee Kin, who retires in accordance with Rule 77 of the Company's Constitution, be and is hereby re-elected a Director of the Company."
- "That Encik Manohar Hasan Bin Ameer Ali, who retires in accordance with Rule 77 of the Company's Constitution, be and is hereby re-elected a Director of the Company."
- "That pursuant to Section 230 of the Companies Act, 2016 and Rule 84 and Rule 87 of the Company's Constitution, payment of the Directors' fees and other remuneration for the conclusion of this Annual General Meeting to the next Annual General Meeting of the Company be and are hereby approved:
 - Directors' fees for the year ended 31 December 2021 by way of remuneration for their services, be and is hereby determined at a sum of RM40,000 to each of the Directors and RM50,000 to the Executive Chairman.
 - Directors' fees of RM42,000 per annum to the Independent Non-Executive Chairman of the Audit Committee and RM36,000 per annum to each of the remaining two Independent Non-Executive Directors of the Audit Committee.
 - Attendance fees of RM500 to each and every Director for attending every Board meeting, Company's General meeting and every Committee Meeting."
- "That HLB Ler Lum Chew PLT, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed the Company's Auditors for the period until the conclusion of the next Annual General Meeting and that the remuneration to be paid to them be fixed by the Board."

Special Business

To consider and if thought fit, to pass the following resolutions with or without modifications as an Ordinary Resolutions:

- "That subject to the passing of Ordinary Resolution 5, Encik Manohar Hasan Bin Ameer Ali, who has served an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
- "That subject always to the Companies Act 2016, the Company's Constitution and the approval of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes, to such person or persons whomsoever as the Directors may deem fit provided that the aggregate amount of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital 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 in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 38th Annual General Meeting to be held on 21 June 2022, the final single tier dividend of 1.5 sen per ordinary share in respect of the year ended 31 December 2021, will be paid on 12 August 2022 to shareholders whose names appear in the Record of Depositors on 13 July 2022.

A depositor shall qualify for entitlement for the dividend only in respect of:-

- Shares deposited to the Depositor's Securities Account before 12.30 p.m. on 13 July 2022 in respect of the shares exempted from mandatory deposit;
- Shares transferred to the Depositor's Securities Account on or before 4.30 p.m. on 13 July 2022 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Liew Thong Sin (MIA1310)
Secretary (SSM PC No. 201908001545)
Ipo, Perak Darul Ridzuan
Date : 18 May 2022

Notes:

A) Mode of Meeting

- The Meeting will be conducted on a fully virtual basis. This is in line with the Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("SC") on 18 April 2020 (Revised 16 July 2021) to allow the General Meetings to be conducted virtually. No members/proxies/corporate representatives shall be physically present on the day of the Annual General Meeting ("AGM").
- Members, proxies and corporate representatives who wish to participate and vote remotely at the Annual General Meeting will have to register at <http://www.onecapital.com.my/> or send an email to info@onecapital.com.my. The closing time and date of submitting your request is 12.00 noon, on Sunday, 19 June 2022 (48 hours before the AGM). Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this Annual General Meeting in order to participate remotely.

The Administrative Guide on the conduct of a fully virtual Annual General Meeting of the Company is available at the Company's website at www.gopeng.com.my.

B) Appointment of proxy

- Depositors whose names appear in the Record of Depositors as at 15 June 2022 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend and vote on their behalf.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he or she specifies the proportion of his or her shareholdings to be represented by each proxy.

3. 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 restriction on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

4. In the case of corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.

5. The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, One Capital Market Services Sdn Bhd at Level 18, Plaza VADS, No. 1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur or email to info@onecapital.com.my not less than 48 hours before the time appointed for the meeting or any adjournment thereof.

C) Poll Voting

Pursuant to Paragraph 8.29A of the Main market Listing requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of Meeting will be put to vote by poll. A scrutineer shall be appointed to verify and validate the votes cast.

D) Profile of Directors

The profile of the Directors (together with their attendance in Board Meetings) standing for re-election/re-appointment as Directors of the Company under items 3 to 5 are shown on page 9 to page 11 of the Company's 2021 Annual Report.

Statement Accompanying Notice of Meeting

ORDINARY BUSINESS

A) Re-election of Directors (Ordinary Resolutions item 3, 4 & 5)
Dato' Mohd Salleh Bin Hashim, Tan Sri Dato' (Dr) Chew Chee Kin and Encik Manohar Hasan Bin Ameer Ali are standing for re-election as Directors of the Company. The Nomination Committee and the Board of Directors have considered the assessment of the three Directors and collectively agree that they meet the criteria of character, experience, integrity, competence and time to effectively discharged their respective roles as Directors as prescribed by Paragraph 2.20A of the Listing Requirements.

B) Payment of Directors' Fees and Remuneration (Ordinary Resolution item 6)

Pursuant to Section 230(1) of the Companies Act 2016, and Rule 84 and Rule 87 of the Company's Constitution, fees and benefits payable to Directors of the Company will have to be approved by shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Directors' fees in respect of the year ended 31 December 2021, the payment of monthly fees to the Chairman and the two members of the Audit Committee and payment of fees to the Directors for attending Board, Committee and General Meetings.

C) Re-appointment of Auditors (Ordinary Resolution item 7)

The Audit Committee and the Board have considered the re-appointment of HLB Ler Lum Chew PLT as Auditors of the Company and collectively agree the HLB Ler Lum Chew PLT meet the criteria of the adequacy of experience and resources of the firm and person assigned to the audit as prescribed by Paragraph 15.21 of the Listing Requirements.

Explanatory Notes on Special Business

D) Retention of Director as Independent Non-Executive Director of the Company in accordance with Practice 4.2 of the Malaysian Code on Corporate governance (Ordinary Resolution item 8)

The ordinary resolution proposed in item 8, if passed by shareholders through a two tier voting process will enable Encik Manohar Hasan Bin Ameer Ali to continue as Independent Non-Executive Director notwithstanding that he had served the Board as Independent Non-Executive Director for a cumulative term of more than nine years. The Board strongly believes that a director's independence cannot be determined arbitrarily with reference only to the tenure of service. To qualify as independent, a director must be independent in character and judgement, independent of management and free from any relationship or circumstances as set out in Chapter 1 of the Listing Requirements which are likely to affect or appear to affect his or her independent judgement. Following an assessment, the Board concluded that Encik Manohar Hasan Bin Ameer Ali's length of service does not interfere with his exercise of judgement and ability to act in the best interests of shareholders. In addition, the Board believes that his knowledge of the Group's businesses and his proven commitment, experience and competence will greatly benefit the Company. Encik Manohar Hasan Bin Ameer Ali had declared his independence and his desire to continue as independent Non-Executive Director of the Company. The Board had recommended that he continues to act as an Independent Director based on the following justifications:

- He has fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements and he will continue to function as a check and balance, providing an element of objectivity to the Board;
- He has experience in a diverse range of businesses thereby providing constructive opinion, independent judgement and acting in the best interest of the Company; and
- He has devoted sufficient time and attention to the affairs of the Company.

Ordinary resolution in item 8 will be voted through a two tier voting process. Under the two tier voting process, shareholders' votes will be cast in the following manner:

- Tier 1: Only the Large Shareholders of the Company vote; and
- Tier 2: Shareholders other than large Shareholders vote.

E) Authority to allot and issue shares (Ordinary Resolution item 9)

The Ordinary Resolution proposed in item 9 of the Agenda, if passed, will give a renewed mandate to the Directors of the Company from the date of the forthcoming AGM, to allot and issue ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 from time to time, provided that the total amount of new ordinary shares to be issued does not exceed 10% of the total issued and paid up share capital of the Company.

As at the date of the Notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the last AGM held on 29 June 2021 which will lapse at the conclusion of the forthcoming AGM.

The Board is always on the lookout for opportunities to broaden the Company's operating base and earnings potential. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors will have to convene a general meeting to approve the issuance of new shares even though the number may be less than 10% of the total issued and paid up share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered expedient that the Directors be empowered, as proposed in Resolution 8, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding investment project(s) and/or acquisition(s).