



G CAPITAL BERHAD

[Registration No.: 199501000977 (330171-P)]

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting (“27th AGM”) of G Capital Berhad will held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain Registration No with MYNIC: D6A471702) on Monday, 27 June 2022 at 9.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note A)
- 2 To approve the payment of Directors’ fees of not exceeding RM300,000 for financial year ending 31 December 2022. **(Ordinary Resolution 1)**
- 3 To approve the payment of Directors’ benefits (excluding Directors’ fees) in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM75,000 for the period from the 27th AGM until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- 4 To re-elect Dato’ Rosli bin Sharif who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **(Ordinary Resolution 3)**
- 5 To re-elect Jason Fong Jian Sheng who was appointed during the year and retire pursuant to Clause 102 of the Constitution of the Company. **(Ordinary Resolution 4)**
- 6 To re-appoint Messrs UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

Special Business

To consider and if thought fit, to pass the following resolutions:-

- 7 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 6)**

“THAT subject to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 75 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued pursuant to this general mandate does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“Proposed 20% General Mandate”).

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022. Thereafter, with effect from 1 January 2023, the general mandate limit shall revert to 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being, pursuant to

Paragraph 6.03 of the Main Market Listing Requirements (“Proposed 10% General Mandate”).

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter be referred to as the “Proposed General Mandate”.)

THAT the Directors of the Company be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities. THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete, take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

8 Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature and Proposed New Shareholders Mandate for New Recurrent Related Party Transactions of a revenue or trading nature **(Ordinary Resolution 7)**

“THAT subject to the Companies Act 2016 (the “Act”) and Bursa Malaysia Securities Berhad Main Market Listing Requirements, other applicable laws, guidelines, rules and regulations, and the approval of the relevant government and/or regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties (“Recurrent Related Party Transactions”) as set out in Section 2.3.3 and 2.3.4 of Part A of the Circular to Shareholders dated 26 May 2022 (“the Circular”), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are no more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm’s length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;
- (ii) the shareholders’ mandate is subject to annual renewal and this shareholders’ mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:

(a) the conclusion of the next AGM of the Company following the AGM at which this shareholders’ mandate is approved, at which time it will

lapse, unless by a resolution passed at the next AGM, such authority is renewed; or

(b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) this shareholders' mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/ or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution

9 Proposed New Share Buy-Back Authority to purchase up to ten percent (10%) of its total issued shares ("Proposed Share Buy-Back") (Ordinary Resolution 8)

"THAT subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the 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 (where applicable) available at the time of the purchase,

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/ or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/ or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed 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
26 May 2022

Notes:-

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual AGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the 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 limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a 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 the hand of an office or attorney duly authorised.
6. The form of proxy must be deposited at the Company’s Share Registrar Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 16 June 2022 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

Explanatory Notes

Note A - Audited Financial Statements for the financial year ended 31 December 2021

This Agenda is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Ordinary Resolution 1 - Payment of Directors’ Fees

The proposed Ordinary Resolution 1, if passed, will authorise the payment of the Directors’ fees of not exceeding RM300,000 for the financial year ending 31 December 2022.

Ordinary Resolution 2 - Payment of 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 27th AGM until the next AGM of the Company.

Ordinary Resolution 6 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act

Bursa Securities has via its letter dated 23 December 2021 extended the implementation period of several temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities from 10% to 20% of the total number of issued shares of the Company for the time being. This general mandate limit increase is only valid up till 31 December 2022 and thereafter, the 10% general mandate limit will be reinstated.

The proposed ordinary resolution is a mandate sought for issue of securities and if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being (“Proposed 20% General Mandate”) up to 31 December 2022. With effect from 1 January 2023, the 10% general mandate limit according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities will be reinstated (“Proposed 10% General Mandate”).

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

After due consideration of the financial position of the Company, future financial needs of the Company and the prevailing economic conditions in light of the global COVID-19 pandemic, the Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to raise funds expeditiously without having to incur additional costs and time, if the need arises. It enables the Directors to take swift action in case of a potential fund-raising exercise to fund current and/or future investment projects, working capital, day-to-day operational expenses and/or acquisitions, as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no shares have been issued pursuant to the general mandate granted at the last AGM.

Ordinary Resolution 7 - Proposed renewal and new Shareholders Mandate for New Recurrent Related Party Transactions of a revenue or trading nature

Paragraph 10.09 of the MMLR states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations (“RRPT”), a listed issuer may seek a shareholder mandate.

The proposed resolution 7, if passed, will authorize the Company and each of its subsidiaries to enter into RRPT with the mandated related parties as identified in Sections 2.3.3 and 2.3.4 of the Circular, which are necessary for the Group’s day-to-day operations, provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders.

By obtaining the Shareholder Mandate, the necessity to convene separate meetings from time to time to seek shareholders’ approval as and when such RRPT occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

Ordinary Resolution 8 - Proposed New Share Buy-Back Authority to purchase up to ten percent (10%) of its total issued shares

The proposed Ordinary Resolution 8, if passed will empower the Company to purchase its own ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 26 May 2022 for further information.

PERSONAL DATA PRIVACY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of persons who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking election as Director at the 27th AGM of the Company.

A Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Details of the general mandate for the authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act, 2016 are set out in Explanatory Notes of the Notice of 27th Annual General Meeting.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

G CAPITAL BERHAD – 27th Annual General Meeting

Date	:	Monday, 27 th June 2022
Time	:	9.00 a.m.
Meeting Venue	:	https://web.vote2u.my
Domain Registration Numbers with MYNIC	:	D6A471702

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the 27th Annual General Meeting (“AGM”) will be held virtually and online remote voting using the Remote Participation and Voting Facilities (“RPV”).

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 16 June 2022 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder’s participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. (“AGMO”) via its **Vote2U Online** website at <https://web.vote2u.my>.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	The registration will open from the day of notice <ol style="list-style-type: none">Access website at https://web.vote2u.myClick “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Log in as user completed.

		<p>g. Your registration will be verified and an email notification will be sent to you. Please check your email.</p> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
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B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 9.00 am, 25 June 2022, Saturday.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> ○ MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy ○ *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to Company's Share Registrar Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor.</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from 8.00 am, Monday, 27 June 2022, one (1) hour before the commencement of the AGM.</p> <ol style="list-style-type: none">Login with your email and passwordSelect the General Meeting event (for example, "GCAP's 27th AGM").Check your details.Click "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click "Ask Question" button to post question(s).Type in your question and click "Submit". <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote.

		[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]
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ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

Enquiry

- a. If you have enquiry relating to the AGM Administrative Guide for Shareholders, please contact our **Investor Relation** during office hours:

Email: office@gcapital.com.my

- b. If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting:

Email: vote2u@agmostudio.com



G CAPITAL BERHAD

[Registration No.: 199501000977 (330171-P)]
(Incorporated in Malaysia)

CDS account no.

No. of shares held

PROXY FORM

I/We*NRIC No./ Passport No./ Registration No.....
(name of shareholders as per NRIC, in capital letters)

of
(full address)

Email Address:Contact No.

being a member/members* of G CAPITAL BERHAD, hereby appoint
(name of proxy as per NRIC, in capital letters)

NRIC No./ Passport NoNo. of share to be represented.....

of.....
(full address)

Email Address:Contact No.

and/or failing him/her*,NRIC No./ Passport No.....
(name of proxy as per NRIC, in capital letters)

No. of share to be represented.....of

.....
(full address)

Email Address:Contact No.

You are required to fill in the contact no. and email address in order to participate the 27th Annual General Meeting (“27th AGM”), otherwise, we are unable to register you as the participant of the meeting.

or failing him/her*, the Chairman of the Meeting as my/our* proxy to vote for me/us* on my/our* behalf at the 27th AGM of the Company or any adjournment thereof will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Monday, 27 June 2022 at 9.00 a.m. or any adjournment thereof.

	Resolutions	FOR	AGAINST
Ordinary Resolution 1	To approve the payment of Directors’ fees of not exceeding RM300,000 for the financial year ending 31 December 2022		
Ordinary Resolution 2	To approve the payment of Directors’ benefits		
Ordinary Resolution 3	To re-elect Dato’ Rosli bin Sharif		
Ordinary Resolution 4	To re-elect Jason Fong Jian Sheng		
Ordinary Resolution 5	To re-appoint Messrs UHY as Auditors of the Company		
Ordinary Resolution 6	Proposed General Mandate to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
Ordinary Resolution 7	Proposed renewal and new shareholders mandate for New Recurrent Related Party Transactions of a revenue or trading nature.		
Ordinary Resolution 8	Proposed Share Buy-Back		

* Strike out whichever is not desired.

[Please indicate with a cross (x) in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific directions, your proxy may vote or abstain as he thinks fit.]

.....
Signature or Common Seal
Of Member/(s)

Dated this: _____ day of _____ 2022

Notes:-

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2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the 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 limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy
5. The instrument appointing a 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 the hand of an office or attorney duly authorised.
6. The form of proxy must be deposited at GCAP’s Share Registrar’s Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 16 June 2022 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

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AFFIX
STAMP

**The Share Registrar of
G Capital Berhad**
[Registration No.: 199501000977 (330171-P)]

c/o Aldpro Corporate Services Sdn Bhd
Level 5, Block B
Dataran PHB, Saujana Resort
Section U2
40150 Shah Alam
Selangor Darul Ehsan
Malaysia

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