



**GRAND CENTRAL ENTERPRISES BHD.**  
**Registration No. 198401019138 (131696-V)**  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty Ninth ("39th") Annual General Meeting ("AGM") of the Company will be held at the Grand 5, 10th Floor, Hotel Grand Continental, Jalan Belia/ Jalan Raja Laut, 50350 Kuala Lumpur on Thursday, 25 April 2024 at 9.30 a.m. to transact the following businesses:

- To receive the Audited Financial Statements for the year ended 31 December 2023 together with the Reports of Directors' and Auditors' thereon. **[Refer to Explanatory Note (i)]**
- To re-elect the following directors who retire in accordance with Clause 76 of the Company's Constitution, being eligible, offer themselves for re-election:
  - Tan Hwa Imm **(Resolution 1)**
  - Lim Thian Loong **(Resolution 2)**
- To re-elect the following directors who retire in accordance with Clause 82 of the Company's Constitution, being eligible, offer themselves for re-election:
  - Ling Chee Min **(Resolution 3)**
  - Lim Beng Weh **(Resolution 4)**
- To approve the payment of Directors' fees of RM155,000 and other benefits of up to RM1,100,000 for the period from 26 April 2024 until the next AGM. **(Resolution 5)**
- To consider, and if thought fit, to pass the following resolution: **(Resolution 6)**

"THAT Messrs Grant Thornton Malaysia PLT, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM at a fee to be determined by the Directors at a later date."

### Special Business

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

- Ordinary Resolution - Retention of Independent Non-Executive Director** **[Refer to Explanatory Note (ii)]**

"THAT approval be hereby given to Lim Thian Loong to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM." **(Resolution 7)**
- To transact any other business for which due notice shall have been given.

### BY ORDER OF THE BOARD

**TAN KOK AUN (MACS 01564) (SSM PC No. 201908003805)**  
**NIP CHEE SIEN (MAICSA 7066996) (SSM PC No. 202008003954)**  
Company Secretaries

Kuala Lumpur,  
29 March 2024

### Notes:

- A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a Member 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.
- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 3A, Mezzanine Floor, Jalan Ipoh Kecil, 50350 Kuala Lumpur, at least forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
- Depositor whose name appears on the Record of Depositors as at 18 April 2024 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.
- All the resolutions set out in this Notice of 39th AGM shall be put to vote by poll.

### EXPLANATORY NOTES

(i) Agenda on Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.

(ii) Retention of Independent Non-Executive Director

The proposed adoption of Resolution 7 is to seek shareholders' approval to retain the following director as Independent Non-Executive Director of the Company:

Mr. Lim Thian Loong has been appointed as the Independent Non-Executive Director of the Company since 8 May 2013. The Nominating Committee and Board of Directors have carried an evaluation and assessment and concluded that Mr. Lim stays independent and objective in board deliberations and decision making and is able to act in the best interests of the Company. Mr. Lim is not related to any Directors and Substantial Shareholders of the Company and is not under influence of other directors and is self determined.