

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ge-Shen Corporation Berhad ("Ge-Shen" or the "Company") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities provided by Agmo Digital Solutions Sdn. Bhd. via its Vote2U Online Platform in Malaysia at <https://web.vote2u.my> (Domain registration number with MYNIC: D6A471702) from the broadcast venue at Unit 8, Level 5, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor, Malaysia on Tuesday, 22 October 2024 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 400,000 ORDINARY SHARES IN LOCAL ASSEMBLY SDN BHD [200001032192 (534799-U)] ("LOCAL ASSEMBLY"), REPRESENTING 40.0% EQUITY INTEREST IN LOCAL ASSEMBLY FOR A CASH CONSIDERATION OF RM48.00 MILLION ("PROPOSED ACQUISITION")

"**THAT**, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire 400,000 ordinary shares in Local Assembly, representing 40.0% equity interest in Local Assembly from Chai Voon Sun, Gurmakh Singh A/L Ajmer Singh and Wee Thian Song (collectively, "**Vendors**") for a cash consideration of RM48.00 million, in accordance with the terms and conditions as set out in the share sale agreement dated 4 March 2024 entered into between the Company and the Vendors for the Proposed Acquisition.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities and to take all steps and action as the Directors may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF GE-SHEN TO INCLUDE THE BUSINESS OF ELECTRONIC MANUFACTURING SERVICES ("EMS") ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the passing of the Ordinary Resolution 1, and subject to the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities being obtained, approval be and is hereby given to the Company to diversify its existing business to include the business of EMS.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities, and to take all steps and actions as the Directors of the Company may deem fit or expedient in the best interest of the Company in order to carry out, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 3

PROPOSED PRIVATE PLACEMENT OF UP TO 39,595,000 NEW GE-SHEN SHARES ("PROPOSED PRIVATE PLACEMENT")

"**THAT**, subject to the passing of the Ordinary Resolution 1, and subject to the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") and the approvals of all relevant governmental and/or regulatory authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue and allot up to 39,595,000 new ordinary shares in the Company ("**Ge-Shen Shares**" or "**Shares**") ("**Placement Shares**") representing approximately 30% of the existing total number of issued shares of the Company to independent third party investor(s) to be identified later ("**Placees**"), in a single or multiple tranche(s), at an issue price for each tranche to be determined and fixed by the Board at a later date **AND THAT** the issue price shall, in no event, be at a discount of more than 10.00% to the 5-day volume weighted average market price of Ge-Shen Shares immediately preceding the price fixing date(s);

THAT such Placement Shares shall upon allotment and issuance, rank equally in all respects with the then existing Ge-Shen Shares in issue, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date(s) are prior to the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Company's Constitution;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular to Shareholders of the Company dated 7 October 2024 and the Board be and is hereby authorised with full power to vary the manner and/or purposes of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance with the Listing Requirements and the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give full effect to and complete the Proposed Private Placement, with full powers to assent to any conditions, modifications, variations and/or amendments deemed fit, necessary and/or expedient in the best interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions as deemed fit, necessary and/or expedient in order to implement, finalise, give full effect to and complete the Proposed Private Placement."

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

BY ORDER OF THE BOARD OF GE-SHEN CORPORATION BERHAD

Chan Min Wai (MIA 26548) (SSM PC No. 202108000131)
Mak Chooi Peng (MAICSA 7017931) (SSM PC No. 201908000889)
Company Secretaries

Kuala Lumpur

7 October 2024

Notes:

- A. The EGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Agmo Digital Solutions Sdn. Bhd. via its Vote 2U online platform at <https://web.vote2u.my>. Please follow the steps and procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the Vote 2U Online Platform.
- B. The conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.
- C. With the RPV facilities, the members, proxies and/or corporate representatives are to exercise their rights to participate (including to post questions to the Chairman, Board of Directors or Management) and vote at the EGM.
As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate online via real time submission of typed texts through a text box within the Vote 2U Online Platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to adrian.foong@gscorp.com.my during the EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be responded via broadcast by the Chairman, Board of Directors and/or Management during the EGM.
- D. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 October 2024 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- E. A member entitled to attend and vote at this EGM 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 this EGM, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- F. 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.
- G. 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.
- H. 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.
- I. 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.
- J. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, through either one of the following avenues, and in default, the instrument of proxy shall not be treated as valid:-
 - (a) In Hardcopy Proxy Form
 - (i) To be deposited at the Company's Registered Office at No. 808, Jalan 17/24, 46400 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Sunday, 20 October 2024 at 10.30 a.m. or any adjournment thereof; or
 - (b) In Softcopy Proxy Form
 - (i) To be submitted by email to jason.chan@gscorp.com.my not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than Sunday, 20 October 2024 at 10:30 a.m. or any adjournment thereof.
- K. The lodging of the Proxy Form does not preclude you from attending and voting remotely at the EGM should you subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company via email to jason.chan@gscorp.com.my not less than forty-eight (48) hours before the time stipulated for holding the EGM or any adjournment thereof i.e. no later than Sunday, 20 October 2024 at 10:30 a.m. or any adjournment thereof.