

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting ("6th AGM") of the **GFM SERVICES BERHAD** ("the Company") will be held at Royale Chulan Damansara Hotel, 2A, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor on Thursday, 20 June 2019 at 11.30 a.m. for the following purposes: -

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. | Please refer to Note B |
| 2. To declare a Final Single Tier Tax Exempt Dividend of 1.1043 sen per Ordinary Share in respect of the financial year ended 31 December 2018. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the financial year ended 31 December 2018. | Resolution 2 |
| 4. To approve the payment of Directors' fees and benefits payable up to an amount of RM419,000 for the period from 1 January 2019 until the next Annual General Meeting of the Company to be held in 2020. | Resolution 3 |
| 5. To re-elect the following Directors who retires in accordance with Clause 98 of the Constitution of the Company and being eligible, offer themselves for re-election:-
a) Mr Zainal Bin Amir
b) Mr Ashok Virendra Shah | Resolution 4
Resolution 5
Resolution 6 |
| 6. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 6 |

Special Business

7. To consider and, if thought fit, pass with or without modifications, the following Resolution:-
Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016. **Resolution 7**

"**THAT**, subject to the Companies Act, 2016, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/ regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 76 of the Companies Act, 2016 to issue and allot not more than ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

8. **PROPOSED ALTERATION OF CONSTITUTION OF THE COMPANY ("PROPOSED ALTERATION OF CONSTITUTION")** **Special Resolution**

"**THAT** approval be and is hereby given for the existing Clauses 15.5 and 151 in the Constitution of the Company be deleted and substituted by the new Clauses as set out in "Appendix A".

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Alteration of Constitution with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

9. To transact any other business of the Company of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a Final Single Tier Tax Exempt Dividend of 1.1043 sen per Ordinary Share in respect of the financial year ended 31 December 2018 will be payable on 19 July 2019 to Depositors registered in the Record of Depositors at the close of business on 5 July 2019.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 5 July 2019 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

GFM SERVICES BERHAD

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

30 APRIL 2019

Notes:-

A. Appointment of Proxy

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he(she) shall specify the proportion of his(her) shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorized in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 June 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/ or vote on his(her) behalf.

B. Audited Financial Statements for the Financial Year ended 31 December 2018

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Authority For Directors To Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016.

The Ordinary Resolution 7 proposed under item 7 above is a new mandate and if passed, will authorised the Directors of the Company to issue new shares up to a maximum ten percent (10%) of the total issued and paid-up share capital of the Company at the time of issue for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the next Annual General Meeting.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment, working capital and/or acquisitions.

Special Resolution - Proposed Alteration of Constitution

The Special Resolution will align the Constitution of the Company with the relevant provisions of the Companies Act 2016, the updated ACELR of Bursa Securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency. The proposed alteration of Constitution is set out in the "Appendix A" accompanying the Annual Report to shareholders dated 30 April 2019.

This special resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.