



G CAPITAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("28th AGM") of G Capital Berhad will be 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 Wednesday, 28 June 2023 at 8.30 a.m. for the following purposes:-

AGENDA

Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2022 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 2023. **(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 28th AGM until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- 4 To re-elect Datuk Yap Yee Ping who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **(Ordinary Resolution 3)**
- 5 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 4)**

Special Business

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

- 6 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 5)**

"THAT subject to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016, read together with Clause 57 of the Company's Constitution, approval be given to waive the statutory

pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligations to offer the new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the new Shares pursuant to Sections 75 & 76 of the Companies Act, 2016.”

7 Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature *(Ordinary Resolution 6)*

“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 of the Circular to Shareholders dated 28 April 2023 (“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

8 Proposed Renewal of Share Buy-Back Authority *(Ordinary Resolution 7)*

“THAT subject to the Companies Act, 2016 (“the Act”), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares as may be determined by

the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

a) the aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any); and

b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase, upon such terms and conditions as set out in the Statement to Shareholders dated 28 April 2023.

THAT the authority conferred by this resolution shall continue to be in force until:-

a) the conclusion of the next AGM of the Company following this AGM at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions; or

b) the expiration of the period within which the next AGM of the Company is required by law to be held; or

c) the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) of the ordinary shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase(s) of the ordinary shares by the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

a) distribute the ordinary shares as share dividends to shareholders; and/or

b) resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; and/or

c) transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees' share scheme; and/or

d) transfer the ordinary shares or any of the ordinary shares as purchase consideration; and/or

e) cancel the ordinary shares or any of the ordinary shares; and/or

f) sell, transfer or otherwise use the ordinary shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as necessary or expedient to implement, finalise or complete or to give full effect to the purchase(s) of the ordinary shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

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
28 April 2023

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 proxy form must be deposited at the Company's Share Registrar Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur 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 19 June 2023 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 2022

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 2023.

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 28th AGM until the next AGM of the Company.

Ordinary Resolution 5 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act

Ordinary Resolution 5, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the issued shares of the Company

for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM.

This renewed mandate will provide flexibility to the Company for the allotment of shares for any possible fund-raising activities, including but not limited to the placing of shares, funding working capital, future expansion, investment and/or acquisition(s) as deemed necessary by the Directors, thereby reducing administrative time and cost associated with the convening of such meeting(s).

The waiver of pre-emptive rights will allow the Directors of the Company to issue new ordinary shares of the Company to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 27th AGM held on 27 June 2022 which will lapse at the conclusion of the 28th AGM.

Ordinary Resolution 6 - Proposed Renewal of Shareholders Mandate for Recurrent Related Party Transactions of a revenue or trading nature

The proposed Resolution 6, is a renewal of the previous year Shareholders' Mandate and if passed will allow the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature in order to comply with Paragraph 10.09 of Chapter 10 and Practice Note 12 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

Further information on the Proposed Renewal of Shareholders Mandate for RRPT of a Revenue and Trading Nature is set out in the Circular to Shareholders of the Company dated 28 April 2023 which is made available on the Company's website at www.gcapital.com.my or on Bursa Securities' website.

Ordinary Resolution 7 - Proposed Renewal of Share Buy-Back Authority

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.

The details of the Proposed Renewal of Share Buy-Back Authority are set out in the Statement to Shareholders dated 28 April 2023.

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 28th 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 28th Annual General Meeting.