



G CAPITAL BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of G Capital Berhad (“GCAP” or the “Company”) 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 Friday, 3 November 2023 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO RM112,883,159 NOMINAL VALUE OF 1,411,039,484 FIVE (5)-YEAR, 8.0% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“RCULS”) AT 100% OF ITS NOMINAL VALUE OF RM0.08 EACH ON THE BASIS OF FOUR (4) RCULS FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF GCAP (“GCAP SHARE”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)

“THAT subject to the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and conditional upon the approvals of all relevant authorities/parties, where required, the board of directors of GCAP (“Board”) be and is hereby authorised to:-

- (i) provisionally allot and issue up to RM112,883,159 nominal value of 1,411,039,484 RCULS at 100% of its nominal value of RM0.08 each on the basis of four (4) RCULS for every one (1) existing GCAP Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board and announced later;
- (ii) enter into and execute the trust deed to be executed by the Company and the trustee appointed by GCAP constituting the RCULS (“Trust Deed”) and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed;
- (iii) allot and issue new GCAP Shares arising from the conversion of the RCULS (including further RCULS arising from any adjustments under the provisions of the Trust Deed); and
- (iv) such further number of new GCAP Shares as may be required or permitted to be issued and allotted as a consequence of the adjustments under the provisions of the Trust Deed;

THAT the proceeds of the Proposed Rights Issue be utilised for the purpose as set out in Section 3.0 of the Circular, and the Board be and is hereby authorised to revise the manner and purpose of the utilisation of proceeds as it may deem fit, expedient and in the best interests of the Company subject to the approval of any relevant authorities (where required);

THAT the new GCAP Shares to be issued arising from the conversion of the RCULS shall, upon allotment and issue, rank equally in all respects with the then existing GCAP Shares, save and except that such new GCAP Shares to be issued arising from the conversion of the RCULS shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of such new GCAP Shares to be issued arising from the conversion of the RCULS;

AND THAT any one Director of GCAP be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as he may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue.”

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 Darul Ridzuan

22 September 2023

Notes:-

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual EGM 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 officer or attorney duly authorised.
6. The form of proxy must be deposited at GCAP's Share Registrar's Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia 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 October 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.