

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth Annual General Meeting of GUAN CHONG BERHAD (“GCB” or “the Company”) will be conducted entirely through live streaming from the meeting venue at PLO 207, Jalan Tembaga Satu, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor on Monday, 30 May 2022 at 10.00 a.m. for the following purposes:

### AGENDA

#### ***As Ordinary Business***

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees and allowances up to RM850,000 for the financial year ending 31 December 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **Ordinary Resolution 1**
3. To declare a final single tier dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 December 2021. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Regulation 91 of the Company’s Constitution:
  - i) Hia Cheng **Ordinary Resolution 3**
  - ii) Tay Hoe Lian **Ordinary Resolution 4**
5. To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

#### ***As Special Business***

To consider and if thought fit, to pass the following resolutions with or without any modifications as resolutions:

6. **Authority to Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016** **Ordinary Resolution 6**

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and other relevant governmental or regulatory bodies, where such approvals are necessary, the Directors be hereby empowered, pursuant to Section 75 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

## Notice of Annual General Meeting (Cont'd)

**7. Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPT")** **Ordinary Resolution 7**

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be hereby given for the renewal of and new shareholders' mandate for the GCB Group to enter into and to give effect to specified RRPT and with the related parties as stated in Section 4.3 of the Circular to Shareholders dated 28 April 2022, which are necessary for its day-to-day operations, to be entered into by the GCB Group on the basis that these transactions are or to be entered into on terms which are not more favorable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company" ("Proposed Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Shareholders' Mandate has been passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

**8. Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital** **Ordinary Resolution 8**

"THAT, subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to purchase such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- (i) the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued share capital of the Company; and
- (ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company;

## Notice of Annual General Meeting (Cont'd)

"THAT the Directors be hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate."

### 9. **Proposed retention of Tan Ah Lai as Independent Director**

### **Ordinary Resolution 9**

THAT approval be hereby given to Tan Ah Lai who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance.

10. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

### **NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Eighteenth Annual General Meeting, the proposed final single tier dividend of 2.0 sen per share in respect of the financial year ended 31 December 2021, will be paid on 10 June 2022 to depositors registered in the Record of Depositors of the Company at the close of business on 18 May 2022.

A depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 18 May 2022 in respect of ordinary transfers; or
- b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

# Notice of Annual General Meeting (Cont'd)

By order of the Board,

NG MEI WAN  
(SSM Practicing Certificate No.: 201908000801) (MIA 28862)  
TAN HUI KHIM  
(SSM Practicing Certificate No.: 201908000859) (LS 0009936)  
Company Secretaries

Muar, Johor  
28 April 2022

## Notes:

### 1. IMPORTANT NOTICE

The Meeting Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/proxies/corporate representatives/attorneys **WILL NOT BE ALLOWED** to attend the Eighteenth Annual General Meeting ("AGM") in person at the Meeting Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via the Remote Participation and Electronic Voting ("RPEV") facility provided by Boardroom Share Registrars Sdn. Bhd. via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657)

2. Only depositors whose names appear in the Record of Depositors as at 23 May 2022 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
3. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy. A member who has appointed a proxy or power of attorney or authorised representative at the AGM via RPEV facility must request his/her proxy to register himself/herself for RPEV facility at <https://investor.boardroomlimited.com>. Please refer to the Administrative Details for AGM.
4. 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.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised. In the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
6. To be valid, the duly completed proxy form or power of attorney or certificate of appointment of corporate representatives must be deposited at the Share Registrars of the Company situated at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by electronic lodgement via <https://investor.boardroomlimited.com> not less than twenty-four (24) hours before the time for holding the meeting as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of AGM to be put to vote by poll. Please refer to the Administrative Details for AGM on the procedures for electronic lodgement of proxy form or power of attorney or certificate of appointment of corporate representatives.

## Notice of Annual General Meeting (Cont'd)

### **Explanatory Notes:**

#### **7. Item 1 of the Agenda**

This Agenda item 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.

#### **8. Item 2 of the Agenda – Ordinary Resolution 1 Approval of Directors' fees and allowances for the financial year ending 31 December 2022**

Directors' fees and allowances approved for the financial year ended 31 December 2021 were RM850,000. The Directors' fees and allowances proposed for the financial year ending 31 December 2022 are calculated based on the number of scheduled Board and Committee Meetings for year 2022 and assuming that all Non-Executive Directors will hold office until the conclusion of the next annual general meeting.

This resolution is to facilitate payment of Directors' fees and allowances on current financial year basis. In the event the Directors' fees and allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees and allowances to meet the shortfall.

#### **9. Item 6 of the Agenda – Ordinary Resolution 6 Authority to Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016**

- (a) The proposed Ordinary Resolution no. 6, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting ("AGM") to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued share capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.
- (b) The mandate now sought is a renewal from the previous mandate obtained at the last AGM held on 31 May 2021 which will expire at the conclusion of the forthcoming AGM.
- (c) 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 last AGM held on 31 May 2021.
- (d) The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

#### **10. Item 7 of the Agenda – Ordinary Resolution 7 Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPT") ("Proposed Shareholders' Mandate")**

The proposed Ordinary Resolution no. 7, if passed, will approve RRPT which are necessary for the Group's day-to-day operations to be entered into by the Company and its subsidiaries with the respective related parties from the forthcoming Annual General Meeting ("AGM") to the next AGM; subject to the condition that the transactions are entered into on terms which are not more favorable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company. Further details on the Proposed Shareholders' Mandate are provided in the Circular to Shareholders dated 28 April 2022.

## Notice of Annual General Meeting (Cont'd)

11. **Item 8 of the Agenda – Ordinary Resolution 8**  
**Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital (“Proposed Shares Buy-Back Authority”)**

The proposed Ordinary Resolution no. 8, if passed, will empower the Directors to purchase shares in the Company up to an amount not exceeding ten percent (10%) of the issued share capital of the Company as they consider would be in the interest of the Company. Further details on the Proposed Shares Buy-Back Authority are provided in the Circular to Shareholders dated 28 April 2022.

12. **Item 9 of the Agenda – Ordinary Resolution 9**  
**Proposed Retention of Tan Ah Lai as Independent Director**

The Board has assessed the independence of the Director, Tan Ah Lai who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- i) He fulfill the criteria under the definition of an Independent Director (except for item h) as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he will be able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- ii) During his tenure in office, he not developed, established or maintained any significant relationship which would impair his independence as Independent Director with the Executive Directors and major shareholders other than normal engagements and interactions on a professional level consistent and expected of them to carry out his duties as Independent Non-Executive Director and Chairman or member of the Board’s Committees;
- iii) During his tenure in office, he has never transacted or entered into any transactions with, nor provided any services to the Company and its subsidiaries, within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of Listing Requirements;
- iv) He has currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiaries;
- v) During his tenure in office as Independent Non-Executive Director in the Company, he has not been offered or granted any options by the Company. Other than Director’s fees and allowances paid which have been an industry norm and within acceptable market rates and duly disclosed in this Annual Report, no other incentives or benefits of whatsoever nature had been paid to them by the Company;
- vi) His vast experience and legal and accounting background enable him to provide the Board with a diverse set of experience, expertise and independent judgment; and
- vii) He has performed his duties diligently and in the best interest of the Company and provide a broader view, independent and balanced assessment of proposals from the management.

13. **ANNUAL REPORT**

The Annual Report for the financial year ended 31 December 2021 is now available at the Company’s corporate website, [www.gbcocoa.com](http://www.gbcocoa.com). Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholders who wish to receive the printed Annual Report may email your request to Boardroom Share Registrars Sdn. Bhd. [199601006647 (378993-D)] at [Mohamed.Sophiee@boardroomlimited.com](mailto:Mohamed.Sophiee@boardroomlimited.com) or [Muhammad.Taufiq@boardroomlimited.com](mailto:Muhammad.Taufiq@boardroomlimited.com)

## Notice of Annual General Meeting (Cont'd)

### **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 INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS**

No individual is seeking election as a Director at the Eighteenth Annual General Meeting of the Company.

# Administrative Details

For Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of Guan Chong Berhad

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia ("Government")'s official guidance for practising social distancing, the Board of Directors of GUAN CHONG BERHAD ("Board") has decided that the 18<sup>th</sup> AGM of GUAN CHONG BERHAD ("the Company" or "GCB") shall be held on virtual basis and entirely via Remote Participation and Electronic Voting ("RPEV") facilities on the date, time and at the Meeting Venue, as follows:




- Date : Monday, 30 May 2022
- Time : 10.00 a.m.
- Meeting Venue : PLO 207, Jalan Tembaga Satu,  
Kawasan Perindustrian Pasir Gudang,  
81700 Pasir Gudang, Johor
- Online Meeting Platform : <https://meeting.boardroomlimited.my>  
(Domain Registration No. with MYNIC – D6A357657)
- Mode of Communication : 1. Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the 18<sup>th</sup> AGM, which is from 9.00 a.m. on Monday, 30 May 2022
2. Shareholders may submit questions in advance on the 18th AGM resolutions and Annual Report 2021 commencing from 29 April 2022 and in any event not later than Sunday, 29 May 2022 at 10.00 a.m. via Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2 below, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions").

## PRECAUTIONARY MEASURES ON COVID-19

1. The Company invites shareholders to participate in the upcoming 18<sup>th</sup> AGM from their home or office and follow the entire proceedings as the 18<sup>th</sup> AGM would be conducted via RPEV facilities. The AGM will be conducted in accordance with the practices that have already been adopted by other internationally developed capital markets. The 18<sup>th</sup> AGM is transparent, has a high level of integrity and is environmentally friendly. Our approach also supports the Government's initiative to ban mass gathering as part of its safety measure to contain the spread of COVID-19, while concurrently observes 18<sup>th</sup> AGM deadline as stipulated in the Companies Act 2016. Furthermore, throughout the years, the resolutions in our 18<sup>th</sup> AGM have been passed electronically, and the adoption of a virtual AGM is one step ahead for good corporate governance practice.

Please note that the Meeting Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Regulation 73 of the Company's Constitution. **NO SHAREHOLDERS/PROXIES/POWER OF ATTORNEY/CORPORATE REPRESENTATIVES** should be physically present at or admitted to the Meeting Venue on the day of the AGM.

## VOTING PROCEDURE

1. The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad ("Bursa Malaysia") Main Market Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and Independent Scrutineers to verify and validate the poll results.
2. For the purposes of this 18<sup>th</sup> AGM, e-voting will be carried out via the following voting devices:
  - a. Personal smart mobile phones  , tablets  or Laptops 



Administrative Details (Cont'd)  
For Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of Guan Chong Berhad

3. There are two (2) methods for members and proxies who wish to use their personal voting device to vote. The methods are as follows:
  - a. Use QR Scanner Code given in the email to you; OR
  - b. Go to the website URL <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657)
4. The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman and the Chairman will declare whether the resolutions put to vote were successfully carried or not.
6. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the 18<sup>th</sup> AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the 18<sup>th</sup> AGM is maintained. Kindly note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

**ONLINE REGISTRATION PROCEDURE**

7. Please note that the RPEV facilities is available to **(i) Individual Members; (ii) Corporate Shareholders; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee** shall use the RPEV facilities to participate and vote remotely at the 18<sup>th</sup> AGM.
8. If you choose to participate in the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.
9. Kindly follow the steps below on how to request for login ID and password.

**Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password)*

- a. Access website <https://investor.boardroomlimited.com>
- b. Click <<**Register**>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

**Step 2 – Submit Request for Remote Participation User ID and Password**

*(Note: The registration for remote access will be opened on 29 April 2022)*

**Individual Members**

- Login to <https://investor.boardroomlimited.com> using your. login credentials created with Boardroom Smart Investor Portal from Step 1 above.
- Select "**GUAN CHONG BERHAD (18<sup>th</sup>) ANNUAL GENERAL MEETING**" from the list of Corporate Meetings and click "**Enter**".
- Click on "Register for RPEV"
- Read and agree to the terms & conditions and confirm the declaration by clicking "**Next**".
- Enter your CDS Account Number and thereafter submit your request.

## Administrative Details (Cont'd)

For Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of Guan Chong Berhad

### Appointment of Proxy

- Log in to <https://investor.boardroomlimited.com> using your login credentials created with Boardroom Smart Investor Portal from Step 1 above.
- Select "**GUAN CHONG BERHAD (18<sup>th</sup>) ANNUAL GENERAL MEETING**" from the list of Corporate Meetings and click "**Enter**".
- Click on "**Submit eProxy Form**".
- Read and accept the General Terms and Conditions by clicking "**Next**".
- Enter your CDS Account Number and number of securities held.
- Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- Indicate your voting instructions- "**FOR**" or "**AGAINST**", otherwise your proxy will decide your vote.
- Review and confirm your proxy appointment and click "**Apply**".
- Download or print the eProxy form as acknowledgement.

### Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request.
- Please provide a copy of the Corporate Representative's or Proxy Holder's MyKad (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
  - a. You will receive a notification from Boardroom that your request has been received and is being verified.
  - b. Upon system verification against the 18<sup>th</sup> AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
  - d. Please note that the closing time to submit your request is at 10:00am on 29 May 2022 to avoid any delay in the registration process.

### Step 3 – Login to Virtual Meeting Portal

*(Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users)*

- a. The Virtual Meeting portal will be open for login starting an hour (1 hour) before the commencement of 18<sup>th</sup> AGM at **9:00am on 30 May 2022**.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. *(Refer to Step 2(c) above)*.
- c. The steps will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the Messaging window (for asking questions) will be disabled the moment the Chairman announces the closure of the 18<sup>th</sup> AGM.
- e. You can now logout from Virtual Meeting Portal.

## PARTICIPATION THROUGH LIVE WEBCAST, QUESTION AND VOTING AT THE 18<sup>TH</sup> AGM

1. The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the 18<sup>th</sup> AGM, as well as financial performance/prospect of the Company.
2. All modes of communications are accepted for the purpose of posting questions to the Chairman and Board before or during the 18<sup>th</sup> AGM. Shareholders are however encouraged to post questions via the online platform during the 18<sup>th</sup> AGM.
3. Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the 18<sup>th</sup> AGM, after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.

## Administrative Details (Cont'd)

For Eighteenth Annual General Meeting (“18<sup>th</sup> AGM”) of Guan Chong Berhad

- Shareholders who participate in the 18<sup>th</sup> AGM are able to view the Company’s presentation or slides via the live webcast.

### ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on **23 May 2022** (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

### FORM(S) OF PROXY

- You may download the Proxy form(s) from our website at <https://www.gcbcocoa.com/content/annual-reports>.
- If you are unable to attend the online 18<sup>th</sup> AGM and wish to appoint the Chairman of the 18<sup>th</sup> AGM as your proxy to vote on your behalf, please deposit your proxy form at the office of the company’s share registrar, Boardroom Share Registrars Sdn. Bhd. at **11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor** no later than 10.00 a.m. on 29 May 2022 (24 hours before the 18<sup>th</sup> AGM). Any alteration to the Form of Proxy must be initialled.
- Alternatively, the proxy appointment may also be lodged electronically at <https://investor.boardroomlimited.com>, which is free and available to all individual shareholders no later than 10.00 a.m. on 29 May 2022 (24 hours before the 18<sup>th</sup> AGM). For further information, kindly refer to the **“Online Registration Procedure”** above.
- If you wish to participate in the 18<sup>th</sup> AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the 18<sup>th</sup> AGM together with a proxy appointed by you**

### REVOCAION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic 18<sup>th</sup> AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy 24 hours before the meeting.

### RECORDING OR PHOTOGRAPHY AT THE ONLINE AGM

No recording or photography of the AGM proceeding is allowed without the prior written permission of the Company.

### ANNUAL REPORT 2021 – GO DIGITAL & PAPERLESS!

- As part of our dedicated commitment to sustainable practices, the Annual Report 2021 can be downloaded from our website at <https://www.gcbcocoa.com/content/annual-reports> and also at Bursa Malaysia website under “Company Announcements”.
- Since the 18<sup>th</sup> AGM will be conducted electronically, there will be NO DISTRIBUTION of the Annual Report 2021 during the meeting.

## Administrative Details (Cont'd)

For Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of Guan Chong Berhad

### **PERSONAL DATA PRIVACY**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

### **ENQUIRY**

If you have general administrative enquiries on the AGM, please contact the following during office hours:

Boardroom Share Registrars Sdn. Bhd.

Office Helpdesk	:	+60 3 7890 4700
Encik Mohamed Sophiee Ahmad Nawawi	:	+60 3-7890 4716
Encik Muhammad Taufiq Lokman	:	+60 3-7890 4705
Fax No.	:	+60 3 7890 4670
E-mail	:	bsr.helpdesk@boardroomlimited.com
	:	mohamed.sophiee@boardroomlimited.com
	:	muhammad.taufiq@boardroomlimited.com

No of Shares held	
CDS Account No.	

I/We \_\_\_\_\_ NRIC/Passport/Registration No. \_\_\_\_\_  
(full name in capital letters)

of \_\_\_\_\_  
(full address)

being a member/members of GUAN CHONG BERHAD, hereby appoint \_\_\_\_\_

\_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
(full name in capital letters)

of \_\_\_\_\_  
(full address)

and \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
(full name in capital letters)

of \_\_\_\_\_  
(full address)

or failing him/her\*, the CHAIRMAN OF THE MEETING as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Eighteenth Annual General Meeting of the Company to be conducted entirely through live streaming from the meeting venue at PLO 207, Jalan Tembaga Satu, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor on Monday, 30 May 2022 at 10.00 a.m. and at any adjournment thereof in respect of my/our\* shareholding in the manner indicated below:-

No.	Ordinary Resolution	For	Against
1	Approval of Directors' fees and allowances for the financial year ending 31 December 2022		
2	Payment of final single tier dividend of 2.0 sen per ordinary share		
3	Re-election of Hia Cheng as Director		
4	Re-election of Tay Hoe Lian as Director		
5	Re-appointment of Messrs BDO PLT as Auditors		
6	Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016		
7	Renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
8	Renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital		
9	Retention of Tan Ah Lai as Independent Director		

[Please indicate with a "X" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit]

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

Proxy	No of Shares	Percentage
1		
2		
Total		100%

\_\_\_\_\_  
Signature of Shareholder or Common Seal

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022



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Notes:

1. **IMPORTANT NOTICE**

The Meeting Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/proxies/corporate representatives/attorneys **WILL NOT BE ALLOWED** to attend the Eighteenth Annual General Meeting ("AGM") in person at the Meeting Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via the Remote Participation and Electronic Voting ("RPEV") facility provided by Boardroom Share Registrars Sdn. Bhd. via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657)

2. Only depositors whose names appear in the Record of Depositors as at 23 May 2022 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
3. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy. A member who has appointed a proxy or power of attorney or authorised representative at the AGM via RPEV facility must request his/her proxy to register himself/herself for RPEV facility at <https://investor.boardroomlimited.com>. Please refer to the Administrative Details for AGM.
4. 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.

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AFFIX  
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The Share Registrars  
Guan Chong Berhad  
Registration No.: 200401007722 (646226-K)  
11<sup>th</sup> Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13,  
46200 Petaling Jaya, Selangor

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5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised. In the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
6. To be valid, the duly completed proxy form or power of attorney or certificate of appointment of corporate representatives must be deposited at the Share Registrars of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by electronic lodgement via <https://investor.boardroomlimited.com> not less than twenty-four (24) hours before the time for holding the meeting as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of AGM to be put to vote by poll. Please refer to the Administrative Details for AGM on the procedures for electronic lodgement of proxy form or power of attorney or certificate of appointment of corporate representatives.

**Personal Data Privacy**

By submitting the proxy form, the member or proxy accepts and agrees to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the Eighteenth Annual General Meeting (including any adjournment thereof).



REGISTRATION NO.: 200401007722 (646226-K)  
(Incorporated in Malaysia)

## INTEGRATED ANNUAL REPORT REQUISITION FORM

Dear Shareholder,

Thank you for your continuous support for Guan Chong Berhad. We are pleased to inform that the printed copy of the 2021 Integrated Annual Report of the Guan Chong Berhad is also available in full version.

Please forward all correspondence and/or request to:-

Boardroom Share Registrars Sdn Bhd  
Company No.: 199601006647 (378993-D)  
1<sup>st</sup> Floor Menara Symphony  
No. 5 Jalan Semangat  
(Jalan Professor Khoo Kay Kim)  
Seksyen 13  
46200 Petaling Jaya  
Selangor

Tel. No. : 03-7890 4700  
Fax. No. : 03-7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

Name : \_\_\_\_\_

I/C No. : \_\_\_\_\_

Tel No. : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



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1<sup>st</sup> fold here