

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First Annual General Meeting of GUAN CHONG BERHAD (“GCB” or “the Company”) will be held at Praline & Truffle, ibis Styles Johor Iskandar Puteri, 1 Nusa Sentrum Complex, Jalan SiLC 2/9, SiLC Industrial Park, 79200 Iskandar Puteri, Johor on Wednesday, 28 May 2025 at 10.00 a.m. for the transaction of the following businesses:

## AGENDA

### *As Ordinary Business*

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees and benefits up to RM500,000 for the financial year ending 31 December 2025 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 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Clause 91 of the Company’s Constitution:
  - i) Hia Cheng **Ordinary Resolution 3**
  - ii) Tay How Sik @ Tay How Sick **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. **Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant regulatory authorities (where applicable), the Directors of the Company be hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company without first offer to holders of existing issued shares of the Company, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being (“Proposed General Mandate”).

## NOTICE OF ANNUAL GENERAL MEETING

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- i) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- ii) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for such New Shares on the Main Market of Bursa Malaysia Securities Berhad.

AND THAT authority be hereby given to the Directors of the Company, to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation thereto as to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.”

### **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, approval be hereby given for the Company and its subsidiaries (“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 29 April 2025, which are necessary for the day-to-day operations, to be entered into by 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:

- i) the conclusion of the next 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
- ii) 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

iii) 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.”

## NOTICE OF ANNUAL GENERAL MEETING

### 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 compliance with the Companies Act 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, regulations, guidelines, the approvals of all relevant governmental and/or regulatory authorities, 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 Malaysia Securities Berhad 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;

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 Companies Act 2016) 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 Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad 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 Companies Act 2016, rules, regulations, guidelines, requirements and/or orders of Bursa Malaysia Securities Berhad 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 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. To transact any other business of the Company of which due notice shall have been given.

# NOTICE OF ANNUAL GENERAL MEETING

## NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Twenty-First Annual General Meeting, the proposed final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024, will be paid on 9 June 2025 to depositors registered in the Record of Depositors of the Company at the close of business on 15 May 2025.

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

- i) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 15 May 2025 in respect of ordinary transfers; or
- ii) 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,

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

Muar, Johor  
29 April 2025

### Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the Twenty-First Annual General Meeting.
2. A member shall be entitled to appoint person as his/her proxy to attend and vote instead of the Member at the Twenty-First Annual General Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at Twenty-First Annual General Meeting shall have the same rights as the Member to speak at Twenty-First Annual General Meeting.
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 is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company. In the event member appoint more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrars of the Company, Boardroom Share Registrars Sdn. Bhd. situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or by fax +603-7890 4670 or lodged electronically via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof 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 Twenty-First Annual General Meeting to vote by way of poll. For electronic lodgement please refer to the Administrative Details of Twenty-First Annual General Meeting.

# NOTICE OF ANNUAL GENERAL MEETING

## **Explanatory Notes to the Agenda:**

### **8. Item 1 of the Agenda Audited Financial Statements**

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.

### **9. Item 2 of the Agenda – Ordinary Resolution 1 Approval of Directors' fees and benefits for the financial year ending 31 December 2025**

Directors' fees and benefits approved for the financial year ended 31 December 2024 were RM500,000. The Directors' fees and benefits proposed for the financial year ending 31 December 2025 are calculated based on the number of scheduled Board and Committee Meetings for financial year ending 31 December 2025 and assuming that all Non-Executive Directors will hold office until the end of the subject financial year.

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

### **10. Item 4 of the Agenda – Ordinary Resolutions 3 and 4 Re-election of Hia Cheng and Tay How Sik @ Tay How Sick, who retire in accordance with Clause 91 of the Company's Constitution as Directors**

Leveraging the annual evaluation of the Board's contribution and performance and an Independent assessment of the Directors, the Nomination Committee had on 14 April 2025 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the Nomination Committee was of the view that the existing Board and each of its members has the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the GCB Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his ability to act in the best interest of the Company, save for Hia Cheng, the Executive Director who is one of the interested parties in the Proposed Shareholders' Mandate as set out under the proposed Ordinary Resolution 7 of the Twenty-First Annual General Meeting.

Accordingly, the Nomination Committee unanimously recommended to the Board the re-election of all the retiring Directors, at the Twenty-First Annual General Meeting. Based on the recommendation of the Nomination Committee, the Board (with the exception of the Directors who abstained in respect of their individual retirement) supports the re-election of the retiring Directors at the Twenty-First Annual General Meeting.

The profile of the Directors standing for re-election is set out in the Directors' Profile in the Annual Report 2024.

### **11. Item 6 of the Agenda – Ordinary Resolution 6 Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

i) The proposed Ordinary Resolution 6, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Twenty-First Annual General Meeting to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company up to an amount not exceeding ten percent (10%) of the total number of issued shares capital of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next AGM of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

- ii) The General Mandate is a renewal of the previous mandate obtained at the last AGM held on 27 May 2024 which will expire at the conclusion of the forthcoming AGM.
- iii) As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM.
- iv) The General Mandate, if granted 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 current and/or future investment project(s), working capital and/or acquisitions.
- v) In accordance with Clause 9 of the Company's Constitution, the passing of the Ordinary Resolution 6, the shareholders of the Company shall be taken as agree for the New Shares to be issued to such person(s) as the Directors may deem fit and expedient in the interest of the Company without first offer the New Shares to holders of existing issued shares of the Company prior to issuance of the New Shares.

### 12. **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 7, if passed, will authorise GCB Group to enter into RRPT which are necessary for the GCB Group's day-to-day operations to be entered into by the Company and its subsidiaries with the respective related parties from the forthcoming 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 29 April 2025.

### 13. **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**

The proposed Ordinary Resolution 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total issued share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 29 April 2025.

### 14. **ANNUAL REPORT**

The Annual Report for the financial year ended 31 December 2024 is now available at the Company's corporate website, [www.gcbcocoa.com](http://www.gcbcocoa.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 [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

# NOTICE OF ANNUAL GENERAL MEETING

## STATEMENT ACCOMPANYING NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

### 1. Details of Individuals Standing for Election as Directors

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

### 2. 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.

Please refer to item 11 – Explanatory Notes to the Agenda for Ordinary Resolution 6 on Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

# ADMINISTRATIVE DETAILS

**Dear Shareholders**

**Greeting from GUAN CHONG BERHAD**

**(A) Details of the Twenty-First Annual General Meeting (“21<sup>st</sup> AGM”)**

Date : Wednesday, 28 May 2025

Time : 10:00 a.m. or any adjournment thereof

Venue : Praline & Truffle,  
ibis Styles Johor Iskandar Puteri,  
1 Nusa Sentrum Complex,  
Jalan SiLC 2/9, SiLC Industrial Park,  
79200 Iskandar Puteri, Johor

**(B) Registration**

1. Registration will start at 9.00 a.m. on Wednesday, 28 May 2025.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration staff at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
4. After registration, a polling slip will be issued to the respective shareholders and/or proxy holders and will only be given a wristband as identification in order to vote.
5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
6. The registration counter will handle only the verification of identity and registration.
7. Please vacate the registration area immediately after registration and proceed to the meeting hall.
8. For any clarification or enquiry, please proceed to the Company’s Helpdesk at the registration counter.
9. Poll Administrator’s Helpdesk will handle the revocation of a proxy’s appointment.

**(C) Entitlement to Participate in the AGM**

Only members whose names appear on the Record of Depositors as at 21 May 2025 shall be entitled to attend the 21<sup>st</sup> AGM or appoint proxy(ies)/corporate representative(s)/attorney to attend and to vote in his/her stead. A proxy must be 18 years and above and need not be a member of the Company.

**(D) Proxy**

1. A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him/her. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed therein.
2. You may submit your Form of Proxy to the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. (“BSR”) or by email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or by fax +603-7890 4670. We do not acknowledge receipt of the form(s) of proxy.
3. The proxy appointment may also be lodged electronically via Boardroom Smart Investor Portal (“BSIP”) at <https://investor.boardroomlimited.com> or email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) which is free and available to all shareholders. For further information, kindly refer to Table 1 below for proxy appointment via BSIP.

## ADMINISTRATIVE DETAILS

**Table 1 – Proxy Appointment via Boardroom Smart Investor Portal (“BSIP”)**

<p><b>Step 1 – Register Online with Boardroom Smart Investor Portal</b></p> <p><b>(For first time registration only)</b></p>	<p><i>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.</i></p> <ul style="list-style-type: none"> <li>• Access the website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>• Click <b>“Register”</b> to sign up as a user.</li> <li>• Please select the correct account type i.e. sign up as <b>“Shareholder”</b> or <b>“Corporate Holder”</b>.</li> <li>• Complete registration with all the required information. Upload and attach a softcopy of your Identity Card (NRIC) (front and back) or Passport. Click <b>“Register”</b>.</li> <li>• For Corporate Holder, kindly upload the authorisation letter as well, Click <b>“Sign Up”</b>.</li> <li>• You will receive an email from BSIP Online for email address verification. Click on <b>“Verify Email Address”</b> from the email received to continue with the registration.</li> <li>• Once your email address is verified, you will be re-direct to BSIP Online for verification of mobile number.</li> <li>• Click on <b>“Request OTP Code”</b> and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click <b>“Enter”</b> to complete the process.</li> <li>• Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.</li> <li>• An email will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> with the email address and password filled up by you during the registration to proceed.</li> </ul>
<p><b>Step 2 – Appointment of Proxy</b></p>	<ul style="list-style-type: none"> <li>• Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>• Click <b>“Meeting Event(s)”</b> and select from list of companies <b>“GUAN CHONG BERHAD 21<sup>ST</sup> ANNUAL GENERAL MEETING”</b> and click <b>“Enter”</b>.</li> <li>• Click <b>“Submit eProxy Form”</b>.</li> <li>• Select the company you would like to represent (if you represent more than one company, for Corporate Shareholder).</li> <li>• Enter your CDS Account Number and number of Securities held.</li> <li>• Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).</li> <li>• Read and accept the General Terms and Conditions and click <b>“Next”</b>.</li> <li>• Enter the required particulars of your proxy(ies).</li> <li>• Indicate your voting instructions – <b>“FOR”</b> or <b>“AGAINST”</b> or <b>“ABSTAIN”</b>. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate <b>“DISCRETIONARY”</b>.</li> <li>• Click <b>“Apply”</b>. Download or print the eProxy Form as acknowledgement.</li> </ul> <p><i>Note for Corporate Shareholders: if you are representing more than (1) company, kindly click the home button and select “Edit Profile” in order to add Company.</i></p>

## ADMINISTRATIVE DETAILS

	<p><b>Corporate Shareholders (via email)</b></p> <ul style="list-style-type: none"><li>• Write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing the name of Member, 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 latest by <b>26 May 2025 at 10:00 a.m.</b></li><li>• Please provide a copy of Corporate Representative's or Proxy's Identity Card (front and back) or Passport as well as his/her email address.</li></ul> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <p><b>Via BSIP</b></p> <ul style="list-style-type: none"><li>• Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li><li>• Select "<b>GUAN CHONG BERHAD 21<sup>ST</sup> ANNUAL GENERAL MEETING</b>" from the list of Meeting Event(s) and click "<b>Enter</b>".</li><li>• Click on "<b>Submit eProxy Form</b>".</li><li>• Select the company you would like to represent (if you represent more than one company).</li><li>• Proceed to download the file format for "<b>Submission of Proxy Form</b>" from BSIP.</li><li>• Prepare the file for the appointment of proxies by inserting the required data.</li><li>• Proceed to upload the duly completed proxy appointment file.</li><li>• Review and confirm your proxy appointment and click "<b>Submit</b>".</li><li>• Download or print the eProxy form as acknowledgement.</li></ul> <p><i>Note: if you are representing more than (1) company, kindly click the home button and select "Edit Profile" in order to add Company.</i></p> <p><b>Via email</b></p> <ul style="list-style-type: none"><li>• To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Form of Proxy, the name of shareholders and CDS Account Number.</li><li>• Please provide a copy of the proxy holder's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li></ul>
--	--

4. If you wish to attend the Meeting yourself, please do not submit any Form of Proxy. You will not be allowed to attend the Meeting together with a proxy appointed by you.
5. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the Poll Administrator's Helpdesk to revoke the appointment of your proxy.

## ADMINISTRATIVE DETAILS

### (E) **Poll Voting**

1. In accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 21<sup>st</sup> AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
2. The Poll Administrator will be available to brief and/or guide all 21<sup>st</sup> AGM Attendees before the commencement of and during the voting process.
3. Upon completion of the voting session for the 21<sup>st</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolutions are duly passed.

### (F) **Annual Report 2024**

1. The Company's Annual Report 2024, Form of Proxy, Corporate Governance Report and Administrative Details are available on the following websites:
  - <https://www.bursamalaysia.com>
  - <https://www.gcbcocoa.com/content/annual-reports>
2. If you wish to request a printed copy of the Annual Report 2024, please complete and send the Requisition Form which can be downloaded from the Company's website at <https://www.gcbcocoa.com/content/annual-reports> and email the same to the Share Registrar or login to Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> and select "Request Annual Report" under "Investor service" to submit your request.
3. Kindly think of the environment before you decide to print the Annual Report 2024. We would appreciate your support by joining us to promote "Act Green" initiative to achieve environmentally responsible and paperless.

### (G) **Enquiry**

If you have any queries prior to the meeting, please contact the following officers during office hours:

**Boardroom Share Registrars Sdn. Bhd.**

[199601006647 (378993-D)]

11th Floor, Menara Symphony

No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,

46200 Petaling Jaya Selangor

Tel No. : +603-7890 4700 / 4716 / 4704

Fax No. : +603-7890 4670

Email Address : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)  
[mohamed.sophiee@boardroomlimited.com](mailto:mohamed.sophiee@boardroomlimited.com)  
[nuratiqah.arif@boardroomlimited.com](mailto:nuratiqah.arif@boardroomlimited.com)

Contact Person : Encik Mohamed Sophiee Ahmad Nawawi  
Cik Nur Atiqah Mohd Arif

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/or \_\_\_\_\_ 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 Twenty-First Annual General Meeting of the Company at Praline & Truffle, ibis Styles Johor Iskandar Puteri, 1 Nusa Sentrum Complex, Jalan SiLC 2/9, SiLC Industrial Park, 79200 Iskandar Puteri, Johor on Wednesday, 28 May 2025 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 benefits for the financial year ending 31 December 2025		
2	Declaration of a final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024		
3	Re-election of Hia Cheng as Director		
4	Re-election of Tay How Sik @ Tay How Sick as Director		
5	Re-appointment of Messrs BDO PLT as Auditors		
6	Renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 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		

[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 \_\_\_\_\_ 2025

Fold this flap for sealing

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the 21<sup>st</sup> AGM.
2. A member shall be entitled to appoint any person as his/her proxy to attend and vote instead of the Member at the 21<sup>st</sup> AGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at 21<sup>st</sup> AGM shall have the same rights as the Member to speak at 21<sup>st</sup> AGM.
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 is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company. In the event member appoint more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Then fold here

AFFIX  
STAMP

The Share Registrar  
**Boardroom Share Registrars Sdn. Bhd.**  
**Registration No.: 199601006647 (378993-D)**

11<sup>th</sup> Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya, Selangor

1<sup>st</sup> fold here

6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrars of the Company, Boardroom Share Registrars Sdn. Bhd. situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or by fax +603-7890 4670 or lodged electronically via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof 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 21<sup>st</sup> AGM to vote by way of poll. For electronic lodgement please refer to the Administrative Details of 21<sup>st</sup> AGM.

**Personal Data Privacy**

By submitting the duly executed Proxy Form, 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 Twenty-First Annual General Meeting and any adjournment thereof.



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

# REQUISITION FORM

To : The Share Registrar of GUAN CHONG BERHAD  
Boardroom Share Registrars Sdn. Bhd.  
11th Floor, Menara Symphony  
No. 5 Jalan Prof. Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya  
Selangor

Tel : +603 7890 4700

Email : bsr.helpdesk@boardroomlimited.com

I/We wish to request for a printed copy of the Twenty-First Annual General Meeting documents of GUAN CHONG BERHAD to be sent to me/us at the address stated below.

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

Contact No. : \_\_\_\_\_

CDS Account No. : \_\_\_\_\_

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

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

Date:

*Fold this flap for sealing*

*Then fold here*

AFFIX  
STAMP

The Share Registrar  
**Boardroom Share Registrars Sdn. Bhd.**  
**Registration No.: 199601006647 (378993-D)**

11<sup>th</sup> Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya, Selangor

*1<sup>st</sup> fold here*