GE-SHEN
CORPORATION BERHAD

[Registration No : 200301031393 (633814-X)]

NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting ("**23rd AGM**") of Ge-Shen Corporation Berhad ("Ge-Shen" or the "Company") will be held at the Meeting Room at Unit 8, Level 7, Kompleks Komersil Akasa, Jalan Akasa, Akasa Cheras Selatan, 43300 Seri Kembangan, Selangor, Malaysia on Friday, 12 June 2026 at 10.00 a.m., or at any adjournment thereof, for the transaction of the following business:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and the Auditors thereon. (Note A)
2. To approve the payment of Directors' fees and Directors' benefits comprising meeting allowance up to an amount of RM400,000/-, for the period from 12 June 2026 until the next Annual General Meeting of the Company in year 2027. (Resolution 1)
3. To re-elect Datuk Jasmine Lim Pei Li, who is due to retire pursuant to Clause 116 of the Company's Constitution, and being eligible, has offered herself for re-election. (Resolution 2)
4. To re-elect Datuk Tee Siew Kiong, who is due to retire pursuant to Clause 117 of the Company's Constitution, and being eligible, has offered himself for re-election. (Resolution 3)
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)

AS SPECIAL BUSINESS

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

6. **ORDINARY RESOLUTION 1** (Resolution 5)
   - AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

   "**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and subject to the approvals of the relevant governmental and/or regulatory authorities, where necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in capital of the Company, at any time, at such price, 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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (excluding treasury shares) pursuant to Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Securities;

   THAT the Directors of the Company be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

   AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. **ORDINARY RESOLUTION 2** (Resolution 6)
   - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

   "**THAT** subject to Section 127 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

   (i) the aggregate number of ordinary shares to be purchased and/or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
   (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase.

   THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

   (i) cancel all the shares so purchased; and/or
   (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or transfer under an employees' share scheme (if any) and/or transfer as purchase consideration; and/or
   (iii) retain part thereof as treasury shares and cancel the remainder; and/or

   in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

   THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

   (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, 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 after that date is required by law to be held; or
   (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

   whichever occurs first.

   AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

8. To transact any other business that may be transacted at the 23rd AGM of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

MAK CHOOI PENG
(MAICSA 7017931 & SSM PC NO. 201908000889)
CHAN MIN WAI
(MIA 26548 & SSM PC NO. 202108000131)
Company Secretaries

Kuala Lumpur
30 April 2026

Explanatory Notes:

(A) This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("**the Act**") does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Resolution 1

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiary companies shall be approved by the shareholders at a general meeting.

In this respect, the proposed Resolution 1, if approved, will authorise the Company to pay Directors' fees and any benefits to the Directors with effect from 12 June 2026 until the next AGM of the Company in year 2027 and to be payable on a monthly basis in arrears after each month of completed service of the Directors.

The total estimated amount of Directors' benefits payable is calculated based on the estimated number of Board and Board Committee meetings from 12 June 2026 until the next AGM in year 2027.

The payment of meeting allowance to the Directors will be made by the Company as and when incurred. The Board of Directors of Ge-Shen ("**Board**") is of the view that it is fair and equitable for the Directors to be paid the meeting allowance, given that they have fully discharged their responsibilities and provided their services to the Company for the said period.

Resolutions 2 and 3

In determining the eligibility of the Directors to stand for re-election at the 23rd AGM, the Nomination and Remuneration Committee having considered the requirements under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**")("**MMLR**") and the Fit and Proper Policy of the Group, recommended for the re-election of Datuk Jasmine Lim Pei Li and Datuk Tee Siew Kiong, who are retiring pursuant to Clauses 116 and 117 respectively, of the Constitution of the Company ("**Retiring Directors**").

The Board further recommended the Retiring Directors for re-election based on the following consideration:-

(i) satisfactory performance and they have met the Board's expectation in discharging their duties and responsibilities;
(ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their role as Independent Non-Executive Directors of the Company;
(iii) their ability to act in the best interest of the Company in decision-making; and
(iv) level of independence demonstrated by the Independent Non-Executive Directors.

The profiles of the Retiring Directors can be found in the Annual Report 2025.

Resolution 4

The Audit and Risk Management Committee ("**ARMC**") had undertaken an annual assessment of the external auditors, Crowe Malaysia PLT ("**Crowe**") including their independence, scope of audit, audit fee, expertise and experience, performance based on annual audit scope and planning. The ARMC and the Board are satisfied with the suitability of Crowe on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

Resolution 5

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act ("**General Mandate**") obtained from its shareholders at the Twenty-Second AGM of the Company held on 29 May 2025 ("**22nd AGM**") (hereinafter referred to as the "**Previous Mandate**") and to empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the total issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company to issue shares for any possible fundraising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 22nd AGM of the Company held on 29 May 2025, which will lapse at the conclusion of the 23rd AGM of the Company. Hence, no proceeds were raised therefrom.

Resolution 6

The proposed adoption of Resolution 5 is intended to allow the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the MMLR.

Please refer to the Statement to Shareholders dated 30 April 2026 for further information.

Notes:

A. In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 June 2026 ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at the Meeting.

B. A member entitled to attend and vote at this AGM is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend and vote at this AGM, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

C. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment, a proxy shall be deemed to confer authority to demand or join in demanding a poll.

D. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

E. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

F. The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

G. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, through either one of the following avenues, and in default, the instrument of proxy shall not be treated as valid:-

   (a) In Hardcopy Proxy Form
      (i) To be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Wednesday, 10 June 2026 at 10.00 a.m. or any adjournment thereof; or

   (b) By Electronic Proxy Form
      (i) To be submitted electronically via Vistra Share Registry and IPO (MY) Portal at https://srmy.vistra.com(please refer to the Administrative Guide for the 23rd AGM for further details); or
      (ii) By email to jason.chan@gscorp.com.my

      not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than Wednesday, 10 June 2026 at 10:00 a.m. or any adjournment thereof.

H. The lodging of the Proxy Form does not preclude you from attending and voting remotely at the AGM should you subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company via email to jason.chan@gscorp.com.my or is.enquiry@vistra.com not less than forty-eight (48) hours before the time stipulated for holding the AGM or any adjournment thereof i.e. no later than Wednesday, 10 June 2026 at 10:00 a.m. or any adjournment thereof.