

GENERAL MEETINGS: Notice of Meeting

GRAND CENTRAL ENTERPRISES BHD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Thirty Fourth Annual General Meeting of Grand Central Enterprises Bhd
Date of Meeting	24 Apr 2019
Time	09:30 AM
Venue	Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/ Jalan Raja Laut, 50350 Kuala Lumpur
Date of General Meeting Record of Depositors	17 Apr 2019

Please refer attachment below.

Attachments

[AGM Notice 2018.pdf](#)
478.4 kB

Announcement Info

Company Name	GRAND CENTRAL ENTERPRISES BHD
Stock Name	GCE
Date Announced	01 Apr 2019
Category	General Meeting
Reference Number	GMA-01042019-00005



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Fourth Annual General Meeting of the Company will be held at the Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Wednesday, 24 April 2019 at 9.30 a.m. to transact the following businesses:

- To receive the Audited Financial Statements for the year ended 31 December 2018 together with the Reports of Directors' and Auditors' thereon. (Refer to Explanatory Note i)
 - To re-elect the following directors who retire in accordance with Article 80 of the Company's Articles of Association, being eligible, offer themselves for re-election:
(a) Tan Eng Teong (Resolution 1)
(b) Lee Wai Kuen (Resolution 2)
 - To approve the payment of Directors' fees of RM155,000 and other benefits of up to RM910,000 for the year ending 31 December 2019. (Resolution 3)
 - To consider, and if thought fit, to pass the following resolution:
"THAT Messrs Ernst & Young, the retiring Auditors, be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting at a fee to be determined by the Directors at a later date." (Resolution 4)
- Special Business**
To consider and, if thought fit, to pass the following resolutions:
- Ordinary Resolution - Retention of Independent Non-Executive Director** (Refer to Explanatory Note ii) (Resolution 5)
"THAT approval be hereby given to Wong Tow Cheong to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
 - Ordinary Resolution - Retention of Independent Non-Executive Director** (Refer to Explanatory Note ii) (Resolution 6)
"THAT approval be hereby given to Lee Wai Kuen to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
 - Special Resolution: Proposed adoption of New Constitution of the Company ("Proposed Adoption")** (Refer to Explanatory Note iii) (Resolution 7)
"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and in place thereof, the new Constitution of the Company as set out in Appendix I to this Notice be and is hereby adopted as the Constitution of the Company with immediate effect; AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption."
 - To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN KOK AUN (MACS 01564)
NIP CHEE SIEN (MAICSA 7066996)
Company Secretaries

Kuala Lumpur,
2 April 2019

Notes:

- A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a Member 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.
- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur, at least forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
- Depositor whose name appears on the Record of Depositors as at 17 April 2019 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.
- All the resolutions set out in this Notice of Thirty Fourth Annual General Meeting shall be put to vote by poll.

EXPLANATORY NOTES

- Agenda on Item 1 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.
- Retention of Independent Non-Executive Director**

The proposed adoption of Resolution 5 and 6 are to seek shareholders' approval to retain the following director as Independent Non-Executive Director of the Company:

Mr. Wong Tow Cheong has been appointed as the Independent Non-Executive Director of the Company since 19 May 2006. The Nominating Committee and Board of Directors have carried an evaluation and assessment and concluded that Mr. Wong stays independent and objective in board deliberations and decision making, and is able to act in the best interests of the Company. Mr. Wong is not related to any Directors and Substantial Shareholders of the Company and is not under the influence of the other directors and is self determined.

Mr. Lee Wai Kuen has been appointed as the Independent Non-Executive Director of the Company since 21 May 2008. The Nominating Committee and Board of Directors have carried an evaluation and assessment and concluded that Mr. Lee is a Chartered Accountant by profession and his independent views, objective assessments and opinions in board deliberations is effectively discharging his duties as independent director. Mr. Lee is able to act in the best interests of the Company. Mr. Lee is not related to any Directors and Substantial Shareholders of the Company and is not under the influence of the other directors and is self determined.

- The proposed Special Resolution, if passed, will align the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements. The Proposed Adoption is set out in Appendix I to this Notice.