



GRAND CENTRAL ENTERPRISES BHD.

Registration No. 198401019138 (131696-V)

(Incorporated in Malaysia)

NOTIFICATION LETTER TO SHAREHOLDERS

13 July 2020

Dear Valued Shareholders of Grand Central Enterprises Bhd.,

Grand Central Enterprises Bhd. ("GCE" or "the Company") – Thirty Fifth Annual General Meeting ("35th AGM")

GCE wishes to inform you that notice is hereby given that the 35th AGM of the Company will be held at the Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Thursday, 6 August 2020 at 9.30 a.m.

The Annual Report 2019 ("AR 2019") has been published on the Company's website at <http://gcebhd.com.my>. You may download the soft copy of the AR 2019 from the website.

Should you require a printed copy of the AR 2019, you may submit your request by completing the Requisition Form below and return to our Share Registrar, Securities Services (Holdings) Sdn. Bhd. at info@sshsb.com.my or fax to 603-20949940/20950292. A printed copy of the AR 2019 shall be forwarded to you as soon as reasonably practicable after the receipt of the request.

The Notice of the 35th AGM, Form of Proxy and Administrative Guide are included together with this Notification Letter for your information.

The Securities Commission Malaysia ("SC") had on 18 April 2020 (revised on 24 June 2020) issued a Guidance and FAQs on the Conduct of General Meetings for Listed Issuers ("SC Guidance"). The Malaysian National Security Council had on 16 June 2020 issued a Standard Operation Procedures ("SOP") for government and private events, including meetings. Please refer to our Administrative Guide for details, which has incorporated the provisions of the SC.

The said Administrative Guide has taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimize any risk to the 35th AGM. Any update on the 35th AGM will be announced on the Bursa Malaysia Securities Berhad ("Bursa") and the shareholders are advised to check the Company's announcement(s) made via Bursa regularly.

There will be no door gift/voucher/lunch/refreshment given to shareholders/proxies.

Thank you for your continuous support.

Yours truly,

TAN ENG TEONG

Executive Chairman

REQUISITION FORM

The Share Registrar of
Grand Central Enterprises Bhd.,

Please send me/us a printed copy of the Annual Report 2019 of Grand Central Enterprises Bhd. to the following address:

Name of Shareholder :
NRIC No./Passport No./Company No. :
CDS Account No. :
Telephone No. :
Email :
Address :

Signature :
Date :

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar of
GRAND CENTRAL ENTERPRISES BHD.
c/o Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium, Jalan Damanlela,
Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur.

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GRAND CENTRAL ENTERPRISES BHD.

Registration No. 198401019138 (131696-V)

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS/PROXIES ATTENDING THE THIRTY FIFTH ANNUAL GENERAL MEETING ("35TH AGM")

INFORMATION ON 35TH AGM

1. Date, Time and Venue of 35th AGM

Date : Thursday, 6 August 2020
Time : 9.30 a.m.
Venue : Grand Hall, 10th Floor, Hotel Grand Continental,
Jalan Belia/Jalan Raja Laut,
50350 Kuala Lumpur.

2. Entitlement to Attend

In respect of deposited securities, only members whose names appear in the Record of Depositors on **29 July 2020** (Record of Depositors) shall be eligible to attend the Meeting.

3. Lodgement of Proxy Form of 35th AGM

If you are unable to attend the 35th AGM and wish to appoint a proxy to vote on your behalf, you may deposit your Proxy Form at the Registered Office of the Company at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur in accordance with the notes and instructions printed therein, not later than 48 hours before the 35th AGM i.e. **latest by Tuesday, 4 August 2020 at 9:30 a.m.**

4. No Door Gift / Voucher / Lunch / Refreshment

No door gift, voucher, lunch or refreshment will be provided.

GUIDANCE FOR ATTENDANCE OF 35TH AGM

In compliance with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers ("**Guidance Note**") issued by Securities Commission of Malaysia ("SC") on 18 April 2020 (revised on 24 June 2020), and the Standard Operating Procedures ("**SOP**") issued by the Malaysian National Security Council on 16 June 2020, the Company would be implementing the following in holding 35th AGM:-

1. Prior Registration of Attendance

Shareholders who wish to attend the 35th AGM in person are requested to **PRE-REGISTER** and provide the following details by email to info@sshsb.com.my, before the 35th AGM:-

- a) Full name
- b) Identity card no. / Passport no.
- c) CDS account number
- d) Mobile phone number

This is to allow the Company to make the necessary arrangement at the 35th AGM day including in relation to the logistics.

2. SOP and Precautionary Measures at the 35th AGM

The Company will implement the following precautionary measures to minimise possible COVID-19 transmission at the 35th AGM. Shareholders, proxies and other attendees attending the 35th AGM are expected to **comply with all the SOP and precautionary measures**. Anyone who **declines** to adhere to any of the measures or cooperate with the Company's staff will be **denied entry** to the 35th AGM venue: -

- a. Only attendees between **ages of 18 to 60 years old** are allowed to enter the meeting venue.
- b. Attendees must follow instructions of the coordinator at the health screening counters at the entrances to conduct body temperature check and fill a Health Declaration Form.
- c. Attendees with body temperature of over 37.5 Celsius or show symptoms of respiratory illness such as coughing and sneezing will be declined from entering into the premise and meeting venue.
- d. Patient under Investigation (PUI) and Person under Surveillance (PUS) are **PROHIBITED** from attending the 35th AGM.
- e. Attendees must maintain good self-hygiene and sanitise their hands at the entrance.
- f. Attendees must observe social distancing of at least 1 meter at any queue according to the marked spot.
- g. Attendees **MUST** wear a face mask at all times at the 35th AGM.
- h. In addition to the attendance registration for the Company's records, the attendees must also register with MySejahtera (QR code scanning), or manual registration for those who does not own a smartphone, to facilitate contact tracing, if required.
- i. Attendees must take seat following the marked spot of 1 meter apart.
- j. Attendees must always practise social distancing in the lift and washroom.
- k. Attendees are **PROHIBITED** to gather outside of the meeting venue **BEFORE** or **AFTER** the 35th AGM.

Personal attendance is **NOT RECOMMENDED** and shareholders are encouraged to appoint the Chairman as their proxy to cast their votes.

The Company will continue to monitor the COVID-19 situation and may adopt further procedures and measures at the 35th AGM day to ensure the applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities to curb the spread of Covid-19 are abided by.

3. Submission of Questions prior to 35th AGM

The shareholders are encouraged to submit questions ahead of the 35th AGM and email your questions to 35aqmqce@qhihotels.com.my, **latest by Tuesday, 4 August 2020 at 9:30 a.m.**

The Company will endeavour to answer to your questions at the 35th AGM if time permitted or by email after the 35th AGM. A written record of the questions and answers would be published in the key summary matters of the 35th AGM (to be uploaded by the Company in its corporate website in due course).

The 35th AGM proceedings will focus on the proposed resolutions with a view to minimising crowd gathering time in an enclosed environment.

4. Registration

- a. Please read the signage to ascertain the registration counter to register yourself for the 35th AGM and join the queue accordingly.
- b. Please produce your original identity card ("IC") / passport to the Share Registrar for verification. Please make sure you collect your IC / passport thereafter.
- c. After the verification, you are required to write your name and mobile contact no. and sign on the attendance list placed at the registration counter.
- d. **NO** person will be allowed to register on behalf of another person even with the original IC / passport of that other person.

ENQUIRY

If you have any enquiries prior to the 35th AGM, please contact the following persons during office hours:-

Share Registrar

Securities Services (Holdings) Sdn. Bhd.

Mr. Wong Piang Yoong / Mr. Jerry Tan Hor Seng / Puan Lily

Senior Manager / Manager / Senior Associate

Tel no.: (603) 2084 9168 / (603) 2084 9165 / (603) 2084 9163

Fax no.: (603) 2094 9940 / (603) 2095 0292

Email: piang.yoong.wong@sshsb.com.my / hor.seng.tan@sshsb.com.my / lily@sshsb.com.my

GRAND CENTRAL ENTERPRISES BHD. [Registration No. 198401019138 (131696-V)]

Ms. Susan Choy / Ms. Teoh Hooi Nie

Tel no.: (603) 2698 8999

Fax no.: (603) 2693 2968

Email: 35agmgce@ghihotels.com.my



GRAND CENTRAL ENTERPRISES BHD.

Registration No. 198401019138 (131696-V)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Fifth 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 Thursday, 6 August 2020 at 9.30 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Reports of Directors' and Auditors' thereon. **(Refer to Explanatory Note (i))**

2. To re-elect the following directors who retire in accordance with Clause 76 of the Company's Constitution, being eligible, offer themselves for re-election:
 - a) Tan Eng How **(Resolution 1)**
 - b) Tan Hwa Imm **(Resolution 2)**

3. To approve the payment of Directors' fees of RM155,000 and other benefits of up to RM1,267,000 for the period from 1 January 2020 until the next Annual General Meeting. **(Resolution 3)**

4. To consider, and if thought fit, to pass the following resolution:

"THAT Messrs Grant Thornton Malaysia PLT be appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young PLT and 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:

5. **Ordinary Resolution - Retention of Independent Non-Executive Director** **(Refer to Explanatory Note (iii))**

"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."

(Resolution 5)

6. **Ordinary Resolution - Retention of Independent Non-Executive Director** **(Refer to Explanatory Note (iii))**

"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."

(Resolution 6)

7. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAN KOK AUN (SSM PC No. 201908003805) (MACS 01564)
NIP CHEE SIEN (SSM PC No. 202008003954) (MAICSA 7066996)
Company Secretaries

Kuala Lumpur,
13 July 2020

Notes:

1. *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.*
2. *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.*
3. *A proxy may but need not be a member of the Company.*
4. *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.*
5. *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.*
6. *Depositor whose name appears on the Record of Depositors as at 29 July 2020 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.*
7. *All the resolutions set out in this Notice of Thirty Fifth Annual General Meeting shall be put to vote by poll.*

IMPORTANT NOTICE

The Securities Commission Malaysia ("SC") had on 18 April 2020 (revised on 24 June 2020) issued a Guidance and FAQs on the Conduct of General Meetings for Listed Issuers ("SC Guidance"). The Malaysian National Security Council had on 16 June 2020 issued a Standard Operation Procedures ("SOP") for government and private events, including meetings. Please refer to our Administrative Guide for details, which has incorporated the provisions of the SC.

EXPLANATORY NOTES

- (i) 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.
- (ii) The retiring Auditors Messrs Ernst & Young PLT has indicated to the Company that they do not wish to seek for re-appointment at the Thirty Fifth Annual General Meeting. In this regard, Tan Chee Hoe & Sons Sdn. Bhd., Major Shareholder of the Company has nominated Messrs Grant Thornton Malaysia PLT as Auditors of the Company pursuant to Section 271(4) of the Companies Act 2016. Messrs Grant Thornton Malaysia PLT has given their consent to act as Auditors of the Company.

[a copy of Notice of Nomination from Tan Chee Hoe & Sons Sdn. Bhd. is annexed and marked as "Appendix A"]

[a copy of Consent Letter from Messrs Grant Thornton Malaysia PLT is annexed and marked as "Appendix B"]

- (iii) Retention of Independent Non-Executive Directors

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 influence of 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 influence of other directors and is self determined.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Directors who are standing for re-election

The Directors who are standing for re-election pursuant to Clause 76 of the Company's Constitution at the Thirty Fifth Annual General Meeting of the Company are as follows:

- a) Tan Eng How
- b) Tan Hwa Imm

2. Profiles of Directors who are standing for re-election

The profiles of Directors standing for re-election are set out on pages 12 and 13 of the Annual Report 2019.

3. Details of Attendance of Directors at Board Meetings

The details of attendance of directors at board meetings are stated on page 22 of the Annual Report 2019.

4. Details of the Thirty Fifth Annual General Meeting

Date	Time	Place
6 August 2020	9.30 a.m.	Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur.



Tan Chee Hoe & Sons Sdn. Berhad

司公限有子父和子陳

(5376-H)

1 & 1A, JALAN IPOH KECIL, 50350 KUALA LUMPUR, MALAYSIA.

PETI SURAT 10573, 50718 KUALA LUMPUR.

TEL: 4041 1455, 4041 1579, 4041 1791 FAX: 4043 8803

Your Ref:

Our Ref:

Date: 10 June 2020

The Board of Directors
GRAND CENTRAL ENTERPRISES BHD.
No. 1 & 1A, 2nd Floor (Room 2),
Jalan Ipoh Kecil,
50350 Kuala Lumpur.

Dear Sirs,

NOTICE OF NOMINATION

We, Tan Chee Hoe & Sons Sdn. Bhd., being a member of Grand Central Enterprises Bhd., hereby give notice pursuant to Section 271(4) of the Companies Act 2016, that we wish to nominate Messrs Grant Thornton Malaysia PLT as Auditors of Grand Central Enterprises Bhd. in place of the retiring Auditors, Messrs Ernst & Young PLT, and that we proposed the following ordinary resolution to be tabled at the forthcoming Annual General Meeting:

“THAT Messrs Grant Thornton Malaysia PLT be appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young PLT and 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.”

Thank you.

Yours faithfully,
TAN CHEE HOE & SONS SDN. BHD.

TAN TECK LIN
Director



Attn: Mr Tan Kok Aun
The Board of Directors
Grand Central Enterprises Berhad
 Hotel Grand Continental
 Jalan Belia / Jalan Raja Laut
 50350 Kuala Lumpur

Grant Thornton Malaysia PL
 Level 11, Sheraton Imperial Court
 Jalan Sultan Ismail
 50250 Kuala Lumpur
 Malaysia

T +603 2692 4022
F +603 2692 5229

26 June 2020

Dear Sir,

CONSENT TO ACT AS AUDITORS
GRAND CENTRAL ENTERPRISES BERHAD AND ITS SUBSIDIARIES (APPENDIX A)

We are pleased to note that our Firm has been nominated as Auditors of your esteemed Companies.

In accordance with the Companies Act 2016, we hereby give our consent to act as Auditors of your Companies.

This consent is effective unless otherwise notified in writing.

Kindly let us have a copy of the Memorandum & Articles of Association of your Companies.

Thank you.

Yours very truly
 GRANT THORNTON MALAYSIA PLT


DATO' NK JASANI
 Country Managing Partner

Audit | Tax | Advisory

FORM OF PROXY

GRAND CENTRAL ENTERPRISES BHD.

Registration No. 198401019138 (131696-V)

(Incorporated in Malaysia)

I/We _____
of _____
being a member of GRAND CENTRAL ENTERPRISES BHD., hereby appoint _____
of _____
or failing him _____
of _____

as my / our proxy to vote for me / us and on my / our behalf at the THIRTY FIFTH ANNUAL GENERAL MEETING of the Company to be held at the Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Thursday, 6 August 2020 at 9.30 a.m. and at any adjournment thereof.

My / our proxy is to vote as indicated hereunder.

	Resolutions	For	Against
Resolution 1	To re-elect Tan Eng How		
Resolution 2	To re-elect Tan Hwa Imm		
Resolution 3	To approve the payment of Directors' fees and other benefits from 1 January 2020 until the next Annual General Meeting		
Resolution 4	To appoint Messrs Grant Thornton Malaysia PLT and to authorise the Directors to fix their remuneration		
Resolution 5	To retain Independent Non-Executive Director, Wong Tow Cheong		
Resolution 6	To retain Independent Non-Executive Director, Lee Wai Kuen		

First Proxy	%
Second Proxy	%
Total:	100%

No. of Share Held:	
CDS A/C No.	

Dated this _____ day of _____, 2020.

Signature

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 29 July 2020 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 the Notice of Thirty Fifth Annual General Meeting shall be put to vote by poll.*



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The Company Secretary
GRAND CENTRAL ENTERPRISES BHD.
No. 1 & 1A, 2nd Floor (Room 2)
Jalan Ipoh Kecil
50350 Kuala Lumpur

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