

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at **Gamelan 3, Primula Beach Hotel, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu Darul Iman on Tuesday, 29th June 2021 at 10.30 a.m.** for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.

(Please refer to the Explanatory Notes to the Agenda)

2. **Directors' Fees and any benefits payable**

To consider and if thought fit, to pass the following resolutions:

- (a) "THAT the payment of Directors' Fees payable of RM192,000 for the financial year ended 31 December 2020 be approved (2019: RM180,000)."

(Ordinary Resolution 1)

- (b) "THAT the payment of Directors' Fees payable of up to RM600,000 for the financial period from 1 January 2021 until the conclusion of the next Annual General Meeting of the Company be approved."

(Ordinary Resolution 2)

- (c) "THAT the payment of Directors' Benefits (excluding Directors' Fees) payable of RM501,800 for the financial period from 1 July 2021 until the conclusion of the next Annual General Meeting of the Company be approved (2020: RM623,400)."

(Ordinary Resolution 3)

3. To re-elect the following Directors retiring in accordance with Clause 76 of the Constitution of the Company:

- (a) Muhammad Ramizu bin Mustaffa

(Ordinary Resolution 4)

- (b) Associate Professor Dr Mohd Zaki bin Hamzah

(Ordinary Resolution 5)

4. To re-elect the following Director retiring in accordance with Clause 78 of the Constitution of the Company:

- (a) Burhanuddin Hilmi bin Mohamed @ Harun

(Ordinary Resolution 6)

5. To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

(Ordinary Resolution 7)

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- To transact any other business of which due notice shall have been given.

By Order of the Board

Suraya Binti Mohd Hairon (LS 0007314)

(SSM Practising Certificate No.: 202008000100)

Company Secretary

Kuala Terengganu

25 May 2021

Notes:

- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **22 June 2021** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- Members/proxies/corporate representatives who wish to attend the meeting in person ARE REQUIRED TO PRE-REGISTER with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"), via the TIIH Online website at <https://tiih.online> no later than Sunday, 27 June 2021 at 10.30 a.m. Please follow the Pre-Register Procedures in the Administrative Guide for the AGM.
- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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.
- Where a member 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member, an authorised nominee or an exempt authorized nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall not be valid.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
- The appointment of a proxy may be made in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:
 - In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at 66-2 Taman Sri Intan, Jalan Sultan Omar, 20300 Kuala Terengganu, Terengganu Darul Iman or Share Registrar's office, 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 or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic means via facsimile

In the case of an appointment made by facsimile transmission, the proxy form must be received via facsimile at +609-631 0617.
 - By electronic means via email

In the case of an appointment made via email transmission, the proxy form must be received via email at suraya@gpb.com.my.

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For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

(iv) Online

In the case of an appointment made via online lodgement facility, the proxy form can be electronically lodged with the Company's Share Registrar via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Proxy Form via TIIH Online.

9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar's office at the above address not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the persons named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
12. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/CERTIFIED TRUE certificate of appointment of authorised representative with the Company's Share Registrar, Tricor at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes on Ordinary Business:

(i) Item 1 of the Agenda

This item is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a motion to be put to vote by shareholders.

(ii) Item 2 of the Agenda – Ordinary Resolution 1, 2 and 3
Directors' Fees and any benefits payable

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries, shall be approved at a general meeting.

The Ordinary Resolutions 1, 2 and 3 proposed under item 2 are in accordance with Section 230 (1)(b) of the Companies Act 2016, and if passed, will authorise the payment of directors' fees and any benefits payable to directors of the Company for their services as directors during the financial year ended 31 December 2020, and for the financial period from 1 January 2021 until the conclusion of the next Annual General Meeting.

Directors benefits include allowances and other emoluments payable to directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees which covers the period from 1 July 2021 until the conclusion of the next Annual General Meeting.

At the 33rd AGM of the Company held on 28th July 2020, the shareholders had approved RM623,400 as the total Directors' Benefits (excluding Directors' Fees) payable to the Directors of the Company from 1 July 2020 to 30 June 2021.

Statement Accompanying Notice of Annual General Meeting

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

There is no person seeking election at the Annual General Meeting.

**GOLDEN PHAROS BERHAD**[Registration No: 198601003051 (152205-W)]
(Incorporated in Malaysia)

Proxy Form

I/We _____
(Full name as per NRIC in capital letters)

Company No./NRIC No. (new) _____ (old) _____

of _____
(Full address)

being a member of GOLDEN PHAROS BERHAD hereby appoint _____

NRIC No. (new) _____ (old) _____

of _____ or failing him/her
(Full address)

_____ NRIC No. (new) _____ (old) _____

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 **34th Annual General Meeting** of the Company to be held at **Gamelan 3, Primula Beach Hotel, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu Darul Iman** on **Tuesday, 29th June 2021 at 10.30 a.m.** and at any adjournment thereof.

Name of Proxy	NRIC No.	No. of shares to be represented by proxy	%
1.			
2.			

(Where two (2) proxies are appointed, please indicate the proportion of your shareholdings to be represented by each proxy.)

My/Our proxy is to vote as indicated with an "X" below:

If no specific discretion as to voting is given, the proxy will vote or abstain from voting at his discretion:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve payment of Directors' Fees payable of RM192,000 for the financial year ended 31 December 2020.		
2.	To approve payment of Directors' Fees payable of up to RM600,000 for the financial period from 1 January 2021 until the conclusion of the next Annual General Meeting of the Company.		
3.	To approve payment of Directors' benefits (excluding Directors' Fees) payable of RM501,800 for the financial period from 1 July 2021 until the conclusion of the next Annual General Meeting of the Company.		
4.	To re-elect Muhammad Ramizu bin Mustaffa as Director.		
5.	To re-elect Associate Professor Dr Mohd Zaki bin Hamzah as Director.		
6.	To re-elect Burhanuddin Hilmi bin Mohamed @ Harun as Director.		
7.	To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		

Dated _____ day of _____ 2021

Number of shares held	*CDS Account No.

*Applicable for shares under nominee account only

Signature of Member/Common Seal

Notes:

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5. Where a member 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. Where a member, an authorised nominee or an exempt authorized nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall not be valid.
7. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
8. The appointment of a proxy may be made in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:
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10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
12. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/CERTIFIED TRUE certificate of appointment of authorised representative with the Company's Share Registrar, Tricor at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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AFFIX
STAMP

The Share Registrar

GOLDEN PHAROS BERHAD

[Registration No:198601003051 (152205-W)]

Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32 Tower A

Vertical Business Suite, Avenue 3

Bangsar South, No. 8, Jalan Kerinchi

59200 Kuala Lumpur