



HING YAI GROUP BERHAD

(Company No. 22414-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh Annual General Meeting of the Company will be held at Room Melati 1-3, Grand Dorsett Subang Hotel, Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Tuesday, 25 September 2012 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial period from 1 July 2011 to 31 March 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1) (Resolution 1)
- To declare a Final Dividend of 5% less income tax for the financial period ended 31 March 2012. (Resolution 2)
- To approve the payment of Directors' fees for the financial period ended 31 March 2012. (Resolution 2)
- To re-elect Mr. Cheah Yong Hock who shall retire by rotation pursuant to Article 102 of the Company's Articles of Association. (Resolution 3)
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business

- To consider and, if thought fit, to pass the following Ordinary and Special Resolutions with or without modifications:-

ORDINARY RESOLUTION 1 (Resolution 5)

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965 ("the Act"), Memorandum and Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Act to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company as at the date of this Annual General Meeting ("AGM") and that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

ORDINARY RESOLUTION 2 (Resolution 6)

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE IN RESPECT OF RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as described in Section 2.1.4 of the Circular to Shareholders dated 30 August 2012 subject further to the following:-

- the recurrent related party transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public where applicable and not to the detriment of the minority shareholders; and
- disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
 - the conclusion of the next annual general meeting of the Company following this annual general meeting, at which the approval hereby given will lapse, unless by a resolution passed at an annual general meeting, whereby the approval is renewed; or
 - the expiration of the period within which the next annual general meeting of the Company after this annual general meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but such period shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.

ORDINARY RESOLUTION 3 (Resolution 7)

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

THAT subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the approvals of all relevant governmental and/or regulatory authorities, the Company be authorised to the extent permitted by the law, to buy back such amount of ordinary shares of RM1.00 each in the Company's issued and paid up capital as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time; and
 - the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium of the Company
- THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manners:-
- cancel all the purchased ordinary shares; and/or
 - retain the purchased ordinary shares as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; and/or
 - retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

- the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by shareholders of the company at a general meeting of the company, whichever occurs first;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things therefor (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities, and all other relevant governmental and/or regulatory authorities.

SPECIAL RESOLUTION (Resolution 8)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as set in the Appendix of the Circular to Shareholders dated 30 August 2012 be and are hereby approved and adopted AND THAT the Board of Directors be and is hereby authorised to give effect to the said amendments, modifications, additions or deletions.

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that a final dividend of 5% less tax in respect of the financial period ended 31 March 2012, if so approved by the shareholders at the Thirty-Seventh Annual General Meeting, will be paid on 25 October 2012 to shareholders who are registered in the Record of Depositors as at the close of business on 28 September 2012.

Further notice is given that a depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 28 September 2012 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)

Mak Chooi Peng (MAICSA 7017931)

Company Secretaries

Kuala Lumpur
30 August 2012

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 September 2012 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 143 (1) (b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- 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's holds.
- The instrument appointing a proxy must be deposited at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or adjournment thereof.

Explanatory Notes:-

- Item 1 of the Agenda**
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Resolution 5**
The proposed adoption of Ordinary Resolution 1 is for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approval of all the relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement, option or other instrument made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next annual general meeting of the Company. This general mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares. The Company did not table any proposal for new allotment of shares pursuant to Section 132D of the Companies Act, 1965 at the Thirty-Sixth Annual General Meeting of the Company held on 16 December 2011. As such, as at the date of this notice, no new shares in the Company were issued under the provision of the general mandate, which will lapse at the conclusion of the Thirty-Seventh Annual General Meeting. Hence, no proceeds were raised therefrom.
- Resolution 6**
The proposed adoption of Ordinary Resolution 2 is to renew the Shareholders' Mandate granted by the shareholders of the Company at the Thirty-Sixth Annual General Meeting held on 16 December 2011. The proposed renewal of the Shareholders' Mandate will enable the Group to enter into recurrent related party transactions of a revenue or trading nature to facilitate transactions in the normal course of business of the Company and/or its subsidiary companies which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on normal commercial terms and not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further information on the proposed Ordinary Resolution 2 is set out in the Circular to Shareholders dated 30 August 2012.
- Resolution 7**
The proposed adoption of Ordinary Resolution 3, if passed, is to renew the Shareholders' Mandate granted by the shareholders of the Company at the Thirty-Sixth Annual General Meeting held on 16 December 2011. The proposed renewal of the shareholders' mandate will empower the Directors to purchase the Company's shares up to ten percent (10%) of the issued and paid up capital of the Company by utilizing the retained profits and the share premium accounts of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.
- Resolution 8**
The proposed adoption of the Special Resolution is for the purpose of seeking the shareholders' approval for amendments to the Articles of Association of the Company following the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to Disclosure and Other Obligations pursuant to Bursa Malaysia Securities Berhad's letter dated 22 September 2011. The amendments are aimed at providing greater clarity to the market.