



Boustead Holdings Berhad

(Company No. 3871-H)
(Incorporated in Malaysia under the Companies Act, 1965)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Boustead Holdings Berhad ("BHB" or "Company") will be held at The Royale Ballroom, Level 2, The Royale Bintang Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 5 December 2013 at 11.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

ORDINARY RESOLUTION

THE PROPOSED PRIVATISATION OF AL-HADHARAH BOUSTEAD REIT BY BOUSTEAD PLANTATIONS BERHAD, A WHOLLY-OWNED SUBSIDIARY OF BOUSTEAD HOLDINGS BERHAD, FOR A TOTAL CASH CONSIDERATION OF RM664,825,320 ("PROPOSED PRIVATISATION")

THAT, subject to the approvals of the relevant authorities being obtained, approval be and is hereby given for the proposed privatisation of Al-Hadharah Boustead REIT by Boustead Plantations Berhad ("BPB") for a total cash consideration of RM664,825,320 as set out in Section 2 of the Circular to Shareholders of the Company dated 12 November 2013.

AND THAT the Directors be and are hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Privatisation, inclusive of any cash advances, if required, with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interest of the Company.

By Order of the Board
SHARIFAH MALEK
Company Secretary

Kuala Lumpur
12 November 2013

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person to be his 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 149(1) of the Companies Act, 1965 shall not apply to the Company.
2. In the case of a Corporation, the proxy should be executed under its Common Seal or under the hand of a duly authorised officer.
3. A member shall not, subject to Paragraph 4 below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, shall be deposited at the Share Registrar's office located at 13th Floor, Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person or persons named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
6. Only members registered in the Record of Depositors as at 27 November 2013 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.

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