



## 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 Kuala Lumpur, 17-21, Jalan Bukit Bintang, 55100 Kuala Lumpur on Friday, 29 April 2016 at 3:30 p.m. or at any adjournment thereof (“**Meeting**”) for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

**THE PROPOSED DISPOSAL BY BAKTI WIRA DEVELOPMENT SDN BHD (“BWSB”), A WHOLLY-OWNED SUBSIDIARY OF BHB, OF ITS 30% EQUITY INTEREST HELD IN JENDELA HIKMAT SDN BHD (“JHSB”) TO CASCARA SDN BHD (“CASCARA”) FOR A CASH CONSIDERATION OF RM180 MILLION (“PROPOSED DISPOSAL”)**

“**THAT** approval be and is hereby given for BWSB to dispose its 30% equity interest in JHSB to Cascara for a cash consideration of RM180 million, subject to the terms and conditions as stipulated in the conditional share sale agreement dated 29 December 2015 entered into between BWSB and Cascara.

**AND THAT** the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal and in the best interest of the Company.”

By Order of the Board

**TASNEEM MOHD DAHALAN (LS 6966)**

Secretary

Kuala Lumpur

15 April 2016

#### 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 with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200, not less than 48 hours before the time appointed 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 be treated as valid.
6. Only members registered in the Record of Depositors as at 21 April 2016 shall be eligible to attend the Meeting or appoint a proxy to attend and vote on his/her behalf.