



## HUA YANG BERHAD

(Company No. 44094-M)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Hua Yang Berhad (“**HYB**” or the “**Company**”) will be convened at the Head Office of the Company at 4th Floor, C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 8 June 2017 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF 66,889,940 ORDINARY SHARES IN MAGNA PRIMA BERHAD (“MPB”) REPRESENTING APPROXIMATELY 20.12% OF THE EQUITY INTEREST IN MPB BY PRISMA PELANGI SDN BHD (“PPSB”) FROM FANTASTIC REALTY SDN BHD, LEE SHU SHUN, LEE KOK MENG, YAP FATT THAI, KOK SEW HONG AND KOK SIEW HWA (COLLECTIVELY THE “VENDORS”) FOR A TOTAL CONSIDERATION OF RM123,746,389.00**

**THAT** subject to the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to PPSB to acquire 66,889,940 ordinary shares in MPB, representing approximately 20.12% of the equity interest in MPB from the Vendors, for a purchase consideration of RM123,746,389.00, to be fully settled in cash, subject to and upon such terms and conditions as set out in the conditional share sale agreement entered into between PPSB and the Vendors dated 19 April 2017 (“**MPB SSA**”) (“**Proposed MPB Acquisition**”);

**AND THAT** the Board of Directors of the Company (“**Board**”) and PPSB be and is hereby authorised and empowered to give full effect to the Proposed Acquisition and the MPB SSA with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered in relation to the MPB SSA, and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of HYB and PPSB and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition under the terms and conditions of the MPB SSA, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of HYB and PPSB.

**BY ORDER OF THE BOARD**  
**LEONG OI WAH (MAICSA 7023802)**  
**TAN HWAI LUN (MIA 24085)**  
**LAM CHO WAI (MIA 37324)**  
Company Secretaries

Selangor Darul Ehsan  
24 May 2017

#### Notes:-

1. Only members whose name appear in the Record of Depositors as at 31 May 2017 will be entitled to attend and vote at this Extraordinary General Meeting or appoint a proxy/proxies or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.
3. 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 it holds.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint up to two (2) proxies in respect of each securities account it may hold with ordinary shares of the Company standing to the credit of the said securities account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a Corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the Registered Office of the Company at C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 24 May 2017.