



HUAYANG

HUA YANG BERHAD

Company No. 44094-M
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting of Hua Yang Berhad will be held at the Head Office of the Company at 4th Floor, C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor on Thursday, 30 August 2012 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- 1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.
- 2. To approve the payment of a first and final dividend of 15% per Ordinary Share of RM1.00 each less 25% income tax in respect of the financial year ended 31 March 2012. **(Resolution 1)**
- 3. To approve the payment of Directors' fees amounting to RM396,000 for the financial year ended 31 March 2012. **(Resolution 2)**
- 4. To re-elect the following Directors who are retiring pursuant to Article 93(1) of the Company's Articles of Association:-
 - 4.1 Dato' Tan Bing Hua **(Resolution 3)**
 - 4.2 Chew Hoe Soon **(Resolution 4)**
- 5. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

As Special Business

- 6. **ORDINARY RESOLUTION NO. 1**
Authority to issue shares pursuant to Section 132D of the Companies Act, 1965 **(Resolution 6)**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- 7. **SPECIAL RESOLUTION NO. 1**
Proposed amendment to the Articles of Association **(Resolution 7)**

"THAT Article 81 of the Articles of Association of the Company be amended as follows:-

Existing Article 81

Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.

New Article 81

Where a member of the Company is an **exempt** authorised nominee, **as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act, of 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."

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

NOTICE OF FIRST AND FINAL DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS HEREBY GIVEN that the First and Final Dividend of 15% per Ordinary Share of RM1.00 each less 25% income tax in respect of the financial year ended 31 March 2012, if approved at the forthcoming Annual General Meeting, will be payable on 18 September 2012 to Depositors registered in the Record of Depositors at the close of business on 7 September 2012.

A Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 September 2012, in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHAN SEW MOH (MIA 12605)
LEONG OI WAH (MAICSA 7023802)
TAN HWAI LUN (MIA 24085)
Company Secretaries

Ipoh
31 July 2012

Notes:

- 1. Only members whose name appear in the Record of Depositors as at 24 August 2012 will be entitled to attend the Annual General Meeting or appoint a proxy/proxies in his/her stead 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 Annual 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 and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 3. When a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized 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.
- 5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 123A, Jalan Raja Permaisuri Bainun (Jalan Kampar), 30250 Ipoh, Perak Darul Ridzuan at least forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.

Explanatory Note on Special Business:

Resolution 6

The proposed Resolution 6 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 19 August 2011. The Company has utilized the mandate that was approved last year for the Private Placement exercise as announced on 18 July 2012 to raise proceeds for land acquisitions. At the date of printing of the Annual Report 2012 the issue price has yet to be fixed.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Resolution 7

The proposed Resolution 7 the amendment to the Articles of Association of the Company are to comply with the amendments made on Chapter 7 of Bursa Malaysia Securities Berhad Main Market Listing Requirements in relation to appointment of multiple proxies.