



**HUAYANG**

## **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 of Hua Yang Berhad ("**HuaYang**" 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, 30 August 2012 at 11.00 a.m., or immediately after the conclusion of the Thirty-Third (33<sup>rd</sup>) Annual General Meeting of the Company or any adjournment thereof, whichever is the later, for the purpose of considering and if thought fit, passing with or without modification, the following ordinary resolution:-

#### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 39,600,000 NEW ORDINARY SHARES OF RM1.00 EACH IN HUAYANG ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN HUAYANG ("HUAYANG SHARE(S)" OR "SHARE(S)") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

"**THAT**, subject to the approvals of all relevant regulatory authorities for the listing and quotation for the Bonus Shares, approval be and is hereby given to the Company to capitalise an amount of up to RM39,600,000 out of the reserves of the Company, and to apply the same for the purposes of issuing up to 39,600,000 Bonus Shares credited as fully paid-up to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date to be determined by the Directors and announced later on the basis of one (1) Bonus Share for every four (4) existing HuaYang Shares held;

**THAT** fractional entitlements of the Bonus Shares, if any, shall be dealt in such manner as the Board shall in their absolute discretion deems fit and expedient in the best interest of the Company;

**THAT** the Bonus Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up HuaYang Shares, save and except that the new HuaYang Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the date of allotment of such new HuaYang Shares;

**AND THAT** the Directors be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board  
**HUA YANG BERHAD**

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

Company Secretaries  
Ipoh, Perak Darul Ridzuan  
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 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 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 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.*
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 Extraordinary General Meeting or any adjournment thereof.*