

# NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Setia City Convention Centre, Function Room 8, 1<sup>st</sup> Floor, No 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Wednesday, 12 December 2012 at 2.00 p.m. for the following purposes:-

## AGENDA

### ORDINARY BUSINESS:-

- To receive the Audited Financial Statements of the Company for the year ended 31 July 2012 together with the Directors' and Auditors' Reports attached thereon.
- To approve the payment of Directors' fees of RM382,500 for the year ended 31 July 2012. **Ordinary Resolution 1**
- To approve a Single Tier Final Dividend of 0.6 sen per share for the year ended 31 July 2012. **Ordinary Resolution 2**
- To re-elect the following Directors who are retiring in accordance with Article 79 of the Company's Articles of Association:-  
4.1 Mr. Foo Kok Siew **Ordinary Resolution 3**  
4.2 Mr. Low Choong Sing **Ordinary Resolution 4**
- To re-elect Mr. Lu Zongyou who is retiring in accordance with Article 84 of the Company's Articles of Association. **Ordinary Resolution 5**
- To re-appoint Messrs KPMG as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**
- AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

- 7.1 **Re-appointment of Director Pursuant to Section 129 of the Companies Act, 1965**  
**Ordinary Resolution 7**

"THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Alwi Jantan who is over 70 years of age, be hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

- 7.2 **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**  
**Ordinary Resolution 8**

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

- 7.3 **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**  
**Ordinary Resolution 9**

"THAT the Company and/or its subsidiaries be hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 20 November 2012, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.

**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate.

**AND FURTHER THAT** such authority shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,
- whichever is the earlier."

- 7.4 **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**  
**Ordinary Resolution 10**

"THAT the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 20 November 2012, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and on prices and terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New Shareholders' Mandate.

**AND FURTHER THAT** such authority shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,
- whichever is the earlier."

- 7.5 **Proposed Renewal of Shareholders' Mandate for Share Buy-Back**  
**Ordinary Resolution 11**

"THAT subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at Fifteenth Annual General Meeting of the Company held on 8 December 2011, authorising the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits and share premium reserves of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits and share premium reserves of the Company stood at RM26,004,552 and RM37,985,657 respectively for the financial year ended 31 July 2012.

**AND THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three (3).

**AND FURTHER THAT** the Directors of the Company be hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

- 7.6 **Proposed Amendments to the Company's Articles of Association**

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Annual Report 2012 ("Proposed Amendments") be hereby approved and adopted." **Special Resolution**

8. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN THAT** a Single Tier Final Dividend of 0.6 sen per share in respect of the financial year ended 31 July 2012 will be payable on 18 January 2013 to depositors registered in the Record of Depositors at the close of business on 20 December 2012.

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

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 20 December 2012 in respect of transfers;
- 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  
HIAP TECK VENTURE BERHAD

NG YIM KONG (LS 0009297)

Company Secretary

Selangor Darul Ehsan

20 November 2012

### Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote on his (her) behalf. A Proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member appoints two (2) or more Proxies, the appointment shall be invalid unless he (she) specifies the proportion of his (her) holdings to be represented by each Proxy.
- The Form of Proxy shall be signed by the appointor or of his (her) attorney duly authorised in writing or, if the appointor is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The instrument appointing a Proxy must be deposited at the Registered Office of the Company at Lot 6096, Jalan Haji Abdul Manan, Batu 5 ½, Off Jalan Meru, 41050 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for the Meeting or at any adjournment thereof.

### EXPLANATORY NOTES ON SPECIAL BUSINESS OF THE AGENDA

- (a) **Re-appointment of Director Pursuant to Section 129 of the Companies Act, 1965**

The Proposed Ordinary Resolution 7 under item 7.1 above, is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Tan Sri Dato' Alwi Jantan who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This Resolution must be passed by a majority of not less than three-fourths (3/4) of such members of the Company as being entitled to vote in person or where Proxies are allowed, by Proxy at the Annual General Meeting of the Company.

- (b) **Resolution pursuant to the Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965**

The Proposed Ordinary Resolution 8 under item 7.2 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Fifteenth Annual General Meeting held on 8 December 2011. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain 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 placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

As at the date of this Notice, 32,196,000 new ordinary shares of RM0.50 each representing approximately 10% of the existing issued and paid-up share capital of the Company were issued on 30 November 2011 by way of a Private Placement and listed on the Bursa Securities on 7 December 2011.

In addition to that, Renounceable Rights Issue of 354,146,000 new ordinary share of RM0.50 each on the basis of one (1) Rights Share for every one (1) existing ordinary share of RM0.50 each were issued on 10 January 2012 and listed on the Bursa Securities on 16 January 2012.

The proceeds from the Private Placement and the Renounceable Rights Issue would be utilised to part finance the construction of the project plant, to refinance existing bank borrowings and to defray estimated expenses in relation to the Corporate Exercises carry out by the Company (as described in the Circular dated 1 November 2011).

- (c) **Resolution pursuant to the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Proposed Ordinary Resolution 9 and 10 under item 7.3 and 7.4 above, if passed, will enable the Company and its subsidiaries ("the Group") to continue entering into the specified Recurrent Related Party Transactions as set out in Section 2.3.2 of the Circular to Shareholders dated 20 November 2012 with the specified classes of the Related Parties mentioned therein which are necessary for the Group's day-to-day operations. For further information on the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, please refer to the Circular to Shareholders dated 20 November 2012 enclosed together with the Company's 2012 Annual Report.

- (d) **Resolution pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

The Proposed Ordinary Resolution 11 under item 7.5 above, is to seek the renewal of authority for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Malaysia Securities Berhad. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Circular to Shareholders dated 20 November 2012 enclosed together with the Company's 2012 Annual Report.

- (e) **Proposed Amendments to the Company's Articles of Association**

The proposed Special Resolution under item 7.6 is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I on pages 123 to 124 of this Annual Report.

### GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 5 December 2012. Only a depositor whose name appears on the Record of Depositors as at 5 December 2012 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.