



Boustead Holdings Berhad 3871-H
(A member of LTAT Group)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting of Boustead Holdings Berhad will be held at The Royale Ballroom, Level 2, The Royale Bintang Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor on Monday, 8 April 2013 at 9.30 a.m. for the purpose of transacting the following business:

	Resolution Number
ORDINARY BUSINESS	
To receive and consider the audited financial statements for the year ended 31 December 2012, and the Report of the Directors.	1
To re-elect Datuk Azzat Kamaludin who retires by rotation and, being eligible, offers himself for re-election.	2
To elect Datuk Francis Tan Leh Kiah who was appointed on 11 October 2012, and being eligible, offers himself for election.	3
To consider and, if thought fit, pass the following resolutions:- "THAT pursuant to Section 129(6) of the Companies Act, 1965, Gen. Tan Sri Dato' Mohd Ghazali Hj. Che Mat (R) be re-appointed a Director of the Company to hold office until the next Annual General Meeting."	4
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' (Dr.) Megat Abdul Rahman Megat Ahmad be re-appointed a Director of the Company to hold office until the next Annual General Meeting."	5
To approve Directors' fees.	6
To re-appoint Auditors and to authorise the Directors to determine their remuneration.	7
SPECIAL BUSINESS	
To consider and, if thought fit, pass the following resolutions:	
Ordinary Resolution - Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965	8
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 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 hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."	
Ordinary Resolution - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions	9
"THAT, subject to the Companies Act, 1965 (Act), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its Subsidiaries to enter into all transactions involving the Related Parties as specified in Section 2.3.1 of the Circular to Shareholders dated 15 March 2013 provided that such transactions are:- (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the day-to-day operations; (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and (iv) are not to the detriment of the minority shareholders. AND THAT such approval shall continue to be in force until:- (i) the conclusion of the next Annual General Meeting (AGM), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed; (ii) the expiration of the period within the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (iii) revoked or varied by a resolution passed by the shareholders in a General Meeting; whichever is the earlier. And further that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate."	
Ordinary Resolution - Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions	10
"THAT, subject always to the Companies Act, 1965 (Act), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad, the Company and its Subsidiaries shall be mandated to enter into recurrent transactions of a revenue or trading nature with the Related Party as specified in Section 2.3.2 of the Circular to Shareholders dated 15 March 2013 subject further to the following: (i) the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders; (ii) disclosure will be made of a breakdown of the aggregate value of transactions conducted pursuant to the Mandate during the financial year based on the following information in the Company's annual report and in the annual reports for subsequent financial years that the Mandate continues in force:- (a) the type of the recurrent related party transactions made; and (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company; and (iii) that such authority shall continue to be in force until (a) the conclusion of the next Annual General Meeting (AGM) of the Company following the General Meeting at which the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after this date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (c) revoked or varied by resolution passed by the shareholders in a General Meeting; whichever is earlier provided that such transactions are made on an arms' length basis and on normal commercial terms."	
To transact any other ordinary business of the Company.	

By Order of the Board

SHARIFAH MALEK
Secretary

Kuala Lumpur
15 March 2013

NOTES:

- Any member entitled to attend and vote may appoint up to two (2) proxies, who need not be a member, to attend and vote on his or her behalf. Ordinary shareholders are being sent herewith a Form of Proxy with provision for two-way voting on the foregoing numbered resolutions. The instrument appointing a proxy must be lodged at the Registered Office or Share Registrar's Office not less than forty-eight hours before the time of the Meeting.
- The ordinary resolution proposed under item 8 above, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting required by law to be held, whichever is earlier. The mandate sought under item 8 above is a renewal of an existing mandate.
As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Fiftieth Annual General Meeting held on 9 April 2012 and which will lapse at the conclusion of the Fifty-First Annual General Meeting.
The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- The proposed resolution 9 and 10, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.