



# HAP SENG CONSOLIDATED BERHAD (26877-W)

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Hap Seng Consolidated Berhad (Hap Seng or Company) will be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Wednesday, 29 May 2013 (2013 EGM) at 3pm or immediately following the conclusion of the 37<sup>th</sup> annual general meeting of the Company, which will be held at the same venue and on the same day at 2pm, whichever is later (or the adjournment thereof), to consider and if thought fit, to approve the following ordinary resolutions:-

### AGENDA

#### (A) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

1. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Gek Poh (Holdings) Sdn Bhd Group be and is hereby approved. *Ordinary Resolution 1*
2. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Malaysian Mosaics Berhad Group be and is hereby approved. *Ordinary Resolution 2*
3. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Lei Shing Hong Limited Group be and is hereby approved. *Ordinary Resolution 3*
4. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Samling Strategic Corporation Sdn Bhd Group be and is hereby approved. *Ordinary Resolution 4*
5. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Lingu Developments Berhad Group be and is hereby approved. *Ordinary Resolution 5*
6. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Glenealy Plantations (Malaya) Berhad Group be and is hereby approved. *Ordinary Resolution 6*
7. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Corporated International Consultant be and is hereby approved. *Ordinary Resolution 7*

#### (B) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

8. That subject always to the Companies Act, 1965 (the Act), the Company's articles of association, Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (Bursa Securities), and the approvals of all relevant governmental and/or regulatory authorities, the directors of the Company be and are hereby authorised to purchase ordinary shares of RM1.00 each in the Company's issued and paid-up ordinary share capital through Bursa Securities, provided that:- *Ordinary Resolution 8*
  - (a) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the issued and paid-up ordinary share capital of the Company; and
  - (b) the funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits available for dividend and share premium account of the Company. Based on the Company's latest audited financial statements for financial year ended 31 December 2012, the audited retained profits and the share premium account of the Company stood at RM1,058,937,000 and RM5,000 respectively; and
  - (c) the authority conferred by this resolution shall continue to be in force until:-
    - (1) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse unless renewed by the passing of a resolution; or

- (2) the expiration of the period within which the next annual general meeting 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
- (3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever shall be the earliest, and that the directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder,

and further that the directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.

**(C) (I) PROPOSED DISPOSAL OF 51% OF THE ISSUED AND PAID-UP CAPITAL OF HAP SENG STAR (VIETNAM) SDN BHD BY HAP SENG STAR SDN BHD; AND**

**(II) PROPOSED GRANTING OF A PUT OPTION BY PRESTIGE SPORTS CARS (HK) LIMITED TO HAP SENG STAR SDN BHD FOR THE DISPOSAL OF UP TO 49% OF THE ISSUED AND PAID-UP CAPITAL OF HAP SENG STAR (VIETNAM) SDN BHD**

(collectively, the “Proposals”)

9. That authority be and is hereby given to Hap Seng Star Sdn Bhd, a wholly-owned subsidiary of the Company, to dispose of its 51% of the issued and paid-up capital of Hap Seng Star (Vietnam) Sdn Bhd to Prestige Sports Cars (HK) Limited for a cash consideration of RM153 million pursuant to the agreement dated 18 March 2013 (HSSV Agreement). *Ordinary Resolution 9*

That authority be and is hereby given to Hap Seng Star Sdn Bhd to accept a put option to dispose of up to 49% of the issued and paid-up capital of Hap Seng Star (Vietnam) Sdn Bhd to Prestige Sports Cars (HK) Limited for a cash consideration of RM147 million (assuming the entire 49% of the issued and paid-up capital is put and the consideration is to be pro-rated based on the actual number of shares put), on the terms and conditions contained in the HSSV Agreement.

That any one or more directors of the Company be and are hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement and complete the Proposals.

**Notes to the above proposed resolutions:-**

**RESOLUTIONS 1 TO 7**

**(A) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS**

The proposed resolutions 1 to 7 if approved, will empower the Company and its subsidiaries (Hap Seng Group) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations in the ordinary course of business at arm’s length, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not prejudicial to the minority shareholders of the Company and this authority shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse unless renewed by the passing of a resolution; or
- (b) the expiration of the period within which the next annual general meeting 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
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever shall be the earliest, and the breakdown of the aggregate value of the said recurrent transactions shall be disclosed in the Company's annual report. Further information on the said recurrent transactions is set out in Part A of the enclosed circular.

## **ORDINARY RESOLUTION 8**

### **(B) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Further information on the Proposed Renewal of Share Buy-back Authority is set out in the enclosed share buy-back statement.

## **ORDINARY RESOLUTION 9**

### **(C) (I) PROPOSED DISPOSAL OF 51% OF THE ISSUED AND PAID-UP CAPITAL OF HAP SENG STAR (VIETNAM) SDN BHD BY HAP SENG STAR SDN BHD; AND**

### **(II) PROPOSED GRANTING OF A PUT OPTION BY PRESTIGE SPORTS CARS (HK) LIMITED TO HAP SENG STAR SDN BHD FOR THE DISPOSAL OF UP TO 49% OF THE ISSUED AND PAID-UP CAPITAL OF HAP SENG STAR (VIETNAM) SDN BHD**

**(collectively, the "Proposals")**

Further information on the Proposals is set out in Part C of the enclosed circular.

By order of the Board

**Cheah Yee Leng** (LS 0009398)  
**Quan Sheet Mei** (MIA 6742)  
Company Secretaries

Kuala Lumpur  
15 May 2013

#### **Notes:**

1. *A depositor shall not be regarded as a member entitled to attend the 2013 EGM and to speak and vote thereat unless his/her name appears in the register of members and/or record of depositors as at 22 May 2013 (which is not less than 3 market days before the date of this meeting) issued by Bursa Malaysia Depository Sdn Bhd (Bursa Depository) upon the Company's request in accordance with the rules of the Bursa Depository.*
2. *Subject to note 3 below, a member entitled to attend and vote at the 2013 EGM is entitled to appoint a proxy or proxies (but not more than 2) to attend and vote in his/her stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. The proxy or proxies need(s) not be a member of the Company and there shall be no restriction as to the qualification of the proxy or proxies.*
3. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
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 seal or under the hand of an officer or attorney duly authorised, and such duly executed instrument appointing a proxy must be deposited at the registered office of the Company, 21<sup>st</sup> Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*