



恒宝环球

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of the Company will be held at the Sri Pantii, 2nd Floor, Mutiara Johor Bahru, Jalan Dato Sulaiman, Taman Century, K.B No. 779, 80990 Johor Darul Takzim, Malaysia on Friday, 28 June 2013 at 10.00 a.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To re-elect Mr Teo Choon Kow @ William Teo, who retires pursuant to Article 111 of the Company's Articles of Association. **(Ordinary Resolution 2)**
3. To re-elect the following Directors, who retire pursuant to Article 104 of the Company's Articles of Association:-
  - i) Sun Shimin **(Ordinary Resolution 3)**
  - ii) Shen Hengbao **(Ordinary Resolution 4)**
4. To approve the payment of Directors' fees of SGD190,000 for the year ended 31 December 2012. **(Ordinary Resolution 5)**
5. To note that Messrs. Paul Wan & Co., the Auditors of the Company, has indicated in a letter dated 30 April 2013 that they do not wish to be re-appointed as the Auditors of the Company for the financial year ending 31 December 2013.

### As Special Business

To consider and if thought fit, to pass the following Resolutions:

6. Authority to Directors to Allot and Issue Shares **(Ordinary Resolution 6)**

"THAT pursuant to the provisions of Section 161 of the Companies Act of Singapore, Cap. 50, and subject otherwise to the provisions of that Act and the Articles of Association of the Company, the Directors be and are hereby authorised to issue shares of the Company to such persons and on such terms and conditions and with such rights or restrictions as they may think fit to impose, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, and subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

7. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board,

**ONG BENG HONG** (LLB (Hons) (390/1990))  
Company Secretary

Kuala Lumpur  
6 June 2013

### NOTES ON APPOINTMENT OF PROXY:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member and / or a qualified legal practitioner, an approved company auditor or a person approved by the Registrar of Companies.
2. Where a member duly executes the form of proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
5. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office in Malaysia at Suite 10.03, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the Sixth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository SdnBhd to issue a General Meeting Record of Depositors as at 21 June 2013. Only members whose name appears on the Record of Depositors as at 21 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

### EXPLANATORY NOTES

#### 1. Item 5: Messrs. Paul Wan & Co.

The Company had received a letter from Messrs. Paul Wan & Co. on 30 April 2013 informing the Company on its intention not to seek re-appointment as Auditors of the Company for the financial year ending 31 December 2013. As the Company has not found a suitable replacement and due to the short timeframe and the special audit which the Company has currently commissioned, the Company will convene a separate extraordinary general meeting to appoint new auditors.

#### 2. Ordinary Resolution 6 : Authority to Directors to Allot and Issue Shares

The Proposed Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be 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.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Fifth Annual General Meeting held on 29 June 2012 and which will lapse at the conclusion of the Sixth Annual General Meeting.