

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting of the Company will be held at Setia City Convention Centre, Function Room 8, 1st Floor, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Tuesday, 17 December 2013 at 3:00 p.m. for the following purposes:-

**A G E N D A**

**ORDINARY BUSINESS:-**

- To receive the Audited Financial Statements of the Company for the year ended 31 July 2013 together with the Directors' and Auditors' Reports attached thereon.
- To approve the payment of Directors' fees of RM 353,333 for the year ended 31 July 2013.
- To approve a Single Tier Final Dividend of 0.6 sen per share for the year ended 31 July 2013.
- To re-elect the following Directors who are retiring in accordance with Article 79 of the Company's Articles of Association:-
  - Tan Sri Dato' Law Tien Seng
  - Mr. Lee Ching Kion
- To re-elect Mr. Leow Hoi Loong @ Liow Hoi Loong who is retiring in accordance with Article 84 of the Company's Articles of Association.
- To re-appoint Messrs KPMG as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to **Note B on this Agenda**

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

**Ordinary Resolution 11**

**Ordinary Resolution 12**

**Ordinary Resolution 13**

**Ordinary Resolution 14**

**Ordinary Resolution 15**

**Ordinary Resolution 16**

**Ordinary Resolution 17**

**Ordinary Resolution 18**

**Ordinary Resolution 19**

**Ordinary Resolution 20**

**Ordinary Resolution 21**

**Ordinary Resolution 22**

**Ordinary Resolution 23**

**Ordinary Resolution 24**

**Ordinary Resolution 25**

**Ordinary Resolution 26**

**Ordinary Resolution 27**

**Ordinary Resolution 28**

**Ordinary Resolution 29**

**Ordinary Resolution 30**

**Ordinary Resolution 31**

**PROVIDED THAT :**

- the number of new HTVB Shares allocated, in aggregate, to the Directors and senior management of the HTVB Group does not exceed 50% of the total number of new HTVB Shares available under the Scheme; and
- the number of new HTVB Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new Hiap Teck Shares available under the Scheme,

And subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws of the Scheme".

**7.6 Proposed Granting of Options to Mr. Lu Zongyou under the Company's Employees' Share Option Scheme ("ESOS") Ordinary Resolution 12**

"THAT pursuant to the Company's ESOS as approved by the shareholders at the Extraordinary General Meeting held on 23 November 2011, authority be and is hereby given to the Board of the Company to, at any time from time to time during the duration of the ESOS, to offer and grant to Mr. Lu Zongyou, a Non-Independent Non-Executive Director of the Company, options to subscribe for Hiap Teck Venture Berhad's ("HTVB") shares under the ESOS

**PROVIDED THAT :**

- the number of new HTVB Shares allocated, in aggregate, to the Directors and senior management of the HTVB Group does not exceed 50% of the total number of new HTVB Shares available under the Scheme; and
- the number of new HTVB Shares allocated to any eligible Director and eligible employee who, either singly or collectively through persons connected with them, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the total new Hiap Teck Shares available under the Scheme,

And subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws of the Scheme".

- 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 2013 will be payable on 22 January 2014 to depositors registered in the Record of Depositors at the close of business on 27 December 2013.

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

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 27 December 2013 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  
22 November 2013

**Notes:**

**A. Appointment of Proxy**

- 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 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.
- A proxy appointed to attend and vote at a meeting of a company shall have the same right as the member to speak at the meeting.
- Where a member of the Company is an exempt authorised nominee 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.

**B. Audited Financial Statements for the Financial Year ended 31 July 2013**

This Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS OF THE AGENDA**

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

The proposed Resolution 7 under item 7.1 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 seeks to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Sixteenth Annual General Meeting held on 12 December 2012. 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.

The Company has not issued any new share pursuant to Section 132D of the Act under the general mandate which was approved at the Sixteenth AGM of the Company.

**(b) 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 8 and 9 under item 7.2 and 7.3 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 22 November 2013 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 22 November 2013 enclosed together with the Company's 2013 Annual Report.

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

The Proposed Ordinary Resolution 10 under item 7.4 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 22 November 2013 enclosed together with the Company's 2013 Annual Report.

**(d) Resolution on the proposed Granting of Options to Mr. Leow Hoi Loong @ Liow Hoi Loong under the Company's Employees' Share Option Scheme ("ESOS")**

The establishment of the ESOS was approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 23 November 2011.

The proposed Resolution 11, if passed will enable the Company to grant ESOS to Mr. Leow Hoi Loong @ Liow Hoi Loong, an Independent Non-Executive Director of the Company in accordance with the ESOS By-Laws as approved by the shareholders of the Company.

**(e) Resolution on the proposed Granting of Options to Mr. Lu Zongyou under the Company's Employees' Share Option Scheme ("ESOS")**

The establishment of the ESOS was approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 23 November 2011.

The proposed Resolution 12, if passed will enable the Company to grant ESOS to Mr. Lu Zongyou, a Non-Independent Non-Executive Director in accordance with the ESOS By-Laws as approved by the shareholders of the Company.

**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 10 December 2013. Only a depositor whose name appears on the Record of Depositors as at 10 December 2013 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

**AS SPECIAL BUSINESS:-**

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

**7.1 Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

"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."

**7.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

"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 22 November 2013, 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."

**7.3 Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")**

"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 22 November 2013, 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."

**7.4 Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

"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 the Sixteenth Annual General Meeting of the Company held on 12 December 2012, 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 RM118,511,718 and RM37,973,491 respectively for the financial year ended 31 July 2013.

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."

**7.5 Proposed Granting of Options to Mr. Leow Hoi Loong @ Liow Hoi Loong under the Company's Employees' Share Option Scheme ("ESOS")**

"THAT pursuant to the Company's ESOS approved by the shareholders of the Company at the Extraordinary General Meeting held on 23 November 2011, authority be and is hereby given to the Board of the Company to, at any time from time to time during the duration of the ESOS, to offer and grant to Mr. Leow Hoi Loong @ Liow Hoi Loong, an Independent Non-Executive Director of the Company, options to subscribe for Hiap Teck Venture Berhad's ("HTVB") shares under the ESOS