



A member of UEM

## FABER GROUP BERHAD

(Company No.: 5067-M)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Faber Group Berhad ("FGB" or "Company") will be held at The Banquet Hall, Menara Korporat, Persada PLUS, Persimpangan Bertingkat Subang, KM15, Lebuhraya Baru Lembah Klang, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 June 2014 at 9.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### **ORDINARY RESOLUTION 1 – PROPOSED ACQUISITION OF PROJEK PENYELENGGARAAN LEBUHRAYA BERHAD ("PROPEL")**

**"THAT** subject to the passing of Ordinary Resolutions 2 and 3, and approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given for the Company to acquire 70,000,000 ordinary shares of RM1.00 each in PROPEL ("PROPEL Shares"), representing 100% equity interest in PROPEL, from UEM Group Berhad ("UEMG") for a total consideration of RM500 million, to be satisfied by a combination of cash payment of RM250 million and the issuance of 125,000,000 new ordinary shares of RM0.25 each in FGB ("FGB Shares") at the issue price of RM2.00 per FGB Share ("Issue Price"), credited as fully paid upon the terms and conditions as set out in the conditional share sale agreement dated 18 April 2014 between FGB and UEMG ("SSA") ("Proposed Acquisition of PROPEL");

**THAT** such new FGB Shares to be issued shall upon allotment and issue, be free from any and all encumbrances and rank pari passu in all respects with the existing FGB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment and issue of new FGB Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of PROPEL."

#### **ORDINARY RESOLUTION 2 – PROPOSED ACQUISITION OF OPUS GROUP BERHAD ("OGB")**

**"THAT** subject to the passing of Ordinary Resolutions 1 and 3, and approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given for the Company to acquire 359,289,888 ordinary shares of RM0.25 each in OGB, representing 100% equity interest in OGB, from UEMG for a total consideration of RM651 million to be satisfied through the issuance of 325,500,000 new FGB Shares at the Issue Price, credited as fully paid upon the terms and conditions as set out in the SSA ("Proposed Acquisition of OGB");

**THAT** such new FGB Shares to be issued shall upon allotment and issue, be free from any and all encumbrances and rank pari passu in all respects with the existing FGB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment and issue of new FGB Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of OGB."

#### **ORDINARY RESOLUTION 3 – PROPOSED EXEMPTION UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("PAC") FOR UEMG AND THE PERSONS ACTING IN CONCERT WITH IT ("PAC") FROM THE OBLIGATION TO EXTEND A MANDATORY OFFER ON THE REMAINING FGB SHARES NOT ALREADY HELD BY THEM PURSUANT TO THE PROPOSED ACQUISITION OF PROPEL AND PROPOSED ACQUISITION OF OGB**

**"THAT** subject to the approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given for the proposed exemption under paragraph 16.1 of Practice Note 9 of the Code for UEMG and its PAC from the obligation to extend a mandatory offer on all the remaining FGB Shares not already held by them upon the SSA being unconditional and pursuant to the Proposed Acquisition of PROPEL and Proposed Acquisition of OGB ("Proposed Exemption");

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Exemption."

#### **ORDINARY RESOLUTION 4 – PROPOSED ENTRY INTO AN ASSET MANAGEMENT SERVICES AGREEMENT ("AMS AGREEMENT") BETWEEN KONSORTIUM PROHAWK SDN BHD ("KPSB") AND FABER MEDI-SERVE SDN BHD ("FMS"), A WHOLLY-OWNED SUBSIDIARY OF FGB ("PROPOSED AMS")**

**"THAT** subject to the conditions precedent to the Proposed AMS being fulfilled and the approvals being obtained from all the relevant authorities and/or parties, approval be and is hereby given for FMS to carry out the Asset Management Services (as defined in the Circular for the Proposed AMS dated 12 June 2014) for the facilities and infrastructure of a Women and Children's Hospital in Kuala Lumpur, Malaysia pursuant to the AMS Agreement dated 19 May 2014 entered into by FMS and KPSB;

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed AMS."

By Order of the Board

Sheikh Azree Mokhtar (LS No. 0008368)  
Company Secretary

Kuala Lumpur  
12 June 2014

#### **Notes:**

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 of the Company.
2. 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 in the Company. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 24A(1) of the Securities Industry (Central Depositories) Act 1991.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing and in the case of a corporation shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
5. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Extraordinary General Meeting or any adjournment thereof.