



HUA YANG BERHAD

(Company No. 44094-M)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hua Yang Berhad (“**Hua Yang**” or the “**Company**”) will be held at the Head Office of the Company at 4th Floor, C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Tuesday, 2 June 2015 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF A PIECE OF LEASEHOLD LAND MEASURING APPROXIMATELY 32,740 SQUARE METRES HELD UNDER PN 51166 LOT 80646 IN MUKIM BATU, DAERAH KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR (“LAND”) BY PRISMA PELANGI SDN BHD (“PPSB”), A WHOLLY-OWNED SUBSIDIARY OF HUA YANG, FOR A TOTAL CASH CONSIDERATION OF RM120,000,000 ONLY (“PROPOSED ACQUISITION”)

“**THAT** subject to the approvals being obtained from the relevant authorities (where required), PPSB be and is hereby authorised to acquire the Land upon the terms and conditions as stated in the conditional sale and purchase agreement dated 30 January 2015 entered into between PPSB and Nation Holdings Sdn Bhd (including any amendment and/or extension thereof as mutually agreed).

AND THAT the Board of Directors of the Company and PPSB be and are hereby authorised to take such steps, execute such documents and enter into any arrangements and/or undertakings with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and/or amendments or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of the Company and PPSB.”

BY ORDER OF THE BOARD

LEONG OI WAH (MAICSA 7023802)

TAN HWAI LUN (MIA 24085)

Company Secretaries

Ipoh, Perak Darul Ridzuan

18 May 2015

Notes:

1. Only members whose name appear in the Record of Depositors as at 26 May 2015 will be entitled to attend the Extraordinary General Meeting or appoint proxy/proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and vote in his/her stead.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. 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.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 123A, Jalan Raja Permaisuri Bainun (Jalan Kampar), 30250 Ipoh, Perak Darul Ridzuan at least forty-eight (48) hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.