



# HAP SENG CONSOLIDATED BERHAD (26877-W)

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Hap Seng Consolidated Berhad (“HSCB” or the “Company”) will be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 4 June 2015 at 11am or immediately following the conclusion of the 39<sup>th</sup> annual general meeting of the Company, which will be held at the same venue and on the same day at 10am, whichever is later (or the adjournment thereof) (“EGM”), to consider and if thought fit, to approve the following 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 Lei Shing Hong Limited 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 Samling Strategic Corporation Sdn Bhd Group, Lingui Developments Berhad Group and Glenealy Plantations (Malaya) Berhad 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 Corporated International Consultant be and is hereby approved.” *Ordinary Resolution 4*

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

5. “**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:-
  - (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;
  - (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 the financial year ended 31 December 2014, the audited retained profits and the share premium account of the Company stood at RM769,654,000 and RM246,710,000 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) RELATED PARTY TRANSACTIONS**

**(I) PROPOSED DISPOSAL OF 49,600,000 ORDINARY SHARES REPRESENTING 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF HAP SENG CAPITAL PTE LTD (“HSC”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY**

6. “**THAT**, subject to the passing of Ordinary Resolution 7 and the approvals and consent of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given to the Company to dispose of 49,600,000 ordinary shares representing 100% of the issued and paid-up share capital of HSC to Lei Shing Hong Limited (“LSH”) for a cash consideration of Singapore Dollar (“SGD”) 240 million equivalent to Ringgit Malaysia (“RM”) 640.80 million based on the pre-agreed exchange rate of SGD1:RM2.67, details of which are set out in Part C of the Circular to Shareholders dated 20 May 2015 (“Circular”), in accordance with the terms and conditions of the Share Sales Agreement dated 11 March 2015 entered into between the Company and LSH (“Proposed Disposal”). *Ordinary Resolution 6*

**AND THAT** the Board of Directors of HSCB (“Board”) be and is hereby authorised to give full effect to the Proposed Disposal with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company.”

**(II) PROPOSED ACQUISITION BY HAP SENG REALTY (KK I) SDN BHD (“HSRSB”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF A PURPOSE-BUILT FOURTEEN (14)-STOREY RETAIL AND OFFICE TOWER BLOCK TO BE KNOWN AS MENARA HAP SENG KK, IN KOTA KINABALU, SABAH, MALAYSIA**

7. “**THAT**, subject to the passing of Ordinary Resolution 6 and subject to the approval and consent of all the relevant authorities or parties being obtained (if required), approval be and is hereby given for HSRSB to acquire a purpose-built fourteen (14)-storey retail and office tower block to be known as Menara Hap Seng KK in Kota Kinabalu, Sabah, Malaysia from Akal Megah Sdn Bhd (“Akal Megah”), a wholly-owned subsidiary of LSH, for a cash consideration of RM395 million, details of which are set out in Part C of the Circular, in accordance with the terms and conditions of the Sale and Purchase Agreement dated 11 March 2015 entered into between HSRSB and Akal Megah (“Proposed Acquisition”). *Ordinary Resolution 7*

**AND THAT** the Board be and is hereby authorised to give full effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company.”

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

**ORDINARY RESOLUTIONS 1 TO 4**

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

The proposed resolutions 1 to 4 if approved, will empower the Company and its subsidiaries 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 Circular.

**ORDINARY RESOLUTION 5**

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

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

**ORDINARY RESOLUTIONS 6 AND 7**

**(C) RELATED PARTY TRANSACTIONS**

**(I) PROPOSED DISPOSAL OF 49,600,000 ORDINARY SHARES REPRESENTING 100% OF THE ISSUED AND PAID-UP CAPITAL OF HAP SENG CAPITAL PTE LTD, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY**

**(II) PROPOSED ACQUISITION BY HAP SENG REALTY (KK 1) SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF A PURPOSE-BUILT FOURTEEN (14)-STOREY RETAIL AND OFFICE TOWER BLOCK TO BE KNOWN AS MENARA HAP SENG KK IN KOTA KINABALU, SABAH, MALAYSIA**

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

Further information on the Proposals is set out in Part C and Part D of the Circular.

By order of the Board

**Lim Guan Nee** (MAICSA 7009321)  
**Quan Sheet Mei** (MIA 6742)  
Company Secretaries

Kuala Lumpur  
20 May 2015

**Notes:-**

1. *A depositor shall not be regarded as a member entitled to attend the EGM, to speak and vote thereat unless his/her name appears in the register of members and/or record of depositors as at 28 May 2015 (which is not less than three (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 EGM is entitled to appoint a proxy or proxies (but not more than two (2)) to attend and vote in his/her stead. Where a member appoints more than one (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 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 one 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 forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*