



## NOTICE OF FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifth (5<sup>th</sup>) Annual General Meeting of Hiap Huat Holdings Berhad ("Hiap Huat" or "the Company") will be held at Room Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 22 June 2015 at 10.00 a.m. for the purpose of transacting the following businesses:

- To receive the Audited Consolidated Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of Directors' fees of RM143,000.00 to non-executive directors of the Company for the financial year ended 31 December 2014. **Ordinary Resolution 2**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
  - Zulkifly bin Zakaria (Article 95) **Ordinary Resolution 3**
  - Soo Kit Lin (Article 95) **Ordinary Resolution 4**
- To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

### **SPECIAL BUSINESSES -**

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

#### **5. Authority To Directors To Allot And Issue Shares**

"THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")." **Ordinary Resolution 6**

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

By order of the Board,

Tan Tong Lang (MAICSA 7045482)  
Chong Voon Wah (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur  
29 May 2015

### **NOTE:**

- A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. The provision of Section 149(1)(b) of the Act shall not apply to the Company.
- Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- The Form of Proxy must be deposited at the Registered Office of the Company 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 set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Fifth (5<sup>th</sup>) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 15 June 2015. Only members whose name appears on the Record of Depositors as at 15 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

### **EXPLANATORY NOTES ON SPECIAL BUSINESS**

#### **Ordinary Resolution 6: Authority To Directors To Allot And Issue Shares**

The 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 at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

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 Fourth (4<sup>th</sup>) Annual General Meeting held on 26 June 2014 and which will lapse at the conclusion of the Fifth (5<sup>th</sup>) Annual General Meeting.

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

The Directors who are standing for re-election at the Fifth (5<sup>th</sup>) Annual General Meeting of the Company are:-

- |                          |            |                       |
|--------------------------|------------|-----------------------|
| (i) Zulkifly bin Zakaria | Article 95 | Ordinary Resolution 3 |
| (ii) Soo Kit Lin         | Article 95 | Ordinary Resolution 4 |

The profile of the above Directors are set out on pages 4 and 5 of the Annual Report 2014. The details of the interest of the above Directors in the securities of the Company or its related corporations are disclosed in the Directors report on page 76 of the aforesaid Annual Report.

The details of the Directors' attendance for Board Meetings are disclosed in the Corporate Governance Statement on page 10 of the Annual Report 2014.

The Fifth (5<sup>th</sup>) Annual General Meeting of the Company will be held at Room Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 22 June 2015 at 10.00 a.m.