



**Boustead Holdings Berhad** 3871-H  
(A member of LTAT Group)

## Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Boustead Holdings Berhad ("BHB" or "Company") will be held at The Royale Ballroom, Level 2, The Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Monday, 4 April 2016 at 11:00 a.m. or immediately after the conclusion or adjournment (as the case may be) of our 54th Annual General Meeting of our Company which will be held at 9:30 a.m. at the same venue, on the same day, or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 413,671,221 NEW ORDINARY SHARES OF RM0.50 EACH IN BHB ("BHB SHARES") ("RIGHTS SHARES") ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 5 EXISTING BHB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE")**

**THAT**, subject to the approvals being obtained from all relevant authorities, the board of directors of BHB ("Board") be and is hereby authorised to provisionally allot and issue up to 413,671,221 Rights Shares to the entitled shareholders of the Company whose names appear in the Record of Depositors of BHB at the close of business on an entitlement date to be determined on an entitlement basis and at an issue price to be determined and announced later;

**THAT** fractional entitlements of the Rights Shares under the Proposed Rights Issue will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company;

**THAT** the Rights Shares which are not taken up or validly taken up by the shareholders shall be made available for excess applications by the shareholders and/or their renounee(s);

**THAT** the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 2.1.7 of the circular to shareholders of the Company dated 11 March 2016 and the Board be authorised to revise the utilisation of proceeds as it may deem fit or expedient, if necessary;

**THAT** the Rights Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing BHB Shares, except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the entitlement date is before the allotment date of the Rights Shares;

**AND THAT** the Board be and is hereby authorised to do or procure to be done all acts, deeds and things and to execute, sign or deliver, for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to give full effect to and complete the Proposed Rights Issue with full power to make and/or assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Rights Issue."

### ORDINARY RESOLUTION 2

**PROPOSED BONUS ISSUE OF UP TO 579,139,710 NEW BHB SHARES ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 2 BONUS SHARES FOR EVERY 5 BHB SHARES HELD AFTER THE COMPLETION OF THE PROPOSED RIGHTS ISSUE ("PROPOSED BONUS ISSUE")**

**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals from all relevant authorities being obtained (if applicable), the Board be and is hereby authorised to capitalise an amount of up to RM289,569,855 from the share premium account of the Company, and to apply such capitalised sums to make payment in full for up to 579,139,710 Bonus Shares to be credited as fully paid-up on the basis of 2 Bonus Shares for every 5 BHB Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later after the completion of the Proposed Rights Issue;

**THAT** fractional entitlements under the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company;

**THAT** the Bonus Shares shall, upon allotment and issue, rank pari passu in all respects with the then existing BHB Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions, in respect of which the Bonus Issue Entitlement Date is before the allotment date of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

### ORDINARY RESOLUTION 3

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF BHB FROM RM1,000,000,000 COMPRISING 2,000,000,000 BHB SHARES TO RM2,000,000,000 COMPRISING 4,000,000,000 BHB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

**THAT**, subject to passing of the Special Resolution 1 below, the authorised share capital of BHB be increased from RM1,000,000,000 comprising 2,000,000,000 BHB Shares to RM2,000,000,000 comprising 4,000,000,000 BHB Shares by the creation of 2,000,000 new BHB Shares."

### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF BHB ("PROPOSED AMENDMENTS")**

**THAT**, subject to passing of Ordinary Resolution 1 above and the approvals being obtained from all relevant authorities, approval be and is hereby given to the Company to carry out the following amendments to the M&A of the Company in the manner set out below:

(i) by deleting the existing Clause 5 of the Memorandum of Association of BHB in its entirety and substituting it with the following new Clause 5:

"The authorised capital of the Company is Ringgit Malaysia Two Billion (RM2,000,000,000.00) divided into Four Billion (4,000,000,000) shares of 50 sen each. The Company is at liberty to issue any new shares either in Ringgit Malaysia or in any other currency or partly in one currency and partly in another and with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto, may be altered or dealt with in accordance with the accompanying Articles of Association, but not otherwise."; and

(ii) by deleting the existing Article 3 of the Articles of Association of BHB in its entirety and substituting it with the following new Article 3:

"The authorised capital of the Company is Ringgit Two Billion (RM2,000,000,000.00) divided into Four Billion (4,000,000,000) ordinary shares of 50 sen (RM0.50) each.";

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Amendments and to take all steps and do all acts and things in any manner as may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendments."

**By Order of the Board**

**TASNEEM MOHD DAHALAN**  
Secretary

**Kuala Lumpur**  
**11 March 2016**

### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person to be his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
2. In the case of a Corporation, the proxy should be executed under its Common Seal or under the hand of a duly authorised officer.
3. A member shall not, subject to Paragraph 4 below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, shall be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person or persons name in such instrument proposes to vote, and in default the instrument of proxy shall be treated as valid.
6. Only members registered in the Record of Depositors as at 25 March 2016 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.