



HUA YANG BERHAD

(Company No. 44094-M)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting of Hua Yang Berhad 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 on Wednesday, 29 August 2018 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees amounting to RM659,600 for the financial year ended 31 March 2018. (Resolution 1)
- To re-elect the following Directors retiring pursuant to Article 93(1) of the Company's Articles of Association:-
 - Ho Wen Yan (Resolution 2)
 - Chew Hoe Soon (Resolution 3)
- To re-elect Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud who is retiring pursuant to Article 100 of the Company's Articles of Association. (Resolution 4)
- To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

As Special Business

- Special Resolution**
Proposed Adoption of new Constitution of the Company to replace the existing Memorandum and Articles of Association (Resolution 6)
"THAT the Company's existing Memorandum and Articles of Association be replaced in its entirety with a new Constitution as set out in Appendix A of the Circular to Shareholders dated 30 July 2018."
Ordinary Resolution 1
- Continuation in Office as Independent Non-Executive Director** (Resolution 7)
"THAT approval be and is hereby given to Tan Sri Dato' Seri Dr. Ting Chew Peh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
Ordinary Resolution 2
- Continuation in Office as Independent Non-Executive Director** (Resolution 8)
"THAT approval be and is hereby given to Dato' Tan Bing Hua who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
Ordinary Resolution 3
- Authority to issue shares pursuant to Sections 75 & 76 of the Companies Act 2016** (Resolution 9)
"THAT, pursuant to Sections 75 & 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

LEONG OI WAH (MAICSA 7023802)

TAN HWAI LUN (MIA 24085)

LAM CHO WAI (MIA 37324)

Company Secretaries

Selangor Darul Ehsan

30 July 2018

Notes:

- Only members whose name appear in the Record of Depositors as at 22 August 2018 will be entitled to attend the Annual 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 on his/her stead.
- A member entitled to attend and vote at the Annual 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.
- 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.
- Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it may hold with ordinary shares of the Company standing to the credit of the said securities account.
- 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 corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the Registered Office of the Company at C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 39th AGM will be put to vote by poll.

Explanatory Note on Special Business:

Resolution 6

Please refer to the Circular dated 30 July 2018.

Resolutions 7 & 8

The proposed Resolutions, if passed, will enable Tan Sri Dato' Seri Dr. Ting Chew Peh and Dato' Tan Bing Hua to continue in office as Independent Non-Executive Directors of the Company.

The Nomination Committee and the Board have assessed the independence of Tan Sri Dato' Seri Dr. Ting Chew Peh and Dato' Tan Bing Hua at its meetings held on 22 May 2018 and have recommended that they continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- They have completed the forms of declaration affirming their independence as per the definition of the Listing Requirements.
- They have actively participated in board discussion and provided an independent voice on the Board.
- They provide a check and balance and bring an element of objectivity to the Board of Directors.
- They continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Chief Executive Officer.

Resolution 9

The proposed Resolution 9 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors would consider 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 of the Company.

The Company did not utilize the mandate sought for issue of new shares that was approved by the shareholders on 23 August 2017 which will lapse at the conclusion of the forthcoming Annual General Meeting.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in www.huayang.com.my. Further, you hereby warrant that relevant consent has been obtained for us to process any third party's personal data provided by you in accordance with our said Personal Data Protection Notice.