



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Hume Industries Berhad will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Friday, 12 April 2019 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following motion:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO RM172,473,768 NOMINAL VALUE OF 5-YEAR 5.0% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS") AT 100.0% OF ITS NOMINAL VALUE OF RM1.00 ON THE BASIS OF 36 RCULS FOR EVERY 100 EXISTING ORDINARY SHARES HELD IN HUME INDUSTRIES BERHAD (THE "COMPANY") ("SHARES") ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED RIGHTS ISSUE OF RCULS")

"THAT, subject to all approvals being obtained from the relevant regulatory authorities, the board of directors of the Company ("**Board**") be and is hereby authorised to issue and allot:

- (i) by way of a renounceable rights issue of up to RM172,473,768 nominal value of 5-year 5.0% RCULS at 100.0% of its nominal value of RM1.00 to persons who are registered as shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on a date to be determined by the Board, on the basis of 36 RCULS for every 100 existing Shares held, and that any RCULS not allotted or validly taken up for any reason whatsoever shall be dealt with by the Board in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;
- (ii) such number of new Shares credited as fully paid-up in the Company upon conversion of the RCULS at a conversion price to be determined by the Board, and that such new Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, except that they will not be entitled to any dividends, rights, allotments and any other distributions in respect of which the entitlement date is before the date of allotment of such new Shares; and
- (iii) such further number of new Shares as may be required or permitted to be issued and allotted as a consequence of the adjustments under the provisions of the trust deed constituting the RCULS ("**Trust Deed**"),

upon such terms and conditions including without limitation as to interest and maturity thereof as the Board may determine and provide in the Trust Deed and/or other documents constituting the RCULS;

AND THAT the Board be and is hereby authorised to utilise the proceeds arising from the Proposed Rights Issue of RCULS for the purposes as set out in the circular to shareholders of the Company dated 28 March 2019 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit or expedient and in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to enter into and execute all transaction documents or agreements in connection with the Proposed Rights Issue of RCULS, including but not limited to the Trust Deed, and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Trust Deed;

AND THAT fractional entitlements to the RCULS arising from the Proposed Rights Issue of RCULS, if any, shall be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

AND THAT in order to implement, complete and give full effect to the Proposed Rights Issue of RCULS, approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and enter into any arrangements, agreements and/or undertakings with any parties, as they may deem fit, necessary, expedient and/or appropriate to implement, finalise, and/or give full effect to complete the Proposed Rights Issue of RCULS, with full powers to assent to any term, condition, modification, variation and/or amendment as may be agreed with/required by any relevant regulatory authority or as a consequence of any such requirements or as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Rights Issue of RCULS and in the best interest of the Company."

By Order of the Board

Joanne Leong Wei Yin
Valerie Mak Mew Chan
Company Secretaries

Kuala Lumpur
28 March 2019

Notes:

- (1) For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 5 April 2019 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
- (2) Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. A member who is an authorised nominee may appoint not more than two (2) proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one (1) securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
- (3) Where two (2) or more proxies are appointed, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
- (4) The Form of Proxy must be deposited at the Registered Office of the Company at Level 31, Menara Hong Leong, No. 6, Jalan Damansara, Bukit Damansara, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding of the meeting or adjourned meeting.
- (5) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to a vote by way of a poll.