



HAP SENG

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Hap Seng Consolidated Berhad (26877-W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) 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 Friday, 8 November 2019 at 3 p.m. or the adjournment thereof, to consider and if thought fit, to approve the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 80,000,100 ORDINARY SHARES REPRESENTING 100% OF THE ISSUED SHARE CAPITAL OF HS CREDIT (MELBOURNE) PTY LTD (“HCML”) BY HSC MELBOURNE HOLDING PTE LTD (“HSC MELBOURNE”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HAP SENG CONSOLIDATED BERHAD (“HSCB” OR THE “COMPANY”), TO LEI SHING HONG CAPITAL LIMITED (“LSHCL”) FOR A CASH CONSIDERATION OF USD175,500,000

“**THAT**, approval be and is hereby given to HSC Melbourne to dispose 80,000,100 ordinary shares representing 100% of the issued share capital of HCML to LSHCL for a cash consideration of United States Dollar (“**USD**”) 175,500,000, details of which are set out in Part A of the Circular to Shareholders dated 22 October 2019, in accordance with the terms and conditions of the Shares Sale Agreement dated 23 July 2019 entered into between HSC Melbourne and LSHCL (“**Proposed Disposal**”).

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 interests 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.”

BY ORDER OF THE BOARD

Lim Guan Nee (MAICSA 7009321)

Quan Sheet Mei (MIA 6742)

Company Secretaries

Kuala Lumpur

Dated: 22 October 2019

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 1 November 2019.
2. Subject to note 3 below, a member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies 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 (1) 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 at 21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or the adjournment thereof.