



HONG SENG CONSOLIDATED BERHAD

(formerly known as MSCM Holdings Berhad)
Registration No. 200101001581 (537337-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Hong Seng Consolidated Berhad (formerly known as MSCM Holdings Berhad) ("**Hong Seng**") or ("**Company**") will be held fully virtual through live streaming via a remote participation and voting facilities at the Broadcast Venue, Gate C, 2nd Floor, No. 3, Jalan TP 2, Taman Perindustrian UEP, 47600 Subang Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 15 December 2020, at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED TURNKEY COMMISSIONING OF NITRILE BUTADIENE RUBBER DOUBLE FORMER GLOVE DIPPING PRODUCTION LINE AGREEMENT

"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby granted to the Company to proceed with the turnkey commissioning of nitrile butadiene rubber double former glove dipping production line agreement dated 25 August 2020 entered into between Hong Seng Gloves Sdn Bhd and Howellcare Sdn Bhd ("**Turnkey Agreement**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Turnkey Agreement with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Turnkey Agreement."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE MANUFACTURING AND TRADING OF GLOVES AND OTHER PERSONAL PROTECTIVE EQUIPMENT PRODUCTS AND RELATED BUSINESS

"THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby granted to the Company to diversify the existing business of the Company and its subsidiaries to include manufacturing and trading of gloves and other personal protective equipment ("**PPE**") products and related business ("**Proposed Diversification into Manufacturing and Trading of Gloves and Other PPE**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification into Manufacturing and Trading of Gloves and Other PPE with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification into Manufacturing and Trading of Gloves and Other PPE."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE THE SUPPLY OF HEALTHCARE PRODUCTS AND SERVICES AND RELATED BUSINESS

"THAT approval be and is hereby granted to the Company to diversify the existing business of the Company and its subsidiaries to include the supply of healthcare products and services and related business ("**Proposed Diversification into Healthcare Related Business**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification into Healthcare Related Business with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification into Healthcare Related Business."

ORDINARY RESOLUTION 4

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE HIRE PURCHASE AND RELATED BUSINESS

"THAT approval be and is hereby granted to the Company to diversify the existing business of Company and its subsidiaries to include hire purchase and related business ("**Proposed Diversification into Hire Purchase Business**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification into Hire Purchase Business with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification into Hire Purchase Business."

ORDINARY RESOLUTION 5

PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE RIGHTS ISSUE OF SHARES WITH WARRANTS AND THE RIGHTS ISSUE OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES UNDERTAKEN BY THE COMPANY

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 4, approval be and is hereby granted to the Company to vary the intended utilisation of proceeds raised from the rights issue of shares with warrants and the rights issue of irredeemable convertible preference shares undertaken by the Company (which were completed on 2 October 2019) ("**Proposed Variation**") to the manner and to the extent as stated in the circular to shareholders of the Company dated 27 November 2020;

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation."

ORDINARY RESOLUTION 6

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HS VISION ONE SDN BHD

"THAT, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Hong Seng Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group with HS Vision One Sdn Bhd ("**Related Parties**") as specified in Section 2.2.2(a) of Part B of the Circular to Shareholders dated 27 November 2020 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent RPTs**") provided that such transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;

- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

ORDINARY RESOLUTION 7

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH MMAG HOLDINGS BERHAD AND ITS SUBSIDIARIES

"THAT, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**Hong Seng Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group with MMAG Holdings Berhad and its subsidiaries ("**Related Parties**") as specified in Section 2.2.2(b) of Part B of the Circular to Shareholders dated 27 November 2020 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent RPTs**") provided that such transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

By Order of our Board

SEOW FEI SAN (SSM Practicing Certificate No. 201908002299)
MOK MEE KEE (SSM Practicing Certificate No. 201908002288)
Secretaries

Petaling Jaya
27 November 2020

Notes:

- Only depositors whose names appear in the Record of Depositors as at 8 December 2020 shall be regarded as members and entitled to attend, speak and vote at the meeting.
- In view of the COVID-19 pandemic and Government of Malaysia's official guidance on social distancing, the Board of Directors of Company wishes to inform that this Extraordinary General Meeting ("EGM") will be conducted on fully virtual basis through electronic live streaming from the Broadcast Venue, as scheduled. For the avoidance of doubt, a physical EGM will no longer be applicable. Please refer to the EGM Administrative Guide enclosed to this Notice of EGM on the registration and voting process for the EGM.
- The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be at the main venue of the EGM. Hence, NO SHAREHOLDERS / PROXIES should be physically present nor admitted at the Broadcast Venue on the day of the EGM. This is in line with the Guidance Notes on the Conduct of General Meetings for Listed Issuers whereby a general meeting conducted in states or districts under Conditional Movement Control Order shall be conducted in a fully virtual manner only where all shareholders participate in the meeting online.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any persons to be his proxy.
- A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the share registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. Please refer to the EGM Administrative Guide enclosed to this Notice of EGM for further details on submission of proxy form.