



HAP SENG

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Hap Seng Consolidated Berhad 197601000914 (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 conducted virtually through remote participation and electronic voting facilities (“RPEV”) at the broadcast venue at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 25 May 2023 at 12 p.m., or immediately following the conclusion of the 47th annual general meeting of the Company, which will be held at the same broadcast venue and on the same day at 10 a.m., whichever is later (or the adjournment thereof), to consider and if thought fit, to approve the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 50,000,000 ORDINARY SHARES REPRESENTING 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF HS CREDIT (MANCHESTER) LTD (“HCML”) BY HSC MANCHESTER HOLDING PTE. LTD. (“HSC MANCHESTER”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HSCB, TO LEI SHING HONG CAPITAL LIMITED (“LSHCL”) FOR A CASH CONSIDERATION OF BRITISH POUND STERLING (“GBP”) 152,958,000

“**THAT**, approval be and is hereby given to HSC Manchester to dispose 50,000,000 ordinary shares representing 100% of the issued and paid-up share capital of HCML to LSHCL for a cash consideration of GBP152,958,000, details of which are set out in Part A of the Circular to Shareholders dated 27 April 2023, in accordance with the terms and conditions of the Shares Sale Agreement dated 22 March 2023 entered into between HSC Manchester 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)
SSM Practising Certificate No. 202008003410
Company Secretary

Kuala Lumpur
Dated: 27 April 2023

Notes:

- The EGM will be conducted virtually through RPEV which is available at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the administrative guide for the EGM in order to register, participate and vote remotely via RPEV.*
- The chairman of the EGM will be at the broadcast venue in compliance with section 327(2) of the Companies Act 2016. No shareholder/proxy shall be physically present at the meeting venue.*
- A depositor shall not be regarded as a member entitled to participate and vote thereat unless his/her name appears in the register of members and/or record of depositors as at 18 May 2023.*
- Subject to note 5 below, a member entitled to participate and vote at the EGM is entitled to appoint a proxy or proxies to participate 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.*
- 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.*
- 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. Such duly executed instrument appointing a proxy must be either be (a) deposited at Reception Counter, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur; or (b) submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time appointed for holding the EGM or the adjournment thereof.*