



BURSA MALAYSIA

Form Version

### General Announcement

Submitted by CS\_STRATEGY CORPORATE SECRETARIAT on 20/11/2009 05:33:33 PM

Reference No CC-091120-3D894

#### Submitting Investment

Bank/Advisor  
(if applicable)

Submitting Secretarial Firm  
(if applicable)

Strategy Corporate Secretariat Sdn. Bhd.

Company name \*

HIAP TECK VENTURE BERHAD

Stock name \*

HIAPTEK

Stock code \*

5072

Contact person \*

Ng Yim Kong

Designation \*

Company Secretary

Type \*

Announcement  Reply to query

Subject :\*

HIAP TECK VENTURE BERHAD ("HTVB")

- Notice of Thirteenth Annual General Meeting

Note: If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

#### Contents :-\*

*(This field is to be used for the summary of the announcement)*

The Board of Directors of HTVB is pleased to announce that the Thirteenth Annual General Meeting ("13th AGM") of HTVB will be held at Wisma Hiap Teck, Lot 6096, Jalan Haji Abdul Manan, Batu 5 1/2, Off Jalan Meru, 41050 Klang, Selangor Darul Ehsan on Wednesday, 16 December 2009 at 12.00 noon.

A copy of the Notice of 13th AGM is attached herewith for your kind attention.

#### Announcement Details :-

*(This field is for the details of the announcement, if applicable)*

**Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:**

**Attachment(s):- (please attach the attachments here)**



HTVB-NoticeAGM2009.pdf



**HTVB**  
**HIAP TECK VENTURE BERHAD**  
421340-U

**Notice Of Thirteenth Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of this Company will be held at Wisma Hiap Teck, Lot 6096, Jalan Haji Abdul Manan, Batu 9 1/2, Off Jalan Meru, 41600 Klang, Selangor Darul Ehsan on Wednesday, 18 December 2009 at 12:00 noon for the following purposes:

**AGENDA**

**ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the year ended 31 July 2009 together with the Directors' and Auditors' Reports attached thereto.
2. To approve the payment of Directors' fees of RM215,000 for the year ended 31 July 2009. Ordinary Resolution 1
3. To approve a Single Tier Final Dividend of 1.6 sen per share for the year ended 31 July 2009. Ordinary Resolution 2
4. To re-elect the following Directors who are retiring in accordance with Article 78 of the Company's Articles of Association:
  - 4.1 Mr. Kua Hock Lai Ordinary Resolution 3
  - 4.2 Mr. Kua Swee Kiat Ordinary Resolution 4
5. To re-elect the following Directors who are retiring in accordance with Article 94 of the Company's Articles of Association:
  - 5.1 Mr. Ng Soon-Lai @ Ng Siah Chuan Ordinary Resolution 5
  - 5.2 Mr. Teh Swea See Ordinary Resolution 6
  - 5.3 Ms. Ooi Ai Leng Ordinary Resolution 7
6. To re-appoint Messrs Ernst & Young as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 8
7. **AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

  - 7.1 **Re-appointment of Director Pursuant to Section 129 of the Companies Act, 1965** Ordinary Resolution 9

"THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Alwi Jantan who is over 70 years of age, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."
  - 7.2 **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** Ordinary Resolution 10

"THAT subject always to the approval of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company,"
  - 7.3 **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")** Ordinary Resolution 11

"THAT the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 23 November 2009, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and on prices and terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate.

AND FURTHER THAT such authority shall continue to be in force until:

    - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
    - (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
    - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is the earlier."
    - 7.4 **Proposed Renewal of Shareholders' Mandate for Share Buy-Back** Ordinary Resolution 12

"THAT subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at Twelfth Annual General Meeting of the Company held on 3 December 2008, authorising the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits and share premium reserves of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits and share premium reserves of the Company stood at RM56,613.85 and RM25,341,494.11 respectively for the financial year ended 31 July 2009.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three (3).

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

      - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
      - (b) the expiration of the period within which the next AGM is required by law to be held; or
      - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."
  8. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS HEREBY GIVEN THAT a Single Tier Final Dividend of 1.5 sen per share in respect of the financial year ended 31 July 2009 will be payable on 3 February 2010 to Depositors registered in the Record of Depositors at the close of business on 18 January 2010.

A Depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 18 January 2010 in respect of transfers;
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD  
**HIAP TECK VENTURE BERHAD**

Ng Yim Kong (L.S. 0009287)  
Company Secretary

Selangor Darul Ehsan

23 November 2009

**Notes:**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote on his (her) behalf. A Proxy may but need not be a member of the Company and the provisions of Section 145(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) or more Proxies, the appointment shall be invalid unless he (she) specifies the proportion of his (her) holdings to be represented by each Proxy.
3. The Form of Proxy shall be signed by the appointer or of his (her) attorney duly authorised in writing or, if the appointer is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
4. The instrument appointing a Proxy must be deposited at the Registered Office of the Company at Lot 6096, Jalan Haji Abdul Manan, Batu 9 1/2, Off Jalan Meru, 41600 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for the Meeting or at any adjournment thereof.

**EXPLANATORY NOTES ON SPECIAL BUSINESS OF THE AGENDA**

**(a) Re-appointment of Director Pursuant to Section 129 of the Companies Act, 1965**

The Proposed Ordinary Resolution 9 under item 7.1 above, is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Tan Sri Dato' Alwi Jantan who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This Resolution must be passed by a majority of not less than three-fourths (3/4) of such members of the Company as being entitled to vote in person or where Proxies are allowed, by Proxy at the Annual General Meeting of the Company.

**(b) Resolution pursuant to the Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965**

The Proposed Ordinary Resolution 10 under item 7.2 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to allot and issue shares in the Company up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company and also to empower Directors to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares issued. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the Previous Mandate"). No proceeds were raised from the Previous Mandate.

**(c) Resolution pursuant to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Proposed Ordinary Resolution 11 under item 7.3 above, if passed, will enable the Company and its subsidiaries ("the Group") to continue entering into the specified Recurrent Related Party Transactions as set out in Section 2.3.2 of the Circular to Shareholders dated 23 November 2009 with the specified classes of the Related Parties mentioned therein which are necessary for the Group's day-to-day operations. For further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, please refer to the Circular to Shareholders dated 23 November 2009 enclosed together with the Company's 2006 Annual Report.

**(d) Resolution pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

The Proposed Ordinary Resolution 12 under item 7.4 above, is to seek the renewal of authority for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Malaysia Securities Berhad. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Circular to Shareholders dated 23 November 2009 enclosed together with the Company's 2006 Annual Report.



Form Version

### Entitlements (Notice of Book Closure)

Submitted by CS\_STRATEGY CORPORATE SECRETARIAT on 20/11/2009 05:33:34 PM

Reference No CC-091120-3D895

#### Submitting Investment

Bank/Advisor

(if applicable)

Submitting Secretarial Firm

(if applicable)

Company name \*

Stock name \*

Stock code \*

Contact person \*

Designation \*

Strategy Corporate Secretariat Sdn. Bhd.

HIAP TECK VENTURE BERHAD

HIAPTEK

5072

Ng Yim Kong

Company Secretary

Entitlement date \*

18/01/2010

Entitlement time \*

05:00:00 PM

Entitlement subject \*

Final Dividend

Entitlement description \*

Single Tier Final Dividend of 1.5 sen per share

Period of interest payment

to

Financial Year End

31/07/2009

Share transfer book & register of members will be closed from

to

(both dates inclusive) for the purpose of determining the entitlements

Registrar's name ,address, telephone no \*

Symphony Share Registrars Sdn. Bhd.

Level 26, Menara Multi-Purpose

Capital Square

No. 8, Jalan Munshi Abdullah

50100 Kuala Lumpur

Tel No. : 603-2721 2222

Fax No. : 603-2721 2530

Payment date

03/02/2010

A depositor shall qualify for the entitlement only in respect of:

a) Securities transferred into the Depositor's Securities Account before 4:00 pm in respect of transfers \*

18/01/2010

b) Securities deposited into the Depositor's Securities Account before 12:30 pm in respect of securities exempted from mandatory deposit

c) Securities bought on the Exchange on a cum entitlement basis according to the rules of the Exchange.

Number of new shares/securities issued (units) ( If

applicable)

Entitlement indicator \*

Currency

Entitlement in Currency \*

Remarks

Ratio       Percentage     Currency

Malaysian Ringgit (MYR)

0.015

The payment of the Final Dividend is subject to the approval of shareholders at the Thirteenth Annual General Meeting of Hiap Teck Venture Berhad to be convened on 16 December 2009.