



General Announcement

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Submitted

Company Information	
Main Market Company	
New Announcement	
Submitting Investment Bank/Advisor (if applicable)	
Submitting Secretarial Firm (if applicable)	
* Company name	HLG CAPITAL BERHAD
* Stock name	HLCAP
* Stock code	5274
* Contact person	Ms Christine Moh Suat Moi
* Designation	Company Secretary
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Type * **Announcement**

Subject *: **HLG CAPITAL BERHAD
 - Notice of Eighteenth 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)

HLG Capital Berhad ("the Company") writes to inform that the Eighteenth Annual General Meeting ("AGM") of the Company will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 28 October 2009 at 11.00 a.m. in order to approve the resolutions as set out in the notice of AGM as attached.

This announcement is dated 5 October 2009.

Announcement Details :-

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

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

📎 [HLG Capital notice \(AGM\) 6.10.08.pdf](#)

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:



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of HLG Capital Berhad ("the Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 28 October 2009 at 11.00 a.m. in order:

- To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the year ended 30 June 2009.
- To approve the payment of Directors' fees of RM360,000 for the year ended 30 June 2009 (2008 : RM307,104), to be divided amongst the Directors in such manner as the Directors may determine. **(Resolution 1)**
- To re-elect the following retiring Directors:-
(a) YBhg Dato' Ahmad Fuad bin Mohd Dahalan **(Resolution 2)**
(b) Mr Quek Kon Sean **(Resolution 3)**
- To pass the following motion as an ordinary resolution:-
"THAT YBhg Tan Sri Dato' Seri Khalid Ahmad bin Sulaiman, a Director who retires in compliance with Section 123 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Resolution 4)**
- To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

As a special business, to consider and, if thought fit, pass the following motions as Ordinary Resolutions:-

- Authority To Directors To Issue Shares**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and from time to 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 6)**
- Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Hong Leong Company (Malaysia) Berhad ("HLCM") and Persons Connected with HLCM**
"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(A) and (C) of the Company's Circular to Shareholders dated 6 October 2009 ("the Circular") with HLCM and persons connected with HLCM, as set out in Appendix II of the Circular provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.
AND THAT such approval shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." **(Resolution 7)**
- Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Tower Real Estate Investment Trust ("Tower REIT")**
"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(B) of the Company's Circular to Shareholders dated 6 October 2009 with Tower REIT provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.
AND THAT such approval shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." **(Resolution 8)**
- Proposed Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature with Hong Leong Investment Holdings Pte Ltd ("HLIH") and Persons Connected with HLIH**
"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(D) of the Company's Circular to Shareholders dated 6 October 2009 ("the Circular") with HLIH and persons connected with HLIH, as set out in Section 2.2(iii) of the Circular provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders; AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.
AND THAT such approval shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier." **(Resolution 9)**

10. To consider any other business of which due notice shall have been given.

By Order of the Board
CHRISTINE MOH SUAT MOI (MAICSA No. 7005095)
Secretary

Kuala Lumpur
6 October 2009

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(3)(b) of the Companies Act, 1965 shall not apply to the Company. A member who has an authorized nominee may appoint not more than two proxies in respect of each securities account if held.
- The Form of Proxy must be deposited at the Registered Office of the Company at Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.

SPECIAL BUSINESS:

- Ordinary Resolution 6 On Authority To Directors To Issue Shares**
The proposed Ordinary Resolution, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being (Revised Mandate). The Revised Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.
As at the date of this Notice, no new shares in the Company have issued pursuant to the mandate granted to the Directors at the last AGM held on 28 October 2008 and which will lapse at the conclusion of the Eighteenth AGM.
The Revised Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.
- Ordinary Resolutions 7 to 9 On Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed Ordinary Resolutions, if passed, will empower the Company and/or its subsidiaries (HLGC Group) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for HLG Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.
Detailed information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 6 October 2009 which is dispatched together with the Company's 2009 Annual Report.