



MBM RESOURCES BERHAD

(Company No: 284496-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of MBM Resources Berhad ("**MBMR**" or "**Company**") will be held on Thursday, 15 December 2011 at 2.30 p.m. or at any adjournment thereof, at Federal Auto Holdings Berhad, The Learning Academy, Level 2, Lot 43, Jalan Pelukis U1/46, Section U1, 40150 Shah Alam, Selangor Darul Ehsan for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications as shall be determined upon at such meeting:

ORDINARY RESOLUTION 1

PROPOSED CONDITIONAL TAKE-OVER OFFER BY MBM RESOURCES BERHAD ("MBMR**") ("**PROPOSED OFFER**") TO ACQUIRE THE FOLLOWING:**

- (I) ALL THE VOTING SHARES OF RM0.25 EACH IN HIROTAKO HOLDINGS BERHAD ("**HHB**") (EXCLUDING TREASURY SHARES) ("**HHB SHARE(S)**");**
- (II) ALL THE NEW HHB SHARES THAT MAY BE ISSUED PRIOR TO THE CLOSING OF THE OFFER ARISING FROM THE EXERCISE OF THE OUTSTANDING WARRANTS 2011/2016 ("**WARRANTS**"); AND**
- (III) ALL THE OUTSTANDING WARRANTS ("**OFFER WARRANTS**")**

FOR A CASH OFFER PRICE OF RM0.97 PER HHB SHARE AND RM0.05 PER OFFER WARRANT RESPECTIVELY

"THAT subject to the approvals of the relevant authorities and/or relevant parties being obtained for the Proposed Offer, authority be and is hereby given to the Board of Directors of MBMR ("**Board**" or "**Directors**") to carry out and proceed to acquire the HHB Shares and Warrants at the Offer Price of RM0.97 per HHB Share and RM0.05 per Offer Warrant respectively;

THAT in order to implement, complete and give full effect to the Proposed Offer, approval be and is hereby given to the Board to do or to procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of MBMR, all such documents as it may deem necessary, expedient and/or appropriate to implement, complete and give full effect to the Proposed Offer, with full power to assent to any conditions, variations, modifications, additions and/or amendments thereto as the Board may deem fit in connection with the Proposed Offer and in the best interest of MBMR;

AND THAT all previous actions taken by the Board or any of the Directors, in connection with the Proposed Offer be and are hereby approved and ratified."

By Order of the Board
MBM RESOURCES BERHAD

SHAHRIZAT BT OTHMAN (MAICSA 0764744)
ZAHARAH BT IBRAHIM (MAICSA 7012004)
Company Secretaries

Kuala Lumpur
30 November 2011

Notes:

- (i)** A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies 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 person to be his proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- (ii)** A member shall be entitled to appoint not more than two (2) proxies to attend at the same meeting and that the provisions of Section 149(1)(c) of the Companies Act, 1965 shall apply.
- (iii)** The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney.
- (iv)** The instrument appointing a proxy must be deposited at the Registered Office of the Company, Suite C-5-4, Wisma Goshen, Plaza Pantai, Jalan Pantai Baharu, 59200 Kuala Lumpur, at least forty-eight (48) hours before the time appointed for holding the Meeting.