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CIRCULAR TO SHAREHOLDERS

in relation to

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolutions in respect of the above proposal will be tabled at the forthcoming Annual General Meeting ("AGM") of Narra Industries Berhad ("Narra") to be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 16 October 2014 at 10.00 a.m. or at any adjournment thereof. The Notice of AGM and the Form of Proxy are set out in the 2014 Annual Report of Narra, which is despatched together with this Circular.

This Circular is dated 24 September 2014

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

“Act”	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board” or “Directors”	:	Board of Directors of Narra
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“EGM”	:	Extraordinary General Meeting
“ESOS”	:	Executive Share Option Scheme of Narra
“Goods”	:	Furniture, interior design fit-out works and other related products and services, components and raw materials, including cement and cement-related products and concrete products
“Group Management And/Or Support Services”	:	Include services such as corporate finance, corporate advisory, secretarial, legal, treasury and risk management, internal audit, accounting and tax, share registration, nominees, custodian and ESOS administration, fund management, human resources management, payroll administration, credit control, information technology related services, training, investment, business development, support on corporate social responsibility initiatives and any other services as may be agreed between the parties from time to time
“HCCT”	:	Hume Concrete Sdn Bhd (formerly known as Hume Industries (Malaysia) Sdn Bhd)
“HCMT”	:	Hume Cement Sdn Bhd
“HLA”	:	Hong Leong Assurance Berhad, an indirect subsidiary of HLF, which is in turn a 77.31% subsidiary of HLCM
“HLCM”	:	Hong Leong Company (Malaysia) Berhad, the ultimate holding company of Narra with 55.90% equity interest
“HLFG”	:	Hong Leong Financial Group Berhad, a 77.31% subsidiary of HLCM
“HLI”	:	Hong Leong Industries Berhad, a 75.39% indirect subsidiary of HLCM
“HLMG”	:	Hong Leong Manufacturing Group Sdn Bhd, the holding company of Narra with 55.90% equity interest
“HMMC”	:	HLMG Management Co Sdn Bhd, a wholly-owned subsidiary of HLMG
“LPD”	:	9 September 2014, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (cont'd)

“Main Market Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
“MPI”	:	Malaysian Pacific Industries Berhad, a 52.35% subsidiary of HLMG
“Narra” or “Company”	:	Narra Industries Berhad, a 55.90% subsidiary of HLMG
“Narra Group”	:	Narra and its subsidiaries
“Proposed Acquisitions”	:	Proposed acquisitions by Narra of the entire: <ul style="list-style-type: none">- equity interest in HCCT from HLI;- equity interest in HCMT from HLMG; and- 175,000,000 6-year 2% non-cumulative irredeemable convertible preference shares of RM1.00 each in HCMT from HLI
“Proposed Renewal of Shareholders’ Mandate”	:	Shareholders’ approval for a general mandate in relation to recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Narra Group
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Services”	:	Include investment and fund management services, sales and marketing services, security guard services, technical and management services, research and development services, project and property management services, information technology related services and any other services as may be agreed between the parties from time to time
“Shares”	:	Issued and paid-up ordinary shares of RM1.00 each in Narra

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Registered Office:
Level 9, Wisma Hong Leong
18 Jalan Perak
50450 Kuala Lumpur

24 September 2014

DIRECTORS:

YBhg Datuk Kwek Leng San (Chairman; Non-Executive/Non-Independent)
YBhg Datuk Syed Zaid bin Syed Jaffar Albar (Non-Executive Director/Independent)
YBhg Dato' Rosman bin Abdullah (Non-Executive Director/Independent)
Mr Seow Yoo Lin (Non-Executive Director/Independent)

To: The Shareholders of Narra Industries Berhad

Dear Sir/Madam

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's AGM and EGM held on 17 October 2013 and 17 June 2014 respectively, the Company obtained mandates from its shareholders for the Narra Group to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations with related parties. The said mandates shall, in accordance with the Main Market Listing Requirements, expire at the conclusion of the forthcoming AGM of the Company to be held on Thursday, 16 October 2014 at 10.00 a.m. ("Said AGM"), unless they are renewed at the Said AGM.

In connection thereto, on 2 September 2014, the Company announced that your Directors propose to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the Said AGM.

The purpose of this Circular is to provide you with the details of the Proposed Renewal of Shareholders' Mandate and to seek your approval for the proposed ordinary resolutions pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Said AGM.

The Notice of the Said AGM together with the Form of Proxy are set out in the 2014 Annual Report of Narra, which is despatched together with this Circular.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Main Market Listing Requirements

Paragraph 10.09(2) of the Main Market Listing Requirements provides that a listed issuer may seek a mandate from its shareholders for related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries ("RRPT") subject to, inter-alia, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

- (b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Main Market Listing Requirements;
- (c) the listed issuer's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholder mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer exceeds the estimated value of the RRPT disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholder mandate pursuant to the above, the provisions of paragraph 10.08 of the Main Market Listing Requirements will not apply with regard to transactions as detailed in Section 2.3 of this Circular.

The Company proposes to seek the Proposed Renewal of Shareholders' Mandate from its shareholders for the Narra Group to enter into transactions with related parties which are of a revenue or trading nature and necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders.

The Proposed Renewal of Shareholders' Mandate, if approved at the Said AGM, will take immediate effect upon the conclusion of the Said AGM and will continue to be in force until the conclusion of the next AGM of the Company or until the expiration of the period within which the next AGM is required by law to be held (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act), unless revoked or varied by the Company in a general meeting, whichever is the earlier.

2.2 Classes of related parties

Shareholders' approval is sought for the Proposed Renewal of Shareholders' Mandate involving recurrent related party transactions which are carried out by companies within the Narra Group with any of the following classes of related parties:

- HLCM (a major shareholder of Narra through HLMG) and persons connected with HLCM (“Hong Leong Group”) including but not limited to those as listed in Appendix II of this Circular. YBhg Tan Sri Quek Leng Chan is a major shareholder of Narra, and a Director and major shareholder of HLMG and HLCM. YBhg Datuk Kwek Leng San is a Director of Narra, HLMG and HLCM, and a shareholder of HLCM. Mr Kwek Leng Beng is a major shareholder of Narra, and a Director and major shareholder of HLCM. Mr Quek Leng Chye and Mr Kwek Leng Kee are major shareholders of Narra and HLCM. YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San and Mr Quek Leng Chye are brothers. Other than as disclosed in Section 5 of this Circular, the other companies in the Hong Leong Group as listed in Appendix II of this Circular do not hold any shares in Narra;
- Hong Bee Hardware Company, Sdn Berhad (“Hong Bee Hardware”). YBhg Tan Sri Quek Leng Chan (a major shareholder of Narra), YBhg Datuk Kwek Leng San (a Director of Narra), Mr Quek Leng Chye (a major shareholder of Narra) and Mr Kwek Leng Beng (a major shareholder of Narra) have 8.75%, 0.17%, 0.17% and 0.04% direct interests respectively in Hong Bee Hardware. YBhg Tan Sri Quek Leng Chan, Mr Quek Leng Chye and Mr Kwek Leng Kee (a major shareholder of Narra) have an aggregate indirect interest of 32.48% in Hong Bee Hardware. Mr Kwek Leng Beng has 42.89% indirect interest in Hong Bee Hardware;
- Hong Leong Investment Holdings Pte. Ltd. (“HLIH”) (a major shareholder of Narra through HLCM) and persons connected with HLIH (“HLIH Group”) including but not limited to City Developments Limited, Millennium & Copthorne Hotels plc, City e-Solutions Limited and Tasek Corporation Berhad and its subsidiaries and associated corporations. YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye and Mr Kwek Leng Kee are directors and deemed major shareholders of HLIH. YBhg Datuk Kwek Leng San (a Director of Narra) is a brother of YBhg Tan Sri Quek Leng Chan and Mr Quek Leng Chye; and
- Putrajaya Perdana Berhad (“PPB”) and its subsidiaries (“PPB Group”). YBhg Dato’ Rosman bin Abdullah (a Director of PPB and Narra) has 100% indirect interest in PPB.

YBhg Datuk Kwek Leng San and YBhg Dato’ Rosman bin Abdullah do not hold any shares, direct and/or indirect, in Narra. The details of shareholdings of HLCM, HLIH, HLMG, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye and Mr Kwek Leng Kee are set out in Section 5 of this Circular.

2.3 Nature of recurrent related party transactions contemplated

Narra is principally an investment holding company. Narra’s wholly-owned subsidiary is engaged in the design, manufacturing and supply of furniture, and interior design fit-out works.

Upon completion of the Proposed Acquisitions, HCCT and HCMT will become wholly-owned subsidiaries of Narra. HCCT is principally involved in the manufacturing of concrete products and investment holding, while the principal activities of its subsidiaries include the manufacturing and sale of concrete and related products, and provision of research and development services for concrete products. HCMT is principally involved in the manufacturing and sale of cement and cement-related products.

The Hong Leong Group is also involved in a diverse range of industries including, inter-alia, manufacturing, procuring and assembling of motorcycles, scooters, motorcycle engines and related parts and products; distribution of motorcycles and motorcycle components; provision of maintenance and repair services for motorcycles; manufacturing and sale of ceramic tiles; provision of research and development services for motorcycles and ceramic tiles; distribution of building materials; manufacturing and sale of newsprint and related paper products; manufacturing and sale of fibre cement and concrete roofing products; manufacturing, assembling, testing and sale of integrated circuits, semiconductor devices, electronic components and leadframes; manufacturing, sale and trading in billets, steel bars, wire rods, wire mesh, steel pipes, pre-stressed concrete wire, wire ropes and other wire products; commercial banking business and provision of related services which include Islamic Banking business, real property investment, investment holding and nominee services; insurance and takaful businesses; investment banking, stockbroking business, futures broking and related financial services; nominees and custodian services; unit trust management, fund management and sale of unit trusts; property investment and development; project and property management; hotel operations; and provision of management, training and security guard services. In view of the diversity of the Hong Leong Group's businesses, it is envisaged that in the normal course of business of the Narra Group, transactions in respect of Goods and/or services between companies in the Narra Group and the Hong Leong Group will occur with some degree of frequency from time to time and may arise at any time.

The Group Management And/Or Support Services are part of the shared services of companies within the Hong Leong Group. These shared services are provided in-house in order to align with the Hong Leong Group's corporate objective and management disciplines and to reduce operating cost and improve efficiency such as through economies of scale, better utilisation and allocation of resources, standardisation of processes and operating procedures and information technology. Accordingly, the Board considers it beneficial to enter into transactions in respect of the Group Management And/Or Support Services. The Group Management And/Or Support Services are carried out on commercial terms, on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and which will not be detrimental to the minority shareholders of Narra.

Details of recurrent related party transactions carried out/contemplated shall include, but not limited to, those described below:

(A) Recurrent related party transactions with the Hong Leong Group are as follows:

Transaction	Vendor/ Provider	Purchaser/ Recipient	Interested related parties	Estimated aggregate value as disclosed in the Circulars to Shareholders dated 25 September 2013 and 26 May 2014 ("Estimated Value") (RM'million)	Actual value transacted (from date of AGM/EGM on 17 October 2013/17 June 2014 up to the LPD) ("Actual Value") (RM'million)	*Estimated aggregate value during the validity period of the Proposed Renewal of Shareholders' Mandate ("Current Estimated Value") (RM'million)
(a) Sale of Goods	Narra Group	Hong Leong Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	100.00	20.47	180.00
(b) Purchase of goods such as building materials and other products	Hong Leong Group	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	15.00	Nil	50.00
(c) Leasing/rental of offices such as Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur from HMMC**	HMMC	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	0.10	0.01	0.10
(d) Receipt of Services	Hong Leong Group	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	0.35	0.08	0.50
(e) Receipt of Group Management And/Or Support Services	Hong Leong Group	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	4.50	0.92	10.00
(f) Payment for usage of the Hong Leong Group logo and trade mark	Hong Leong Group	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee and HLCM	0.05	0.01	0.05
(g) Receipt of fee for usage of HUME logo and trade mark	Narra Group	Hong Leong Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM	0.02	Nil	0.02

(B) Recurrent related party transactions with major shareholders and persons connected with directors and major shareholders are as follows:

Transaction	Vendor/ Provider	Purchaser/ Recipient	Interested related parties	Estimated aggregate value as disclosed in the Circular to Shareholders dated 25 September 2013 and 26 May 2014 ("Estimated Value") (RM' million)	Actual value transacted (from date of AGM/EGM on 17 October 2013/17 June 2014 up to the LPD) ("Actual Value") (RM' million)	*Estimated aggregate value during the validity period of the Proposed Renewal of Shareholders' Mandate ("Current Estimated Value") (RM' million)
(a) Sale of Goods	Narra Group	Hong Bee Hardware	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye and Kwek Leng Kee	5.00	Nil	25.00
(b) Purchase of goods as building materials and other products	Hong Bee Hardware	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye and Kwek Leng Kee	5.00	Nil	25.00
(c) Purchase of goods as building materials and other products	HLIH Group	Narra Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye and Kwek Leng Kee	3.00	Nil	3.00
(d) Sale of Goods	Narra Group	HLIH Group	Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye and Kwek Leng Kee	8.00	Nil	8.00
(e) Sale of Goods	Narra Group	PPB Group	Dato' Rosman bin Abdullah	8.00	Nil	8.00

Notes:

* The Current Estimated Value of the transactions is based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Renewal of Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes.

** HMMC has a tenancy agreement with HLA for the rental of the said office space for a tenure of up to three (3) years with an option to renew. The rental payment is on a monthly basis and is shared between HMMC, HLI, MPI and Narra.

None of the Actual Value of the recurrent related party transactions as disclosed above has exceeded the Estimated Value by 10% or more.

2.4 Amount due and owing by related parties

The total outstanding receivables arising from the recurrent related party transactions of Narra Group which exceeded the credit term for the following periods as at 30 June 2014 is as follows:

	Principal Sum <u>RM'000</u>	Interest <u>RM'000</u>
A period of 1 year or less	1,289	Nil
A period of more than 1 to 3 years	-	-
A period of more than 3 to 5 years	-	-
A period of more than 5 years	-	-

Late payment interest is not imposed on customers with long term business relationships and with no long overdue amounts that exceed their credit term for a period of more than 12 months.

Out of the above outstanding amount, RM1,026,000 has been recovered as of 17 September 2014. Management is monitoring the remaining outstanding amount, and will continue to follow up with the related transacting parties to pursue for early settlement of the outstanding amount due. The Board is of the opinion that it is fully recoverable.

2.5 Methods or procedures on which transaction prices are determined/review procedures for recurrent related party transactions

To ensure that the recurrent related party transactions which are in the ordinary course of business are conducted on commercial terms consistent with the Narra Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders, the following principles will apply:

- (i) The sale of Goods, purchase of goods such as raw materials, building materials and other products and the receipt of Services shall be determined based on prevailing rates/prices of the same (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk purchases) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations.
- (ii) The leasing/rental of properties shall be at the prevailing market rates for the same or substantially similar properties and shall be on commercial terms.
- (iii) The receipt of Group Management And/Or Support Services is based on commercial terms.
- (iv) The payment for usage of Hong Leong Group logo and trade mark, and the receipt of fee for usage of HUME logo and trade mark, are based on commercial terms.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Board Audit & Risk Management Committee of the Company, in its review of the recurrent related party transactions may, as it deems fit and whenever available, request for additional information pertaining to the transactions from independent sources or advisers.

To monitor, track and identify the recurrent related party transactions, the following review procedures have been implemented:

- (i) A register is maintained to record all recurrent related party transactions which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate.
- (ii) The Board Audit & Risk Management Committee will undertake quarterly review of recurrent related party transactions to ensure that such transactions are undertaken on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders and are in the best interest of the Narra Group.

There are no specific thresholds for approval of recurrent related party transactions within the Narra Group. However, all recurrent related party transactions are subject to the approval of the Heads of the relevant operating companies or such persons to whom they may delegate such power subject always to any Narra Group's policies that may be issued from time to time.

The Board Audit & Risk Management Committee will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the recurrent related party transactions are at all times carried out on commercial terms consistent with the Narra Group's usual business practices and policies.

The Board Audit & Risk Management Committee of the Company has reviewed the above procedures and is satisfied that the said procedures are adequate to monitor, track and identify recurrent related party transactions in a timely and orderly manner and are sufficient to ensure that the recurrent related party transactions will be carried out on commercial terms consistent with the Narra Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders. Any member of the Board Audit & Risk Management Committee who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

2.6 Validity period of the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate if approved at the Said AGM, shall take effect immediately and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

The Proposed Renewal of Shareholders' Mandate is subject to the satisfactory review by the Board Audit & Risk Management Committee of the Company of its continued application to recurrent related party transactions.

2.7 Disclosure

Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of the recurrent related party transactions made during the financial year, types of transactions made, names of the related parties involved and their relationship with the Narra Group pursuant to the Proposed Renewal of Shareholders' Mandate in accordance with paragraph 10.09(2) and Practice Note No. 12 of the Main Market Listing Requirements.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The rationale for and the benefits of the Proposed Renewal of Shareholders' Mandate to the Narra Group are as follows:

- (i) The Proposed Renewal of Shareholders' Mandate will facilitate transactions with related parties which are in the ordinary course of business of the Narra Group and undertaken on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders.
- (ii) The Proposed Renewal of Shareholders' Mandate will enhance the Narra Group's ability to pursue business opportunities which are time-sensitive in nature and will eliminate the need for the Company to convene separate general meetings to seek shareholders' approval for each transaction.
- (iii) For certain transactions, where it is vital that confidentiality be maintained, it would not be viable to obtain shareholders' prior approval, as releasing details of the transactions prematurely may adversely affect and prejudice the Narra Group's interests and place the Narra Group at a disadvantage as compared with its competitors who may not require shareholders' approval to be obtained.
- (iv) The Proposed Renewal of Shareholders' Mandate will substantially reduce the expenses associated with convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channeled towards attaining other corporate objectives.
- (v) In respect of the Group Management And/Or Support Services, the Proposed Renewal of Shareholders' Mandate will enable the Narra Group to reduce operating cost and to improve efficiency, thereby improving business and administrative efficacy for the Narra Group.

4. CONDITION OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of Narra at the Said AGM.

5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

HLMG, a wholly-owned subsidiary of HLCM, is a major shareholder of Narra. YBhg Tan Sri Quek Leng Chan is a major shareholder of Narra, and a Director and major shareholder of HLMG and HLCM. YBhg Datuk Kwek Leng San is a Director of Narra, HLMG and HLCM, and a shareholder of HLCM. Mr Kwek Leng Beng is a major shareholder of Narra, and a Director and major shareholder of HLCM. Mr Quek Leng Chye and Mr Kwek Leng Kee are major shareholders of Narra and HLCM. YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San and Mr Quek Leng Chye are brothers.

HLIH is a major shareholder of Narra through HLCM. YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye and Mr Kwek Leng Kee are directors and deemed major shareholders of HLIH.

YBhg Datuk Kwek Leng San and YBhg Dato' Rosman bin Abdullah do not hold any shares in Narra. The shareholdings of HLMG, HLCM, HLIH, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye and Mr Kwek Leng Kee in Narra as at LPD are as follows:

	No. of Shares held in Narra			
	Direct	%	Indirect	%
HLMG	17,382,700	55.90	-	-
HLCM	-	-	17,382,700	55.90*
HLIH	-	-	17,387,700	55.92**
Tan Sri Quek Leng Chan	-	-	17,387,700	55.92**
Kwek Leng Beng	-	-	17,387,700	55.92**
Quek Leng Chye	-	-	17,387,700	55.92**
Kwek Leng Kee	-	-	17,387,700	55.92**

Notes:

* Held through HLMG

** Held through HLCM and a company in which the substantial shareholder has interest

YBhg Datuk Kwek Leng San and YBhg Dato' Rosman bin Abdullah had abstained and will continue to abstain from deliberation and voting on the proposed ordinary resolutions pertaining to the Proposed Renewal of Shareholders' Mandate in which they are interested at the Board level.

HLMG, HLCM, HLIH, YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San, Mr Kwek Leng Beng, Mr Quek Leng Chye and Mr Kwek Leng Kee will abstain from voting and will ensure that persons connected with them will also abstain from voting, in respect of their direct and/or indirect interests, on the proposed ordinary resolutions pertaining to the Proposed Renewal of Shareholders' Mandate at the Said AGM.

Save as disclosed above, none of the other Directors and major shareholders of Narra and persons connected with them, has any interest, direct or indirect, in the relevant resolutions pertaining to the Proposed Renewal of Shareholders' Mandate.

6. DIRECTORS' RECOMMENDATION

Your Directors (except for YBhg Datuk Kwek Leng San who had abstained and will continue to abstain from expressing any opinion in relation to the proposed Ordinary Resolutions 5, 6 and 7 and YBhg Dato' Rosman bin Abdullah who had abstained and will continue to abstain from expressing any opinion in relation to the proposed Ordinary Resolution 8 in view of their interests), having taken into consideration all aspects of the Proposed Renewal of Shareholders' Mandate, are of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Narra Group and accordingly, your Directors (except for YBhg Datuk Kwek Leng San and YBhg Dato' Rosman bin Abdullah) recommend that you vote in favour of the proposed ordinary resolutions relating to the Proposed Renewal of Shareholders' Mandate to be tabled at the Said AGM.

7. RESOLUTIONS ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND AGM

The proposed ordinary resolutions on the Proposed Renewal of Shareholders' Mandate will be tabled at the Said AGM to be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 16 October 2014 at 10.00 a.m. or at any adjournment thereof. The said resolutions are set out in the 2014 Annual Report of Narra.

The Notice of the Said AGM and the Form of Proxy are enclosed in the 2014 Annual Report of Narra, which is despatched together with this Circular.

If you are unable to attend the Said AGM in person and wish to appoint other person(s) to be your proxy, please complete the Form of Proxy and forward it to the Registered Office of Narra at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, so as to arrive not less than forty-eight (48) hours before the time appointed for holding of the Said AGM or at any adjournment thereof.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the Said AGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix IV of this Circular for further information.

Yours faithfully
For and on behalf of the Board

DATUK SYED ZAID BIN SYED JAFFAR ALBAR
Independent Non-Executive Director

DEFINITIONS PURSUANT TO THE MAIN MARKET LISTING REQUIREMENTS

- “related party(ies)”
- (a) in relation to a corporation, means a director, major shareholder or person connected with such director or major shareholder; or
 - (b) in relation to a business trust means:
 - (i) the trustee-manager or person connected with the trustee-manager;
 - (ii) a director, major shareholder of the trustee-manager or person connected with such director or major shareholder; or
 - (iii) major unit holder or person connected with the major unit holder of the business trust.

For the purpose of this definition, “director”, “major shareholder” and “major unit holder” have the meanings given in paragraph 10.02 of the Main Market Listing Requirements.

- “director”
- has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon:
- (a) a director of the listed issuer, its subsidiary or holding company; or
 - (b) a chief executive of the listed issuer, its subsidiary or holding company;
 - (c) in relation to a special purpose acquisition company (“SPAC”), a member of the SPAC’s management team; and
 - (d) in relation to a business trust, a director or chief executive of the trustee-manager, its subsidiary or holding company.

- “major shareholder”
- includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:
- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or
 - (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation

or any other corporation which is its subsidiary or holding company and in relation to a business trust, a major shareholder of the trustee-manager, its subsidiary or holding company.

(For the purpose of this definition, “interest in shares” has the meaning given in Section 6A of the Act).

“person connected”

- (a) in relation to a director or major shareholder of a corporation;
- (b) in relation to a member of the management team of a SPAC; or
- (c) in relation to a trustee-manager, director of the trustee-manager, major shareholder of the trustee-manager or major unit holder of a business trust

(each person mentioned under (a), (b) and (c) above is referred to as “said Person”),

means such person who falls under any one of the following categories:

- (i) a family member of the said Person;
- (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
- (iii) a partner of the said Person, or a partner of a person connected with that said Person;
- (iv) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (v) a person in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
- (vi) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (vii) a body corporate or its directors whose directions, instructions or wishes the said Person is accustomed or under an obligation, whether formal or informal, to act;
- (viii) a body corporate in which the said Person, or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- (ix) a body corporate which is a related corporation.

PERSONS CONNECTED WITH HLCM AS AT LPD

Company	Interest of HLCM as at LPD (%)	Nature of business
1. HL Management Co Sdn Bhd and its subsidiaries and/or its related corporations	100.00	Provision of management and training services; investment holding; and provision of fund management, nominees and custodian services
2. Hong Leong Share Registration Services Sdn Bhd	100.00	Provision of share registration services
3. Guardian Security Consultants Sdn Bhd	20.00	Provision of security guard services
4. GuoLine Group Management Co. Limited and its subsidiary	100.00	Investment holding and provision of management services
5. GuoLine Intellectual Assets Limited	100.00	Intellectual properties holding company
6. Hong Leong Manufacturing Group Sdn Bhd and its unlisted subsidiaries and associated corporations	100.00	Investment holding; provision of management services; and manufacturing and sale of cement and other related products
7. Hong Leong Financial Group Berhad and its unlisted subsidiaries and associated corporations	77.31	Investment holding; provision of services to its subsidiaries to enhance group value; and life and general insurance businesses and takaful businesses
8. Hong Leong Bank Berhad and its subsidiaries and associated corporations	64.52	Commercial banking business and provision of related services which include Islamic Banking business, real property investment, investment holding and nominee services
9. Hong Leong Capital Berhad and its subsidiaries and associated corporations	81.33	Investment holding; investment banking, stockbroking business, futures broking and related financial services; nominees and custodian services; and unit trust management, fund management and sale of unit trusts
10. GuocoLand (Malaysia) Berhad and its subsidiaries and associated corporations	64.99	Investment holding; property development; property investment; hotel operations; trading in securities; provision of management and property-related services; and operation of oil palm estates

Company	Interest of HLCM as at LPD (%)	Nature of business
11. Hong Leong Industries Berhad and its subsidiaries and associated corporations	75.39	Investment holding; manufacturing, procuring and assembling of motorcycles, scooters, motorcycle engines and related parts and products; distribution of motorcycles and motorcycle components; provision of maintenance and repair services for motorcycles; manufacturing and sale of ceramic tiles; provision of research and development services for motorcycles, ceramic tiles and concrete products; distribution of building materials; manufacturing and sale of newsprint and related paper products; manufacturing and sale of concrete and related products; and manufacturing and sale of fibre cement and concrete roofing products
12. Malaysian Pacific Industries Berhad and its subsidiaries and associated corporations	55.26	Investment holding; and manufacturing, assembling, testing and sale of integrated circuits, semiconductor devices, electronic components and leadframes
13. Southern Steel Berhad and its subsidiaries and associated corporations	70.14	Investment holding; and manufacturing, sale and trading in billets, steel bars, wire rods, wire mesh, steel pipes, pre-stressed concrete wire, wire ropes and other wire products
14. Guoco Group Limited and its non-Malaysian subsidiaries and associated corporations	71.88	Investment holding; investment management; principal investment; property development and investment; and hospitality and leisure business as well as financial services, including stock and commodity broking, bullion trading and investment advisory
15. Lam Soon (Hong Kong) Limited and its subsidiaries and associated corporations	57.53	Investment holding; importing, processing and trading of flour products; manufacturing, processing and trading of edible oils; and processing and trading of detergent products

ACTIVITIES OF THE NARRA GROUP AS AT LPD

Name of Company	Effective % Held	Principal Activities
Subsidiaries		
<i>Existing subsidiary:</i>		
Hume Furniture Industries Sdn Bhd	100.00	Design, manufacture and supply of furniture, interior design fit-out works and investment holding
<i>New subsidiaries upon completion of the Proposed Acquisitions:</i>		
Hume Concrete Sdn Bhd (formerly known as Hume Industries (Malaysia) Sdn Bhd) and its subsidiaries:	100.00	Manufacture of concrete products and investment holding
Hume Concrete (EM) Sdn Bhd	100.00	Manufacture and sale of concrete and related products
Hume Concrete Marketing Sdn Bhd	100.00	Marketing of concrete and related products
Hume Concrete Products Research Centre Sdn Bhd	100.00	Research and development of concrete products
Hume Cement Sdn Bhd	100.00	Manufacture and sale of cement and cement-related products

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular had been seen and approved by the Directors of Narra who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, Narra Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors are not aware of any proceeding pending or threatened against the Narra Group or any facts likely to give rise to any proceeding which might materially and adversely affect the business and financial position of the Narra Group.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no other contracts which are material (not being contracts entered into in the ordinary course of business) which have been entered into by the Narra Group within the two (2) years immediately preceding the date of this Circular:

- (a) Conditional shares sale agreement dated 10 September 2013 entered into between Narra and HLI for the proposed acquisition from HLI of the entire issued and paid-up share capital of HCCT, comprising 30,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM48,000,000 to be satisfied by the issuance of 48,000,000 new ordinary shares of RM1.00 each in Narra ("New Narra Shares") at an issue price of RM1.00 per New Narra Share.
- (b) Conditional shares sale agreement dated 10 September 2013 entered into between Narra and HLMG for the proposed acquisition of the entire issued and paid-up ordinary share capital in HCMT, comprising 58,000,000 ordinary shares of RM1.00 each in HCMT for a purchase consideration of RM100,000,000 to be satisfied by the issuance of 100,000,000 New Narra Shares at an issue price of RM1.00 per New Narra Share.
- (c) Conditional shares sale agreement dated 10 September 2013 entered into between Narra and HLI for the proposed acquisition from HLI of the entire 175,000,000 6-year 2% non-cumulative irredeemable convertible preference shares of RM1.00 each in HCMT for a purchase consideration of RM300,000,000 to be satisfied by the issuance of 300,000,000 New Narra Shares at an issue price of RM1.00 per New Narra Share.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of Narra at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular to the date of the Said AGM:

- (i) Memorandum and Articles of Association of Narra;
- (ii) audited consolidated financial statements of Narra for the two (2) financial years ended 30 June 2013 and 2014; and
- (iii) material contracts referred to in Section 3 above.