



# HARN LEN CORPORATION BHD

(Company No: 502606-H)  
(Incorporated in Malaysia)

## FIFTEENTH (15TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth (15th) Annual General Meeting of Harn Len Corporation Bhd ("Harn Len" or "the Company") will be held at Meranti Hall, 4th Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru on Friday, 26 June 2015 at 11.00 am for the following purposes:-

### Ordinary Business:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Notes 1 (Resolution 1)**
- To approve the payment of Directors' fees of RM187,500 for the financial year ended 31 December 2014. **(Resolution 2)**
- To re-elect the Directors who retire in accordance with Article 84 of the Articles of Association of the Company:-  
i) Mr Low Quek Kiong **(Resolution 3)**  
ii) Mr Low Kueck Shin **(Resolution 4)**  
iii) Mr Loh Wann Yuan **(Resolution 5)**
- To re-elect Mr Low Kok YPMG who retires in accordance with Article 91 of the Articles of Association of the Company:- **(Resolution 6)**
- To consider and, if thought fit, to pass the following Ordinary Resolutions:-  
i) "THAT Brig. Jen. (B) Dato' Ali Bin Hj. Musa retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **(Resolution 7)**  
ii) "THAT Mr Law Piang Woon retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **(Resolution 8)**  
iii) "THAT Mr Lee Chon Sing retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **(Resolution 9)**
- To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Directors to fix their remuneration. **(Resolution 9)**

### Special Business:-

To consider, and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:-

- ORDINARY RESOLUTION 1 CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**  
i) "THAT subject to the passing of Resolution 4, authority be and is hereby given to Mr Loh Wann Yuan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 10)**  
ii) "THAT subject to the passing of Resolution 6, authority be and is hereby given to Brig. Jen. (B) Dato' Ali Bin Hj. Musa who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 11)**  
iii) "THAT subject to the passing of Resolution 7, authority be and is hereby given to Mr Law Piang Woon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 12)**

- ORDINARY RESOLUTION 2 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ("AUTHORITY TO ALLOT AND ISSUE SHARES")**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares so issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 13)**

- ORDINARY RESOLUTION 3 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**  
"THAT subject always to the provision of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and/or its subsidiaries ("Harn Len Group") shall be mandated to enter into and give effect to renew the specified recurrent related party transactions of a revenue or trading nature of Harn Len Group with the specified classes of related parties as detailed below, set out in Section 2.4 to 2.6 of the Circular to Shareholders dated 29 May 2015:-  
(1) Seri Cemerlang Plantation (Pahang) Sdn. Bhd. **(Resolution 14)**  
(2) Low Nam Hui & Sons Sdn. Bhd. **(Resolution 15)**  
(3) KangHui Travel Sdn. Bhd. **(Resolution 16)**  
(4) Advance Pinnacle Sdn. Bhd. **(Resolution 17)**  
(5) LNH Enterprise Sdn. Bhd. **(Resolution 18)**  
(6) One63 Ideas Sdn. Bhd. **(Resolution 19)**

Provided that such transactions are necessary for the Harn Len Group's day-to-day operations subject to the following:-

- the recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are made on an arm's length basis and on normal commercial terms and are not detrimental to the interest of the minority shareholders;
  - the Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the recurrent related party transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) and in the manner required under the Bursa Malaysia Securities Berhad Main Market Listing Requirements and as set out in Section 2.6(a) of the Circular to Shareholders dated 29 May 2015;
  - the Shareholders' Mandate shall continue in force until:-  
(a) the conclusion of the next Annual General Meeting of the Company following the forthcoming 15th Annual General Meeting at which such Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;  
(b) the expiration of the period within which the next Annual General Meeting 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.
- And that the Directors and/or any of them 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 to give effect to the Proposed Renewal of Shareholders' Mandate."

- ORDINARY RESOLUTION 4 PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**  
"THAT subject always to the provision of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and/or its subsidiaries ("Harn Len Group") shall be mandated to enter into and give effect to the specified recurrent related party transactions of a revenue or trading nature of Harn Len Group with the specified classes of related parties as detailed below, set out in Section 2.4 to 2.6 of the Circular to Shareholders dated 29 May 2015:-  
(1) Horn Lern (Merakai) Sdn Bhd **(Resolution 20)**  
(2) Horn Lern (Semada) Sdn Bhd **(Resolution 21)**  
(3) Horn Lern (Kragan) Sdn Bhd **(Resolution 22)**

Provided that such transactions are necessary for the Harn Len Group's day-to-day operations subject to the following:-

- the recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are made on an arm's length basis and on normal commercial terms and are not detrimental to the interest of the minority shareholders;
  - the Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the recurrent related party transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) and in the manner required under the Bursa Malaysia Securities Berhad Main Market Listing Requirements and as set out in Section 2.6(b) of the Circular to Shareholders dated 29 May 2015;
  - the Shareholders' Mandate shall continue in force until:-  
(a) the conclusion of the next Annual General Meeting of the Company following the forthcoming 15th Annual General Meeting at which such Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;  
(b) the expiration of the period within which the next Annual General Meeting 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.
- And that the Directors and/or any of them 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 to give effect to the Proposed New Shareholders' Mandate."

- ORDINARY RESOLUTION 5 PROPOSED AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")** **(Resolution 23)**

"THAT subject to the Companies Act, 1965 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Articles of Association and other applicable laws, rules, regulations and guidelines of the relevant authorities, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company's issued and paid-up capital through the Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit subject to the following:

- the maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the issued and paid-up ordinary share capital of the Company for the time being ("Harn Len Shares");

- the maximum funds to be allocated by the Company for the purpose of purchasing the Harn Len Shares shall not exceed the total retained profits or share premium reserve of the Company or both;
- the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:  
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the 15th AGM in which the resolution for the Proposed Share Buy-Back is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or  
(ii) the expiration of the period within which the next AGM is required by law to be held; or  
(iii) revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever is the earlier, but so as not to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and in any event, in accordance with the Main Market Listing Requirements of the Bursa Securities or any other relevant authorities;
- upon completion of the purchase(s) of the Harn Len Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Harn Len Shares in the following manner:  
(i) to cancel the Harn Len Shares so purchased; or  
(ii) to retain the Harn Len Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or for cancellation subsequently; or  
(iii) to retain part of the Harn Len Shares so purchased as treasury shares and cancel the remainder; or  
(iv) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the appointment of a stockbroking firm and the opening and maintaining of a Central Depository Account designated as a Share Buy Back Account and to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

- To transact any other matter for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

### NOTICE OF GENERAL MEETING RECORD OF DEPOSITORS

NOTICE IS ALSO HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 15th Annual General Meeting, Harn Len shall request from Bursa Malaysia Depository Sdn Bhd in accordance with the provisions under Article 62 of Harn Len's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors ("General Meeting ROD") as at 17 June 2015. Only a depositor whose name appears on the General Meeting ROD as at 17 June 2015 shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her behalf.

By Order of the Board  
HARN LEN CORPORATION BHD

Woo Min Fong (MAICSA No. 0532413)  
Fong Siew Kim (MAICSA No. 7022188)  
Company Secretaries

Johor Bahru  
29 May 2015

### Notes:-

- Only members registered in the Record of Depositors as at 17 June 2015 are eligible to attend, speak and vote at the Company's 15th Annual General Meeting or to appoint proxy to attend, speak and vote on his/her behalf.
- A member who is entitled to attend and vote at the meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote instead of the member at the meeting. A proxy need not be a member and there shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of its attorney duly authorised.
- The Proxy Form must be deposited with the Company Secretary at the Registered Office, 6th Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, not less than 48 hours before the time set for the meeting.

### Explanatory Notes:-

- Ordinary Business - Item 1 of the Agenda**  
This Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Articles of Association of the Company does not require a formal approval of the Shareholders. Hence, this Agenda is not put forward for voting.

- Special Business:-**  
**-Ordinary Resolutions**

**Resolutions 10, 11 and 12 - Item 7 of the Agenda**  
**Continuing in office as Independent Non-Executive Directors**

The Nominating Committee had assessed the independence of Mr Loh Wann Yuan, Brig. Jen. (B) Dato' Ali Bin Hj. Musa and Mr Law Piang Woon who each has served on the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr Loh Wann Yuan, Brig. Jen. (B) Dato' Ali Bin Hj. Musa and Mr Law Piang Woon as Independent Non-Executive Directors of the Company.

The proposed Resolutions 10, 11 and 12 proposed under Agenda 7(i), 7(ii) and 7(iii), if passed, will allow Mr Loh Wann Yuan, Brig. Jen. (B) Dato' Ali Bin Hj. Musa and Mr Law Piang Woon to be retained and continue to act as Independent Non-Executive Directors of the Company to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia's Main Market Listing Requirements and in line with the recommendation No. 3.3 of the Malaysian Code of Corporate Governance 2012.

The full details of the Board's justification and recommendations for the retention of the above Directors as Independent Non-Executive Directors is set out in the Statement on Corporate Governance in the Annual Report 2014 on page 30.

- Resolution 13 - Item 8 of the Agenda**  
**Authority to allot and issue shares**  
The Company had during its 14th Annual General Meeting held on 18 June 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

This Resolution 13 proposed in Agenda 8 is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Resolution 13, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

- Resolutions 14, 15, 16, 17, 18 and 19 - Item 9 of the Agenda**  
**Proposed Renewal of Shareholders' Mandate**  
The Board had on 28 April 2015 announced that the Company would seek the approval from its shareholders for the Proposed Renewal of Shareholders' Mandate. The existing Shareholders' Mandate obtained on 18 June 2014 will expire at the conclusion of the forthcoming 15th Annual General Meeting to be held on 26 June 2015.

The Resolutions 14, 15, 16, 17, 18 and 19 proposed under Agenda 9(1), 9(2), 9(3), 9(4), 9(5) and 9(6) if passed, will renew the mandates for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with Seri Cemerlang Plantation (Pahang) Sdn. Bhd., Low Nam Hui & Sons Sdn. Bhd., KangHui Travel Sdn. Bhd., Advance Pinnacle Sdn. Bhd., LNH Enterprise Sdn. Bhd. and One63 Ideas Sdn. Bhd., as set out in Section 2.6(a) of the Circular to shareholders dated 29 May 2015, which is sent out together with the Company's Annual Report 2014. The mandates shall continue in force until the date of the next Annual General Meeting of the Company unless revoked or varied by ordinary resolution of the Company in a general meeting and is subject to renewal.

- Resolutions 20, 21 and 22 - Item 10 of the Agenda**  
**Proposed New Shareholders' Mandate**  
The Board had on 28 April 2015 announced that the Company would seek the approval from its shareholders for the Proposed New Shareholders' Mandate.

The Resolutions 20, 21 and 22 proposed under Agenda 10(1), 10(2) and 10(3) if passed, will obtain new mandates for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with Horn Lern (Merakai) Sdn Bhd, Horn Lern (Semada) Sdn Bhd and Horn Lern (Kragan) Sdn Bhd as set out in Section 2.6(b) of the Circular to shareholders dated 29 May 2015, which is sent out together with the Company's Annual Report 2014. The mandates shall continue in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to renewal.

- Resolutions 23 - Item 11 of the Agenda**  
**Proposed Share Buy-Back**  
This Ordinary Resolution, if passed, will enable the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company.

The details of this proposed Ordinary Resolution are set out in Part B of the Circular to the Shareholders of the Company dated 29 May 2015 which is dispatched together with the Company's Annual Report 2014.