



HARN LEN CORPORATION BHD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary 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, Johor Darul Ta'zim on Wednesday, 12 October 2016 at 11.00 am for the following purpose:-

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries ("Harn Len Group") to enter into Recurrent Related Party Transactions of a revenue or trading nature with the specified classes of related parties as detailed below, which set out in Section 2.4 to Section 2.6 of the Circular to Shareholders dated 27 September 2016 for the purposes of Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"):

- (1) Seri Cemerlang Plantation (Pahang) Sdn Bhd
- (2) Low Nam Hui & Sons Sdn Bhd
- (3) KangHui Travel Sdn Bhd
- (4) LNH Enterprise Sdn Bhd
- (5) One63 Ideas Sdn Bhd
- (6) Horn Lern (Merakai) Sdn Bhd
- (7) Horn Lern (Semada) Sdn Bhd
- (8) Horn Lern (Krangang) Sdn Bhd
- (9) Horn Lern (Jerok) Sdn Bhd

Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7
Resolution 8
Resolution 9

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

- (i) the transactions are necessary for the day to day operations of the Company and its subsidiaries and in the ordinary course of business, which are at arm's length, on normal commercial terms and are on terms and transaction prices not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) The mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only 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;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolutions.

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
27 September 2016

Notes:-

1. Only members registered in the Record of Depositors as at 4 October 2016 are eligible to attend, speak and vote at the Company's Extraordinary General Meeting or to appoint proxy to attend, speak and vote on his/her behalf.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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:-

1. Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 9 Proposed New Shareholders' Mandate

At the conclusion of 16th AGM held on 29 June 2016, the proposed renewal of RRPT tabled during the said AGM was not carried. Hence, the shareholders' mandate for RRPT which was obtained at 15th AGM was lapsed on 29 June 2016. The Board had on 25 August 2016 announced that the Company would seek the approval from its shareholders for the Proposed New Shareholders' Mandate.

The Proposed Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 9, if passed, will enable the Company and/or its subsidiaries ("Harn Len Group") 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, LNH Enterprise Sdn Bhd, One63 Ideas Sdn Bhd, Horn Lern (Merakai) Sdn Bhd, Horn Lern (Semada) Sdn Bhd, Horn Lern (Krangang) Sdn Bhd and Horn Lern (Jerok) Sdn Bhd as set out in Section 2.6 of the Circular to shareholders dated 27 September 2016. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.