



HARN LEN CORPORATION BHD

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

SEVENTEENTH (17TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth (17th) 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 Tuesday, 6 June 2017 at 11.00 am for the following purposes:-

Ordinary Business:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 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 RM2,000,000 for the financial year ended 31 December 2016. **(Resolution 2)**
- To approve the payment of Directors' benefits payable to the Directors of the Company up to RM250,000 for the financial year ending 31 December 2017. **(Resolution 3)**
- To re-elect the Directors who retire in accordance with Article 84 of the Company's Articles of Association, constituting part of the Constitution of the Company :-
 - Mr Loh Wann Yuan **(Resolution 4)**
 - Mr Low Kok Yong **(Resolution 5)**
 - En Mohamed Akwal Bin Sultan Mohamad **(Resolution 6)**
- To re-appoint Brig. Jen. (B) Dato' Ali Bin Hj. Musa who retires at the conclusion of this 17th AGM, as a Director of the Company. **(Resolution 7)**
- To re-appoint Mr Law Piang Woon who retires at the conclusion of this 17th AGM, as a Director of the Company. **(Resolution 8)**
- To re-appoint Mr Lee Chon Sing who retires at the conclusion of this 17th AGM, as a Director of the Company. **(Resolution 9)**
- To re-appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2017 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 :-

- ORDINARY RESOLUTION 1
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
 - "THAT subject to the passing of Resolution 3, approval 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)**
 - "THAT subject to the passing of Resolution 6, approval 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)**
 - "THAT subject to the passing of Resolution 7, approval 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 SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("AUTHORITY TO ALLOT SHARES")** **(Resolution 13)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental / regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting."

- ORDINARY RESOLUTION 3
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK ("PROPOSED RENEWAL OF SHARE BUY-BACK")** **(Resolution 14)**

"THAT subject to the Companies Act 2016, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the provision of the Constitution of Company 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 in the Company 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 aggregate number of shares purchased and/or held does not exceed ten per centum (10%) of the total number of issued share of the Company as quoted on Bursa Securities as at the point of purchase ("Harn Len Shares");
- an amount of funds not exceeding the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) at the time of purchase(s) will be allocated by the Company for the purchase of its own shares; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to deal with the treasury shares in the manners as allowed by the Companies Act 2016.

AND THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:

- the conclusion of the next Annual General Meeting of the Company following the 17th Annual General Meeting in which the resolution for the Proposed Renewal of Share Buy-Back is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- revoked or varied by ordinary resolution of the shareholders of the Company in general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main LR and any other relevant authorities.

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 ascertain 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."

- ORDINARY RESOLUTION 4
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** **(Resolution 15)**

"THAT, subject to compliance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, 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 Part B of the Circular to Shareholders dated 30 April 2017 :

- Seri Cemerlang Plantation (Pahang) Sdn Bhd **(Resolution 15)**
- Low Nam Hui & Sons Sdn Bhd **(Resolution 16)**
- KangHui Travel Sdn Bhd **(Resolution 17)**
- LNH Enterprise Sdn Bhd **(Resolution 18)**
- Horn Lern (Merakai) Sdn Bhd **(Resolution 19)**
- Horn Lern (Semada) Sdn Bhd **(Resolution 20)**
- Horn Lern (Krangan) Sdn Bhd **(Resolution 21)**
- Horn Len (Jerok) 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 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;
- The mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

- the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(2) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in 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.

- To transact any other matter for which due notice shall have been given.

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 17th 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 29 May 2017. Only a depositor whose name appears on the General Meeting ROD as at 29 May 2017 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

Fong Siew Kim (MAICSA No. 7022188)
Yong May Li (LS 0000295)
Wong Chee Yin (MAICSA No. 7023530)

Company Secretaries
Johor Bahru
30 April 2017

Notes:-

- Only members registered in the Record of Depositors as at 29 May 2017 are eligible to attend, speak and vote at the Company's 17th 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.
- 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 holding the meeting.

Explanatory Notes:-

Ordinary Business:

- Item 1 of the Agenda**
This Agenda is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 does not require a formal approval of the Shareholders. Hence, this Agenda item is not put forward for voting by shareholders of the Company.

- Item 3 of the Agenda
Resolution 2
Directors' Benefit for the financial year ending 31 December 2017**
The total estimated benefit payable comprised of meeting allowance and annual allowance for the Board Committees of the Company for the financial year ending 31 December 2017.

- Item 5, 6 and 7 of the Agenda
Resolutions 6, 7 and 8
Re-appointment of Directors**
At the 16th Annual General Meeting ("AGM") of the Company held on 29 June 2016, Brig. Jen. (B) Dato' Ali Bin Hj. Musa, Mr Law Piang Woon and Mr Lee Chon Sing who are above age of 70, were re-appointed as Directors of the Company pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of the 17th AGM. Their term of office will end at the conclusion of the 17th AGM and they have offered themselves for re-appointment.

The Nominating Committee and the Board of Directors had recommended their re-appointment at the forthcoming 17th AGM. The proposed Ordinary Resolutions 6, 7 and 8, if passed, will enable Brig. Jen. (B) Dato' Ali Bin Hj. Musa, Mr Law Piang Woon and Mr Lee Chon Sing to continue to act as Directors of the Company and they shall subject to retirement by rotation at a later date.

Special Business:-

- Item 9 of the Agenda
Resolutions 10, 11 and 12
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 have 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 9(i), 9(ii) and 9(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 fulfill the requirements of Paragraph 3.04 of Bursa Securities Main LR 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 are set out in the Statement on Corporate Governance in the Annual Report 2016 on page 35.

- Item 10 of the Agenda
Resolution 13
Authority to allot shares**
The proposed Resolution 13 is the renewal of the mandate obtained from the members at the 16th Annual General Meeting held on 29 June 2016. As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate.

The Proposed Resolution 13, if passed, will empower the Directors to allot shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares 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 allot 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.

- Item 11 of the Agenda
Resolution 14
Proposed Renewal of 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 total number of issued shares 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 A of the Circular to the Shareholders of the Company dated 30 April 2017 which is dispatched together with the Company's Annual Report 2016.

- Item 12 of the Agenda
Resolutions 15, 16, 17, 18, 19, 20, 21 and 22
Proposed Renewal of Shareholders' Mandate**
The Board had on 22 February 2017 announced that the Company would seek the approval from its shareholders for the Proposed Renewal of Shareholders' Mandate. The existing Shareholders' Mandate obtained on 12 October 2016 will expire at the conclusion of the forthcoming 17th Annual General Meeting to be held on 6 June 2017.

The Resolutions 15, 16, 17, 18, 19, 20, 21 and 22 proposed under Agenda 12(1), 12(2), 12(3), 12(4), 12(5), 12(6), 12(7) and 12(8) 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, LNH Enterprise Sdn Bhd, Horn Lern (Merakai) Sdn Bhd, Horn Lern (Semada) Sdn Bhd, Horn Lern (Krangan) Sdn Bhd and Horn Len (Jerok) Sdn Bhd as set out in Section 2.6 of Part B of the Circular to shareholders dated 30 April 2017, which is sent out together with the Company's Annual Report 2016. 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.