



HAI-O ENTERPRISE BERHAD

(Company No. 22544-D)
(Incorporated In Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of the Company will be held at the Banquet Hall, 2nd Floor, The Federal Hotel Kuala Lumpur, No. 35, Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 18 October 2012 at 11.30 a.m. to transact the following business:-

AGENDA

1. To lay the Audited Financial Statements for the financial year ended 30 April 2012 and the Reports of the Directors and Auditors thereon.
2. To re-elect Datin Sunita Mei-Lin Rajakumar as a Director who is retiring by rotation pursuant to Article 102(1) of the Company's Articles of Association. **(Resolution 1)**
3. To re-elect Mr. Tan Keng Kang as a Director who is retiring pursuant to Article 109 of the Company's Articles of Association. **(Resolution 2)**
4. To approve Directors' fees for the financial year ended 30 April 2012. **(Resolution 3)**
5. To declare a final single tier dividend of 7 sen per ordinary share for the financial year ended 30 April 2012. **(Resolution 4)**
6. To reappoint of Messrs. KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

As Special Business :-

7. To consider and if thought fit, to pass the following ordinary /special resolutions :-

i. To pass the following resolutions in accordance with Section 129(6) of the Companies Act, 1965 :-

- a. "That Tan Sri Osman S Cassim, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 6)**
- b. "That Mr. Tan Kai Hee, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **(Resolution 7)**

ii. Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

"That the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company as at the date of this Annual General Meeting and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

iii. Proposed Share Buy-Back by the Company **(Resolution 9)**

"That subject to the rules, regulations and orders made pursuant to the Companies Act, 1965 ("the Act"), provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Board be and is hereby authorised to purchase the Company's issued and paid-up ordinary shares of RM0.50 each ("Hai-O Shares") through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-

- a. the maximum number of Hai-O Shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company;
- b. the maximum fund to be allocated by the Company for the purpose of purchasing the Hai-O Shares shall not exceed the aggregate of the retained profits and/or the share premium account of the Company;
- c. the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
- d. upon completion of the purchase(s) of the Hai-O Shares by the Company, the Board be and is hereby authorised to retain the Hai-O Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND that the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Hai-O Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

iv. Proposed Amendment to the Articles of Association ("Proposed Amendment") **(Special Resolution 1)**

"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix 1;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full power to assent to any condition, modification and/or amendment as may be required by any relevant authorities."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 37th Annual General Meeting to be held on 18 October 2012, a final single tier dividend of 7 sen per ordinary share in respect of the financial year ended 30 April 2012 will be paid on 30 November 2012. The entitlement date for the dividend payment is 19 November 2012.

A Depositor shall qualify for the entitlement to the dividend only in respect of:-

- (a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 19 November 2012 in respect of transfers; and
- (b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Mah Li Chen (MAICSA 7022751)
Cynthia Gloria Louis (MAICSA 7008306)
Chew Mei Ling (MAICSA 7019175)
Company Secretaries

Kuala Lumpur
26 September 2012

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 12 October 2012 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 37th Annual General Meeting.
2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or attorney duly authorised in writing.
5. The Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting.

Explanatory Notes on Special Business

Resolutions 6 and 7 – Directors seeking for re-appointment pursuant to Section 129(6) of the Companies Act, 1965

The re-appointment of Tan Sri Osman S Cassim and Mr. Tan Kai Hee, who are over the age of 70 years to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolutions 6 and 7 have been passed by a majority of not less than three-fourths (3/4) of the members entitled to vote in person or by proxy at the 37th Annual General Meeting.

Resolution 8 – Mandate to issue shares pursuant to Section 132D of the Companies Act, 1965

The Directors did not issue any new shares pursuant to the existing Mandate which will lapse at the conclusion of the 37th Annual General Meeting.

The proposed resolution is to seek members' approval to renew the mandate given by them at the 36th Annual General Meeting to issue new shares pursuant to Section 132D of the Companies Act, 1965. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions.

Resolution 9 - Proposed Share Buy-Back by the Company

The Ordinary Resolution, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information on the Proposed Share Buy-Back, please refer to the Share Buy-Back Statement dated 26 September 2012 accompanying the Annual Report 2012.

Special Resolution 1

The proposed Special Resolution 1, if passed, will enable the Company to amend its Articles of Association to be in line with the Listing Requirements as well as to allow for the attendance of meetings via electronic means.

Appendix 1

Existing Articles	Proposed Amendment
Article 2 New definition	Article 2 Exempt Authorised Nominee – An authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act 1991.
Article 95(1) Proxy. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.	Article 95(1) Proxy. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy and he need not be an advocate, an approved company auditor or a person approved by the Registrar. There shall be no restriction as to the qualification of the proxy and a proxy so appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
None	New Article 95(5) Where a member of the Company 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.
None	New Article 123A Meeting via telephone and/or electronic media. Directors or members of a committee of directors, as the case may be, shall be deemed to be present in person at a meeting of directors and/or a committee of directors if he participates by telephone, audio or audio visual or such other electronic media which enables all directors or members of a committee of directors attending and participating at the meeting to hear and/or see each other. Such participation in a meeting shall constitute presence in person at such a meeting. A meeting by telephone, audio or audio visual or such other electronic media is to be taken to be held at the Registered Office of the Company or such other place as shall be determined by the Chairman of the meeting provided that at least two (2) of the directors and/or a committee of directors involved were at that place for the duration of the meeting.
Article 124 Quorum for directors meeting. The quorum necessary for the transaction of the business of the directors shall be two (2) directors.	Article 124 Quorum for directors meeting. The quorum necessary for the transaction of the business of the directors shall be two (2) directors. The contemporaneous linking together by telephone, audio or audio visual or such other electronic media of a number of the directors sufficient to constitute a quorum, shall constitute a meeting of the directors and/or a committee of directors and all the provisions in these Articles relating to meeting of the directors and/or a committee of directors shall apply, insofar as directors or members of a committee of directors may make such changes as are deemed necessary and expedient, to meetings of the directors and/or a committee of directors by telephone, audio or audio visual or such other electronic media.