



## HARVEST COURT INDUSTRIES BERHAD

(Company No: 36998-T)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Harvest Court Industries Berhad ("HCIB") will be held at Lot 450, Jalan Papan, Pandamaran Industrial Area, 42000 Port Klang, Selangor Darul Ehsan on Monday, 26 November 2012 at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 90,091,282 NEW ORDINARY SHARES OF RM0.25 EACH IN HCIB ("HCIB SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.25 PER SHARE TOGETHER WITH UP TO 45,045,641 FREE DETACHABLE WARRANTS IN HCIB ("RIGHTS WARRANTS") ON THE BASIS OF TWO (2) RIGHTS SHARES AND ONE (1) RIGHTS WARRANT FOR EVERY SIX (6) EXISTING HCIB SHARE HELD AS AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

**"THAT**, subject to all approvals being obtained from the relevant authorities, including but without limiting, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities) for the listing of and quotation for the Rights Shares, Rights Warrants and the new Shares to be issued pursuant to the exercise of the Rights Warrants on the Main Market of Bursa Securities, and for the admission of the Rights Warrants to the Official List of Bursa Securities, approval be and is hereby given to the Board of Directors of HCIB to provisionally allot and issue by way of a renounceable rights issue of up to 90,091,282 Rights Shares together with up to 45,045,641 new free detachable warrants to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors of HCIB as they may deem fit, on the basis of two (2) Rights Shares and one (1) Rights Warrant for every six (6) Shares held in HCIB.

**THAT** subject to all approvals being obtained from the relevant authorities, including but without limiting, the approval of Bursa Securities for the listing of and quotation for such appropriate number of additional warrants for the existing warrants of HCIB which was issued on 20 November 2009 and expiring on 19 November 2019 ("Warrants 2009/2019") as a consequences of the Proposed Rights Issue with Warrants, approval be and is hereby given to Board of Directors of HCIB to allot and issue such appropriate number of warrants in accordance with the provisions of the Deed Poll which constitutes the Warrants 2009/2019 and/or any amendments thereof or as may be imposed by the relevant authorities;

**THAT** the Rights Shares shall upon issuance and allotment thereof, rank pari passu in all respects with the then existing issued and fully paid-up HCIB Shares except that the Rights Shares shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid prior to the date of issuance and allotment of the Rights Shares;

**THAT** such further new HCIB Shares to be issued arising from the exercise of the Rights Warrants shall upon issuance and allotment, rank pari passu in all respects with the then existing issued and fully paid-up HCIB Shares except that they shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid prior to the relevant allotment date of the said new HCIB Shares;

**THAT** the Directors of HCIB be and hereby entitled to deal with all or any of the fractional entitlement of the Rights Shares with Rights Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever in such manner as the Directors of HCIB may in their discretion deem fit and expedient and in the best interest of the Company;

**THAT** the Directors of HCIB be and are hereby authorised with full power to issue and allot the Rights Warrants and new HCIB Shares as may be required arising from any exercise by the warrant holders or pursuant to any adjustment in the number of Rights Warrants which may be carried out in accordance with the Deed Poll;

**THAT** the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Rights Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll and with full power to assent to any conditions, modifications, variations and/or amendments in the best interest of the Company or that may be imposed by the relevant regulatory authorities; and

**AND THAT** the Directors of HCIB be and hereby authorised to do all acts and things as they may consider necessary of expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

#### ORDINARY RESOLUTION 2

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF HCIB FROM RM100,000,000 COMPRISING 400,000,000 ORDINARY SHARES OF RM0.25 EACH TO RM200,000,000 COMPRISING 800,000,000 SHARES ("PROPOSED IASC")**

**"THAT**, subject to the passing of Special Resolution 1 and in accordance with Article 47 of the Company's Articles of Association, the authorised share capital of the Company be increased from RM100,000,000 comprising 400,000,000 Shares to RM200,000,000 comprising 800,000,000 Shares by the creation of an additional 400,000,000 new Shares;

**THAT** in consequence thereof, the Memorandum of Association of the Company and all other documents be amended accordingly;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed IASC, with full powers to assent to or make any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed IASC and in the best interest of the Company."

#### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF HCIB ("PROPOSED AMENDMENT")**

**"THAT** subject to the passing of Ordinary Resolution 2, the Clause 5 of the Memorandum of Association of the Company ("MA") be amended as follows:

- The authorised share capital of the Company is RM200,000,000.00 divided into 800,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.*

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Amendment with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

#### By Order of the Board

**Tan Tong Lang (MAICSA 7045482)**  
Company Secretary

**Chong Voon Wah (MAICSA 7055003)**  
Company Secretary

**Kuala Lumpur**  
**24 October 2012**

#### Notes:-

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy may but does not need to be a member of the company. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- Where a member appoints more than one proxy to attend the same meeting, the appointment shall be invalid unless he / she specifies the proportion of his / her holdings to be represented by each proxy.*
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one 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.*
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if such appointor is a corporation, either under its Common Seal or signed by the attorney so authorised.*
- The Form of Proxy must be deposited at the Registered Office of the Company situated at Suite 10.03, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
- For the purpose of determine a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 19 November 2012. Only members whose name appears on the Record of Depositors as at 19 November 2012 shall be entitled to attend the said meeting or appoint proxies to attend and / or vote on his /her behalf.*