



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING of Harrisons Holdings (Malaysia) Berhad ("the Company") will be held at Seminar Room 1 & 2, Level 7, Premiera Hotel, Menara Mara, situated at 232, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur on Wednesday, 12 June 2013 at 10.00 a.m. for the purpose of considering the following businesses:

AGENDA

As Ordinary Business:

- To lay the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note (a))
- To declare the final single-tier dividend of 15 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2012. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring by rotation in accordance with Article 76 of the Company's Articles of Association:
 - Ms Mariana Adjianto @ Tan Phwe Leng (Ordinary Resolution 2)
 - Mr Foo Chow Luh (Ordinary Resolution 3)
- To approve the payment of Non-Executive Directors' fees for the financial year ended 31 December 2012. (Ordinary Resolution 4)
- To re-appoint PricewaterhouseCoopers as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

As Special Business:

To consider and if thought fit, pass the following resolutions with or without modifications:

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being and 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 commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company" (Ordinary Resolution 6)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR WONG YOKE KONG**
"THAT authority be and is hereby given to Mr Wong Yoke Kong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company. (Ordinary Resolution 7)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR FOO CHOW LUH**
"THAT subject to approval of shareholder on Ordinary Resolution 3, authority be and is hereby given to Mr Foo Chow Luh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company. (Ordinary Resolution 8)
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR CHONG CHEE FIRE**
"THAT authority be and is hereby given to Mr Chong Chee Fire who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company. (Ordinary Resolution 9)
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Twenty Third Annual General Meeting, a final single-tier dividend of 15 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2012 will be paid on 26 July 2013 to holders of ordinary shares registered in the Record of Depositors at the close of business on 5 July 2013.

- Shares transferred into the Depositor's Securities Account on or before 4.00 p.m. on 5 July 2013 in respect of ordinary transfers; and
- Share 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

LOW KONG CHOON (MAICSA 0818548)

PANG CHIA TYNG (MAICSA 7034545)

TEO MEE HUI (MAICSA 7050642)

21 May 2013

Kuala Lumpur

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without restriction as to the qualification of the proxy. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee 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.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 10th Floor, Menara Harap, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 54(c) of the Articles of Association of the Company, a Record of Depositors as at 6 June 2013 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

Explanatory notes on Ordinary and Special Business

a) Item 1 of the Agenda

Audited Financial Statements for the financial year ended 31 December 2012.

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

b) Ordinary Resolution 6

Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965.

The proposed Ordinary Resolution 6 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in General Meeting, will expire at the conclusion of the next AGM of the Company.

The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding future investment project(s), working capital and/or acquisitions(s).

The previous mandate was not utilised and accordingly no proceeds were raised.

c) Ordinary Resolution 7 to Ordinary Resolution 9

Continuance of Independent Non-Executive Directors

The Nomination Committee has assessed the independence of Mr Wong Yoke Kong, Mr Foo Chow Luh and Mr Chong Chee Fire, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue act as Independent Non-Executive Directors of the Company based on the following justifications:-

- they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to function as a check and balance, bring an element of objectivity to the Board;
- their vast experience in the fast moving consumer goods industry and legal background would enable them to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- they have been with the Company for more than nine (9) years and were familiar with the Company's business operations;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making; and
- they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the interest of the Company and shareholders.

The proposed Ordinary Resolutions 7 to 9, if passed, will allow the Independent Directors to be retained and continue acting as Independent Directors to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements and in line with the recommendation Nos. 3.2 and 3.3 of the Malaysian Code on Corporate Governance 2012.