



HARN LEN CORPORATION BHD

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

THIRTEENTH (13TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth (13th) 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 Wednesday, 19 June 2013 at 11.00 am for the following purposes:-

Ordinary Business:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Please refer to explanatory notes 1**
- To approve the payment of Directors' fees of RM135,000 for the financial year ended 31 December 2012. **(Resolution 1)**
- To re-elect the Directors who retire in accordance with Article 84 of the Articles of Association of the Company:-
 - Mr Loh Wann Yuan **(Resolution 2)**
 - Mr Low Kwek Lee **(Resolution 3)**
- To re-appoint the Directors over the age of 70, pursuant to Section 129(6) of the Companies Act, 1965:-
 - Tan Sri Dato' Low Nam Hui **(Resolution 4)**
 - Brig. Jen. (B) Dato' Ali Bin Hj. Musa **(Resolution 5)**
 - Mr Law Piang Woon **(Resolution 6)**
 - Mr Lee Chon Sing **(Resolution 7)**
- To re-appoint the retiring Auditors, Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2013 and to authorise the Directors to fix their remuneration. **(Resolution 8)**

Special Business:-

To consider, and if thought fit, pass with or without modification(s), the following resolutions as Special and Ordinary Resolutions:-

ORDINARY RESOLUTION 1

6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- "THAT subject to the passing of Resolution 2, authority 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 9)**
- "THAT subject to the passing of Resolution 5, authority 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 10)**
- "THAT subject to the passing of Resolution 6, authority 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 11)**

ORDINARY RESOLUTION 2

7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 ("AUTHORITY TO ALLOT AND ISSUE SHARES") **(Resolution 12)**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares so issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION 3

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

"THAT subject always to the provision of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and/or its subsidiaries ("Harn Len Group") shall be mandated to enter into and give effect to renew the specified recurrent related party transactions of a revenue or trading nature of Harn Len Group with the specified classes of related parties as set out in Section 2.4 to 2.6(a) of the Circular to Shareholders dated 28 May 2013:-

- Seri Cemerlang Plantation (Pahang) Sdn. Bhd. **(Resolution 13)**
- Pengangkutan Low Nam Hui Sdn. Bhd. **(Resolution 14)**
- Low Nam Hui & Sons Sdn. Bhd. **(Resolution 15)**
- KangHui Travel Sdn. Bhd. **(Resolution 16)**

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

- the recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are made on an arm's length basis and on normal commercial terms and are not detrimental to the interest of the minority shareholders;
- the Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the recurrent related party transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) and in the manner required under the Bursa Malaysia Securities Berhad Main Market Listing Requirements and as set out in Section 2.6(a) of the Circular to Shareholders dated 28 May 2013;
- the Shareholders' Mandate shall continue in force until:-
 - the conclusion of the next Annual General Meeting of the Company following the forthcoming 13th Annual General Meeting at which such Shareholders' Mandate was passed, 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 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or
 - revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;

And that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

ORDINARY RESOLUTION 4

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

"THAT subject always to the provision of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and/or its subsidiaries ("Harn Len Group") shall be mandated to enter into and give effect the specified recurrent transactions of a revenue or trading nature of Harn Len Group with the specified classes of related parties as set out in Section 2.4 to 2.6(b) of the Circular to Shareholders dated 28 May 2013 which are necessary for the day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and are made on an arm's length basis and on normal commercial terms and are not detrimental to the interest of the minority shareholders:-

- Advance Pinnacle Sdn. Bhd. **(Resolution 17)**
- LNH Enterprise Sdn. Bhd. **(Resolution 18)**
- Tanaim Sdn. Bhd. **(Resolution 19)**
- One63 Ideas Sdn. Bhd. **(Resolution 20)**

the authority conferred by such mandate shall continue in force until:-

- the conclusion of the next Annual General Meeting of the Company following the forthcoming 13th Annual General Meeting at which such Shareholders' Mandate was passed, 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 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or
- revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;

And that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

SPECIAL RESOLUTION 1

10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION **(Resolution 21)**

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix 1 attached to the Annual Report 2012 be hereby approved and adopted;

AND THAT the Directors and Secretary of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association."

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

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 13th 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 11 June 2013. Only a depositor whose name appears on the General Meeting ROD as at 11 June 2013 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

Woo Min Fong (MAICSA No. 0532413)

Fong Siew Kim (MAICSA No. 7022188)

Company Secretaries

Johor Bahru

28 May 2013

Notes:-

- Only members registered in the Record of Depositors as at 11 June 2013 are eligible to attend the Company's 13th Annual General Meeting or to appoint proxy to attend and vote on his/her behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion 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, it 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 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.
- 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 the Meeting.

Explanatory Notes:-

1. Ordinary Business - Item 1 of the Agenda

This Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Articles of Association of the Company does not require a formal approval of the Shareholders. Hence, this Agenda is not put forward for voting.

2. Special Business:-

-Ordinary Resolutions

Resolutions 9, 10 and 11 - Item 6 of the Agenda

Continuing in office as Independent Non-Executive Directors

The Nomination Committee had assessed the independence of Mr Low Wann Yuan, Brig. Jen. (B) Dato' Ali Bin Hj. Musa and Mr Law Piang Woon who each has 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 Low 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 9, 10 and 11 proposed under Agenda 6(i), 6(ii) and 6(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 Malaysia's Main Market Listing Requirements 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 is set out in the Statement on Corporate Governance in the Annual Report 2012 on page 20.

Resolution 12 - Item 7 of the Agenda

Authority to allot and issue shares

The Company had during its 12th Annual General Meeting held on 26 June 2012, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

This Resolution 12 proposed in Agenda 7 is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Resolution 12, if passed, will empower the Directors to allot and issue shares in the Company to an amount not exceeding in total ten per centum (10%) of the issued share capital 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 issue 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.

Resolutions 13, 14, 15 and 16 - Item 8 of the Agenda

Proposed Renewal of Shareholders' Mandate

The Board had on 26 April 2013 announced that the Company would seek the approval from its shareholders for the Proposed Renewal of Shareholders' Mandate. The existing Shareholders' Mandate obtained on 26 June 2012 will expire at the conclusion of the forthcoming 13th Annual General Meeting to be held on 19 June 2013.

The Resolutions 13, 14, 15 and 16, proposed under Agenda 8(1), 8(2), 8(3) and 8(4), 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., Pengangkutan Low Nam Hui Sdn. Bhd., Low Nam Hui & Sons Sdn. Bhd. and KangHui Travel Sdn. Bhd. as set out in Section 2.6(a) of the Circular to shareholders dated 28 May 2013, which is sent out together with the Company's Annual Report 2012. 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.

Resolution 17, 18, 19 and 20 - Item 9 of the Agenda

Proposed Shareholders' Mandate

The Resolutions 17, 18, 19 and 20, proposed under Agenda 9(1), 9(2), 9(3) and 9(4), if passed, will enable the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with Advance Pinnacle Sdn. Bhd., LNH Enterprise Sdn. Bhd., Tanaim Sdn. Bhd. and One63 Ideas Sdn. Bhd. as set out in Section 2.6(b) of the Circular to shareholders dated 28 May 2013, which is sent out together with the Company's Annual Report 2012. 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.

3. Special Business:-

-Special Resolution

Resolution 21 - Item 10 of the Agenda

Proposed Amendments to the Articles of Association

The Resolution 21 proposed under Agenda 10, if passed, will give authority to amend its Articles of Association to be aligned with the amendments to the Main Market Listing Requirements of Bursa Securities as well as for better clarity and enhancement.