



**Hartalega**  
Holdings Berhad (741883-X)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventh (7<sup>th</sup>) Annual General Meeting of the Company will be held at the Casuarina and Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 27 August 2013, at 9.30 a.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESSES

- To table the Audited Financial Statements for the year ended **31<sup>st</sup> March 2013** together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
- To approve the payment of a final dividend of 4 sen per share single tier for the financial year ended **31<sup>st</sup> March 2013**. **(Resolution 1)**
- To approve the payment of Directors' Fees totalling RM288,000 for the financial year ended **31<sup>st</sup> March 2013**. **(Resolution 2)**
- To re-elect the following Directors retiring in accordance with Article 91 of the Articles of Association of the Company:-
  - Mr Kuan Kam Hon @ Kwan Kam Onn **(Resolution 3)**
  - Dato' Mohamed Zakri Bin Abdul Rashid **(Resolution 4)**
  - Madam Chuah Phaik Sim **(Resolution 5)**
- To appoint Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.

Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked "Appendix I" has been received by the Company for the nomination of Messrs Deloitte & Touche, for appointment as Auditors and of the intention to propose the following Ordinary Resolution:

"THAT Messrs. Deloitte & Touche be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Baker Tilly AC (formerly known as Messrs Moore Stephens AC), and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors." **(Resolution 6)**

### AS SPECIAL BUSINESSES

To consider and if thought fit, to pass with or without any modifications, the following as Ordinary Resolutions:-

#### 6. ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the Securities Commission, Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company from time to time 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 total issued share capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the 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." **(Resolution 7)**

#### 7. ORDINARY RESOLUTION - PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY

"THAT subject always to the provisions of the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of Shares in the Company as may be determined by the Directors of the Company from time to time, through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that:

- the aggregate number of Shares bought-back does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at any time;
- the maximum amount of funds to be allocated for the shares buy-back shall not exceed the Company's audited retained earnings and/or share premium account at any point in time;
- the Shares purchased shall be treated in the following manner:
  - the purchased Shares shall be cancelled; or
  - the purchased Shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
  - part of the purchased Shares shall be retained as treasury shares and the remainder shall be cancelled; or
  - in such other manner as Bursa Securities and other relevant authorities may allow from time to time.
  - any combination of (a), (b), (c) and (d) above.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was 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 AGM after that date is required by law to be held; or
- revoked or varied by resolution passed by the Company in general meeting;

whichever occurs first.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the Shares bought-back) in accordance with the provisions of the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements." **(Resolution 8)**

#### 8. SPECIAL RESOLUTION - PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

"THAT the Proposed Amendments to the Articles of Association of the Company as contained in the Appendix II of the Annual Report for the financial year ended 31 March 2013 (the "Proposed Amendments") be hereby approved and adopted."

AND THAT the Board of Directors be and is hereby authorised to take all such steps they deem necessary to effect and complete the said Proposed Amendments. **(Resolution 9)**

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that a final dividend of 4 sen per share single tier for the financial year ended 31 March 2013, if approved, will be paid on 19 September 2013 to depositors registered in the Record of Depositors at the close of business on 6 September 2013.

A depositor shall qualify for the dividend in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 6 September 2013 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

**WONG MAW CHUAN (MIA 7413)**  
**WONG YOUN KIM (F) (MAICSA 7018778)**  
Company Secretaries

Kuala Lumpur  
2 August 2013

#### Notes:

- The 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 for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Subject to Note A (3) below, where a member appoint two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney duly authorised.
- 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") as defined under the Securities Industry (Central Depositories) Act, 1991, 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 Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must, to be valid, be deposited at the office of the Company's Registrars, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
- Only a depositor whose name appears on the Record of Depositors as at 21 August 2013 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.

#### Explanatory notes on Special Business:

##### (8) Resolution 7

Ordinary Resolution - Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 7 is a renewable mandate for the issue of shares under Section 132D of the Companies Act, 1965. If passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares (other than bonus or rights issue) and for such purposes as they consider would be in the best interests of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

No shares has been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 14 August 2012 pursuant to this authority.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to the placing of shares, funding future investment(s), acquisition(s) and working capital and thereby reducing administrative time and cost associated with the convening of such meeting(s).

##### (9) Resolution 8

Ordinary Resolution - Proposed renewal of authority for purchase of own shares by the Company

The proposed Ordinary Resolution 8 if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Further information on the Proposed Renewal of Authority for Purchase of Own Shares by the Company is set out in the Share Buy-Back Statements to Shareholders of the Company which is dispatched together with this Annual Report.

##### (10) Resolution 9

Special Resolution - Proposed amendments to the Company's Articles of Association

The Proposed Resolution 9 is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are as set out in Appendix I on page 170 to 172 of this Annual Report.