

# NOTICE OF ANNUAL GENERAL MEETING



**Harvest Court  
Industries Berhad**  
Company No.(36998-1)

NOTICE IS HEREBY GIVEN that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Company will be held at Lot 450 Jalan Papan, Pandamaran Industrial Area, 42000 Port Klang, Selangor Darul Ehsan on Friday, 20 June 2014 at 2.30 p.m. to transact the following businesses:-

- To receive the audited financial statements for the year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon.  
**Please refer to Note A.**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
  - Chua Eng Chin (Article 97) Ordinary Resolution 1
  - Datuk Raymond Chan Boon Siew (Article 97) Ordinary Resolution 2
- To approve the payment of Directors' fees of up to RM300,000 to the Directors of the Company for the financial year ending 31 December 2014. Ordinary Resolution 3
- To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

#### SPECIAL BUSINESSES :-

To consider and, if thought fit, to pass the following Resolution:-

- Authority To Directors To Allot And Issue Shares** Ordinary Resolution 5  
"THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")."
- Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** Ordinary Resolution 6  
"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.3 of the Circular to Shareholders dated 29 May 2014 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:-
  - the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
  - the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:-
    - the conclusion of the next Annual General Meeting ("AGM") of the Company, 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 AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
    - revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier.
  - disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:-
    - the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
    - any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,whichever is the higher;and amongst other, based on the following information:-
  - the type of the Recurrent Related Party Transactions made; and
  - the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with HCB Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

Tan Tong Lang (MAICSA 7045482)  
Chong Voon Wah (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur  
29 May 2014

#### Notes

- This Agenda item is meant for discussion only as Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.
- 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 need not be a member of the Company. The provision of Section 149(1)(b) of the Act 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 of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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 appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorized.
- The Form of Proxy must be deposited at the Registered Office of the Company at Suite 10.03, Level 10, The Gardens South Tower Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Thirty Sixth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 13 June 2014. Only members whose name appears on the Record of Depositors as at 13 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### Ordinary Resolution 5: Authority To Directors To Allot And Issue Shares

The Ordinary Resolution 5 is a renewal of the mandate given to the Company by the shareholders at the previous Annual General Meeting held on 25 June 2013, if duly passed, will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/ or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty Fifth (35<sup>th</sup>) Annual General Meeting held on 25 June 2013 and which will lapse at the conclusion of the Thirty Sixth (36<sup>th</sup>) Annual General Meeting.

##### Ordinary Resolution 6: Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.