



### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Hartalega Holdings Berhad ("HNB" or "Company") will be held at the Auditorium, LG1, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 26 August 2014, at 10.30 a.m., or immediately following the conclusion or adjournment of the Eighth Annual General Meeting of the Company which will be held at 9.30 a.m. on the same day and at the same venue, whichever is later, or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE PERSONS OF HNB AND/OR ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES THAT ARE DORMANT) ("PROPOSED NEW ESOS")**

"THAT, conditional upon obtaining the approvals from the relevant authorities including approval-in-principle from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ordinary shares of RM0.50 each in the Company ("HNB Shares") to be issued pursuant to the exercise of the options under the Proposed New ESOS, the Directors of the Company be and are hereby authorised and empowered:

- (i) to establish and administer the Proposed New ESOS for the benefit of eligible persons of the Company and its subsidiaries which are not dormant ("HNB Group"), under which options will be granted to such eligible persons to subscribe for or acquire new HNB Shares in accordance to the By-laws of the Proposed New ESOS ("By-laws") as set out in Appendix I of the circular to shareholders dated 4 August 2014 ("Circular"), the salient terms of which are set out in the Circular, and to give full effect to the Proposed New ESOS with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) to offer and grant options under the Proposed New ESOS and to allot and issue from time to time such number of new HNB Shares as may be required to be issued pursuant to the exercise of the options provided that the total number of new HNB Shares to be issued under the Proposed New ESOS shall, when aggregated with the number of new HNB Shares which may be issued under any other employees share option scheme of HNB, shall not exceed 15% of the total issued and paid-up share capital (excluding treasury shares) of the Company at any point of time throughout the duration of the Proposed New ESOS and that such new HNB Shares will, upon allotment and issuance, rank *pari passu* in all respects with, and be entitled to all rights (including voting, dividend, allotment, distribution, transfer, and other rights, including those arising on a liquidation of the Company), attaching to, the then existing issued and paid-up HNB Shares, save and except that the new HNB Shares so issued and allotted will not be entitled to any rights, dividends, allotments or other forms of distribution where the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights, allotments or other forms of distributions) is prior to the date of allotment of the new HNB Shares and will be subject to all the provisions of the Articles and Main Market Listing Requirements of Bursa Securities relating to transfer, transmission or otherwise of the HNB Shares.
- (iii) to do all things necessary and to make the necessary application at the appropriate time or times to Bursa Securities for the listing of and quotation for the new HNB Shares which may from time to time be allotted and issued pursuant to the Proposed New ESOS; and
- (iv) to modify and/or amend the By-laws of the Proposed New ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments;

**AND THAT** to do all such acts and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules or regulations, or impose such terms and conditions or delegate part or all of its powers as may be necessary or expedient in order to give full effect to the Proposed New ESOS."

#### ORDINARY RESOLUTION 2

**PROPOSED ALLOCATION OF OPTIONS TO KUAN KAM HON @ KWAN KAM ONN**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Kam Hon @ Kwan Kam Onn, being the Executive Chairman and major shareholder of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 3

**PROPOSED ALLOCATION OF OPTIONS TO KUAN KAM PENG**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Kam Peng, being a major shareholder of the Company and an Executive Director of Hartalega Industries Sdn Bhd, a major shareholders of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 4

**PROPOSED ALLOCATION OF OPTIONS TO KUAN MUN KENG**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Mun Keng, being the Executive Director and the son of Kuan Kam Hon @ Kwan Kam Onn, the Executive Chairman and major shareholder of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be

permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 5

**PROPOSED ALLOCATION OF OPTIONS TO KUAN MUN LEONG**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Mun Leong, being the Managing Director and the son of Kuan Kam Hon @ Kwan Kam Onn, the Executive Chairman and major shareholder of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 6

**PROPOSED ALLOCATION OF OPTIONS TO KUAN EU JIN**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Eu Jin, being an Executive Director of certain subsidiaries within HNB Group and the son of Kuan Kam Peng, a major shareholder of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 7

**PROPOSED ALLOCATION OF OPTIONS TO KUAN VIN SEUNG**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Kuan Vin Seung, being an Executive Director of certain subsidiaries within HNB Group and the son of Kuan Kam Peng, a major shareholder of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

#### ORDINARY RESOLUTION 8

**PROPOSED ALLOCATION OF OPTIONS TO DR DANARAJ A/L NADARAJAH**

"THAT, conditional upon passing of Ordinary Resolution 1, the Directors of the Company are hereby authorised at any time, and from time to time throughout the duration of the Proposed New ESOS, to offer and to grant option or options to subscribe for or purchase to Dr Danaraj A/L Nadarajah, being an Executive Director of the Company, subject always to such terms and conditions of the By-laws of the Proposed New ESOS as set out in Appendix I of the Circular, provided that:

- (i) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) of the total HNB Shares made available under the Proposed New ESOS are to be allocated to any Eligible Person who either singly or collectively through persons connected with him or her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time) or more of the issued and paid-up capital of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to allot and issue from time to time new HNB Shares to him pursuant to the exercise of such options."

By Order of the Board

**WONG MAW CHUAN (MIA 7413)**

**WONG YOUN KIM (F) (MAICSA 7018778)**

Company Secretaries

Kuala Lumpur

4 August 2014

Notes:

- (1) A member of the Company entitled to attend and vote at a general meeting of the Company, or at a meeting of any class of members, 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.
- (2) Subject to Note (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.
- (3) 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.
- (4) 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.
- (5) Where the Form of Proxy is executed by a corporation, it must be executed under its seal or under the hand of its attorney.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notationally 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 PJJU 1A/46, 47301 Petaling Jaya, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
- (7) Only a depositor whose name appears on the Record of Depositors as at 20 August 2014 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.