



Hartalega

HARTALEGA HOLDINGS BERHAD

(Company No. 741883-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Hartalega Holdings Berhad ("HHB" or "the Company") will be held at the Banyan, Casuarina & Dillenia, Ground Floor, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 25 August 2015, at 10.30 a.m., or immediately following the conclusion or adjournment of the Ninth 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, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 820,433,757 NEW ORDINARY SHARES OF RM0.50 EACH IN HHB ("HNB SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE BONUS SHARE FOR EVERY ONE EXISTING SHARE HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 2, Special Resolution 1 and the approvals of all relevant authorities/parties for the listing of and quotation for the Bonus Shares, authority be and is hereby given to the Board of Directors of the Company ("Board") to capitalise a sum of RM410,216,879 from the Company's share premium and retained earnings accounts, and that the same be applied in making payment in full at par for 820,433,757 Bonus Shares;

AND THAT such Bonus Shares be distributed and credited as fully paid-up to the registered shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on a date to be determined by the Board on the basis of one Bonus Share for every one existing Share held then by such shareholders on that date;

AND THAT fractional entitlements, if any, will be disregarded and dealt with in such manner as the Board in their absolute discretion deems fit or expedient and in the best interest of the Company;

AND THAT the Bonus Shares shall, upon being issued and allotted as fully paid-up, rank *pari passu* with the then existing issued and paid-up share capital of the Company save that the Bonus Shares shall not be entitled to any dividends, rights, allotments or distributions which relevant entitlement date is prior to the date of allotment of the Bonus Shares.

AND THAT the Board be and are hereby authorised and empowered to give full effect to the Proposed Bonus Issue with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities/parties or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF HNB FROM RM750,000,000 COMPRISING 1,500,000,000 HNB SHARES TO RM3,000,000,000 COMPRISING 6,000,000,000 HNB SHARES ("PROPOSED IASC")

"THAT, subject to the passing of Ordinary Resolution 1, Special Resolution 1 and the approvals of all relevant authorities/parties for the listing of and quotation for the Bonus Shares, authority be and is hereby given to the Board to increase the authorised share capital of the Company from RM750,000,000.00 comprising 1,500,000,000 HNB Shares to RM3,000,000,000.00 comprising 6,000,000,000 HNB Shares by the creation of an additional 4,500,000,000 unissued HNB Shares.

AND THAT the Board be and are hereby authorised and empowered to give full effect to the Proposed IASC with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities/parties or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalise and give full effect to the Proposed IASC."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF HNB ("PROPOSED M&A AMENDMENT")

"THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and the approvals of all relevant authorities/parties for the listing of and quotation for the Bonus Shares, authority be and is hereby given to the Board to delete the existing Clause VI of the memorandum and articles of association of the Company in its entirety and be replaced as follows:

Existing	Amended
The capital of the Company is RM750,000,000.00 divided into 1,500,000,000 shares of RM0.50 each, with power from time to time to increase or reduce its capital and to issue any shares in the original or increased capital as ordinary, preferred, redeemable preferred, or deferred shares, and to attach to any class or classes of such shares any preference rights, privileges or conditions, or subject the same to any restrictions or limitations	The capital of the Company is RM3,000,000,000.00 divided into 6,000,000,000 shares of RM0.50 each, with power from time to time to increase or reduce its capital and to issue any shares in the original or increased capital as ordinary, preferred, redeemable preferred, or deferred shares, and to attach to any class or classes of such shares any preference rights, privileges or conditions, or subject the same to any restrictions or limitations

AND THAT the Board be and are hereby authorised and empowered to give full effect to the Proposed M&A Amendment with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities/parties or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interests of the Company in order to implement, finalise and give full effect to the Proposed M&A Amendment."

By Order of the Board

WONG MAW CHUAN (MIA 7413)

WONG YOUN KIM (F) (MAICSA 7018778)

Company Secretaries

Kuala Lumpur

3 August 2015

Notes:

- 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.
- 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer 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 Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan P.J.U 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, 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 19 August 2015 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.