



# HARVEST COURT INDUSTRIES BERHAD

(Company No. 36998-T)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Harvest Court Industries Berhad ("HCIB" or "Company") will be held at Inspire I & II, Food Tree Café (under Only World Group), No. 10, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, Shah Alam, Selangor Darul Ehsan on Monday, 14 September 2015 at 10.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Thirty Seventh (37th) AGM of the Company, which will be held at the same venue and on the same day at 9.00 a.m., whichever is later or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PER CENTUM (15%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")

"THAT subject to the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("Group") including Directors of our Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the Bylaws, a draft of which is set out in Appendix I of the Circular to shareholders dated 21 August 2015 ("Bylaws");
- allot and issue from time to time such number of new ordinary shares of RM0.25 each in HCIB ("HCIB Shares") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of HCIB Shares to be allotted and issued shall not exceed fifteen per centum (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new HCIB Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new HCIB Shares will, upon allotment, issuance and full payment, rank pari passu in all respects with the then existing issued and paid-up shares of the Company save and except that the new HCIB Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new HCIB Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

### ORDINARY RESOLUTION 2

#### PROPOSED GRANTING OF SIS OPTIONS TO DATO' MOHAMED AMIR ABAS BIN ZAINAL AZIM

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Mohamed Amir Abas Bin Zainal Azim, being the Independent Non-Executive Chairman of the Company, options to subscribe for new HCIB Shares ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Dato' Mohamed Amir Abas Bin Zainal Azim, as long as Dato' Mohamed Amir Abas Bin Zainal Azim either solely or collectively through persons connected with him (as defined in the Main Market Listing Requirements of Bursa Securities ("Listing Requirements")), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 3

#### PROPOSED GRANTING OF SIS OPTIONS TO DATUK CHAI WOON CHET

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Chai Woon Chet, being the Managing Director of the Company, who is also a major shareholder of HCIB, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Datuk Chai Woon Chet, as long as Datuk Chai Woon Chet either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 4

#### PROPOSED GRANTING OF SIS OPTIONS TO NG WAI HAN

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ng Wai Han, being the Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Ng Wai Han, as long as Ng Wai Han either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 5

#### PROPOSED GRANTING OF SIS OPTIONS TO ABDUL JALILUDIN BIN JAMALLUDIN

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Abdul Jaliludin Bin Jamalludin, being the Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Abdul Jaliludin Bin Jamalludin, as long as Abdul Jaliludin Bin Jamalludin either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 6

#### PROPOSED GRANTING OF SIS OPTIONS TO MAZLAN BIN MOHAMAD

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Mazlan Bin Mohamad, being the Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Mazlan Bin Mohamad, as long as Mazlan Bin Mohamad either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 7

#### PROPOSED GRANTING OF SIS OPTIONS TO CHUA ENG CHIN

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chua Eng Chin, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Chua Eng Chin, as long as Chua Eng Chin either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 8

#### PROPOSED GRANTING OF SIS OPTIONS TO AIMI AZAL BIN NASHARUDDIN

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Aimi Azal Bin Nasharuddin, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Aimi Azal Bin Nasharuddin, as long as Aimi Azal Bin Nasharuddin either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 9

#### PROPOSED GRANTING OF SIS OPTIONS TO DATO' SERI ABDUL AZIM BIN MOHD ZABIDI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Seri Abdul Azim Bin Mohd Zabidi, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Dato' Seri Abdul Azim Bin Mohd Zabidi, as long as Dato' Seri Abdul Azim Bin Mohd Zabidi either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### ORDINARY RESOLUTION 10

#### PROPOSED GRANTING OF SIS OPTIONS TO DATO' SRI TI LIAN KER

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Sri Ti Lian Ker, being the Independent Non-Executive Director of the Company, SIS Options and if such options are accepted and exercised, to allot and issue such number of new HCIB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that at any point in time when an offer is made:

- not more than fifty per centum (50%) of the SIS Options available under the scheme shall be allocated, in aggregate, to the Directors and senior management of the Group; and
- not more than ten per centum (10%) of the total number of SIS Options shall be allocated to Dato' Sri Ti Lian Ker, as long as Dato' Sri Ti Lian Ker either solely or collectively through persons connected with him (as defined in the Listing Requirements), holds twenty per centum (20%) or more of the issued and paid-up share capital of HCIB (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

### BY ORDER OF THE BOARD

#### HARVEST COURT INDUSTRIES BERHAD

TAN TONG LANG (MAICSA 7045482)

CHONG VOON WAH (MAICSA 7055003)

Company Secretaries

Kuala Lumpur

21 August 2015

Notes:

- 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 appointor or his attorney duly authorized in writing or, if the appointor 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 EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 7 September 2015. Only members whose name appears on the Record of Depositors therein shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.