



ANZO HOLDINGS BERHAD
安卓控股有限公司

(Formerly known as 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 of Anzo Holdings Berhad (formerly known as Harvest Court Industries Berhad) ("Anzo" or the "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 Tuesday, 29 March 2016 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

SPECIAL RESOLUTION 1

PROPOSED PAR VALUE REDUCTION INVOLVING THE CANCELLATION OF RM0.15 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.25 EACH IN THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") ("PROPOSED PAR VALUE REDUCTION")

"THAT subject to the sanction of the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 ("Act"), the passing of the Special Resolution 2 below as well as the necessary approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the Company to reduce the Company's issued and paid-up share capital from RM70,208,530.75 comprising 280,834,123 ordinary shares of RM0.25 each in the company ("Existing Shares") to RM28,083,412.30 comprising 280,834,123 ordinary shares of RM0.10 each in the Company ("Anzo Share" or "Share") via cancellation of RM0.15 from the existing par value of each Existing Share and that part of the credit arising from such par value reduction shall be utilised by the Company to be set-off against the Company's accumulated losses;

AND THAT the board of directors of the Company ("Board") be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Par Value Reduction with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

SPECIAL RESOLUTION 2 PROPOSED AMENDMENT

"THAT subject to the passing of Special Resolution 1 above as well as the necessary approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the Company to alter, modify, vary and delete the Memorandum of Association of Anzo in the following manner:-

The Memorandum of Association of Anzo:-

Existing Clause 5

The authorised share capital of the Company is RM200,000,000.00 divided into 800,000,000 ordinary shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

Proposed amendment to Clause 5

The authorised share capital of the Company is RM200,000,000.00 divided into 2,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Amendment and to take all steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendment."

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 655,206,219 NEW ORDINARY SHARES OF RM0.10 EACH IN ANZO (AFTER THE PROPOSED PAR VALUE REDUCTION) ("ANZO SHARES" OR "SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 327,603,109 FREE DETACHABLE WARRANTS IN ANZO ("WARRANTS C") ON THE BASIS OF SIX (6) RIGHTS SHARES TOGETHER WITH THREE (3) FREE WARRANTS C FOR EVERY FOUR (4) EXISTING ANZO SHARES HELD BY THE ENTITLED SHAREHOLDERS OF ANZO ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the passing of the Special Resolution 1 and Special Resolution 2 above, the completion of the Proposed Par Value Reduction and the necessary approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the Company to undertake the Proposed Rights Issue with Warrants as follows:-

- (i) to provisionally issue and allot by way of renounceable rights issue of up to 655,206,219 Rights Shares together with up to 327,603,109 Warrants C to the shareholders of the Company ("Shareholders") whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitled Shareholders"), and/or their renounee(s), on the basis of six (6) Rights Shares for every four (4) Anzo Shares held and three (3) free Warrants C for every six (6) Rights Shares subscribed for on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants C ("Deed Poll C") and to do all acts, deeds and things as they deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll C wherein each of the Warrants C will carry the rights to subscribe, subject to any adjustment in accordance with the Deed Poll C to be executed, at any time during the "Exercise Period" as defined in the Deed Poll C, for one (1) new Share at an exercise price to be determined by the Board at a later date and that the Common Seal of the Company be affixed to the Deed Poll C in accordance with the provisions of the Articles of Association of the Company;
- (iii) to issue and allot in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) who subscribe for and are allotted the Rights Shares, each Warrant C conferring the right to subscribe for one (1) new Anzo Share at an exercise price to be determined by the Board on such Entitlement Date, subject to adjustment to the subscription rights attached to the Warrants C in accordance with the provisions of the Deed Poll C;
- (iv) to issue and allot such number of additional Warrants C as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll C ("Additional Warrants C") and to adjust from time to time the exercise price of the Warrants C as a consequence of the adjustments under the provisions of the Deed Poll C and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities or parties (if required); and
- (v) to issue and allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants C upon their exercise of the relevant Warrants C to subscribe for new Shares during the tenure of the Warrants C, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants C and such adjustments in accordance with the provisions of the Deed Poll C;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants C and new Shares to be issued pursuant to the exercise of the Warrants C and Additional Warrants C (if any) shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 5 of the Circular to Shareholders dated 4 March 2016 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank *pari passu* in all respects with the then existing issued and paid-up Anzo Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the new Anzo Shares to be issued pursuant to the exercise of the Warrants C (or the Additional Warrants C, as the case may be) shall, upon allotment, issuance and full payment of the exercise price of the Warrants C (or the Additional Warrants C, as the case may be), rank *pari passu* in all respects with the then existing issued and paid-up Anzo Shares, save and except that the holders of such new Anzo Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of such new Anzo Shares to be issued pursuant to the exercise of the Warrants C (or the Additional Warrants C, as the case may be);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlement of the Rights Shares and the Warrants C arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

AND THAT this resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants C, Additional Warrants C (if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

BY ORDER OF THE BOARD

**TAN TONG LANG (MAICSA 7045482)
CHONG VOON WAH (MAICSA 7055003)**
Company Secretaries

Kuala Lumpur, Malaysia
4 March 2016

Notes:-

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) For the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 22 March 2016. Only a depositor whose name appears on the Record of Depositors as at 22 March 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.