



## HARBOUR-LINK GROUP BERHAD

(Company No :592902-D)  
(Incorporated in Malaysia)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting ("AGM") of the Company will be held at Ruby Hall, Level 1 Promenade Hotel, Lot 8074, No. 178, Bintulu Sentral, Jalan Kidurong, 97000 Bintulu, Sarawak on Thursday, 22 November 2018 at 8.30 a.m. for the purpose of transacting the following businesses:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees and allowances up to RM350,000 from 1 July 2018 until 30 November 2019. **(Resolution 1)**
3. To re-elect the following Directors retiring in accordance with the Company's Articles of Association and being eligible, offer themselves for re-election:-
  - (i) Wong Siong Seh (Article 103) **(Resolution 2)**
  - (ii) Dato' Toh Guan Seng (Article 103) **(Resolution 3)**
  - (iii) Khoi Hoay Ling (Article 109) **(Resolution 4)**
4. To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following as ordinary resolutions:-

5. **AUTHORITY TO ISSUE SHARES** **(Resolution 6)**

"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("Act"), and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **(Resolution 7)**

"THAT, the mandate granted by the shareholders of the Company at the Fifteenth AGM held on 20 November 2017 pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, authorizing the Company and its subsidiary ("HLG Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 31 October 2018 with the related parties mentioned therein which are necessary for HLG Group's day-to-day operations, be and is hereby renewed."

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THAT the HLG Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-

- a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until:-

- i) the conclusion of the next AGM of the Company following the forthcoming Sixteenth AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2)(b) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

7. **AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")** **(Resolution 8)**

"THAT, subject always to the Act, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends.

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THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming Sixteenth AGM, at which the ordinary resolution for the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the Proposed Shareholders' Mandate authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2)(6) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Main Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

8. **PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY IN PLACE OF THE EXISTING MEMORANDUM & ARTICLES OF ASSOCIATION ("PROPOSED NEW CONSTITUTION")**

*(Special Resolution 1)*

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 31 October 2018 accompanying the Company's Annual Report for the financial year ended 30 June 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

9. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

**LIM SECK WAH (MAICSA NO. 0799845)**  
**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)**  
*Company Secretaries*  
Sarawak  
Dated: 31 October 2018

# NOTICE OF ANNUAL GENERAL MEETING

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## Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 16 November 2018. Only a depositor whose name appears on the Record of Depositors as at 16 November 2018 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint up to two (2) proxies to attend. A proxy may but need not be a member of the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3.
  - (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - (ii) 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"), 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, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing the proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of attorney, must be deposited at the Registered Office of the Company at Wisma Harbour, Parkcity Commerce Square, Jalan Tun Ahmad Zaidi, 97000 Bintulu, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

## Explanatory Notes to Special Business

### i) Ordinary Resolution 6 – Authority to issue shares

The effect of the Ordinary Resolution if passed, will give the flexibility and authority to the Directors of the Company, from the date of the forthcoming Sixteenth AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the total number of issued shares of the Company as at the time of submission to the authority, for such purposes as they 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 AGM of the Company following the forthcoming Sixteenth AGM.

The mandate obtained last year was not exercised and hence no proceed was raised therefrom.

The Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting. 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.

### ii) Ordinary Resolution 7 – Proposed Shareholders' Mandate

The explanatory note on Ordinary Resolution 7 is set out in the Circular to Shareholders dated 31 October 2018.

### iii) Ordinary Resolution 8 – Proposed Share Buy-back

The explanatory note on Ordinary Resolution 8 is set out in the Circular to Shareholders dated 31 October 2018.

### iv) Special Resolution 1 – Proposed New Constitution

The Special Resolution 1, if passed, will streamline the Company's Constitution with the new provisions of the Act, amendments made to the Main Market Listing Requirements of Bursa Securities and enhance administrative efficiency. The Board proposed that the existing Memorandum & Articles of Association be amended in its entirety by the replacement of a new Constitution in view of the substantial amount of the amendments. The proposed New Constitution shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at Sixteenth AGM.