



**NOTICE OF 29TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Ninth (29th) Annual General Meeting of Harrisons Holdings (Malaysia) Berhad ("the Company") will be held at Dewan Raja Laut, Summit Hotel KL City Centre, No. 12, Jalan Raja Laut, 50750 Kuala Lumpur on Wednesday, 19 June 2019 at 10:30 a.m. for the purpose of considering the following businesses:-

**AGENDA**

**As Ordinary Business:**

- To lay the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note)
- To declare the final single-tier dividend of 20 cents per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring by rotation in accordance with Article 76 of the Company's Constitution:
  - Ms Mariana Adjianto @ Tan Phwe Leng **Ordinary Resolution 2**
  - Mr Foo Chow Luh **Ordinary Resolution 3**
- To approve the payment of Directors' fees of RM409,000 for the financial year ended 31 December 2018. **Ordinary Resolution 4**
- To approve the payment of Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Directors of the Company amounting to RM12,500 for the financial period from 20 June 2019 until the next Annual General Meeting. **Ordinary Resolution 5**
- To re-appoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**As Special Business:**

To consider and if thought fit, pass the following Ordinary / Special Resolutions with or without modifications:

- AUTHORITY TO ISSUE AND ALLOT SHARES** **Ordinary Resolution 7**  
 "THAT subject to Section 75 of the Companies Act 2016 and approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016."
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR WONG YOKE KONG** **Ordinary Resolution 8**  
 "THAT authority be and is hereby given to Mr Wong Yoke Kong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company."
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR FOO CHOW LUH** **Ordinary Resolution 9**  
 "THAT subject to approval of the shareholders on Ordinary Resolution 3, authority be and is hereby given to Mr Foo Chow Luh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company."
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - MR CHONG CHEE FIRE** **Ordinary Resolution 10**  
 "THAT authority be and is hereby given to Mr Chong Chee Fire who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue act as Independent Non-Executive Director of the Company."
- PROPOSED ADOPTION OF NEW COMPANY'S CONSTITUTION** **Special Resolution 1**  
 "THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, marked as "Appendix A" (a copy of which is attached) be replaced thereof and adopted as the Company's Constitution.

THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provisions of the Constitution.

AND THAT the Secretaries be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with Section 36 of the Companies Act 2016."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Twenty-Ninth (29th) Annual General Meeting, a final single-tier dividend of 20 cents per ordinary share in respect of the financial year ended 31 December 2018, if approved, will be payable on 12 July 2019 to shareholders whose names appear in the Record of Depositors on 26 June 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 28 June 2019 in respect of transfers; and
- Securities bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

**BY ORDER OF THE BOARD**

**LOW KONG CHOON (MAICSA 0818548)**  
**TAN KOK SIONG (LS000932)**  
**TAN BEE HWA (MAICSA 7058049)**  
Company Secretaries

Kuala Lumpur  
30th day of April 2019

**NOTES:-**

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without restriction as to the qualification of the proxy. If the proxy is not a member, he need not be a member of an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an 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.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 54(c) of the Constitution of the Company, a Record of Depositors as at 12 June 2019 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.
- Explanatory notes on Ordinary and Special Business

**Item 1 of the Agenda**

**Audited Financial Statements for the financial year ended 31 December 2018**

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 248 and Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

**Ordinary Resolution 5**

**Payment of Directors' remuneration (excluding Directors' Fee) and benefits payable to the Board of the Company and its subsidiaries**

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

In this respect, the Board agreed that the shareholders' approval shall be sought at the Twenty-Ninth (29th) Annual General Meeting on the Directors' remuneration (excluding the Directors' fee) payable to the Directors of the Company and its subsidiaries for the financial period from 20 June 2019 until the next Annual General Meeting ("Relevant Period").

The Directors' remuneration (excluding Directors' fee) comprises the allowances and other emoluments payable to the Directors as set out below:

Description	Directors (RM)
Meeting Allowance	12,500

In determining the estimated total amount of the directors' remuneration (excluding Directors' fee), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' remuneration (excluding Directors' fee) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 5 has been passed at the Twenty-Ninth (29th) Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' fee) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

**Ordinary Resolution 7**

**Authority to Issue and Allot Shares**

The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of this Annual General Meeting, to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The renewal of the General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval as to avoid incurring additional cost and time. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purposes of funding future investment project(s), working capital and/or acquisitions(s).

The previous mandate was not utilised and accordingly no proceeds were raised.

**Ordinary Resolution 8 to Ordinary Resolution 10**

**Continuing in office as Independent Non-Executive Directors**

The Nomination Committee has assessed the independence of Mr Wong Yoke Kong, Mr Foo Chow Luh and Mr Chong Chee Fire, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue act as Independent Non-Executive Directors of the Company based on the following justifications:-

- they have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to function as a check and balance, bring an element of objectivity to the Board;
- their vast experience in the fast moving consumer goods industry would enable them to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- they have been with the Company for more than nine (9) years and were familiar with the Company's business operations;
- they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making; and
- they have exercised their duties during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the interest of the Company and shareholders.

Retention of independent Director above 9 years will require shareholders' approval, whereas retention of an independent Director above 12 years will require shareholders' approval through the two-tier voting process:-

- Voting by large shareholders; and
- Voting by other shareholders.

Thus, the shareholders' approval for Ordinary Resolution 8 will be sought on a single tier voting basis, while Ordinary Resolutions 9 and 10 will be sought on two-tier voting basis.

The proposed Ordinary Resolutions 8 to 10, if passed, will allow the Independent Directors to be retained and continue acting as Independent Directors to fulfil the requirements of Paragraph 3.04 of the Main Market Listing Requirements and in line with the recommendation No. 4.2 of the Malaysian Code on Corporate Governance 2017.

**Special Resolution 1**

**Adoption of New Company's Constitution**

The proposed Special Resolution is to seek shareholders' approval to adopt a new Constitution to align with the provisions of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Corporate Governance Requirements ("Proposed New Constitution"). Please refer to the Appendix A for detailed information on the Proposed New Constitution.

The Proposed New Constitution shall take effect once the proposed Special Resolution 1 has been passed by a majority of not less than 75% of members who are entitled to vote and do vote in person or by proxy at the Twenty-Ninth (29th) Annual General Meeting.