



HARN LEN CORPORATION BHD

(Company No. 502606-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Harn Len Corporation Bhd (“**HLCB**” or “**the Company**”) will be held at Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor Darul Ta’zim on Tuesday, 13 August 2019, at 11.00 a.m. or at an adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF THE PLANTATION ASSETS SITUATED IN THE DISTRICT OF ROMPIN, PAHANG, MEASURING APPROXIMATELY 2,124.5 HECTARES TO FAR EAST HOLDINGS BERHAD (“FAR EAST” OR THE “BUYER”), FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM183.0 MILLION (“PROPOSED LH DISPOSAL”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and / or parties (if required), approval be and is hereby given to the Company to dispose of the Lian Hup Assets to Far East for a cash consideration of RM182,990,400, upon the terms and conditions as set out in the sale and purchase agreement dated 29 April 2019 entered into between the Company and Far East, as may be modified, varied and supplemented from time to time.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed LH Disposal; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed LH Disposal.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 51,965,955 FREE WARRANTS IN HLCB (“WARRANT(S)”) ON THE BASIS OF 3 WARRANTS FOR EVERY 10 EXISTING ORDINARY SHARES IN HLCB (“HLCB SHARE(S)” OR “SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised to allot and issue up to 51,965,955 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of three (3) Warrants for every ten (10) existing HLCB Shares held in accordance with the provisions in the deed poll to be executed by the Company, constituting the Warrants (“**Deed Poll**”);

THAT the Board be and is hereby authorised to allot and issue additional Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll and to allot and issue further new HLCB Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants will be disregarded and dealt with in such manner as the Board shall at its absolute discretion deem fit and expedient and in the best interest of the Company;

THAT the Board be and is hereby authorised to fix the final exercise price of the Warrants at a later date after obtaining the relevant approvals for the Proposed Bonus Issue of Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and to give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new HLCB Shares credited as fully paid-up arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll;

THAT the new HLCB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing HLCB Shares, save and except that the new HLCB Shares will not be entitled to any rights, allotments, dividends and/or other distributions which may be declared, made or paid to the shareholders of the Company, the Entitlement Date of which precedes the date of allotment and issuance of the new HLCB Shares issued pursuant to the exercise of the Warrants;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company, sign and execute all documents to give full effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME (“ESS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE ESS FOR THE DIRECTORS (INCLUDING NON-EXECUTIVE DIRECTORS) AND ELIGIBLE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT (“PROPOSED ESS”)

“**THAT**, subject to the approvals being obtained from all relevant authorities or parties in relation to the Proposed ESS, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- (i) to establish an ESS for the benefit of the Directors (including non-executive Directors) and eligible employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“**HLCB Group**”) who fulfil certain specified conditions of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS (“**By-Laws**”) which is set out in Appendix II of the circular to shareholders of HLCB dated 29 July 2019 (“**Circular**”);
- (ii) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (as adjusted or modified from time to time pursuant to the By-Laws) (“**HLCB Share(s)**”) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of HLCB Shares be allotted and issued and/or transferred pursuant to granting of HLCB Shares (“**ESS Shares**”) and/or options to subscribe for acquire HLCB Shares (“**ESS Options**”) (collectively “**Awards**”) to Director(s) (including non-executive Directors) and eligible employees of the HLCB Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS;
- (iii) to set up a committee to implement and administer the Proposed ESS (“**ESS Committee**”);
- (iv) to make the necessary application to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for permission to deal in and for the listing of and quotation for the new HLCB Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws.

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO PUAN SRI DATIN CHAN PUI LEORN

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Puan Sri Datin Chan Pui Leorn, being the Deputy Executive Chairman of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO LOW QUEK KIONG

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Quek Kiong, being the Managing Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO LOW KUECK SHIN

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Kueck Shin, being the Deputy Managing Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO LOW KWEK LEE

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Kwek Lee, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO LOW KUEK KONG

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Kuek Kong, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO LOW KOK YONG

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Kok Yong, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF AWARDS TO LOW KOK YAOW

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Kok Yaow, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 11

PROPOSED ALLOCATION OF AWARDS TO LOW YEW YERN

“**THAT** subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Low Yew Yern, being a person connected to a major shareholder of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 2,000,000 of the total number of HLCB Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

By Order of the Board

YONG MAY LI (LS 0000295)
FONG CHEE YIN (MAICSA NO. 7023530)
FONG SIEW KIM (MAICSA NO. 7022188)

Company Secretaries

Johor Bahru
29 July 2019

Notes:-

1. Only members registered in the Record of Depositors as at 2 August 2019 are eligible to attend, speak and vote at the Company’s Extraordinary General Meeting or to appoint proxy to attend, speak and vote on his/her behalf.
2. A member who is entitled to attend and vote at the meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote instead of the member at the meeting. A proxy need not be a member and there shall be no restriction as to the qualification of the proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 authorized nominee defined under SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
5. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
6. Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of its attorney duly authorised.
7. The Proxy Form must be deposited with the Company Secretary at the Registered Office, 6th Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, not less than 48 hours before the time set for holding the meeting.