



HARN LEN CORPORATION BHD

Registration No. 200001000001 (502606-H)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") 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, Malaysia, on Friday, 7 April 2023 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution: -

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN ALMAL RESOURCES SDN BHD FROM DATUK MOHAMED NIZAM BIN MOHAMED JAKEL ("DATUK NIZAM" OR "VENDOR") FOR A TOTAL CONSIDERATION OF RM54,715,500 ("PROPOSED ARSB ACQUISITION")

THAT, subject to the approvals of all relevant authorities or parties (where applicable) being obtained for the Proposed ARSB Acquisition, approval be and is hereby given to the Board of Directors of HLCB ("**Board**") to acquire 100,000 ordinary shares in ARSB, representing 100% equity interest in ARSB, for a purchase consideration of RM54,715,500, which will be satisfied via combination of a cash consideration of RM32,829,300 and the issuance of 31,266,000 new ordinary shares in HLCB ("**HLCB Shares**") ("**Consideration Shares**") at an issue price of RM0.70 each, subject to the terms and conditions set out in the conditional share sale agreement dated 12 January 2023 entered into between the Company and the Vendor in respect of the Proposed ARSB Acquisition ("**SSA**");

THAT, the Board be and is hereby authorised to allot and issue the Consideration Shares to the Vendor pursuant to the terms and conditions of the SSA;

THAT, the Consideration Shares shall, upon allotment and issuance, be of the same class and carry the same rights with the then existing HLCB Shares in issue, save and except that the holder of such Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distribution that may be declared, made or paid to the shareholders of HLCB, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares;

THAT, the pre-emptive right of the existing shareholders to be offered new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Companies Act 2016 and Clause 12 of the Company's Constitution be and is hereby waived in respect of the issuance and allotment of the Consideration Shares; and

AND THAT, the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or caused to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed ARSB Acquisition, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion and to take such steps as may be necessary or expedient to finalise, implement, give full effect and to complete the Proposed ARSB Acquisition."

By order of the Board

YONG MAY LI (LS 0000295)

SSM Practising Certificate No. 202008000285

WONG CHEE YIN (MAICSA NO. 7023530)

SSM Practising Certificate No. 202008001953

WENDY MAK MEI CHING (MAICSA NO. 7022764)

SSM Practising Certificate No. 201908000065

Company Secretaries

Johor Bahru

23 March 2023

Explanatory Note:-

Pursuant to Section 85 of the Companies Act 2016 ("**Act**") read together with Clause 12 of the Company's Constitution, the shareholders of the Company have a statutory pre-emptive right to be offered any new share of the Company which rank equally to existing HLCB Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution, you will be waiving your statutory pre-emptive right, and accordingly the proposed Ordinary Resolution, if passed, will be taken to mean and will tantamount to the shareholders of the Company agreeing to waive and exclude their statutory pre-emptive right under Section 85 of the Act and Clause 12 of the Company's Constitution to be offered any new shares to be issued by the Company pursuant to the Proposed ARSB Acquisition.

Notes: -

- For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 31 March 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at the EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at an EGM may appoint not more than 2 proxies to attend, participate, speak and vote instead of the member.
- If 2 proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements of Bursa Securities.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than 2 proxies in respect of each security account it holds in 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 Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**") which is exempted from compliance with the provisions of Section 25A (1) of the Central Depositories Act.
- Where a member appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Where the Form of Proxy is executed by a corporation, it must be either under its Common Seal or under the hand of its attorney duly authorised.
- The Form of Proxy must be deposited with the Company Secretary at the Company's registered office, 6th Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia not less than 48 hours before the time set for holding the meeting.



汉联机构有限公司
HARN LEN CORPORATION BHD (502606-H)

Registration No. 200001000001 (502606-H)
(Incorporated in Malaysia)

ADMINISTRATIVE DETAILS

EXTRAORDINARY GENERAL MEETING OF HARN LEN CORPORATION BHD

Date and Time : Friday, 7 April 2023 at 10.00 a.m., or any adjournment thereof

Venue : Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia

Time & Place of Registration : From 9.00 a.m. until commencement of poll voting
Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia

1. OTHER IMPORTANT INFORMATION

If any of the members/proxies/corporate representatives (“**Persons**”) is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, they must seek medical attention and quarantine themselves at home. Under such circumstances, the Persons are advised to appoint the Chairman of the meeting as their proxy to attend and vote on their behalf at the Extraordinary General Meeting of Harn Len Corporation Bhd (“**EGM**”).

Generally, any Persons who:

- (a) feel unwell before the EGM; or
- (b) have been placed on quarantine orders or stay-at-home notices; or
- (c) have a travel history to certain countries/regions in the specified period preceding the EGM, as announced by the Ministry of Health, must not attend the EGM in person, and instead are strongly encouraged to appoint the Chairman of this EGM as their proxy to attend and vote on their behalf at the EGM.

Any Persons attending the EGM physically should wear a face mask in advance and throughout the EGM and practice proper self-sanitisation, including the use of hand sanitisers.

2. CORPORATE MEMBERS

Corporate members who wish to appoint corporate representatives instead of a proxy to attend and vote at the EGM, must deposit their **original or duly certified** certificate of appointment of corporate representative to the Registered Office not later than **Wednesday, 5 April 2023 at 10.00 a.m.**

Attorneys appointed by power of attorney are required to deposit their power of attorney with the Registered Office not later than **Wednesday, 5 April 2023 at 10.00 a.m.** to attend and vote at the EGM.

If a corporate member (through its corporate representative(s) or appointed proxy(ies)) is unable to attend the EGM you may appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. NO DOOR GIFT/FOOD VOUCHER/REFRESHMENT

There will be **no distribution/provision of door gifts or food vouchers or refreshment** for the EGM.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

4. GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the **ROD as at 31 March 2023** shall be entitled to attend, speak and vote at the EGM or appoint proxies/corporate representatives/attorneys to attend and/or vote on his/her behalf.

5. PROXY

If you are unable to attend the meeting on 7 April 2023, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Form of Proxy.

You may also submit the Form of Proxy electronically via **TIIH Online** website at <https://tiih.online> no later than **Wednesday, 5 April 2023** at **10.00 a.m.** Please read and follow the procedures below to submit Form of Proxy electronically.

You may submit your Form of Proxy to the Registered Office by fax at 07-3328096 or e-mail to is.enquiry@my.tricorglobal.com. However, please ensure that the **Original Form of Proxy** is deposited at the Registered Office at 6th Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Form of Proxy shall be treated as invalid.

6. ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Form of Proxy electronically via Tricor’s **TIIH Online** website are summarised below:

	Procedure	Action
i. Steps for Individual Members		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Select the “Sign Up” button and followed by “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.

(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. • Select the corporate event: “HARN LEN EGM 2023 Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(s) appointment. • Print Form of Proxy for your record.
ii. Steps for Corporation or Institutional Members		
(c)	Register as a User with TIIH Online website	<ul style="list-style-type: none"> • Access TIIH Online website at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by e-mail within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the e-mail and re-set your own password. <p>Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
(d)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to TIIH Online website at https://tiih.online. • Select the corporate exercise name: “HARN LEN EGM 2023 Submission of Proxy Form”. • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

7. POLL VOTING

The Voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

During this EGM, the Poll Administrator will brief on the voting procedures. The voting session will commence as soon as the Chairman calls for the poll to be opened.

Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

8. REGISTRATION

- (a) Registration will start at 9.00 a.m. in Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia.
- (b) Please present your original MyKad/passport to the registration staff for verification.
- (c) Upon verification, you are required to write your name, mobile contact and sign the Attendance list placed on the registration table.
- (d) No person will be allowed to register on behalf of another person even with the original MyKad/passport of the other person.

9. HELP DESK

Please proceed to the Help Desk for any clarification or queries apart from registration details.

The Help Desk will also handle revocation of proxy's appointment.

10. RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the EGM is allowed.

11. ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact Persons : Mr. Jia Jin : +603-2783 9246 / Email : Jia.Jin.Lim@my.tricorglobal.com

: Ms. Siti Zalina : +603-2783 9247 / Email : Siti.Zalina@my.tricorglobal.com

: Ms. Lay Kiow : +603-2783 9232 / Email : Lay.Kiow.Lim@my.tricorglobal.com



HARN LEN CORPORATION BHD

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FORM OF PROXY

CDS Account No.	
No. of shares held	

I/We _____ Tel: _____
[Full name in block, NRIC/Passport/Company No.]
of _____

being member(s) of **HARN LEN CORPORATION BHD** hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairperson of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru, Johor, Malaysia on Friday, 7 April 2023 at 10.00 a.m. or any adjournment thereof, and to vote as indicated below:

	FOR	AGAINST
<u>ORDINARY RESOLUTION</u> PROPOSED ARSB ACQUISITION		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion)

Dated this.....day of.....2023

.....
Signature(s) of member(s)

Notes: -

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5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than 2 proxies in respect of each security account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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 Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
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Fold this flap for sealing

Then fold here

Affix
stamp

The Company Secretary
Harn Len Corporation Bhd.
[Registration No. : 200001000001 (502606-H)]

6th Floor, Johor Tower
15 Jalan Gereja
80100 Johor Bahru
Johor
Malaysia

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