



**NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Eighth Annual General Meeting ("28<sup>th</sup> AGM") of HARVEST MIRACLE CAPITAL BERHAD [Registration No.: 199601010679 (383028-D)] ("Company" or "HM") will be held as a fully virtual meeting conducted entirely through the live streaming and remote voting using the remote participation and voting facilities hosted on the Propoll Solutions e-Portal at <https://www.propollsolutions.com>. my provided by Propoll Solutions Sdn. Bhd. at 9-3A, Oval Tower @ Damansara, No. 685, Jalan Damansara, 60000 TTDI, Kuala Lumpur, Wilayah Persekutuan or at any adjournment thereof, on Thursday, 29 August 2024 at 9.30 a.m. for the following purposes :

- |                                                                                                                                                                                                             |                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.                                                  | <b>(Please refer to Explanatory Note 1)</b>                      |
| 2. To re-elect Dato' Liu Han Ming who is retiring by rotation in accordance with Clause 131 of the Constitution of the Company.                                                                             | <b>(Ordinary Resolution 1)</b>                                   |
| 3. To re-elect the following Directors who were appointed during the year and retiring in accordance with Clause 130 of the Constitution of the Company :-<br>(a) Ms. Lim Peng Peng<br>(b) Mr. Chua Ei Ming | <b>(Ordinary Resolution 2)</b><br><b>(Ordinary Resolution 3)</b> |
| 4. To approve the payment of Directors' fees up to an aggregate amount of RM750,000 for the financial year ending 31 March 2025 which is payable quarterly in arrears.                                      | <b>(Ordinary Resolution 4)</b>                                   |
| 5. To approve the payment of Directors' benefits of up to an aggregate amount of RM50,000 from the passing of this resolution until the next Annual General Meeting of the Company.                         | <b>(Ordinary Resolution 5)</b>                                   |
| 6. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.                            | <b>(Ordinary Resolution 6)</b>                                   |
| 7. <b>Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016</b>                                                                                                                   | <b>(Ordinary Resolution 7)</b>                                   |

"THAT, subject always to the Companies Act 2016, the Company's Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to:

1. allot shares in the Company; and/or
2. grant rights to subscribe for shares in the Company; and/or
3. convert any security into shares in the Company; and/or
4. allot shares under an agreement or option or offer,

("Proposed 10% General Mandate").

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that it does not exceed 10% of the total number of issued shares of the Company as prescribed by the AMLR at the time of issuance of shares and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting (AGM) of the Company or when it is required by law to be held, whichever is earlier, AND THAT:

- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company 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 in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company."

8. To transact any other ordinary business of which due notice shall have been given.

**By Order of the Board**

Leong Sue Ching  
Company Secretary (MAICSA 7040814)  
SSM Practising Certificate No. : 201908001823  
Kuala Lumpur  
29 July 2024

**Explanatory Notes on Ordinary and Special Business:**

**1. Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

**2. Item 7 of the Agenda**

The proposed Ordinary Resolution 7, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next AGM of the Company.

The proposed resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

As at the date of this notice, no new shares in the Company were issued pursuant to the general authority granted to the directors at the previous 27<sup>th</sup> AGM for issuance of shares pursuant to Section 75 and 76 of the Companies Act 2016 which will lapse at the conclusion of the 28<sup>th</sup> AGM.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise, including but not limited to further possible fund raising exercises and/or further placement of shares, for purpose of working capital to finance day-to-day operational expenses, on-going projects/investments or future projects/investments, repayment of borrowings, acquisition, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company. In view of this, the Board is of the opinion that the general mandate is in the best interest of the Company and its shareholders.

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

**Notes:**

- (1) A member may appoint up to two (2) proxies to attend and vote instead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
- (2) Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- (3) 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.
- (4) 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.
- (5) If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- (6) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof PROVIDED THAT in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Proxy Form, other than the particular of the proxy, have been duly completed by the member(s):
  - (i) In hard copy form.  
In the case of an appointment made in hard copy form, the Proxy Form must be deposited with Propoll Solutions Sdn. Bhd. at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan.
  - (ii) By electronic means.  
The Proxy Form can be lodged electronically via Propoll's portal at <https://www.propollsolutions.com> (Domain Registration No. D1A403203). Please refer to the Administrative Guide for the 28<sup>th</sup> AGM on the procedures for electronic submission of Proxy Form.
- (7) 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 Clause 87 of the Constitution of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Securities, a Record of Depositors as at 20 August 2024 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- (8) All resolutions as set out in this notice of AGM are to be voted by poll.



Harvest Miracle Capital Berhad

**HARVEST MIRACLE CAPITAL BERHAD**  
**[Registration No. 199601010679 (383028-D)]**  
(Incorporated in Malaysia)

**FULLY VIRTUAL**  
**28<sup>TH</sup> ANNUAL GENERAL MEETING**

**ADMINISTRATIVE GUIDE FOR THE VIRTUAL TWENTY-EIGHTH ANNUAL GENERAL MEETING (28<sup>TH</sup> AGM<sup>TM</sup>)**

**Date** : Thursday, 29 August 2024  
**Time** : 9.30 a.m.  
**Broadcast Venue** : 9-3A, Oval Tower @ Damansara, No. 685, Jalan Damansara, 60000 TTDI, Kuala Lumpur, Wilayah Persekutuan  
**Remote Participation and Voting Facilities ("RPV")** : <https://www.propollsolutions.com.my> provided by Propoll Solutions Sdn. Bhd. ("**Propoll Portal**") in Malaysia (Domain registration number D1A403203)

**ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY**

All shareholders of the Company, whether individual shareholders, corporate shareholders, proxy holders, authorised nominees or exempt authorised nominees whose names appear on the Record of Depositors of the Company as at **20 August 2024** that wish to attend the 28th AGM will have to register to attend remotely by using the ("**RPV**") Facilities, the details of which is set out below.

Please note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the attendees (shareholders and proxies). Hence, you are to ensure your internet connectivity throughout the duration of the meeting is maintained.

**PROXY**

The 28th AGM will be conducted on a virtual basis. If you are unable to participate in the 28th AGM, you may appoint the Chairman of the Meeting as proxy and indicate the voting instructions in the Form of Proxy.

(i) **In hard copy form:**

- If you wish to appoint proxy(ies) to participate in the 28th AGM using the RPV Facilities, please submit your Form of Proxy to the following address not less than 48 hours before the time appointed for holding the 28th AGM or any adjournment thereof, otherwise the Form of Proxy shall be treated as invalid:

**Propoll Solutions Sdn. Bhd. ("The Poll Administrator")**  
S-4-04, The Gamuda Biz Suite,  
Jalan Anggerik Vanilla 31/99, Kota Kemuning,  
40460 Shah Alam, Selangor Darul Ehsan.

- Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative to **The Poll Administrator** not less than 48 hours before the time appointed for holding the 28th AGM or any adjournment thereof, in order to participate in the 28th AGM via the RPV Facilities.

- Attorneys appointed by power of attorney are to deposit their power of attorney to **The Poll Administrator** not less than 48 hours before the time appointed for holding the 28th AGM or any adjournment thereof, in order to participate in the 28th AGM via the RPV Facilities.
- Shareholders who have appointed a proxy or attorney or authorised representative to participate at the 28th AGM via the RPV Facilities must ensure that his/her proxy or attorney or authorised representative register himself/herself at the Propoll Portal prior to the 28th AGM.

(ii) **By electronic means:**

- The proxy appointment must be made electronically via Propoll Portal at <https://www.propollsolutions.com.my> (Domain Registration No. D1A403203). Kindly refer to the **Procedure for Electronic Submission of Form of Proxy** set out in **ANNEXURE A**.

For option (ii) above, the Company may request any members to deposit his/her original executed Form of Proxy to its Registered Office before or on the day of meeting for verification purposes.

**REVOCAION OF PROXY**

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the 28th AGM by yourself, please write in to **The Poll Administrator** to revoke the earlier appointed proxy not less than 48 hours before the time appointed for holding the 28th AGM or any adjournment thereof.

**RECORDING**

Unauthorised recording of the proceedings of the 28th AGM is strictly prohibited.

**ADMINISTRATIVE GUIDE TO PARTICIPATE IN RPV FACILITIES**

The procedures to participate in RPV Facilities are as follows:

Procedures	Action
<b>BEFORE THE DAY OF THE 28th AGM</b>	
(i) Register as a User	<ul style="list-style-type: none"> <li>• Access the Propoll Portal at <a href="https://www.propollsolutions.com.my">https://www.propollsolutions.com.my</a></li> <li>• Click &lt;&lt;Login/Register&gt;&gt; followed by &lt;&lt;Register New User&gt;&gt; to register as a new user.</li> <li>• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.</li> <li>• Read and agree to the terms &amp; conditions and thereafter, submit your registration.</li> <li>• Please enter a valid email address in order for you to receive the verification email from the Propoll Portal.</li> <li>• Your registration will be verified and approved by the Propoll Portal. Once approved, an email notification will be sent to you.</li> <li>• If you are already a user with the Propoll Portal, you are not required to register again.</li> </ul>
(ii) Submit your Question	<p>You may pre-submit your questions:</p> <ol style="list-style-type: none"> <li>using the Propoll Portal from 12:00 p.m. on 21 August 2024 to 29 August 2024, 9:00 a.m. or</li> <li>to the Company prior to the 28th AGM by emailing to <a href="mailto:propollsolution@gmail.com">propollsolution@gmail.com</a> no later than 9.00 a.m. on 28 August 2024.</li> </ol>

Procedures	Action
<b>ON THE DAY OF THE 28th AGM</b>	
(iii) Login to Propoll Portal at <a href="https://www.propollsolutions.com.my">https://www.propollsolutions.com.my</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 28th AGM at any time from 9.00 a.m. i.e. 30 minutes before the commencement of the 28th AGM.</li> <li>If you have forgotten your password, you can reset it by clicking on &lt;&lt;Forgot Password&gt;&gt;.</li> </ul>
(iv) Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select &lt;&lt;Virtual Meeting&gt;&gt; under Main Menu.</li> <li>Click &lt;&lt;Join Meeting&gt;&gt; located next to the event.</li> <li>Please click on the video link and key in the password provided to you in the email notification from the Propoll Portal in order to join the live streaming of the 28th AGM.</li> <li>If you have any question(s) during the 28th AGM, you may use the Q&amp;A platform in Zoom Cloud Meetings App to submit your question(s).</li> <li>If you are using a smartphone to participate in the 28th AGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the 28th AGM.</li> </ul>
(v) Online Remote Voting	<ul style="list-style-type: none"> <li>Please select the &lt;&lt;Voting&gt;&gt; option located next to &lt;&lt;Join Meeting&gt;&gt; to indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence upon commencement of the meeting.</li> <li>The voting session will end upon declaration by the Chairman.</li> <li>Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(vi) End of the RPV Facilities	<ul style="list-style-type: none"> <li>The RPV Facilities will end and the Q&amp;A platform will be disabled the moment the Chairman announces the closure of the 28th AGM.</li> </ul>

Notes to users of the RPV Facilities:

- (a) Should your registration to join the 28th AGM is approved; we will make available to you the rights to join the live streaming 28th AGM and to vote remotely using the RPV Facilities. Your login to the Propoll Portal on the day of the 28th AGM will indicate your presence at the 28th AGM.
- (b) If you encounter any issues with your online registration at the Propoll Portal, please call +6010-526 5490 or e-mail to [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.

### **POLL VOTING**

The voting at the 28th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Propoll Solutions Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and Symphony Corporate Services Sdn. Bhd. as Independent Scrutineers to verify the poll results.

### **NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER**

There will be no door gift or e-voucher or food voucher given at this 28th AGM.

## **PERSONAL DATA PRIVACY**

By lodging and subscribe for a user account with Propoll Portal to participate and vote remotely at the 28<sup>th</sup> AGM using the RPV Facilities, the shareholders / proxy holders / representatives accepts and agrees to the personal data privacy terms.

## **ENQUIRIES**

For enquiries regarding the 28th AGM, please contact the following person during office hours on Monday to Friday from 9.00 a.m. to 5.00 p.m. (except on public holidays):

### **Propoll Solutions Sdn. Bhd.**

S-4-04, The Gamuda Biz Suites,

Jalan Anggerik Vanilla 31/99,

Kota Kemuning, 40460 Shah Alam,

Selangor Darul Ehsan.

Telephone Number : +6010-526 5490

Fax Number : +603-5131 9134

Email : propollsolution@gmail.com

Contact Person : Mr Eric Tan

**PROCEDURE FOR ELECTRONIC SUBMISSION OF FORM OF PROXY**

Dear Valued Shareholders of **HARVEST MIRACLE CAPITAL BERHAD**,

We are pleased to inform that you have the option to submit your Form of Proxy by electronic means through the Propoll Solutions Sdn. Bhd. ("**Propoll**") Portal at <https://www.propollsolutions.com.my> (Domain Registration No. D1A403203) ("**E-proxy form**").

To submit the E-proxy form via the Propoll Portal, kindly read and follow the guidance notes set out below: -

1. Sign up as a user in Propoll Portal at <https://www.propollsolutions.com.my> (Domain Registration No. D1A403203)
  - Click Login/Register followed by <<Register New User>> to register as a new user.
  - Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back) or Passport.
  - Read and agree the terms and conditions and thereafter, submit your registration.
  - Please enter a valid email address in order for you to receive the verification email from Propoll Portal.
  - Your registration will be verified and approved by Propoll Portal. Once approved, an email notification will be sent to you.
  - If you are already an existing user with Propoll Portal, you are not required to register again.
2. Proceed with submission of E-proxy form
  - After the announcement of the Notice of the Meeting been made by the Company, you may login to Propoll Portal with your user name (i.e. email address) and password.
  - Click "**E-PROXY LODGEMENT**" and select "**HARVEST MIRACLE CAPITAL BERHAD**" for the submission of the E-proxy form.
  - Appoint your proxy(ies) or the Chairman of the Meeting and complete the particulars of your proxy(ies) to vote on your behalf.
  - Review and confirm your proxy(ies) appointment.
  - Read and agree to the terms and conditions, and thereafter, submit your E-proxy form.
  - An email notification will be sent to you to acknowledge your submission.

Should you need any assistance on your E-proxy form submission, please contact Propoll below.

Thank you.

**Propoll Solutions Sdn. Bhd.**

S-4-04, The Gamuda Biz Suites,  
Jalan Anggerik Vanilla 31/99,  
Kota Kemuning, 40460 Shah Alam,  
Selangor Darul Ehsan.  
Telephone Number : +6010-526 5490  
Fax Number : +603-5131 9134  
Email : propollsolution@gmail.com  
Contact Person : Mr Eric Tan