



Harvest Miracle Capital Berhad
(Registration No. : 199601010679 (383028-D))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Harvest Miracle Capital Berhad (“**HMCB**” or “**Company**”) will be held virtually from the broadcast venue at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan through live streaming and online remote participation and voting facilities hosted on the e-Portal at <https://www.propollsolutions.com.my> provided by Propoll Solutions Sdn Bhd in Malaysia (Domain Registration No. D1A403303) on Tuesday, 5 November 2024 at 9:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 3 ORDINARY SHARES IN THE COMPANY (“SHARE(S)”) INTO 1 SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of the relevant authorities and/or parties having been obtained, approval be and is hereby granted to the Company to consolidate every 3 Shares held by shareholders of the Company whose names appear in the Company’s Record of Depositors of Shares as at the close of business on an entitlement date to be determined by the Board of Directors of the Company (“**Board**”) at a later date, into 1 Consolidated Share;

THAT the Consolidated Shares shall rank equally in all respects with each other and the rights of the Consolidated Shares shall remain unchanged from the rights of existing Shares;

THAT the warrants 2021/2026 of the Company (“**Warrants C**”) (as constituted by the deed poll dated 16 March 2021 (“**Deed Poll C**”) following the completion of the Proposed Share Consolidation (“**Consolidated Warrant(s) C**”) shall, upon allotment and issuance, rank equally in all respects with each other and the rights of the Consolidated Warrants C shall remain unchanged from the rights of existing Warrants C;

THAT the fractional entitlements for the Consolidated Shares and the Consolidated Warrants C, if any, shall be disregarded and dealt by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deed and things as are necessary to give full effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,356,361,086 NEW SHARES (“RIGHTS SHARE(S)”) ON THE BASIS OF 3 RIGHTS SHARES FOR EVERY 1 SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“RIGHTS ISSUE ENTITLEMENT DATE”), AT AN ISSUE PRICE OF RM0.08 PER RIGHTS SHARE, TOGETHER WITH UP TO 678,180,543 FREE DETACHABLE WARRANTS IN THE COMPANY (“WARRANT(S) D”) ON THE BASIS OF 1 WARRANT D FOR EVERY 2 RIGHTS SHARES SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE”)

“THAT subject to the passing of Ordinary Resolution 1, the completion of the Proposed Share Consolidation and the approvals of the relevant authorities and/or parties having been obtained, approval be and is hereby granted to the Board to:

- (i) provisionally allot and issue by way of a renounceable rights issue of up to 1,356,361,086 Rights Shares on the basis of 3 Right Shares for every 1 Share held on the Rights Issue Entitlement Date at an issue price of RM0.08 per Rights Share and on such terms and conditions and in such manner as the Board may determine, together with up to 678,180,543 Warrants D on the basis of 1 Warrant D for every 2 Rights Shares subscribed for, to the shareholders of the Company whose names appear in the Company’s Record of Depositors of Shares as at the close of business on the Rights Issue Entitlement Date (“**Entitled Shareholders**”) to raise a minimum gross proceeds of RM16.00 million;
- (ii) enter into and execute a deed poll in relation to Warrants D (“**Deed Poll D**”) and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll D (including, without limitation, the affixing of the Company’s common seal, where necessary);
- (iii) allot and issue such number of additional Warrants C pursuant to the adjustments as provided for under the Deed Poll C and as may be imposed, required or permitted by Bursa Malaysia Securities Berhad and/or any other relevant authorities (where required) (“**Additional Warrants C**”), and to adjust from time to time the exercise price of Warrants C as a consequence of the adjustments under the provisions of the Deed Poll C and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad and/or any other relevant authorities and/or parties (where required);
- (iv) allot and issue new Shares credited as fully paid-up to the holders of Warrants D pursuant to the exercise of the Warrants D (including the additional Warrants D, if any), during the tenure of the Warrants D; and
- (v) utilise the proceeds to be raised from the Proposed Rights Issue in the manners as set out in Section 3.8 of the circular to shareholders of the Company dated 27 September 2024 (“**Circular**”) and the Board be and is hereby authorised to vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities and/or parties (where required);

THAT the shareholders’ fractional entitlements to the Rights Shares with Warrants D, if any, will be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants D which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable). It is the intention of the Board to reduce the incidence of odd lots and to allocate any excess Rights Shares with Warrants D in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;

THAT the Warrants D shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants D under the provisions of the Deed Poll D, each Warrant D entitles its holder to subscribe for 1 new Share at an exercise price of RM0.10 each and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period;

THAT the Rights Shares and the new Shares to be issued arising from the exercise of the Warrants D and Additional Warrants C, if any, shall, upon issuance and allotment, rank equally in all respects with the then existing Shares, save and except that the Rights Shares and the new Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares and the new Shares to be issued arising from the exercise of the Warrants D and Additional Warrants C, if any;

THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by our Board and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares together with Warrants D to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue.”

By Order of our Board

LEONG SUE CHING (MAICSA 7040814) (SSM PC No. 201908001823)

Company Secretary

Kuala Lumpur

Date: 27 September 2024

Notes:

1. Please refer to the Administrative Guide for the virtual EGM on the procedures for electronic submission of Proxy Form via <https://www.propollsolutions.com.my> and the procedures to register and participate and vote in the virtual meeting.
2. A member of our Company entitled to attend and vote at this meeting may appoint more than one (1) proxy to attend and vote in his stead. A proxy may, but need not, be a member of our Company. A proxy appointed to attend and vote at the EGM of our Company shall have the same rights as the member to speak at the EGM.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
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. 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 in respect of each securities account it holds with ordinary shares of our Company standing to the credit of the said securities account.
6. The instrument for appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, the Proxy Form duly completed must be deposited at the office of the Poll Administrator, 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 or alternatively, to lodge the Proxy Form electronically via Propoll Solutions Sdn Bhd’s portal at <https://www.propollsolutions.com.my>, not less than 48 hours before the time set for holding our EGM or at any adjournment thereof.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors of our Company on Monday, 28 October 2024 (EGM Record of Depositors) shall be entitled to attend, speak and vote at this EGM.
9. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote by way of poll.