



HARN LEN CORPORATION BHD

(Company No. 502606-H)
(Incorporated in Malaysia under the Companies Act, 1965)

ADDENDUM TO THE NOTICE OF THE THIRTEENTH (13TH) ANNUAL GENERAL MEETING OF HARN LEN CORPORATION BHD

Reference is made to the Notice of the Thirteenth (13th) Annual General Meeting of Harn Len Corporation Bhd in the Annual Report 2012.

We wish to inform that **Appendix 1** in connection with the Special Resolution for the Proposed Amendments to the Articles of Association of Harn Len Corporation Bhd under item 10 of the agenda, which had been dispatched by post on 28 May 2013, has been inadvertently omitted in the Annual Report 2012.

Please find the **Appendix 1** enclosed for your attention.

We apologise for the inconvenience caused.

By Order of the Board
Woo Min Fong (MAICSA No: 0532413)
Fong Siew Kim (MAICSA No: 7022188)
Company Secretaries

Johor Bahru
10 June 2013



Appendix 1 Proposed Amendments to Articles of Association

In conjunction with the recent amendments to the Listing Requirements and insertion of new Article 93A in relation to the Directors' Retirement Scheme, the Company proposes to implement the following amendments to the Articles of Association of the Company (**for which differences are highlighted in bold**):

| Articles | Existing Articles | Amended Articles |
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| To amend Article 8 | <p><u>Rights of Holders of Preference Shares</u></p> <p>Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, the Company shall have the power with the sanction of an Ordinary Resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue further preference shares ranking equally with or in priority to preferences shares already issued. The Holder of a preference share shall have the same right as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:</p> | <p><u>Rights of Holders of Preference Shares</u></p> <p>Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, the Company shall have the power with the sanction of an Ordinary Resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue further preference shares ranking equally with or in priority to preferences shares already issued. The Holder of a preference share shall have the same right as a Holder of ordinary share as regards receiving notices, reports and audited financial statements, and attending General Meetings of the Company. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:</p> |
| | <p>(a) when the Dividend or part of the Dividend on the preference shares is in arrears for more than six (6) months;</p> | <p>(a) when the Dividend or part of the Dividend on the preference shares is in arrears for more than six (6) months;</p> |



Appendix 1 Proposed Amendments to Articles of Association

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| | (b) on a proposal to reduce the Company's share capital; | (b) on a proposal to reduce the Company's share capital; |
| | (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking; | (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking; |
| | (d) on a proposal that affects rights and privileges attaching to the preference shares | (d) on a proposal that affects rights and privileges attaching to the preference shares |
| | (e) on a proposal to wind up the Company; and | (e) on a proposal to wind up the Company; and |
| | (f) during the winding up of the Company | (f) during the winding up of the Company |
| To insert new Article 69A | None | <u>Voting rights on a show of hands</u> On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote. |
| To amend Article 79 under Notes | <u>Form of proxy</u> Notes: | |
| Paragraph one of Notes to Article 79 | A proxy may but need not be a Member of the Company and the provisions of section 149(1)(a) and (b) of the Act shall not apply to the Company. | A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. |
| Paragraph three of Notes to Article 79 | A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meetings. | A Member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting. |



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| Paragraph four of Notes to Article 79 | Where a Member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. | Where a Member appoints two (2) proxies , the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. |
| Paragraph five of Notes to Article 79 | Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one 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 authorised nominee as defined in 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. |
| To insert new Article 79A | None | <u>Proxy’s right to speak at meeting</u> A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. |
| To insert new Article 79B | None | <u>Appointment of multiple proxies</u> Where a Member of the Company 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 authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. |



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| To insert new Article 79C | None | <p><u>Appointment of proxies by Member of the Company</u></p> <p>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.</p> |
| To insert new Article 93A | None | <p><u>Directors' Retirement Scheme</u></p> <p>The Directors may adopt any scheme or plan which they consider to be in the interests of the Company and which is designed to provide retiring or superannuation benefits for both present and future executive Directors, and they may from time to time vary any such scheme or plan. Any scheme or plan may be effected by agreements entered into by the Company with individual Director(s), or by the establishment of a separate trust or fund, or in such other manner as the Directors consider proper. For avoidance of doubt, any such scheme or plan may be entered into with any one of the directors as the Directors consider appropriate. The Directors may attach such terms and conditions to any entitlement under any such scheme or plan as they think fit, including, without limitation, a minimum period of service by a Director before the accrual of any entitlement. No such scheme or plan may operate to confer upon any Director or any of the dependants of any Director any benefits not permitted by section 137 of Companies Act, 1965, including obtaining the approval of the Company in a general meeting (where applicable).</p> |



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| <p>To amend Article 136</p> | <p>The Directors shall from time to time in accordance with section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every Member of and to every holder of debentures of the Company under the provision of the Act or of these presents. The requisite number of copies of each such documents as may be required by the Exchange and/or other stock exchange, if any, upon which the Company may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p> | <p><u>To whom copies of profit and loss accounts ect. may be sent</u></p> <p>The Directors shall from time to time in accordance with section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) months. The Company must issue to its members an annual report relating to it within six (6) months after the expiry of its financial year end in printed form or in CD-ROM, DVD-ROM or such other form of electronic media, not less than twenty-one (21) days before the date of the meeting, and be sent to every member of, every holder of debenture of and trustees for every debenture holder of the Company and to every other person who is entitled to receive notices from the Company under the provision of the Act or of these Articles. The requisite number of copies of each such documents as may be required by the Exchange and/or other stock exchange, if any, upon which the Company may be listed shall at the same time be likewise sent to the Exchange and/or such other stock exchange. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.</p> |
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| | | <p>In the event that the annual report is sent in CD-ROM or DVD-ROM form or such form of electronic media and a member requires a printed form of such documents, the Company shall send such documents to the member within four (4) market days from the date of receipt of the member's request.</p> |
| <p>To insert new Article 136A</p> | <p>None</p> | <p><u>Annual Report in CD-ROM or DVD-ROM format</u></p> <p>Subject to the compliance with the requirements of Bursa Securities and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory ("CD-ROM") or digital video disc read-only memory ("DVD-ROM") format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever.</p> |