HARN LEN CORPORATION BHD

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

MINUTES of the 23rd Annual General Meeting ("AGM") of **HARN LEN CORPORATION BHD** ("HARN LEN" or "the Company") duly convened and held at Merdeka Hall, Ground Floor, Johor Tower, 15 Jalan Gereja, 80100 Johor Bahru on **Thursday, 16 November 2023** at 10.00 a.m.

Present : As per attendance sheet

Shareholders : Individuals - 6

By Proxy - 94

(of which Chairman acted for 59 shareholders)

Directors : 9

By Invitation : En. Mohamad Heizrin Bin Sukiman (Representative from Grant Thornton

Malaysia PLT)

Ms. Linda Tnay Syn Siang (Representative from Grant Thornton Malaysia

PLT)

Ms. Lim Jia Wen (Representative from Grant Thornton Malaysia PLT)
Mr. Jackson Tan (Representative from Minority Shareholders Watchdog

Group)

Chairperson : Puan Sri Datin Chan Pui Leorn ("The Chairperson") took the Chair and called

the Meeting to order.

In Attendance : Mr. Low Yew Yern (Chief Operation Officer)

Mr. Loh Kah Tiong *(Chief Financial Officer)*Ms Wong Lee Peng (Senior Finance Manager)

Ms. Yong May Li (Company Secretary)

Ms. Wendy Mak Mei Ching (Company Secretary)

CHAIRPERSON'S ADDRESS

The Chairperson welcomed all the shareholders to the 23rd AGM of the Company. She informed the shareholders that she is a member and as a corporate representative for the total shareholdings of 30,017,000 or equivalent to around 5.314% of total voting rights. She further disclosed that she was appointed by 59 shareholders as their proxies representing total 71,720,020 shares which was equivalent to 12.698% of voting rights at this meeting and they had given their individual instructions for the voting to be carried out.

QUORUM

There being the requisite quorum, the AGM was called to order.

NOTICE OF MEETING

The Notice convening the AGM as set out in the Annual Report, which had been properly dispatched to the shareholders of the Company by email or post and duly advertised in a local newspaper, the New Straits Times, on 29 September 2023, was taken as read.

POLL VOTING

Before proceeding with the items of the agenda at the meeting, the Chairperson informed that the voting for all the resolutions to be considered at the meeting would be put to vote by poll pursuant to Paragraph 8.29A (1) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The Share Registrars, Messrs Tricor Investor & Issuing House Services Sdn. Bhd. was appointed to act as the Poll Administrator and Messrs Aldpro Corporate Services Sdn. Bhd. represented by Ms. Rachel Chua was appointed to act as Scrutineer to validate the votes casted at the meeting. However, to ensure the smooth conduct of this meeting, the poll on all resolutions would be conducted after the meeting has deliberated on all items on the agenda.

The Chairperson explained to the shareholders present that Ordinary Resolutions 1 to 9 require a simplemajority of more than 50% votes and the Special Resolution require at least 75% votes from those shareholders in person or by proxies and voting at the meeting.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2023 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON

The Chairperson informed that the first item on the agenda was to receive the Audited Financial Statements ("AFS") of the Company and of the Group for the financial year ended 31 May 2023 together with the Directors' and Auditors' Reports, having been circulated to all the shareholders of the Company within the Statutory period, were tabled for discussion.

Before the Board takes question from the floor in relation to the AFS, The Chairperson would like inform that the Company has received a letter from the Minority Shareholders Watchdog Group (MSWG) on 19 October 2023.

Hence, the Chairperson invited Ms. Wendy Mak Mei Ching, the Company Secretary of the Company to read the question and the answer as per Appendix A.

Besides that, Mr Wiliam Ng, the Investor Relationship Officer and Mr. Loh Kah Tiong, the Chief Financial Officer of the Company were also invited to present the AGM Corporate Presentation to the shareholders.

2. ORDINARY RESOLUTION 1:

DIRECTORS' FEES TO INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE FINANCIALYEAR ENDED 31 MAY 2023

The second item of the Agenda was to approve the payment of Directors' Fees to Independent Directors for the financial year ending 31 May 2023.

The Chairperson proposed the motion "THAT the Directors' Fees of RM236,260.00 for the financial year ended 31 May 2023 be hereby approved" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceeded to the next item on the Agenda.

ORDINARY RESOLUTION 2:

DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS FOR THE PERIOD 1 JULY 2023 TO THE NEXT AGM OF THE COMPANY

The Chairperson proposed the motion "THAT the Directors' benefits payable up to an amount of RM250,000.00 for the period 1 July 2023 to the next AGM of the Company to be held in 2024 be hereby approved" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceeded to the next item on the Agenda.

4. ORDINARY RESOLUTIONS 3, 4, 5 AND 6: RE-ELECTION OF DIRECTORS

4(i). Ordinary Resolution 3: Mr Low Kok Yong – Clause 76(3)

The Chairperson informed the shareholders on the withdrawal of this motion, "That Mr. Low Kok Yong retiring pursuant to Clause 76(3) of the Constitution of the Company and being eligible, be re-elected Director of the Company" due to Mr Low Kok Yong was outstation and he was not able to join the AGM.

The Ordinary Resolution 3 was not put forward for poll voting.

4(ii). Ordinary Resolution 4: En Mohamed Akwal Bin Sultan Mohamad – Clause 76(3)

For Agenda item 4(ii), the Chairperson proposed the motion "That En Mohamed Akwal Bin Sultan Mohamad retiring pursuant to Clause 76(3) of the Constitution of the Company and being eligible, be re-elected Director of the Company" to the meeting for consideration.

As there was no question, the Chairperson then proceeded to the next item on the Agenda.

4(iii). Ordinary Resolution 5: Mr Low Quek Kiong – Clause 76(3)

For Agenda item 4(iii), the Chairperson proposed the motion "That Mr Low Quek Kiong retiring pursuant to Clause 76(3) of the Constitution of the Company and being eligible, be re-elected Director of the Company" to the meeting for consideration.

As there was no question, the Chairperson then proceeded to the next item on the Agenda.

4(iv). Ordinary Resolution 6: Ms Tan Siang Lim - Clause 78

For Agenda item 4(iv), the Chairperson proposed the motion "That Ms Tan Siang Lim retiring pursuant to Clause 78 of the Constitution of the Company and being eligible, be re-elected Director of the Company" to the meeting for consideration.

As there was no question, the Chairperson then proceeded to the next item on the Agenda.

5. ORDINARY RESOLUTION 7:

RE-APPOINTMENT OF MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY

The next agenda was on the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company.

The Shareholders were informed that the Board has assessed the suitability and independence of Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2024.

The Chairperson proposed the motion "THAT the re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2024 and to authorise the Directors to fix their remuneration" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceed to the next item on the Agenda.

6. ORDINARY RESOLUTION 8:

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - EN MOHAMED AKWAL BIN SULTAN MOHAMAD

The Chairperson proposed the motion "THAT approval be and is hereby given to En Mohamed Akwal Bin Sultan Mohamad who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company till the next Annual General Meeting" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceed to the next item on the Agenda.

7. SPECIAL RESOLUTION 9:

WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT, 2016

For this Agenda, the Chairperson proposed the motion "THAT the shareholders of the Company do hereby waive their statutory preemptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 ("the Act"), read together with Clause 12(3) of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceed to the next item on the Agenda.

8. ORDINARY RESOLUTION 10:

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Chairperson proposed the motion "THAT contingent upon the passing of the Special Resolution on waiver of preemptive rights under Section 85 of the Companies Act 2016 ("the Act") and that pursuant to Sections 75 and 76 of the Act, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceeded to the next item on the Agenda.

9. ORDINARY RESOLUTION 11: RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

The Chairperson proposed the motion "THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (a) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;

- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may byorder prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by therelevant authorities" to the meeting for consideration.

With no objection to the motion, the poll on this resolution would be conducted later. The Chairperson then proceeded to the next item on the Agenda.

10. ANY OTHER BUSINESS

The Chairperson informed that the Company has not received any notice to deal with any other business for which due notice was required to be given, pursuant to the Companies Act 2016.

CONDUCT OF POLL

Having dealt with all the items of the agenda, the meeting proceeded to vote on Resolutions 1 to 11 by poll and she invited the Polling Administrator to brief the polling process to the shareholders for casting of votes.

The Chairperson informed that the shareholders and proxy holders who had not voted, to cast their votes accordingly. She then declared the voting session closed and adjourned the meeting for 20 minutes for counting of votes.

ANNOUNCEMENT OF POLL RESULTS

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairperson resumed the meeting after 35 minutes for the declaration of the results of the poll. The poll results which were verified by the Scrutineers, and announced to Bursa Securities were disclosed in Appendix B.

Based on the poll result, the Chairperson declared all Ordinary Resolutions 1 to 11 carried except for Resolution 3 which was withdrawn.

CLOSE OF MEETING

There being no other business, the Meeting ended at 12.10 p.m. with a vote of thanks to the Chair.

Confirmed as a Correct Record,

PUAN SRI DATIN CHAN PUI LEORN

Chairperson

Dated: 1 4 DEC 2023

Appendix A (be formed part of the Minutes of Meeting)

RESPONDED QUESTIONS FROM MINORITY SHAREHOLDERS WATCHDOG GROUP (MSWG) AT 23RD AGM

ž	No. Question	Company's Response
-	On 1 June 2023, Harn Len has completed the acquisition of Almal Resources Sdn. Bhd. (ARSB) that, through its wholly owned subsidiary, owns the rights to a 60-year lease of plantation land in Mukim Rompin, Pahang. The land is currently planted with pineapples and oil palms. (page 13 of AR 2023).	
	(a) What was the total planted area for pineapples as of 31 May 2023?	The total planted area for pineapples was approximately 530 acres.
_	(b) What are the labour requirements for the plantation of pineapples compared to oil palm?	Labour requirement for pineapple plantation is 1 worker for 4.5 acres comparing to the oil palm plantation of 1 worker for 68 acres.
	(c) What is the budgeted capex for FY2024 and its breakdown?	Refer to below details:
		Pineapples RM
		 1 Plant and machinery including farm tractors, boom and power sprayer, generator and etc
		2 Motor vehicles - motor cycles and pick up trucks
		3 Furniture, fittings and equipments - for office, store and staff quarters 50,000
		4 Estate building and infrastruture - staff quarters, main road and drainage and etc
		5 Building improvement - exisitng staff quarters, office, store and guard house
		255,000

No.	Question	Company's Response
	(d) When does the Group expect the pineapple plantation to contribute meaningfully to its bottom line?	The Group expects the pineapple plantation to contribute meaningfully to its bottom line by FY2028.
7	In reply to MSWG's question 3 (b) at last year's AGM, the Group said that "If our labour shortage issues are alleviated, we are optimistic that yield will return to previous levels".	
	(a) Have the labour shortage issues been solved?	The labour shortage issue is improving with more workers recruited.
	(b) How many additional workers did the Group hire in FY2023?	The Group hired additional 115 workers in FY2023.
က်	The Group reported an operating profit of RM8.2 million in FY2023. However, excluding the reversal of a credit loss amounting to RM13.6 million, Harn Len would have recorded and operating loss in FY2023. On the other hand, total remuneration of executive directors remained high, at RM7.7 million, in FY2023. (page 11, 21 and 35 of AR 2023).	
	(a) What are the justifications for paying such a high remuneration when the Group has not been doing well operationally, at least for the last five financial years?	The Remuneration Committee ("RC") did not recommend any salary adjustment for the Executive Directors ("ED") since the FYE 2014 in view of the poor performance of the Group. The RC also did not recommend any bonus payment since the FYE 2017. Thus the current remuneration has remained unchanged.

No.	Question	Company's Response	
		Moreover, for any salary cuts, consent ha affected. In Section 24(1) of the Employr Employer is not allowed to deduct employ without obtaining the employee's consent.	Moreover, for any salary cuts, consent has to be obtained from the EDs affected. In Section 24(1) of the Employment Act 1955, it is stated that Employer is not allowed to deduct employee's salary or impose a pay cut without obtaining the employee's consent.
	(b) What are the major KPIs that the Remuneration Committee used to evaluate the performance of your executive directors?	The RC performs the annual assessment of the financial and non-financial metrics. Inclusive in this a the Self and Peer assessment for all directors. Th performance metrics of EDs, by the RC also takes in Quantitative and Non-Quantitative criteria as follows:	The RC performs the annual assessment of the EDs utilizing both financial and non-financial metrics. Inclusive in this annual assessment is the Self and Peer assessment for all directors. The evaluations of the performance metrics of EDs, by the RC also takes into consideration the Quantitative and Non-Quantitative criteria as follows:
		QUANTIFIABLE	NON-QUANTIFIABLE
		•Revenue	Fit and Proper
		•EBITDA	• Leadership
		Profit from Operations	 Strategic thinking
		•Gearing Ratio	Board participation and contribution

Ž	No. Question	Company's Response
4.	Practice 5.9 of the Malaysian Code of Corporate	The Board is aware of the Practice 5.9 to comprise at least 30 % women
	Governance stipulates that 30% of the Board should	the Board should directors. As of 30 October 2023, the Board now comprises two (2)
	comprise women. As of FY2023, there was only one	comprise women. As of FY2023, there was only one women Directors, representing 20% of the ten (10) Directors of the
	woman director which represents 11.1% female	Board. The increase was due to the recent appointment of Ms Tan Siang
	representation on the Board. Does that Company	representation on the Board. Does that Company Lim as the Independent Non-Executive Director on the 29 September
	intend to apply Practice 5.9, and if yes, by when?	2023. The Group is striving to achieve the 30% women directors within
		the next 3 years for more board diversity.
		The Group has a Diversity Policy which aims to promote diversity while
		upholding equality in employment and not discriminating on the basis of
		gender, race, cultural background, age, religion or belief, and marital
		status. The Board believes that even in the absence of policies setting
		specific targets for board diversity, the Group is not disadvantaged in any
		way as decisions have always been made objectively in the best interests
		of the Company, taking into account diverse perspectives and insights.

Minutes of 23rd AGM held on 16 November 2023

HARN LEN CORPORATION BHD

HARN LEN CORPORATION BHD Minutes of 23rd AGM held on 16 November 2023

Appendix B (be formed part of the Minutes of Meeting)

2	Docolution(c)	Vote For	or	Vote Against	ainst	Results
į		No. of Units	%	No. of Units	%	
<u>ග</u>	Ordinary Resolution 9	378,239,614	100.0000	0	0.000.0	Carried
	Waiver of Pre-Emptive Rights under Section 85 of the Companies Act 2016.					
9.	Ordinary Resolution 10 Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.	378,239,614	100.0000	0	0.0000	Carried
11.	Ordinary Resolution 11 Proposed Renewal of Share Buy-Back.	378,239,614	100.0000	0	0.0000	Carried