



HARBOUR-LINK GROUP BERHAD
Registration No. 200201025239 (592902-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting (“AGM”) of the Company will be conducted on a virtual basis at the Broadcast Venue at Wisma Harbour, Parkcity Commerce Square, Jalan Tun Ahmad Zaidi, 97000 Bintulu, Sarawak on Monday, 27 November 2023 at 10.00 a.m. for the purpose of transacting the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Directors’ and Auditors’ Reports thereon. **(Resolution 1)**
2. To approve a final single tier dividend of 3.0 sen per ordinary share for the financial year ended 30 June 2023. **(Resolution 2)**
3. To approve the payment of Directors’ fees and allowances up to RM350,000.00 for the period from this AGM until the next AGM of the Company. **(Resolution 2)**
4. To re-elect the following Directors retiring in accordance with Article 86 of the Company’s Constitution and being eligible, offer themselves for re-election:- **(Resolution 3)**
 - i) Dato’ Toh Guan Seng **(Resolution 4)**
 - ii) Mr. Bin Lay Thiam **(Resolution 5)**
5. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following as ordinary resolutions:-

6. **RETENTION OF INDEPENDENT DIRECTOR** **(Resolution 6)**

“THAT Mr. Bin Lay Thiam, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years be and is hereby retained as Independent Non-Executive Director of the Company.”
7. **AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS** **(Resolution 7)**

“THAT pursuant to Section 75 and 76 of the Companies Act, 2016 (“the Act”) and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 3 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Section 75 and 76 of the Act.”
8. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)** **(Resolution 8)**

“THAT the mandate granted by the shareholders of the Company at the Twentieth AGM held on 28 November 2022 pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiary (“HLG Group”) to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(i) of the Circular to Shareholders dated 27 October 2023 with the related parties mentioned therein which are necessary for HLG Group’s day-to-day operations, be and is hereby renewed.

THAT approval be and is hereby given for HLG Group to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(ii) of the Circular to Shareholders dated 27 October 2023, which are necessary for HLG Group’s day-to-day operations.

THAT the HLG Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-

 - a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
 - b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders’ Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until:-

 - i) the conclusion of the next AGM of the Company following the forthcoming Twenty-First AGM at which the Proposed Shareholders’ Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
 - ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”
9. To discuss any other business which may properly be transacted at an AGM for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Twenty-First AGM, a final single tier dividend of 3.0 sen per ordinary share for the financial year ended 30 June 2023 will be paid on 29 December 2023 to depositors whose names appear in the Record of Depositors on 30 November 2023.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- a) Shares transferred to the Depositor’s securities account before 4.30 p.m. on 30 November 2023 in respect of transfers.
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM SECK WAH (MAICSA NO. 0799845)
TANG CHI HOE (KEVIN) (MAICSA NO. 7045754)

Company Secretaries

Sarawak

Dated: 27 October 2023

Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Twenty-First AGM, the Company shall be requesting the Record of Depositors as at 20 November 2023. Only a depositor whose name appears on the Record of Depositors as at 20 November 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A member may appoint up to two (2) proxies who need not be members of the Company to attend, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. (i) Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
(ii) 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 authorized nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.HLGB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/eZODQ> to submit the proxy appointment electronically not later than Saturday, 25 November 2023 at 10.00 a.m. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Notes.

Explanatory Notes to Special Business

i) Ordinary Resolution 6 – Retention of Independent Director

The Board of Directors has vide the Nomination Committee conducted an assessment of independence of Mr. Bin Lay Thiam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years and recommended that Mr. Bin Lay Thiam be retained as Independent Non-Executive Director of the Company based on the following justifications:

- i) He has fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- ii) He remains independent and actively participate in the Board’s deliberations and provide independent and constructive opinions to the Board.
- iii) He has in depth knowledge of the Company’s business operations and he is committed to devote sufficient time and attention to the Company.

ii) Ordinary Resolution 7 – Authority to issue shares and waiver of pre-emptive rights

The effect of the Ordinary Resolution if passed, will give the Directors of the Company, from the date of the 21st AGM, authority to allot and issue shares up to 10% of the total number of issued shares of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The mandate obtained last year was not exercised and hence no proceed was raised therefrom.

The Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital, repayment of bank borrowings and/or acquisitions.

The waiver of pre-emptive rights pursuant to Section 85 of the Act will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under this general mandate.

iii) Ordinary Resolution 8 – Proposed Shareholders’ Mandate

The explanatory note on Ordinary Resolution 8 is set out in the Circular to Shareholders dated 27 October 2023.



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**ADMINISTRATIVE NOTES
FOR THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21st AGM”)**

Date : **Monday, 27 November, 2023**
Time : **10.00 a.m.**
Broadcast Venue : **Wisma Harbour, Parkcity Commerce Square, Jalan Tun Ahmad Zaidi,
97000 Bintulu, Sarawak**

Voting via Digital Ballot Form at a Virtual 21st AGM

1. Harbour-Link Group Berhad (“**the Company**”) will conduct its 21st AGM on a virtual basis through remote participation and electronic voting from the Broadcast Venue.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members will not be allowed to physically present at the 21st AGM in person at the Broadcast Venue on the day of the meeting.
3. Shareholders who wish to participate at the 21st AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/eE7OD0> (please refer to paragraph 6 for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
4. With the DBF and Meeting Link, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board / Management of the Company) and vote during the 21st AGM, at the comfort of your home or from any location.
5. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the 21st AGM:
AGM-support.HLGB@megacorp.com.my

Registration Procedure

6. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 21st AGM online:
 - a. Open this link <https://vps.megacorp.com.my/eE7OD0> or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of 21st AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least 48 hours before the date of the 21st AGM at:

Mega Corporate Services Sdn. Bhd.

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan **or**;

Submit via e-mail to:

AGM-support.HLGB@megacorp.com.my

- d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors (“ROD”) for the 21st AGM

7. The date of ROD for the Meeting is set on Monday, 20 November 2023. As such, only shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the 21st AGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

Poll Voting

8. The voting of the 21st AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.

9. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 21st AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.HLGB@megacorp.com.my

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