

HAI-O ENTERPRISE BERHAD

(Registration No. 197501000919 (22544-D))
(Incorporated in Malaysia)

NOTICE OF COURT CONVENED MEETING IN THE HIGH COURT OF MALAYA AT SHAH ALAM ORIGINATING SUMMONS NO.: BA-24NCC-20-02/2021

In the matter of an application made by Hai-O Enterprise Berhad
Registration No. 197501000919 (22544-D)

And

In the matter of a proposed scheme of arrangement pursuant to
Section 366 of the Companies Act, 2016 between Hai-O Enterprise
Berhad and the shareholders of Hai-O Enterprise Berhad

And

In the matter of Section 366 of the Companies Act, 2016

And

In the matter of Order 88 rule 2 of the Rules of Court, 2012

HAI-O ENTERPRISE BERHAD Registration No. 197501000919 (22544-D)

...**Applicant**

NOTICE OF MEETING PURSUANT TO AN ORDER OF THE HIGH COURT OF MALAYA

(For Shareholders of the Applicant)

NOTICE IS HEREBY GIVEN THAT by an Order of the High Court of Malaya ("**Court**") on 5 April 2021 ("**Order**") in respect of the above matter, the Court ordered a meeting to be convened for the shareholders ("**Court Convened Meeting**") of the Applicant ("**Hai-O Enterprise**" or the "**Company**") for the purpose of considering and, if thought fit, approving a scheme of arrangement proposed between the Company and its shareholders ("**Proposed Scheme of Arrangement**") pursuant to Section 366(1) of the Companies Act, 2016 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for the Applicant's shareholders:-

"THAT, subject to the relevant regulatory approvals being obtained, and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to implement the following:-

- (a) proposed share exchange of 300,297,890 ordinary shares in Hai-O Enterprise ("**Hai-O Enterprise Share(s)**"), representing the entire issued share capital of Hai-O Enterprise, with 300,297,890 new ordinary shares in Beshom Holdings Berhad ("**BESHOM**") ("**BESHOM Share(s)**"), on the basis of 1 new BESHOM Share for every 1 existing Hai-O Enterprise Share held on an entitlement date to be determined and announced later; and

- (b) proposed assumption of the listing status of Hai-O Enterprise by BESHOM and the admission of BESHOM to, and withdrawal of Hai-O Enterprise from the Official List of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), with the listing of and quotation for 300,297,892 BESHOM Shares on the Main Market of Bursa Securities;

(collectively referred to as the “**Proposed Internal Reorganisation**”),

THAT the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all such acts, deeds and things as the Board may consider necessary, expedient or appropriate with full powers to:-

- (a) execute, sign and deliver for and on behalf of the Company, any agreement in relation to the Proposed Internal Reorganisation and all such other agreements, deeds, instruments, undertakings, declaration and/or documents including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Board in the best interest of the Company and to take such steps and do all such acts, deeds and things in any manner as it may deem necessary, expedient or appropriate in order to implement, finalise, give full effect to and complete the Proposed Internal Reorganisation;

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified.”

The Court Convened Meeting is to be held on a fully virtual basis through live streaming and online voting at Lot 6.03, 6th Floor, Menara Hai-O, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia (“**Broadcast Venue**”), on Wednesday, 19 May 2021 at 10.30 a.m. or at any adjournment thereof.

A copy of the Explanatory Statement/Circular to shareholders detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 369 of the Act is incorporated in the Explanatory Statement/Circular to shareholders dated 27 April 2021 (“**Document**”). Additional copies of the Document can be obtained either from the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on any day from the date of the Document up to the date of the Court Convened Meeting for shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays). The resolution to be voted upon and approved in the Court Convened Meeting shall be decided by way of poll.

The shareholders may vote remotely at the Court Convened Meeting or they may appoint their proxy(ies) to attend and vote remotely in their stead. A Form of Proxy for the Court Convened Meeting is enclosed in the Document.

The Form of Proxy must be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to BSR.Helpdesk@boardroomlimited.com at least 48 hours before the time appointed for the Court Convened Meeting or at any adjournment thereof.

Tan Keng Kang, 760601-14-5689, being the Managing Director of the Company or failing him, any one director of the Company to act as the Chairperson of the Court Convened Meeting and that the approval of the shareholders obtained at the Court Convened Meeting be notified to the Court after the Court Convened Meeting.

The Company is then at liberty to apply for an order from the Court to sanction the Proposed Scheme of Arrangement.

Date: 27 April 2021

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Level 5, Menara BRDB
285, Jalan Maarof
Bukit Bandaraya
59000 Kuala Lumpur

Notes:-

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 6 May 2021 (General Meeting Record of Depositors) shall be entitled to register, speak, participate and vote remotely at this Court Convened Meeting ("**CCM**").
2. A member entitled to attend and vote remotely at the above virtual meeting is entitled to appoint not more than two (2) proxies to participate and vote instead of him save for a member who is an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 and 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 such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote remotely at a virtual meeting of the Company shall have the same rights as the member to speak at the virtual meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the CCM or at any adjournment thereof, as follows:-
 - (i) In hard copy form - The original instrument appointing a proxy ("**Form of Proxy**") must be deposited at the Company's Share Registrar's Office, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) By electronic means - The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to BSR.Helpdesk@boardroomlimited.com.
6. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate remotely in the CCM by yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than forty-eight (48) hours before the virtual meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the special resolution set out in the Notice of CCM will be put to vote by way of poll.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote remotely at the Court Convened Meeting or any adjournment thereof, a member of the Company:-

- (i) *consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Court Convened Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Court Convened Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");*
- (ii) *warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes ("**Warranty**"); and*
- (iii) *agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of Warranty.*



FORM OF PROXY

HAI-O ENTERPRISE BERHAD

(Registration No. 197501000919 (22544-D))
(Incorporated in Malaysia)

CDS Account No.:	
No. of Shares Held:	

COURT CONVENED MEETING
IN THE HIGH COURT OF MALAYA AT SHAH ALAM
ORIGINATING SUMMONS NO.: BA-24NCC-20-02/2021

In the matter of an application made by HAI-O ENTERPRISE BERHAD
Registration No. 197501000919 (22544-D)

And

In the matter of a Proposed Scheme of Arrangement pursuant to Section
366 of the Companies Act, 2016

And

In the matter of Order 88 rule 2 of the Rules of Court, 2012

I/We _____
NRIC No. (New) _____ (Old) _____ /Company No. _____
of _____

being a member/members of **HAI-O ENTERPRISE BERHAD** hereby appoint the following person(s):-

Name	Address	NRIC/Passport No.	Proportion of shareholdings (%)
*And/or failing him/her (delete as appropriate)			

For a member who is an authorised nominee with omnibus account, please state the details of the proxies as above if more than two (2) on your letterhead and to attach the same to this Form of Proxy.

or failing him/her/them the Chairman of the Meeting as *my/our proxy/proxies to attend and vote for *me/us and on my/our behalf at the Court Convened Meeting ("**CCM**") of the Company to be held on a fully virtual basis through live streaming and online voting at Lot 6.03, 6th Floor, Menara Hai-O, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia ("**Broadcast Venue**"), on **Wednesday, 19 May 2021 at 10.30 a.m.**, and at any adjournment thereof in the manner as indicated below in respect of the following resolution:-

Special Resolution	Resolution	For	Against
1	Proposed Internal Reorganisation		

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy may vote or abstain from voting at his/her/their discretion.

Date:

Signature /Common Seal

* **Strike out whichever is not desired.**



Notes:-

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 6 May 2021 (General Meeting Record of Depositors) shall be entitled to register, speak, participate and vote remotely at this Court Convened Meeting (“CCM”).
2. A member entitled to attend and vote remotely at the above virtual meeting is entitled to appoint not more than two (2) proxies to participate and vote instead of him save for a member who is an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 and 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 such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote remotely at a virtual meeting of the Company shall have the same rights as the member to speak at the virtual meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the CCM or at any adjournment thereof, as follows:-
 - (i) In hard copy form - The original instrument appointing a proxy (“**Form of Proxy**”) must be deposited at the Company's Share Registrar's Office, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) By electronic means - The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to BSR.Helpdesk@boardroomlimited.com.
6. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate remotely in our CCM by yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than forty-eight (48) hours before the virtual meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the special resolution set out in the Notice of CCM will be put to vote by way of poll.

PERSONAL DATA PRIVACY

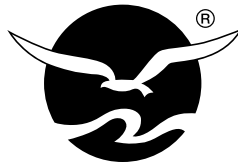
By lodging of a completed Form of Proxy to the Share Registrar of the Company for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the CCM and any adjournment thereof, a member of the Company is hereby:-

- (i) *consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the CCM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the CCM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);*
- (ii) *warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes (“**Warranty**”); and*
- (iii) *agreed that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.*

Fold this flap for sealing

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AFFIX
STAMP



Hai-O Enterprise Berhad
Registration No. 197501000919 (22544-D)

The Share Registrar
Boardroom Share Registrars Sdn. Bhd.
Registration No. 199601006647 (378993-D)
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan, Malaysia

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