



## HAI-O ENTERPRISE BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Hai-O Enterprise Berhad (“**Hai-O Enterprise**” or the “**Company**”) will 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 11.00 a.m., or immediately following the conclusion of the Court Convened Meeting for shareholders of the Company (which will be held at the Broadcast Venue and on the same day at 10.30 a.m.) whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

#### SPECIAL RESOLUTION

##### PROPOSED INTERNAL REORGANISATION

“**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 Berhad (“**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, 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, declarations 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 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.”

## ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE ISSUED SHARE CAPITAL OF BESHOM (EXCLUDING TREASURY SHARES OF BESHOM, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE NEW ESOS, FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF BESHOM AND ITS SUBSIDIARIES ("BESHOM GROUP"), WHICH ARE NOT DORMANT, WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE NEW ESOS ("ESOS BY-LAWS") ("ELIGIBLE PERSONS") ("PROPOSED NEW ESOS")**

**"THAT** subject to the passing of the Special Resolution and the approvals of all relevant regulatory authorities and/or parties (where required) including but not limited to, the approval of Bursa Securities for the listing of and quotation for the new BESHOM Shares to be issued arising from the exercise of the options granted under the Proposed New ESOS ("**ESOS Options**"), the Board of Directors of BESHOM ("**BESHOM Board**") be and is hereby authorised to:-

- (a) establish, implement and administer the Proposed New ESOS which involves the granting of ESOS Options to the Eligible Persons in accordance with the ESOS By-Laws and to give effect to the Proposed New ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant regulatory authorities;
- (b) allot and issue from time to time such number of new BESHOM Shares to Eligible Persons as may be required to be issued in connection with the implementation of the Proposed New ESOS arising from the exercise of the ESOS Options under the Proposed New ESOS provided that the maximum number of new BESHOM Shares to be allotted and issued pursuant to the Proposed New ESOS shall not at any point in time in aggregate exceed 15% of the total number of issued BESHOM Shares (excluding treasury shares) or such other percentage of the total number of issued BESHOM Shares (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant authorities from time to time during the duration of the Proposed New ESOS and such new BESHOM Shares shall, upon allotment and issuance, rank equally in all respects with the existing BESHOM Shares, save and except that they will not be entitled to any dividend, rights, allotment, and/or distribution that may be declared, made or paid, the entitlement date of which is prior to the allotment date of the new BESHOM Shares to be issued pursuant to the exercise of the ESOS Options and will be subject to the provisions of the Constitution of BESHOM and the Main Market Listing Requirements of Bursa Securities relating to transfer, transmission and otherwise of the BESHOM Shares;
- (c) modify and/or amend the Proposed New ESOS and/or the ESOS By-Laws from time to time as may be required provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the ESOS By-Laws; and
- (d) do all such acts and things, execute all such documents and to enter into such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and terms of the ESOS By-Laws.

**THAT** the BESHOM Board be and is hereby authorised to give effect to the Proposed New ESOS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed New ESOS;

**AND THAT** the proposed ESOS By-Laws of the Proposed New ESOS as set out in **Appendix II** of this Circular, be and is hereby approved and adopted."

**ORDINARY RESOLUTIONS 2 TO 10  
PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF BESHOM**

“**THAT**, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities for the Proposed New ESOS, including the approval from Bursa Securities for the listing of and quotation for the new BESHOM Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the BESHOM Board to authorise the ESOS Committee of the Proposed New ESOS (“**ESOS Committee**”), at any time and from time to time throughout the duration of the Proposed New ESOS, to offer and grant to the following Directors of BESHOM, ESOS Options to subscribe for new BESHOM Shares under the Proposed New ESOS:-

(i)	Tan Kai Hee	Ordinary Resolution 2
(ii)	Tan Keng Kang	Ordinary Resolution 3
(iii)	Hew Von Kin	Ordinary Resolution 4
(iv)	Chia Kuo Wui	Ordinary Resolution 5
(v)	Tan Kim Siong	Ordinary Resolution 6
(vi)	Soon Eng Sing	Ordinary Resolution 7
(vii)	Tan Beng Ling	Ordinary Resolution 8
(viii)	Professor Hajjah Ruhanas Binti Harun	Ordinary Resolution 9
(ix)	Ng Chek Yong	Ordinary Resolution 10

**PROVIDED ALWAYS THAT:-**

- (a) he/she must not participate in the deliberation or discussion of his/her own allocation to be issued under the Proposed New ESOS;
- (b) not more than 10% of the total number of BESHOM Shares to be issued under the Proposed New ESOS shall be allocated to him/her, if he/she, either singly or collectively through persons connected to him/her, holds 20% or more of the total number of issued BESHOM Shares (excluding treasury shares) of BESHOM;
- (c) it is in accordance with the Main Market Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the ESOS By-Laws; and
- (d) the Proposed Internal Reorganisation and the Proposed New ESOS is successfully implemented and he/she is appointed as a Director of BESHOM.”

**ORDINARY RESOLUTION 11**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO PHAN VAN DENH**

“**THAT**, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities for the Proposed New ESOS, including the approval from Bursa Securities for the listing of and quotation for the new BESHOM Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the BESHOM Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed New ESOS, to offer and grant to Phan Van Denh, ESOS Options to subscribe for new BESHOM Shares under the Proposed New ESOS, subject always to the following:-

- (a) she must not participate in the deliberation or discussion of her own allocation to be issued under the Proposed New ESOS;
- (b) not more than 10% of the total number of BESHOM Shares to be issued under the Proposed New ESOS shall be allocated to her, if she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued BESHOM Shares (excluding treasury shares) of BESHOM; and

- (c) it is in accordance with the Main Market Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the ESOS By-Laws.”

By Order of the Board  
**HAI-O ENTERPRISE BERHAD**

**Cynthia Gloria Louis (SSM PC No. 201908003061) (MAICSA 7008306)**  
**Chew Mei Ling (SSM PC No. 201908003178) (MAICSA 7019175)**  
Company Secretaries

Selangor Darul Ehsan  
27 April 2021

**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 Extraordinary General Meeting (“EGM”).
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 remotely 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 EGM 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., 11<sup>th</sup> 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](http://www.boardroomlimited.my) or email to [BSR.Helpdesk@boardroomlimited.com](mailto: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 EGM by yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto: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, all the resolutions set out in the Notice of EGM 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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:	

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 Extraordinary General Meeting 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 11.00 a.m.**, or immediately following the conclusion of the Court Convened Meeting for shareholders of the Company (which will be held at the Broadcast Venue and on the same day at 10.30 a.m.) whichever is later, and at any adjournment thereof in the manner as indicated below in respect of the following resolutions:-

Resolution		For	Against
Special Resolution	Proposed Internal Reorganisation		
Ordinary Resolution 1	Proposed New ESOS		
Ordinary Resolution 2	Proposed Allocation of ESOS Options to Tan Kai Hee		
Ordinary Resolution 3	Proposed Allocation of ESOS Options to Tan Keng Kang		
Ordinary Resolution 4	Proposed Allocation of ESOS Options to Hew Von Kin		
Ordinary Resolution 5	Proposed Allocation of ESOS Options to Chia Kuo Wui		
Ordinary Resolution 6	Proposed Allocation of ESOS Options to Tan Kim Siong		
Ordinary Resolution 7	Proposed Allocation of ESOS Options to Soon Eng Sing		
Ordinary Resolution 8	Proposed Allocation of ESOS Options to Tan Beng Ling		
Ordinary Resolution 9	Proposed Allocation of ESOS Options to Professor Hajjah Ruhana Binti Harun		
Ordinary Resolution 10	Proposed Allocation of ESOS Options to Ng Chek Yong		
Ordinary Resolution 11	Proposed Allocation of ESOS Options to Phan Van Denh		

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.

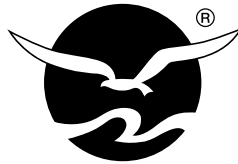
### Notes:-

- 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 Extraordinary General Meeting ("**EGM**").
- 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 remotely 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.
- 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 EGM 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.
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6. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate remotely in our EGM by yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy not less than forty-eight (48) hours before the virtual meeting.
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**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

AFFIX  
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