

## NOTICE OF FOURTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourth Annual General Meeting (“4<sup>th</sup> AGM”) of **HAILY GROUP BERHAD** (“**Haily**” or “**Company**”) will be held at Maharani 1 (Level 1), Impiana Hotel Senai, Jalan Impian Senai Utama 2, Taman Impian Senai, 81400 Senai, Johor on Tuesday, 28 May 2024 at 9.30 a.m. for the following purposes: -

### AGENDA

#### AS ORDINARY BUSINESS:

- |    |  |  |
|----|--|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.                       | (Please refer to Explanatory Note 1)                                 |
| 2. | To re-elect Mr Yoong Woei Yeh, a Director retiring by rotation pursuant to Clause 133 of the Company’s Constitution.   | <b>ORDINARY RESOLUTION 1</b>   |
| 3. | To re-elect Mr Ong Kheng Swee, a Director retiring by rotation pursuant to Clause 133 of the Company’s Constitution.   | <b>ORDINARY RESOLUTION 2</b>   |
| 4. | To re-elect Ms Poh Boon Huwi, a Director retiring by rotation pursuant to Clause 133 of the Company’s Constitution.  | <b>ORDINARY RESOLUTION 3</b>   |
| 5. | To approve the payment of Directors’ Fees of RM240,660 for the financial year ending 31 December 2024, payable quarterly in arrears.   | <b>ORDINARY RESOLUTION 4</b><br>(Please refer to Explanatory Note 2) |
| 6. | To re-appoint Baker Tilly Monteiro Heng PLT, as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. | <b>ORDINARY RESOLUTION 5</b>   |

#### AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution: -

- |    |   |  |
|----|---|--|
| 7. | <b>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b>   | <b>ORDINARY RESOLUTION 6</b><br>(Please refer to Explanatory Note 3) |
|    | <p>“THAT subject always to the Companies Act 2016, the ACE Market Listing Requirements (“<b>ACE LR</b>”) of Bursa Malaysia Securities Berhad (“<b>Bursa Securities</b>”), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company (“<b>General Mandate</b>”).</p> |  |

## NOTICE OF FOURTH ANNUAL GENERAL MEETING CONT'D

### AS SPECIAL BUSINESS: CONT'D

#### 7. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 CONT'D

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all new shares to be offered and issued pursuant to the above General Mandate, such new shares when issued, to rank *pari passu* with the existing issued shares of the Company.”

8. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

### BY ORDER OF THE BOARD

IRENE JUAY YEE LUAN (MAICSA 7057249)  
SSM Practicing Certificate No. 202008001193

HEW JING SIAN (MAICSA 7065968)  
SSM Practicing Certificate No. 202008001325  
Company Secretaries

Date: 24 April 2024

### NOTES:

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the member's shareholding to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

## NOTICE OF FOURTH ANNUAL GENERAL MEETING CONT'D

### NOTES: CONT'D

7. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument with the Share Registrar via **TIIH Online** at <https://tiih.online> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
9. In respect of deposited securities, only members whose names appear on the Record of Depositors on **17 May 2024**, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

### EXPLANATORY NOTES:

#### Ordinary Business: -

1. **Item 1 of the Agenda**  
**Audited Financial Statements for the financial year ended 31 December 2023**

This Agenda item is meant for discussion only and does not require a formal approval of the shareholders and hence, is not put forward for voting.

2. **Ordinary Resolution 4**  
**Directors' Fees for the financial year ending 31 December 2024**

The proposed Ordinary Resolution 4, if passed, will facilitate the payment of Directors' fees for the financial year ending 31 December 2024, payable quarterly in arrears to the Independent Non-Executive Directors as members of the Board and Board Committees.

#### Special Business: -

3. **Ordinary Resolution 6**  
**Authority to Issue Shares Pursuant to Sections 75 And 76 of the Companies Act 2016**

The proposed Ordinary Resolution 6 is a renewal of the General Mandate pursuant to Sections 75 and 76 of the Companies Act 2016 obtained from the shareholders of the Company at the Third Annual General Meeting ("**3rd AGM**") and if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate, if passed will enable the Directors to take swift action in case of a need to issue and allot new shares and provide flexibility to the Company to raise additional funds expeditiously and efficiently to meet its funding requirements including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, operational expenditures, investment project(s), and/or acquisition(s) or such other application as the Directors may deem fit in the best interest of the Company.

## NOTICE OF FOURTH ANNUAL GENERAL MEETING CONT'D

### EXPLANATORY NOTES: CONT'D

#### Special Business: - CONT'D

#### 3. Ordinary Resolution 6

##### **Authority to Issue Shares Pursuant to Sections 75 And 76 of the Companies Act 2016** CONT'D

Pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 65 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

By approving the Proposed Ordinary Resolution 6, the shareholders do hereby agree to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 read together with Clause 65 of the Constitution of the Company.

As at the date of this Notice, no new shares of the Company have been issued pursuant to the General Mandate obtained at the 3<sup>rd</sup> AGM of the Company held on 24 May 2023, which will lapse at the conclusion of the 4<sup>th</sup> AGM.

#### Voting by Poll

Pursuant to Rule 8.31A of the ACE LR of Bursa Securities, all resolutions set out in this Notice are to be voted by poll.

# ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”)

Day & Date : Tuesday, 28 May 2024  
Time : 9.30 a.m.  
Venue : Maharani 1 (Level 1), Impiana Hotel Senai, Jalan Impian Senai Utama 2, Taman Impian Senai, 81400 Senai, Johor.

Dear valued Members of Haily Group Berhad (“**Haily**” or “**Company**”)

## INDIVIDUAL MEMBERS

- (1) Members who are unable to attend the 4<sup>th</sup> AGM and who wish to exercise their votes are encouraged to appoint a proxy or the Chairman of the meeting to attend and vote on your behalf at the 4<sup>th</sup> AGM by indicating the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

## CORPORATE MEMBERS

- (2) Corporate members who wish to appoint corporate representatives instead of a proxy to attend and vote at the 4<sup>th</sup> AGM must deposit their original or duly certified certificate of appointment of corporate representative to the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Share Registrar**”, “**Tricor**”, or “**TIIH**”), not later than **Sunday, 26 May 2024 at 9.30 a.m.**
- (3) Attorneys appointed by power of attorney are required to deposit their power of attorney to the Company’s Share Registrar not later than **Sunday, 26 May 2024 at 9.30 a.m.** to attend and vote at the 4<sup>th</sup> AGM.
- (4) If a corporate member (through its corporate representative(s) or appointed proxy(ies)) is unable to attend the 4<sup>th</sup> AGM, you may appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Do refer to the Company’s website at [www.haily.my](http://www.haily.my) and Bursa Malaysia Securities Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) for the latest updates on the status of the 4<sup>th</sup> AGM from time to time.

## REGISTRATION ON THE DAY OF THE 4<sup>TH</sup> AGM

- (5) Registration will commence at 8.30 a.m. and shall remain open until the conclusion of the 4<sup>th</sup> AGM or such other time as may be determined by Chairman of the meeting. Please read the signage to ascertain the registration area and proceed for registration.
- (6) Please present your original National Registration Identity Card (NRIC) or Passport (for foreign member) to the registration staff for verification. Please ensure your NRIC or Passport is returned to you after registration.
- (7) Upon verification and registration:
  - (a) please sign on the attendance list and an identification wristband will be provided at the registration counter;
  - (b) if you are attending the 4<sup>th</sup> AGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband;
  - (c) no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband;
  - (d) a polling form will be given to you thereafter. There will be no replacement should you lose or misplace the polling form; and
  - (e) you may proceed to the meeting venue thereafter.
- (8) Registration must be done in person. Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
- (9) The registration counters will only handle verification of identity, registration and revocation of proxy/ proxies. If you have other queries, please proceed to the Help Desk.

## ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”) CONT'D

### PARKING

- (10) Free parking subject to availability.

### MEETING

- (11) The Meeting will start promptly at 9.30 a.m. Members are reminded to be punctual.

### GENERAL MEETING RECORD OF DEPOSITORS

- (12) For the purpose of determining who shall be entitled to attend the 4<sup>th</sup> AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 May 2024 and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 4<sup>th</sup> AGM.

### PROXY

- (13) A member of the Company entitled to attend and vote at the 4<sup>th</sup> AGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. If you are unable to attend the 4<sup>th</sup> AGM in person and wish to appoint a proxy or the Chairman of the meeting to attend and vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed therein.
- (14) You may submit the Form of Proxy electronically via **TIIH Online** website at <https://tiih.online> not later than **Sunday, 26 May 2024 at 9.30 a.m.** Please do read and follow the procedures to submit Form of Proxy electronically below.
- (15) Otherwise, please ensure that the **Original Form of Proxy** is deposited with the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Sunday, 26 May 2024 at 9.30 a.m.**, otherwise the Form of Proxy shall not be treated as valid. No proof of despatch of Form of Proxy will be entertained.
- (16) The Form of Proxy is not required if the member decided to attend the meeting in person.
- (17) If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy/proxies.

# ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”) CONT'D

## ELECTRONIC LODGEMENT OF FORM OF PROXY

(18) The procedures to lodge your Form of Proxy electronically via Tricor’s TIIH Online website are summarised as below:

Procedure		Action
<b>Steps for Individual Members</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance.</li> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: “HAILY 4<sup>th</sup> AGM – Submission of Form of Proxy”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote.</li> <li>Review and confirm your proxy(ies) appointment.</li> <li>Print Form of Proxy for your record.</li> </ul>
<b>Steps for Corporation or Institutional Members</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by e-mail within one (1) or two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the e-mail and reset your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarification on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Select the corporate event: “<b>HAILY 4<sup>th</sup> AGM – Submission of Form of Proxy</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Proceed to download the file format for “Submission of Form of Proxy” in accordance with the Guidance Notes set therein.</li> <li>Prepare the file for the appointment of proxies by inserting the required data.</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select “Submit” to complete your submission.</li> <li>Print the confirmation report of your submission for your record.</li> </ul>

## ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”) CONT'D

### MOBILE DEVICES

- (19) Please ensure that all mobile devices such as phones/pagers/other sound emitting devices are switched off or put on silent mode during the 4<sup>th</sup> AGM to ensure smooth and uninterrupted proceedings. Any recording of the proceedings, either vocal or audio visual, is strictly prohibited.

### NON-SMOKING POLICY

- (20) Smoking is prohibited in the meeting hall. Your cooperation is much appreciated.

### PERSONAL BELONGINGS

- (21) Please be reminded to take care of your personal belongings as the Company will not be responsible for any lost items that has gone missing resulted in any monetary losses.

### ANNUAL REPORT 2023

- (22) The Annual Report 2023 is available on Bursa Malaysia Securities Berhad’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under the Company’s Announcement and the Company’s website at [www.haily.my](http://www.haily.my). Limited hardcopies are available at the registration counter and will be given on a first come first served basis.

### ENQUIRIES

- (23) If you have any enquiry prior to the 4<sup>th</sup> AGM, please contact the following personnel of our Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Contact Persons : Mr Jake Too : +603-2783 9285

: Mr Aiman Nuri : +603-2783 9262

### PERSONAL DATA PRIVACY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the 4<sup>th</sup> AGM of the Company and any adjournment thereof.