



**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second Annual General Meeting of the Company will be held at Setia City Convention Centre, Function Room 8, 1st Floor, No. 1, Jalan Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Monday, 17 December 2018 at 10.00 a.m. for the following purposes:-

**A G E N D A**

**ORDINARY BUSINESS:-**

- |   |  |
|---|--|
| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 July 2018 together with the Directors' and Auditors' Reports attached therewith.                      | <b>Please refer to Note B on this Agenda</b>           |
| 2. To approve the Directors' fees and allowances of RM377,000.00 for the financial year ended 31 July 2018.   | <b>Ordinary Resolution 1</b>                           |
| 3. To approve the Directors' allowances payable up to RM25,000.00 in respect of the period from 1 August 2018 up to the next Annual General Meeting of the Company to be held in 2019.              | <b>Ordinary Resolution 2</b>                           |
| 4. To approve a First and Final Single Tier Dividend of 0.5 sen per share for the financial year ended 31 July 2018.  | <b>Ordinary Resolution 3</b>                           |
| 5. To re-elect the following Directors who are retiring in accordance with Article 79 of the Company's Articles of Association:-<br>(a) Mr. Leow Hoi Loong @ Liow Hoi Loong<br>(b) Mr. Foo Kok Siew | <b>Ordinary Resolution 4<br/>Ordinary Resolution 5</b> |
| 6. To re-appoint Messrs. KPMG PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 6</b>                           |

**7. AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

- |   |                              |
|---|------------------------------|
| <b>7.1 Proposed Allocation of Options to Mr. Law Wai Cheong</b> | <b>Ordinary Resolution 7</b> |
|---|------------------------------|

"THAT pursuant to the approval given by the shareholders at the Extraordinary General Meeting held on 23 November 2011 for the establishment of an Employees' Share Option Scheme of up to ten percent (10%) of the total Issued and Paid-Up Share Capital of the Company at any point in time (excluding Treasury Shares) ("the Said ESOS") authority be and is hereby given to the Board at any time and from time to time to offer and to grant to Mr. Law Wai Cheong, being an Executive Director of the Company, Options to subscribe for new shares under the Said ESOS as they shall deem fit subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

**AND THAT** the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Said ESOS to Mr. Law Wai Cheong from time to time pursuant to the exercise of such Options."

- |  |                              |
|--|------------------------------|
| <b>7.2 Proposed Allocation of Options to Mr. Tan Shau Ming</b> | <b>Ordinary Resolution 8</b> |
|--|------------------------------|

"THAT pursuant to the approval given by the shareholders at the Extraordinary General Meeting held on 23 November 2011 for the establishment of an Employees' Share Option Scheme of up to ten percent (10%) of the total Issued and Paid-Up Share Capital of the Company at any point in time (excluding Treasury Shares) ("the Said ESOS") authority be and is hereby given to the Board at any time and from time to time to offer and to grant to Mr. Tan Shau Ming, being an Executive Director of the Company, Options to subscribe for new shares under the Said ESOS as they shall deem fit subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

**AND THAT** the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Said ESOS to Mr. Tan Shau Ming from time to time pursuant to the exercise of such Options."

- |   |                              |
|---|------------------------------|
| <b>7.3 Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016</b> | <b>Ordinary Resolution 9</b> |
|---|------------------------------|

"THAT subject always to the approvals of the relevant authorities, the Directors be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company (excluding treasury shares) at the time of issue **AND THAT** the Directors be hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- |   |                               |
|---|-------------------------------|
| <b>7.4 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of RRPT Mandate")</b> | <b>Ordinary Resolution 10</b> |
|---|-------------------------------|

"THAT the Company and/or its subsidiaries be hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.2 of the Circular to Shareholders dated 19 November 2018, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.

**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate.

**AND FURTHER THAT** such authority shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will 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 AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 ordinary resolution passed by the shareholders of the Company in general meeting, whichever is the earlier."

- |  |  |
|--|--|
| 8. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act 2016. |  |
|--|--|

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** a First and Final Single-Tier Dividend of 0.5 sen per share in respect of the year ended 31 July 2018 shall be payable on 25 January 2019 to Depositors registered in the Record of Depositors at the close of business on 4 January 2019.

Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 4 January 2019 in respect of transfers; and
- 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  
HIAP TECK VENTURE BERHAD

**NG YIM KONG (LS 0009297)**  
Company Secretary

Selangor Darul Ehsan

Date: 19 November 2018

**Notes:**

**A. Appointment of Proxy**

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote on his (her) behalf. A Proxy may but need not be member of the Company.
- 2. Where a member appoints two (2) or more Proxies, the appointment shall be invalid unless he (she) specifies the proportion of his (her) holdings to be represented by each Proxy.
- 3. The Form of Proxy shall be signed by the appointer or of his (her) attorney duly authorised in writing or, if the appointer is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- 4. The instrument appointing a Proxy must be deposited at the Registered Office of the Company at Lot 6096, Jalan Haji Abdul Manan, Batu 5 ½, Off Jalan Meru, 41050 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for the Meeting or at any adjournment thereof.
- 5. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
- 6. 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 authorised nominee may appoint in respect of each omnibus account it holds.

**B. Audited Financial Statements for the Financial Year ended 31 July 2018**

The Audited Financial Statements in Agenda 1 are meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS OF THE AGENDA**

**(a) Proposed Allocation of Options to Mr. Law Wai Cheong**

The proposed resolution 7 under item 7.1 of the Agenda, if passes, will empower the Directors of the Company to offer and grant to Mr. Law Wai Cheong who was appointed as Executive Director on 3 January 2017, Options to subscribe for new Shares under the Said ESOS and to allot and issue such number of new shares to him from time to time pursuant to the exercise of such Options.

**(b) Proposed Allocation of Options to Mr. Tan Shau Ming**

The proposed resolution 8 under item 7.2 of the Agenda, if passes, will empower the Directors of the Company to offer and grant to Mr. Tan Shau Ming who was appointed as Executive Director on 26 September 2014, Options to subscribe for new Shares under the Said ESOS and to allot and issue such number of new shares to him from time to time pursuant to the exercise of such Options.

**(c) Resolution pursuant to the Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 9 under item 7.3 of the Agenda, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate which seeks to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Twenty-First Annual General Meeting ("AGM") held on 18 December 2017. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

The Company has not issued any new share pursuant to Sections 75 and 76 of the Companies Act 2016 under the general mandate which was approved at the Twenty-First Annual General Meeting.

**(d) Resolution pursuant to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Proposed Ordinary Resolution 10 under item 7.4 above, if passed, will enable the Company and its subsidiaries ("the Group") to continue entering into the specified Recurrent Related Party Transactions as set out in Section 2.3.2 of the Circular to Shareholders dated 19 November 2018 with the specified classes of the Related Parties mentioned therein which are necessary for the Group's day-to-day operations. For further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, Please refer to the Circular to Shareholders dated 19 November 2018 enclosed together with the Company's 2018 Annual Report.

**GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 7 December 2018. Only a depositor whose name appears on the Record of Depositors as at 7 December 2018 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.