



NOTICE IS HEREBY GIVEN THAT the Twenty-Third 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 Tuesday, 17 December 2019 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 2019 together with the Directors' and Auditors' Reports attached thereon. **Please refer to Note B on this Agenda**
2. To approve the Directors' fees and allowances of RM327,000.00 for the financial year ended 31 July 2019. **Ordinary Resolution 1**
3. To approve the Directors' allowances payable of RM24,000.00 in respect of the period from 1 August 2019 up to the next Annual General Meeting of the Company to be held in 2020. **Ordinary Resolution 2**
4. To approve a First and Final Single Tier Dividend of 0.5 sen per share for the financial year ended 31 July 2019. **Ordinary Resolution 3**
5. To re-elect the following Directors who are retiring in accordance with Article 79 of the Company's Articles of Association:-
 - (a) Tan Sri Dato' Law Tien Seng **Ordinary Resolution 4**
 - (b) Mr. Tan Shau Ming **Ordinary Resolution 5**
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. **Ordinary Resolution 6**
7. **AS SPECIAL BUSINESS:-**

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

- 7.1 **Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 7**

"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."

- 7.2 **Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New and Renewal of RRPT Mandate")** **Ordinary Resolution 8**

"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 2019, 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 New and 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 New and 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."

- 7.3 **Authority for Tan Sri Abdul Rahman bin Mamat to continue in office as Independent Non-Executive Director.** **Ordinary Resolution 9**

"THAT authority be hereby given to Tan Sri Abdul Rahman bin Mamat who will have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years by 28 January 2020, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2017."

8. **SPECIAL RESOLUTION**

To consider and if thought fit, to pass the following Special Resolution:

- 8.1 **Proposed New Constitution of the Company** **Special Resolution**

"THAT the existing Memorandum of Association and Articles of Association of the Company be hereby deleted in its entirety AND THAT the new Constitution of the Company as set out in the Circular to Shareholders dated 19 November 2019 accompanying the Company's 2019 Annual Report for the financial year ended 31 July 2019 be hereby adopted as the new Constitution of the Company AND FURTHER THAT the Board of Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

9. 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 2019 shall be payable on 23 January 2020 to Depositors registered in the Record of Depositors at the close of business on 2 January 2020.

Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 2 January 2020 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 2019

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 a 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 appointor or of his (her) attorney duly authorised in writing or, if the appointor 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 office of our Company's share registrar, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony 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, not later 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 2019**

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

The proposed Resolution 7 under item 7.1 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-Second Annual General Meeting ("AGM") held on 17 December 2018. The renewal of this 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-Second Annual General Meeting.

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

The Proposed Ordinary Resolution 8 under item 7.2 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 2019 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 New and 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 2019 enclosed together with the Company's 2019 Annual Report.

(c) **Authority to continue to act as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2017**

Tan Sri Abdul Rahman bin Mamat who was appointed on 28 January 2011, would have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years by 28 January 2020. Hence, if this Ordinary Resolution 9 is passed, it would allow Tan Sri Abdul Rahman bin Mamat to continue to serve as Independent Non-Executive Director until the conclusion of the next Annual General Meeting of the Company to be held in 2020. The Nominating Committee had reviewed and supported the re-appointment of Tan Sri Abdul Rahman bin Mamat as Independent Non-Executive Director. Tan Sri Abdul Rahman bin Mamat has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Subject to the Shareholders' approval of Ordinary Resolution 9 above, the Board has recommended that Tan Sri Abdul Rahman bin Mamat should continue to act as Independent Non-Executive Director of the Company.

(d) **Proposed New Constitution of the Company**

The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (details of which are set in the Circular to Shareholders dated 19 November 2019 accompanying the Company's Annual Report 2019 for the financial year ended 31 July 2019).

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the Twenty-Third Annual General 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 6 December 2019. Only a depositor whose name appears on the Record of Depositors as at 6 December 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.