



HCK Capital Group Berhad

Registration No. 199901010064 (484964-H)
[Incorporated in Malaysia]

Notice of Twenty-First (21st) Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-First (21st) Annual General Meeting (“AGM”) of HCK Capital Group Berhad (“HCK” or “the Company”) will be held at Wisma HCK, No. 6, Jalan 19/1B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Friday, 25 September 2020 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Note 4)**
2. To approve the payment of Directors’ fees of RM120,000 for the financial year ended 31 December 2019. **Resolution 1**
3. To re-elect the following Directors, who retire in accordance with Article 19.2 of the Company’s Constitution and being eligible, have offered themselves for re-election:
(i) Datuk Clifford Hii Toh Leong **Resolution 2**
(ii) Tan Sri Prof. Dato’ Dr. Marimuthu a/l Thangaveloo **Resolution 3**
(iii) Mr. Lee Kok Cheng **Resolution 4**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

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

5. **Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.” **Resolution 6**
6. To consider any other business for which due notice shall have been given.

By Order of the Board

ADELINE HII SIEW CHING (MIA 38679)

SSM Practising Certificate No. 202008000762

SIEW SUET WEI (MAICSA 7011254)

SSM Practising Certificate No. 202008001690

LIM YEN TENG (LS0010182)

SSM Practising Certificate No. 201908000028

Company Secretaries

Petaling Jaya

3 September 2020

Notes:

1. A member whose name appears in the Record of Depositors as at 18 September 2020 shall be entitled to attend, speak and vote at the meeting.
2. **Proxy**
 - i) A member entitled to attend and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
 - ii) Where a member appoints two (2) proxies to attend and vote at the same meeting, the member shall specify the proportions of his shareholdings to be represented by each proxy.
 - iii) The Form of Proxy shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, shall be either given under the corporation’s seal or under the hand of an officer or attorney of the corporation duly authorised.

- iv) The Form of Proxy must be deposited at the Company's Share Registrar Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Semangat (Jalan Professor Khoo Kay Kim), Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Meeting or at any adjournment thereof.
 - v) Where a member is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
3. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR of Bursa Securities"), all resolutions set out in the Notice of 21st AGM will be put to vote on a poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.

EXPLANATORY NOTES

4. **Audited Financial Statements for the financial year ended 31 December 2019**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

5. **Resolution 1: Payment of Directors' fees**

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' fees for financial year ended 31 December 2019 to the Non-Executive Directors.

6. **Resolutions 2 to 4: Re-election of Directors**

Article 19.2 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, three (3) out of eight (8) Directors are to retire in accordance with Article 19.2 of the Constitution.

The Board through its Nominating Committee had assessed the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2019.

7. **Resolution 5: Re-appointment of Auditors**

The Board and Audit Committee had at their respective meetings on 27 February 2020 recommended the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 December 2020. Messrs Crowe Malaysia PLT have met the criteria prescribed under the Paragraph 15.21 of the MMLR of Bursa Securities and indicated their willingness to continue their services for the next financial year.

Explanatory note on special business:

8. **Resolution 6: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had during its 20th AGM held on 29 May 2019 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company and this mandate had not being exercised by the Company.

The proposed Ordinary Resolution 6 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will give flexibility to the Board of Directors to issue and allot new shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the mandate is sought, the Company will make an announcement in respect thereof.

Statement Accompanying Notice of 21st Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Explanatory note on special business:

1. **Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is seeking election as a Director at the 21st AGM of the Company.

2. **General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities**

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Proposed Ordinary Resolution 6 as stated in the Notice of the 21st AGM of the Company for details.

Form of Proxy



HCK Capital Group Berhad

Registration No. 199901010064 (484964-H)
[Incorporated in Malaysia]

I/We, _____,
NRIC/Passport/Company No.: _____ Mobile Phone No.: _____
CDS Account No.: _____ Number of Shares Held: _____
Address: _____

being a member of **HCK CAPITAL GROUP BERHAD**, hereby appoint:-

(1) Name of Proxy: _____ NRIC No.: _____
Address: _____
_____ Number of Shares Represented: _____

(2) Name of Proxy: _____ NRIC No.: _____
Address: _____
_____ Number of Shares Represented: _____

or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Twenty-First (21st) Annual General Meeting of the Company to be held at Wisma HCK, No. 6, Jalan 19/1B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Friday, 25 September 2020 at 10.00 a.m. or at any adjournment thereof, in the manner indicated below:

NO.	RESOLUTIONS	FOR	AGAINST
1	Resolution 1 – Approval for payment of Directors' fees		
2	Resolution 2 – Re-election of Datuk Clifford Hii Toh Leong		
3	Resolution 3 – Re-election of Tan Sri Prof. Dato' Dr. Marimuthu a/l Thangaveloo		
4	Resolution 4 – Re-election of Mr. Lee Kok Cheng		
5	Resolution 5 – Re-appointment of Auditors		
6	Resolution 6 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		

Please indicate with "X" in the space provided on how you wish your votes to be casted. If no specific instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Dated this _____ day of _____ 2020

Signature(s)/Common Seal of Member

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HCK Capital Group Berhad Registration No. 199901010064 (484964-H)
21st Annual General Meeting

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BOARDROOM SHARE REGISTRARS SDN BHD

Registration No. 199601006647 (378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Semangat (Jalan Professor Khoo Kay Kim)
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

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