



HCK Capital Group Berhad

Registration No. 199901010064 (484964-H)

[Incorporated in Malaysia]

Notice of The Postponed Twenty-Second (22nd) Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Postponed Twenty-Second (22nd) Annual General Meeting (“AGM”) of HCK Capital Group Berhad (“HCK” or “the Company”) will be held as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Vote2U via online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) on Thursday, 23 September 2021 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 2020 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Note 4)**
2. To approve the payment of Directors’ fees of RM135,000 for the financial year ended 31 December 2020. **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) Tan Sri Hii Chii Kok **Resolution 2**
 - (ii) Mr. Stephen Wan Yeng Leong **Resolution 3**

Mr. Ong Chooi Lee who holds office until the conclusion of the Postponed 22nd AGM, has expressed his intention of not to seek for re-election and shall retain office until the conclusion of the Postponed 22nd AGM.
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

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 5**
6. **Proposed grant of employees’ share option scheme (“ESOS”) options and/or HCK shares to Dr Dennis Ling Sie Hieng**

“THAT pursuant to the Long Term Incentive Plan (“LTIP”) approved by the shareholders of the Company at the Extraordinary General Meeting held on 18 December 2017, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the LTIP, to offer and grant Dr Dennis Ling Sie Hieng, the Executive Director of the Company, ESOS Options and/ or HCK Shares under the LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- i) he does not participate in the deliberation or discussion of his own allocation;
- ii) not more than 10% of the new HCK Shares available under the LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- iii) not more than 60% of the new HCK Shares available under the LTIP shall be allocated in aggregate to the Executive Directors and senior management of HCK and its subsidiary companies, which are not dormant.

AND THAT the Board is also authorised to allot and issue the corresponding number of new HCK Shares pursuant to the LTIP.”

Resolution 6

7. 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

1 September 2021

Notes:

1. A member whose name appears in the Record of Depositors as at 15 September 2021 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 Revised 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 Revised Form of Proxy must be deposited at the Company's Office at H-15-01, Level 15, Block H, Empire City, Damansara Perdana, Jalan PJU 8, 47820 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) The lodging of the Revised Form of Proxy will not preclude you from attending, participating and voting remotely in person at the Postponed 22nd AGM should you subsequently wish to do so, but if you do, your proxy(ies) shall be precluded from attending the Postponed 22nd AGM. Please refer to the Administrative Guide for details of the submission of the Revised Form of Proxy.
 - vi) 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 the Postponed 22nd 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 2020

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'

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 2020 to the Non-Executive Directors.

6. Resolutions 2 to 3: 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.

Tan Sri Hii Chii Kok and Mr. Stephen Wan Yeng Leong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election. The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2020.

Mr. Ong Chooi Lee who holds office until the conclusion of the Postponed 22nd AGM, has expressed his intention of not to seek for re-election and shall retain office until the conclusion of the Postponed 22nd AGM.

7. Resolution 4: Re-appointment of Auditors

The Board and Audit Committee had at their respective meetings on 25 March 2021 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 5: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares

The Company had during its 21st AGM held on 25 September 2020 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 5 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.

9. Resolution 6: Proposed grant of employees' share option scheme ("ESOS") options and/or HCK shares to Dr Dennis Ling Sie Hieng

The proposed Resolution 6 is to seek shareholders' approval for the Company to offer and grant ESOS options and/or HCK shares under the LTIP to Dr Dennis Ling Sie Hieng, Executive Director of the Company in accordance with the By-Laws.

Dr Dennis Ling Sie Hieng, being an interested party in the resolution shall abstain from deliberation and voting in respect of his direct and indirect shareholdings in the Company on this resolution. He shall also ensure that persons connected to him will abstain from voting on their direct and/or indirect shareholdings in the Company, if any, on this resolution.

Statement Accompanying Notice of The Postponed 22nd Annual General Meeting

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

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 Postponed 22nd 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 5 as stated in the Notice of the Postponed 22nd AGM of the Company for details.



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Administrative Guide for Shareholders for The Postponed Twenty-Second (22nd) Annual General Meeting

Date	:	Thursday, 23 September 2021
Time	:	10.00 a.m.
Fully Virtual Meeting accessible at Domain Registration Numbers with MYNIC	:	Online Meeting Platform via Vote2U at https://web.vote2u.my D6A471702

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 Full Movement Control Order (“**FMCO**”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, HCK Capital Group Berhad (“**HCK**” or the “**Company**”) meeting will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U at <https://web.vote2u.my>.

Kindly note that the quality of the livestream is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 15 September 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

BEFORE MEETING DAY

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with Vote2U <ul style="list-style-type: none">▪ Individual Shareholders	<ol style="list-style-type: none">a. Access website at https://web.vote2u.my.b. Select “Sign Up” to sign up as user.c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/>. Then select “Next”.d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select “Continue”.e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo).f. Registration as user completed.g. An email notification will be sent to you. <p><i>Note:</i> If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</p>

B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Revised Form of Proxy (hard copy) <ul style="list-style-type: none"> ■ Individual Shareholders ■ Corporate Shareholders ■ Authorised Nominee ■ Exempt Authorised Nominee 	a. Fill-in the details on the hard copy Revised Form of Proxy by providing the following information: <u>Proxy(ies) & Corporate Representative</u> <ul style="list-style-type: none"> ■ Name ■ Number of MyKAD for Malaysian or passport for non-Malaysian ■ Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Revised Form of Proxy with Corporation’s Common Seal or under the hand of an officer or attorney so authorized to the address as stated on the Revised Form of Proxy. c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Revised Form of Proxy to the address as stated on the Revised Form of Proxy. d. Submitted Revised Form of Proxy will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

ON GENERAL MEETING DAY

1.	Log in to https://web.vote2u.my with your registered email address and password. For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedure
i.	Livestream	a. Select “ Watch Live ” button to view the livestream.
ii.	Ask Question (real-time)	a. Select “Ask Question” button to pose a question. b. Type in your question and select “ Submit ”. <i>Note:</i> <i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</i>
iii.	Remote Voting	a. On the main page, scroll down and select “ Confirm Details & Start Voting ”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “ Next ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “ Confirm ” to submit your vote. <i>Note:</i> <i>Once you have confirmed and submitted your votes, you are not able to change your voting choices.</i>
iv.	View Voting Results	a. On the main page, scroll down and select “ View Voting Results ”.
v.	End of RPV	a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the livestream will end. b. You may log out from Vote2U.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator to conduct the polling process and Aegis Communication Sdn. Bhd. as the Independent Scrutineers to verify the results of the poll.

Meeting Venue

As a result of the implementation of the FMCO by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting, unless otherwise permitted.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, or food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : +603-7664 8520 / 03-7664 8521

Email : vote2u@agmostudio.com