

NOTICE OF ANNUAL GENERAL MEETING



HAI-O ENTERPRISE BERHAD
Registration No. 197501000919 (22544-D)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 46th Annual General Meeting (“46th AGM”) of the Company will be held on a virtual basis at Lot 6.03, 6th Floor, Menara Hai-O, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Thursday, 21 October 2021 at 11:30 a.m. to transact the following businesses:-

AGENDA

1. To lay before the Meeting the Audited Financial Statements for the financial year ended 30 April 2021 and the Reports of the Directors and Auditors thereon. **Refer to Explanatory Note**
2. To re-elect the following Directors who are retiring by rotation pursuant to Clause 119 of the Company’s Constitution:-
 - i. Mr. Soon Eng Sing **Resolution 1**
 - ii. Ms. Tan Beng Ling **Resolution 2**
 - iii. Professor Hajjah Ruhanas Binti Harun **Resolution 3**
3.
 - i. To approve the payment of Directors’ fees amounting to RM207,000 for the financial year ended 30 April 2021. **Resolution 4**
 - ii. To approve the payment of Directors’ remuneration and benefits (excluding Directors’ fees) to the Non-Executive Directors up to an amount of RM800,000 from 22 October 2021 until the next Annual General Meeting of the Company. **Resolution 5**
4. To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
5. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act 2016.

By Order of the Board

Cynthia Gloria Louis (SSM PC No. 201908003061) (MAICSA 7008306)

Chew Mei Ling (SSM PC No. 201908003178) (MAICSA 7019175)

Company Secretaries

Selangor Darul Ehsan

22 September 2021

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 13 October 2021 (General Meeting Record of Depositors) shall be entitled to register, speak, participate and vote remotely at this virtual 46th AGM.
2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an exempt authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 and holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.

NOTICE OF ANNUAL GENERAL MEETING

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5. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 46th AGM or at any adjournment thereof, as follows:
 - (i) **In hard copy form** - The original instrument appointing a proxy ("Form of Proxy") must be deposited at the Company's Share Registrar's Office, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) **By electronic means** - The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/> or email to BSR.Helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide of the 46th AGM for submission of the Form of Proxy electronically.
6. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our virtual 46th AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointed proxy not less than forty-eight (48) hours before the meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

Explanatory Notes to Ordinary Business

Item 1 of the Agenda

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. Hence, this item 1 of the Agenda is not put forward for voting.

Ordinary Resolution 4

Payment of the Directors' fees for the financial year ended 30 April 2021 amounting to RM207,000 will be made by the Company if the proposed Ordinary Resolution 4 is passed at the forthcoming 46th AGM.

Ordinary Resolution 5

The Directors' remuneration and benefits (excluding Directors' fees) comprises emoluments and other benefits payable to the Non-Executive Directors from 22 October 2021 until the next Annual General Meeting of the Company. For newly appointed Non- Executive Director(s), the Directors' remuneration and benefits (excluding Directors' fees) are payable from the date of the respective appointment(s) during the year. The remuneration and benefits are recommended to commensurate with the Directors' commitment, experiences and expertise for discharging their duties.

Description	Emoluments and other benefits
Fixed Allowance	Approximately RM50,000 per month in total
Meeting attendance allowance	RM1,000 per day basis
Board Committee	
Chairman	RM24,000 to RM36,000 per annum
Member	RM12,000 to RM24,000 per annum
Other benefits	Group Medical & Personal Accident and Corporate Liability Insurance, training benefits, Employer's Statutory Contribution, ESOS and other benefits

Payment of the Directors' remuneration and benefits will be made by the Company as and when incurred if the proposed Ordinary Resolution 5 is passed.

NOTICE OF ANNUAL GENERAL MEETING

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PERSONAL DATA PRIVACY

By lodging of a completed Form of Proxy to the Share Registrar of the Company for appointing a proxy(ies) and/ or representative(s) to attend and vote in person at the 46th AGM and any adjournment thereof, a member of the Company is hereby:

- 1) consented to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 46th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 46th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "**Purposes**");
- 2) warranted that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes ("**Warranty**"); and
- 3) agreed that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Following is the statement made pursuant to paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad: -

- 1) As at the date of this notice, there are no individuals who are standing for election excluding the following Directors who are standing for re-election at the 46th AGM of the Company: -
 - i) The Directors who are retiring by rotation pursuant to Clause 119 of the Company's Constitution and seeking re-election, are: -
 - Mr. Soon Eng Sing
 - Ms. Tan Beng Ling
 - Professor Hajjah Ruhanas Binti Harun

The details of the three (3) Directors seeking for re-election are set out in the Directors' profiles appearing on pages 10 and 12 of the Annual Report.

- 2) Details of attendance of Directors at Board Meetings held during the financial year ended 30 April 2021 are set out on page 72 of the Annual Report.
- 3) Broadcast Venue, Date and Time of the 46th AGM are as follows: -

Broadcast Venue : Lot 6.03, 6th Floor, Menara Hai-O,
Jalan Bukit Bintang,
55100 Kuala Lumpur, Malaysia.
Date : 21 October 2021 (Thursday)
Time : 11:30 a.m.

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING



HAI-O ENTERPRISE BERHAD
Registration No. 197501000919 (22544-D)
(Incorporated in Malaysia)

Date and Day : 21 October 2021 (Thursday)
Time : 11:30 a.m.
Broadcast Venue : Lot 6.03, 6th Floor, Menara Hai-O, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia
Meeting Platform : <https://meeting.boardroomlimited.my/>

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationwide to contain the spread of the COVID-19, the Company will conduct its 46th Annual General Meeting (“AGM” / “46th AGM”) on a virtual basis via remote participation and electronic voting (collectively referred hereinafter as “Virtual Meeting”). The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 68 (ii) of the Constitution of the Company and Practice 12.3 of the Malaysian Code on Corporate Governance.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a virtual meeting would facilitate greater shareholders’ participation as it facilitates electronic voting and remote shareholders’ participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 46th AGM.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders and/or proxies **are not allowed** to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual Meeting.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 October 2021 (General Meeting Record of Depositors) shall be eligible to participate in the 46th AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders are encouraged to go online, participate and vote at the 46th AGM using remote participation and electronic voting facilities. Shareholders who are unable to participate in our online 46th AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy.

Please take note that you **must** complete the Form(s) of Proxy for the 46th AGM should you wish to appoint a proxy(ies).

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING

(CONTINUED)

FORM(S) OF PROXY (Continued)

Please ensure that the original Form(s) of Proxy is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the 46th AGM at the following address:-

Boardroom Share Registrars Sdn. Bhd.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700

Alternatively, you may deposit your Form(s) of Proxy by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/> to log in and deposit your Form(s) of Proxy electronically, not less than forty-eight (48) hours before the meeting.

REVOCAION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our 46th AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and GovernAce Advisory & Solutions Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the Virtual AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are two (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Use the QR Scanner Code given in the email received after successful registration; **OR**
- (ii) Navigate to the website URL <https://meeting.boardroomlimited.my/>.

Upon the conclusion of the poll session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING

(CONTINUED)

REMOTE PARTICIPATION AND E-VOTING

Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view the live webcast of the 46th AGM proceeding, pose questions and submit your votes in real time whilst the meeting is in progress. Kindly follow the steps below on how to request for login ID and password: -

Before the day of the 46th AGM

Step 1 - Register Online with Boardroom Smart Investor Portal (for first time registration)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]

- a. Access website <https://investor.boardroomlimited.com/>.
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKad (Front and Back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 - Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access is open from 11:30 a.m. Wednesday, 22 September 2021 up to 11:30 a.m. Tuesday, 19 October 2021.]

Individual Members

- a. Log in to <https://investor.boardroomlimited.com/>.
- b. Select "Corporate Meeting" from main menu and select the correct Corporate Event "HAI-O ENTERPRISE BERHAD 46th Virtual AGM".
- c. Select "Register for RPEV".
- d. Read and agree to the terms & conditions and thereafter submit your request.
- e. Enter your CDS Account.

Corporate Shareholders

- a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form(s) of Proxy to submit the request.
- b. Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address.

Authorised Nominee and Exempt Authorised Nominee

- a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form(s) of Proxy to submit the request.
 - b. Please provide a copy of Proxy Holder's MyKad (Front and Back) or Passport as well as his/her email address.
- ✓ You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.
 - ✓ Upon system verification against the General Meeting Record of Depositories as at 13 October 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - ✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
 - ✓ Please note that the closing time to submit your request for remote participation User ID and Password is at 11:30 a.m. Tuesday, 19 October 2021 (48 hours before the commencement of the AGM).

ADMINISTRATIVE GUIDE FOR 46TH ANNUAL GENERAL MEETING

(CONTINUED)

REMOTE PARTICIPATION AND E-VOTING (Continued)

On the day of the 46th AGM (21 October 2021)



Step 3 - Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- The Virtual Meeting Portal will be open for login starting an hour (1 hour) before the commencement of the 46th AGM on Thursday, 21 October 2021 at 11:30 a.m..
- Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal (Refer to Step 2 above).

Step 4 - Participate

[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]

- If you would like to view the live webcast, select the broadcast icon.
- If you would like to ask a question during the 46th AGM, select the messaging icon .
- Type your message within the chat box, once  completed click the send button.

Step 5 - Online Remote Voting

- Once voting has been opened, the polling page will appear with the resolutions and your voting choices.
- To vote simply select your voting direction from the options provided.
- To change your vote, simply select another voting direction.
- If you wish to cancel your vote, please press "Cancel".

Step 6 - End of Remote Participation

- Upon the announcement by the Chairman on the closure of the 46th AGM, the live webcast will end.
- You can now logout from Virtual Meeting Portal.

NO DOOR GIFTS / FOOD VOUCHER

There will be **NO distribution** of door gifts or food voucher for the 46th AGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The shareholders may submit questions to the Company in advance via e-mail to ir@hai-o.com.my prior to the AGM to transmit questions to Board of Directors **no later than 11:30 a.m. on Tuesday, 19 October 2021**. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the 46th AGM.

RECORDING OR PHOTOGRAPHY AT THE 46th AGM

Strictly **NO recording or photography** of the 46th AGM proceedings are allowed.

COMMUNICATION GUIDANCE

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the 46th AGM arrangements.

ENQUIRY

If you have any enquiries prior to the 46th AGM, please contact the following during office hours on Mondays to Fridays (except on public holidays): -

Boardroom Share Registrars Sdn. Bhd.

General Line : 603-7890 4700
Fax No. : 603-7890 4670
Email : BSR.Helpdesk@boardroomlimited.com

Hai-O Enterprise Berhad

General Line : 603-3342 3322
Fax No. : 603-3342 8285
Email : ir@hai-o.com.my

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.