Resolution 4

Resolution 10

Resolution 12

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting ("25th AGM") of HCK Capital Group Berhad ("HCK" or "the Company") will be held virtually through live streaming from the broadcast venue at Level 42, HCK Tower, No. 8, Jalan Damansara, Empire City, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan ("Broadcast Venue") on Wednesday, 26 June 2024 at 11.00 a.m. for the following purposes:

A CENIDA

AS ORDINARY BUSINESS
1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' Fees amounting to RM267,500 for the financial year ended 31 December 2023.
3. To approve the payment of Directors' Benefit up to an amount of RM105,000 for the period from the conclusion of the 25th AGM of the Company scheduled on 26 June 2024 until the following annual gene of the Company in 2025.
4. 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 Hill Chill Kok @ Hill Chee Kok

(i) Tain 3 rin Cirlin (xxx) gerin Citede xxx.

(iii) Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo

(iii) Mr. Stephen Wan Yeng Leong

To re-elect that Wong Wal Tzing, who retires in accordance with Article 19.9 of the Company's Constitution and being eligible, has offered herself for re-election.

To re-appoint Crowe Malaysia PLT as auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

CALL BUSINESS

Onsider and if thought fit, to pass the following Ordinary Resolutions:

Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue sharest

"THAT Subject always to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad, the Directors of the Company be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors of the Company may in their absolute discretion, deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the ime being.

or the time being.

THAT in connection with the above, pursuant to Section 85 of the Company is a time aggregate number of shares states up pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

THAT in connection with the above, pursuant to Section 85 of the Company be and are also empowered to obtain the approval for the listing dissued shares arising from any issuance of new shares pursuant to this mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation on Bursa Malaysia Securities Berhad for the additional shares so issued.

AND ENDRIFER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next annual general meeting of the Company.

Proposed grant of employees' share option scheme ("ESOS") options and/or ordinary shares in HCK Capital Group Berhad ("HCK Shares") to Ms Wong Wai Tzing

"THAT pursuant to the ESOS of the Company 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 Directors to authorise the long term incentive plan ("LTP") Committee, from time to time throughout the duration the LTIR, to offer and grant to Ms Wong Wai Tzing, being the Independent Non-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) she does not participate in the deliberation or discussion of her own allocation; and

(ii) not more than 10% of the new HCK Shares available under

waive their pre-emptive rights to be offered any new shares ranking equally to the existing issued shares of the Company."

Retention of Independent Directors in accordance with Practice 5.3 of the Malaysian Code on Corporate Governance

(i) "THAT subject to the passing of Resolution 4 above, Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo, who has served in the Company for more than 9 years be hereby retained as Independent Director and to hold office until the next annual general meeting."

(ii) "THAT subject to the passing of Resolution 5 above, Mr Stephen Wan Yeng Leong, who has served in the Company for more than 9 years be hereby retained as Independent Director and to hold office until the next annual general meeting."

Proposed new shareholders mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate")

Proposed new snarenotuers mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders" Mandate")

"THAT approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 April 2024, provided that:

(i) such arrangements and/or transactions are necessary for the Circup's day-to-day operations;

(ii) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;

generally available to third party;

(iii) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and

(iv) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:

(a) the related transacting parties and their respective relationship with the Company; and

(b) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

(i) the conclusion of the next annual general meeting, unless the authority is renewed by a resolution passed at the next annual general meeting; or

(ii) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(4) of the Act; (but will not extend to such extension as may be allox

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3-9(4) of the Act; or (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier. AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

To consider any other business for which due notice shall have been given.

rder of the Board

ADELINE HII SIEW CHING (MIA 38679) SSM Practicing Certificate No. 202008000762 SIEW SUET WEI (MAICSA 7011254) SSM Practicing Certificate No. 202008001690 LIM YEN TENG (LS0010182) SSM Practicing Certificate No. 201908000028

10.

Petaling Jaya 30 April 2024

Virtual AGM

ual AGM
The 25th AGM of the Company will be conducted on a virtual basis by way of live streaming and online remove voting via the Remote Participation and Voting facilities ("RPV") which will be made available on the online portal of Agmo Digital Solutions Sdn Bhd ("Agmo") at https://web.vote2u.my (Domain registration number with MYNIC D6A471702).
The Broadcast Venue is strictly for purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/Proxies/Corporate Representatives will not be allowed to attend the 25th AGM in person at the Broadcast Venue on the day of the meeting
Members are to attend, speeds (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 25th AGM via RPV provided by Aegis. Please refer to the Administrative Guide for the 25th AGM for the procedures to register and participate in the meeting via RPV. 2.

Entitlement to Participate and Vote

For the purpose of deter members whose names determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 20 June 2024. Only mes appear in the General Meeting Record of Depositors shall be entitled to attend, speak and vote at the 25th AGM or appoint proxy(ies) to participate on his/her behalf.

Appointment of Proxy

A member who is entitled to participate in this 25th AGM via RPV is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. If a member is not able to participate in the Proxy ii)

A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. In the case of a corporation, the Proxy Form must be executed under seal or signed by an officer or attornauthorised.

authorised.

If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Proxy Form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.

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)

authorised.

The Form of Proxy must be deposited at the Company's Office at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan by Monday 24 June 2024 at 10.00 a.m. which is not less than 48 hours before the time set for holding the annual general meeting or at any adjournment thereof.

Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account") as defined under Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Pursuant to Paragraph 8,294(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 25th 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.

Personal Data Privacy By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(les) and/or representative(s), the shareholder 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 shareholder 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.

EXPLANATORY NOTES FOR ORDINARY BUSINESS

10.

Audited Financial Statements for the financial year ended 31 December 2023
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. Resolutions 1 to 2: Payment of Directors' Fees & Benefit

Resolutions 1 to 2: Payment of Directors' Fees & Benefit

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 2023 to the Non-Executive Directors and Directors' Benefit for the period from 26 June 2024 until the conclusion of the next annual general meeting of the Company to be held in 2025. The calculation of the Benefit which include meeting allowance is based on the estimated number of Scheduled and/or special Board and Board Committees' meetings and the current number of Directors including a provisional sum as a contingency for future appointment of additional Director(s) on the Board.

Resolutions 3 to 6: 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 3 or a multiple of 3, then the number nearest to one third (1/3) all retire from office and be eligible for re-election. Provided always that all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. Hence, 3 out of 9 Directors are to retire in accordance with Article 19.2 of the Constitution.

9 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors. Tan Sri Hii Chii Kok @ Hii Chee Kok, Tan Sri Prof. Dato 'Dr. Marimuthu A/L Thangaveloo 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.
Article 19.9 of the Company's Constitution provides that any Director appointed as an addition to the existing Board of Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Ms Wong Wai Tzing was appointed as Director on 28 June 2023.

Resolution 7: Re-appointment of Auditors

The Audit Committee had at its meeting on 24 April 2024 recommended the re-appointment of the External Auditors, Crowe Malaysia PLT for the financial year ending 31 December 2024. Crowe Malaysia PLT have met the criteria prescribed under the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and indicated their willingness to continue their services for the financial year ending 31 December 2024. The re-appointment of Crowe Malaysia PLT as the auditors of the Company is subject to the approval of the shareholders at the 25th AGM.

ON SPECIAL BUSINESS

SPECIAL BUSINESS.
Resolution 8: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares
The Company had during its 24th AGM held on 28 June 2023 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 been exercised by the Company.
The proposed Ordinary Resolution 8 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. Pursuant to Section 85 of the Company and also will give flee and the Company under Sections 75 and 76 of the Companies Act 2016. Pursuant to Section 85 of the Companies Act 2016 and Article 14.2 of the Company shareholders have pre-emptive right to be offered any new shares in the Company under Sections 75 and 76 of the Companies Act 2016. Pursuant to Section 85 of the Companies Act 2016 and Article 14.2 of the Company shareholders have pre-emptive right to be offered any new shares in the Company under Sections 75 and 76 of the Company shareholders have pre-emptive right to be offered any new shares in the Company under Sections 75 and 76 of the Company and also will give fleeling the fleeling that the Company under Sections 75 and 76 of the Company and also will give fleeling the Sections 75 and 76 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give fleeling the Sections 85 of the Company and also will give the authori

STATEMENT ACCOMPANYING NOTICE OF 25TH AGM

graph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berh

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 25th AGM of the Company.

General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

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.

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 8 as stated in the Notice of the 25th AGM of the Company for details.



ADMINISTRATIVE GUIDE FOR THE 25th ANNUAL GENERAL MEETING

[Incorporated in Malaysia]

Date : Wednesday, 26 June 2024

Time : 11:00 a.m.

Fully Virtual Meeting accessible at : Online Meeting Platform via Vote2U at https://web.vote2u.my

Domain Registration Number with MYNIC: D6A471702

Broadcast Venue : Level 42, HCK Tower (J-42-1), No. 8 Jalan Damansara,

Empire City, Jalan PJU 8, 47820, Petaling Jaya, Selangor Darul Ehsan

The 25th AGM of HCK Capital Group Berhad ("**HCK**" or "**the Company**") will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities provided by Vote2U via online platform at https://web.vote2u.my.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at your location and the device you use. Hence, you are to ensure that your 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 20 June 2024 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 summarized below:

BEFORE MEETING DAY

A:	A: REGISTRATION			
	Description	Procedure		
i.	Shareholders to Register with Vote2U - Individual Shareholders	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 \square . Then select " <i>Next</i> ".		
		d.Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select " <i>Continue</i> ".		
		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. The registration will be verified and an email notification will be sent to your registered email address in due course.		
		Note:		
		If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.		

B:	REGISTRATION AS PROXY		
	Description	Procedure	
i.	Submit Proxy Form (hard copy)	a. Fill-in the details of the Proxy Form by providing the following information:	
	- Individual Shareholders	o Proxy(ies) & Corporate Representative	
	- Corporate Shareholders	- Name	
	- Authorised Nominee	- Number of MyKAD for Malaysian or passport for non-Malaysian	
	- Exempt Authorised Nominee	- Address and email address – ensure email address is valid	
		b.Corporate Representative only – deposit the hard copy of Proxy Form with Corporation's Common Seal or under the hand of an officer or attorney so authorised to the address as stated on the Proxy Form.	
		c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form.	
		d.Submitted Proxy Form will be verified.	
		e. After verification, proxy(ies) and corporate representative will receive an 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				
	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".		
		Note:		
		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.		
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 " <i>Confirm</i> " to submit your vote.		
		Note:		
		Once you have confirmed and submitted your votes, you are not able to change your voting choices.		
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 live streaming 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.

Upon completion of the voting session for the 25th AGM, the Independent Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

No Recording or Photography

Unauthorised recording and photography of the proceedings of the 25th AGM are strictly prohibited.

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 : <u>vote2u@agmostudio.com</u>