

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting (“1st AGM” or “Meeting”) of HE GROUP BERHAD (“HE Group” or “the Company”) will be conducted on a fully virtual basis and entirely via remote participation and electronic voting facilities through live streaming from the Broadcast Venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Friday, 21 June 2024 at 3:00 p.m. or at any adjournment thereof, to transact the following businesses:-

## AGENDA

### 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. *Please refer to Explanatory Note 1*
2. To approve the payment of a Final Dividend of 0.40 sen per ordinary share for the financial year ended 31 December 2023. *Ordinary Resolution 1*
3. To approve the payment of Directors’ fees and/or benefits of up to RM300,000 for the period commencing from the date of listing on 30 January 2024 until the next Annual General Meeting (“AGM”) of the Company. *Ordinary Resolution 2*
4. To re-elect the following Directors who retire pursuant to Clause 88 of the Company’s Constitution:-
  - i. Datuk Christopher Wan Soo Kee *Ordinary Resolution 3*
  - ii. Mr. Haw Chee Seng *Ordinary Resolution 4*
  - iii. Mr. Eng Choon Leong *Ordinary Resolution 5*
  - iv. Ms. Andrea Huong Jia Mei *Ordinary Resolution 6*
  - v. Ir. Dr. Ng Kok Chiang *Ordinary Resolution 7*
  - vi. Ms. Christine Toh Hung Mei *Ordinary Resolution 8*
5. To re-appoint TGS TW PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 9*

### AS SPECIAL BUSINESS:

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

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)** *Ordinary Resolution 10*

“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

# NOTICE OF ANNUAL GENERAL MEETING

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AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

7. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

*Ordinary Resolution 11*

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiary to enter into any of the recurrent related party transactions with the related party(ies) as set out in Section 2.7 of the Circular to Shareholders dated 30 April 2024 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Company and/or its subsidiary within the ordinary course of business of the Company and/or its subsidiary, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of 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 an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/ or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

# NOTICE OF ANNUAL GENERAL MEETING

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## 8. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

**Special Resolution**

“THAT the proposed amendments to the Constitution of the Company as set out in “Appendix A”, be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company.”

9. To transact any other business of which due notice shall have been given.

## **NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a Final Dividend of 0.40 sen per ordinary share in respect of the financial year ended 31 December 2023, if approved by the shareholders at the 1st AGM of the Company, will be paid on 22 July 2024 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 10 July 2024.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- (i) Shares transferred into the Depositor’s Securities Account before 4.30 p.m. on 10 July 2024 in respect of ordinary transfers; and
- (ii) Shares bought on Bursa Securities on a cum-entitlement basis according to the Rules of Bursa Securities.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**  
**LEE SIEW FUN (MAICSA 7063623) (SSM PC No.: 202008000735)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
30 April 2024

### **Notes:**

- (a) A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (b) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- (c) The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under the seal or signed by an officer or attorney duly authorised.
- (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) Where a member of the Company is an exempt authorised nominee which 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

# NOTICE OF ANNUAL GENERAL MEETING

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- (f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 13 June 2024. Only members whose names appear in the General Meeting Record of Depositors as at 13 June 2024 shall be entitled to present, participate, speak and vote at the Meeting.
- (g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting:-
- (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
- (ii) By electronic form  
The proxy form can be electronically lodged via TIH Online website at <https://tjih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via TIH Online.
- (h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- (i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
- (j) Kindly check Bursa Securities' and the Company's website at [www.hexatech.com.my](http://www.hexatech.com.my) for the latest updates on the status of the Meeting.

## EXPLANATORY NOTES:-

### 1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

### 2. Item 3 of the Agenda – Directors' Fees and/or Benefits

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period from 30 January 2024, being the date of listing until the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

### 3. Item 4 of the Agenda – Re-election of Directors

Clause 88 of the Company's Constitution provides that at the first annual general meeting of the Company, all the Directors shall retire from office and an election of Directors shall take place each year at the annual general meeting in every subsequent year where one-third (1/3) of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Following thereto, all the Directors will retire pursuant to Clause 88 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the Meeting.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the abovementioned Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile on Pages 16 to 21 of the Company's Annual Report 2023.

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**4. Item 6 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

*The Ordinary Resolution 10 proposed under item 6 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.*

*This general mandate will provide flexibility to the Company for issuance and allotment of new Shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).*

*This is the first general mandate to be sought by the Company since its listing on the ACE Market of Bursa Securities on 30 January 2024. As at the date of this notice, there is no decision to issue new Shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities. Should there be a decision to issue new Shares after the general mandate is sought, the Company will make an announcement in respect thereof.*

*Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new Shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 10, if passed, will exclude the shareholders' pre-emptive right to be offered new Shares to be issued by the Company.*

**5. Item 7 of the Agenda – Proposed New Shareholders' Mandate**

*The Ordinary Resolution 11 proposed under item 7 of the Agenda, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue and/or trading nature in accordance with Rule 10.09 of the Listing Requirements of Bursa Securities. This mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.*

*Please refer to the Circular to Shareholders dated 30 April 2024 for further information.*

**6. Item 8 of the Agenda – Proposed Amendments to the Constitution of the Company (“Proposed Amendments”)**

*The Proposed Amendments are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency.*

*The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.*

# APPENDIX A

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF HE GROUP BERHAD (“THE COMPANY”)

This is Appendix A referred to in Agenda 8 of the Notice of First Annual General Meeting of the Company dated 30 April 2024.

Clause No.	Existing Clause	Proposed Clause
<p>55</p> <p><i>Issue of new Shares</i></p>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting and the Listing Requirements, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.</p> <p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.</p> <p>In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply.</p>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting and the Listing Requirements, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security <del>security</del> <b>securities</b> which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. <b>Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.</b></p> <p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.</p>

## APPENDIX A

(Cont'd)

Clause No.	Existing Clause	Proposed Clause
		In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply: <b>and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.</b>
57 <i>Power to alter capital</i>	<p>Subject to the provisions of this Constitution and the Act, the Company may by special resolution:</p> <p>(i) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;</p> <p>(ii) convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares; or</p> <p>(iii) subdivide its shares or any of its shares, such that whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.</p>	<p>Subject to the provisions of this Constitution and the Act, the Company may by <del>special</del> <b>ordinary</b> resolution:</p> <p>(i) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;</p> <p>(ii) convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares; or</p> <p>(iii) subdivide its shares or any of its shares, such that whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.</p>
70 <i>Chairman</i>	<p>The Chairman of the Board (if any) shall preside as Chairman at every general meeting. If the Company has no Chairman or if at any general meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the Chairman of the Board is not willing to act as Chairman for the general meeting, the Directors present shall choose one (1) of their number to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as Chairman, the Members present and entitled to vote shall elect one (1) of their number to be the Chairman. The election of the Chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairman of the meeting.</p>	<p>The Chairman of the Board (if any) shall preside as Chairman at every general meeting. If the Company has no Chairman or if at any general meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the Chairman of the Board is not willing to act as Chairman for the general meeting, the Directors present shall choose one (1) of their number to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as Chairman, the Members present and entitled to vote shall elect one (1) of their number to be the Chairman. <del>The election of the Chairman shall be by a show of hands.</del> However, a proxy shall not be eligible for election as chairman of the meeting.</p>

## APPENDIX A

(Cont'd)

Clause No.	Existing Clause	Proposed Clause
72 (a) <i>Voting on resolutions</i>	<p>Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll upon which the Company is listed on the Exchange. Notwithstanding the above, a poll may be demanded in writing:</p> <p>(i) by the Chairman of the meeting;</p> <p>(ii) by at least three (3) Members present in person or by proxy or by an attorney or in the case of a corporation by a representative and entitled to vote thereat;</p> <p>(iii) by any Member or Members present in person or by proxy or by an attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or</p> <p>(iv) by a Member or Members present in person or by proxy or by an attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.</p> <p>No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment which will be voted by way of a show of hands. A demand for a poll may be withdrawn and notice must be given for a poll not taken immediately.</p>	<p>Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll upon which the Company is listed on the Exchange <b>(other than the election of the chairman of the meeting or the adjournment of the meeting which may be voted by way of show of hands)</b>. Notwithstanding the above, a poll may be demanded in writing:</p> <p>(i) by the Chairman of the meeting;</p> <p>(ii) by at least three (3) Members present in person or by proxy or by an attorney or in the case of a corporation by a representative and entitled to vote thereat;</p> <p>(iii) by any Member or Members present in person or by proxy or by an attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or</p> <p>(iv) by a Member or Members present in person or by proxy or by an attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.</p> <p><del>No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment which will be voted by way of a show of hands. A demand for a poll may be withdrawn and notice must be given for a poll not taken immediately.</del></p>
154 (a) <i>Service of notices and/or documents</i>	<p>Notice of all meetings of the Members shall be given by the Company to the Members in the manner set out in Clause 64.</p>	<p><b>The Company shall give the notice of all meetings of the Members to the Members in accordance with the manner set out in Clause 63.</b></p>



# ADMINISTRATIVE NOTES FOR THE FIRST VIRTUAL ANNUAL GENERAL MEETING OF HE GROUP BERHAD (“THE COMPANY”) (“1ST AGM” OR “MEETING”)

**Day and Date** : Friday, 21 June 2024  
**Time** : 3:00 p.m. or at any adjournment thereof  
**Broadcast Venue** : Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan

## MODE OF MEETING

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Questions (FAQs) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 (“SC Guidance”), the 1st AGM of the Company will be conducted on a **fully virtual basis and via remote participation and voting facilities through live streaming from the Broadcast Venue.**

The Broadcast Venue is strictly for the 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 and in accordance with Clause 62 of the Company’s Constitution. Shareholders or proxies or attorneys or authorised representatives **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

## REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholders are to participate, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 1st AGM using the RPV facilities provided by Tricor via its **TIIH Online** website at <https://tiih.online>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 1st AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

As the 1st AGM will be held as a fully virtual meeting, shareholders who are unable to participate in this 1st AGM via RPV facilities may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

## PROCEDURES FOR THE RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate remotely in the 1st AGM using the RPV facilities are advised to follow the requirements and procedures as indicated below:-

Procedures	Actions
<b>BEFORE THE 1st AGM DAY</b>	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a> and register as a user under the “e-Services” select “Create Account by Individual Holders”. Kindly refer to the tutorial guide posted on the homepage for assistance.</li><li>Registration as a user will be approved within one (1) working day and you will be notified of the status of registration via email.</li><li>If you are already a user of TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online.</li></ul>

# ADMINISTRATIVE NOTES FOR THE FIRST VIRTUAL ANNUAL GENERAL MEETING

OF HE GROUP BERHAD (“THE COMPANY”) (“1ST AGM” OR “MEETING”)  
(Cont’d)

Procedures	Actions
(b) Submit your registration for RPV	<ul style="list-style-type: none"><li>Registration is open from 30 April 2024 until the day of the 1st AGM on Friday, 21 June 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 1st AGM to ascertain their eligibility to participate in the 1st AGM using the RPV.</li><li>Login with your user ID i.e. email address and password and select the corporate event: “<b>(REGISTRATION) HE GROUP BERHAD 1st AGM</b>”.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Select “Register for Remote Participation and Voting”.</li><li>Review your registration and proceed to register.</li><li>The system will send an e-mail to notify you that your registration for remote participation is received and will be verified.</li><li>After verification of your registration against the General Meeting Record of Depositors dated 13 June 2024, the system will send you an e-mail after 19 June 2024 to approve or reject your registration for remote participation and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email.</li></ul> <p><i>(Note: Please ensure to allow the sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV in order for you to login to TIIH Online and to participate in the 1st AGM remotely).</i></p>
<b>ON THE DAY OF THE 1st AGM (FRIDAY, 21 JUNE 2024)</b>	
(c) Login to TIIH Online	<ul style="list-style-type: none"><li>Login with your user ID and password for remote participation at the 1st AGM at any time from 2:00 p.m. i.e. 1 hour before the commencement of the 1st AGM on Friday, 21 June 2024 at 3:00 p.m.</li></ul>
(d) Participate through Live Streaming	<ul style="list-style-type: none"><li>Select the corporate event: “(LIVE STREAM MEETING) HE GROUP BERHAD 1st AGM” to engage in the proceedings of the 1st AGM remotely.</li><li>If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by the remote participant during the 1st AGM. If there is a time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li></ul>
(e) Online Remote Voting	<ul style="list-style-type: none"><li>The voting session commences from 3:00 p.m. on Friday, 21 June 2024 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) HE GROUP BERHAD 1st AGM” or if you are on the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button below the Query Box.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Select the CDS account that represents your shareholdings.</li><li>Indicate your votes for the resolutions that are tabled for voting.</li><li>Confirm and submit your votes.</li></ul>
(f) End of remote participation	<ul style="list-style-type: none"><li>Upon the announcement by the Chairman on the closure of the 1st AGM, the live streaming will end.</li></ul>

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# ADMINISTRATIVE NOTES FOR THE FIRST VIRTUAL ANNUAL GENERAL MEETING OF HE GROUP BERHAD (“THE COMPANY”) (“1ST AGM” OR “MEETING”) (Cont’d)

## Note to users of the RPV Facilities

1. Should your registration for RPV be approved we will make available to you the rights to join the live-streamed meeting and to vote remotely. Your login to TIIH Online on the day of the Meeting will indicate your presence at the virtual 1st AGM.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging in, connection to the live-streamed meeting or online voting on the Meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

## ENTITLEMENT TO PARTICIPATE / GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the ROD as at 13 June 2024 shall be entitled to participate, speak and vote at the 1st AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to participate and/or vote on his/her behalf.

## APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 1st AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or submit electronic form to Tricor no later than **Wednesday, 19 June 2024 at 3:00 p.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

(i) In hard copy form

By hand or post to the Share Registrar of the Company at Tricor’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the 1st AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia no later than Wednesday, 19 June 2024 at 3:00 p.m. to participate via RPV in the 1st AGM. A copy of the power of attorney may be accepted provided that it is certified by a notary and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the ORIGINAL/DULY CERTIFIED certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia to participate via RPV in the 1st AGM. The certificate of appointment should be executed in the following manner:-

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - (a) at least two (2) authorised officers, of whom one shall be a director; or
  - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

# ADMINISTRATIVE NOTES FOR THE FIRST VIRTUAL ANNUAL GENERAL MEETING OF HE GROUP BERHAD (“THE COMPANY”) (“1ST AGM” OR “MEETING”) (Cont’d)

(ii) By electronic form

All members can have the option to submit the Proxy Form electronically via Tricor’s TIIH Online and the steps to submit are summarised below:

Procedure	Action
<b>i. Steps for Individual Members</b>	
(a) Register as a User with Tricor’s TIIH Online website	<ul style="list-style-type: none"><li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li><li>If you are already a user of TIIH Online, you are not required to register again.</li></ul>
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li><li>Select the corporate event: <b>“HE GROUP BERHAD 1st AGM – Submission of Proxy Form”</b>.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li><li>Review and confirm your proxy(s) appointment.</li><li>Print Proxy Form for your record.</li></ul>
<b>ii. Steps for Corporation or Institutional Members</b>	
(a) Register as an User With Tricor’s TIIH Online website	<ul style="list-style-type: none"><li>Access TIIH online at <a href="https://tiih.online">https://tiih.online</a>.</li><li>Under e-Services, the authorised or nominated representative of the corporation or institutional member selects <b>“Create Account by Representative of Corporate Holder”</b>.</li><li>Complete the registration form and upload the required documents.</li><li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li><li>Proceed to activate your account with the temporary password given in the email and reset your own password.</li></ul> <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>Login to Tricor’s TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>.</li><li>Select the corporate event: <b>“HE GROUP BERHAD 1st AGM – Submission of Proxy Form”</b>.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li><li>Prepare the file for the appointment of proxies by inserting the required data.</li><li>Submit the proxy appointment file.</li><li>Login to TIIH Online, select corporate exercise name: <b>“HE GROUP BERHAD 1st AGM – Submission of Proxy Form”</b>.</li><li>Proceed to upload the duly completed proxy appointment file.</li><li>Select “Submit” to complete your submission.</li><li>Print the confirmation report of your submission for your record.</li></ul>

# ADMINISTRATIVE NOTES FOR THE FIRST VIRTUAL ANNUAL GENERAL MEETING OF HE GROUP BERHAD (“THE COMPANY”) (“1ST AGM” OR “MEETING”) (Cont’d)

## POLL VOTING

The voting at the 1st AGM will be conducted by poll in accordance with ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time **from 3:00 p.m. on Friday, 21 June 2024** but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV facilities for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 1st AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration of whether the resolutions are duly passed.

## PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 1st AGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than - **Wednesday, 19 June 2024 at 3:00 p.m.** The Board will endeavor to answer the questions received at the 1st AGM.

## NO RECORDING OR PHOTOGRAPHY

By participating at the 1st AGM, you agree that no part of the 1st AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

## ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar during office hours on Mondays to Fridays from 8:30 a.m. to 5:30 p.m. (except on public holidays):-

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299  
Fax Number : +603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)