

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Haily Group Berhad ("Haily" or "Company") will be held at No. 3339, Jalan Pekeliling Tanjung 27, Kawasan Perindustrian Indahpura, 81000 Kulai, Johor on Wednesday, 28 August 2024 at 9.30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions below with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 196,152,700 NEW ORDINARY SHARES IN HAILY ("HAILY SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING HAILY SHARE HELD BY THE SHAREHOLDERS OF HAILY WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities or parties being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to allot and issue 196,152,700 Bonus Shares by way of a bonus issue to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business at 5.00 p.m. on a day to be determined and announced later ("**Bonus Shares Entitled Shareholders**") on the basis of 1 Bonus Share for every 1 existing Haily Share held by the Bonus Shares Entitled Shareholders;

THAT the Bonus Shares shall be issued as fully paid Shares at no consideration and without any capitalisation of the Company's reserves;

THAT the Bonus Shares shall, upon allotment and issuance, carry the same rights with the then existing Haily Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED FREE WARRANTS ISSUE OF UP TO 196,152,700 FREE WARRANTS IN HAILY ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING SHARES HELD BY THE SHAREHOLDERS OF HAILY WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED FREE WARRANTS ISSUE")

"THAT subject to the approvals of all relevant authorities or parties being obtained, the Board be and is hereby authorised to allot and issue up to 196,152,700 Warrants in registered form and constituted by a deed poll constituting the Warrants to be executed by the Company ("**Deed Poll**") to the shareholders of Haily whose names appear in the Record of Depositors of the Company at the close of business at 5.00 p.m. on a day to be determined and announced later ("**Warrants Entitled Shareholders**") on the basis of 1 Warrant for every 2 existing Shares held by the Warrants Entitled Shareholders;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants at a later date and that the Board be and is hereby authorised to allot and issue the new Haily Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the Deed Poll and such new Haily Shares shall, upon allotment and issuance, carry the same rights with the then existing Haily Shares. However, such new Shares will not be entitled to any dividends, rights, allotments and/ or any other distributions which may be declared, made or paid to the Company's shareholders unless such new Shares were allotted and issued on or before the entitlement date of such rights, allotments and/ or other distributions. The holders of the Warrants will not be entitled to any voting rights or participation in any form of dividends, distributions and/ or offer of further securities in Haily until and unless such holders of the Warrants exercise their Warrants into new Haily Shares;

THAT the Board be and is hereby authorised to deal with fractional entitlements arising from the Proposed Free Warrants Issue, if any, including disregarding in such manner as the Board at its absolute discretion deems fit and expedient and in the best interest of the Company;

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company ("**Circular**") in relation to, amongst others, the Proposed Free Warrants Issue, and the Board be authorised with full power to vary the manner and /or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to adjust from time to time the exercise price and/ or number of the Warrants to which the holder(s) of the Warrants are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll and to issue and allot further new Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT the Board be and is hereby authorised to finalise, enter into, execute and deliver for and on behalf of the Company, the Deed Poll with full power to assent to any conditions, modifications, variations and/ or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and to take all steps as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll (including, without limitation, the affixing of the Company's common seal, where necessary);

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Free Warrants Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue."

BY ORDER OF THE BOARD**IRENE JUAY YEE LUAN (MAICSA 7057249)**

SSM Practising Certificate No. 202008001193

HEW JING SIAN (MAICSA 7065968)

SSM Practising Certificate No. 202008001325

Company Secretaries

12 August 2024

NOTES:

1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the member's shareholding to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited with 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, Malaysia or alternatively, Tricor 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 for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument with the Company's Share Registrar via TIIH Online at <https://tjih.online> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of form of proxy via TIIH Online.
7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 August 2024, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
9. Pursuant to Rule 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this notice will be put to vote by way of poll.



HAILY GROUP BERHAD

Registration No. 202001006412 (1362732-T)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Day & Date : Wednesday, 28 August 2024
Time : 9.30 a.m.
Venue : No. 3339, Jalan Pekeliling Tanjung 27, Kawasan Perindustrian Indahpura
81000 Kulai, Johor

Dear valued Members of Haily Group Berhad (“**Haily**” or “**Company**”)

INDIVIDUAL MEMBERS

- (1) Members who are unable to attend the EGM and who wish to exercise their votes are encouraged to appoint a proxy or the Chairman of the meeting to attend and vote on your behalf at the EGM by indicating the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

- (2) Corporate members who wish to appoint corporate representatives instead of a proxy to attend and vote at the EGM must deposit their original or duly certified certificate of appointment of corporate representative to the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Share Registrar**”, “**Tricor**”, or “**TIIH**”), not later than **Monday, 26 August 2024 at 9.30 a.m.**
- (3) Attorneys appointed by power of attorney are required to deposit their power of attorney to the Company’s Share Registrar not later than **Monday, 26 August 2024 at 9.30 a.m.** to attend and vote at the EGM.
- (4) If a corporate member (through its corporate representative(s) or appointed proxy(ies)) is unable to attend the EGM, you may appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Do refer to the Company’s website at www.haily.my and Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com for the latest updates on the status of the EGM from time to time.

REGISTRATION ON THE DAY OF THE EGM

- (5) Registration will commence at 8.30 a.m. and shall remain open until the conclusion of the EGM or such other time as may be determined by Chairman of the meeting. Please read the signage to ascertain the registration area and proceed for registration.
- (6) Please present your original National Registration Identity Card (NRIC) or Passport (for foreign member) to the registration staff for verification. Please ensure your NRIC or Passport is returned to you after registration.
- (7) Upon verification and registration:
 - (a) please sign on the attendance list and an identification wristband will be provided at the registration counter;
 - (b) if you are attending the EGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband;
 - (c) no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband;

- (d) a polling form will be given to you thereafter. There will be no replacement should you lose or misplace the polling form; and
- (e) you may proceed to the meeting venue thereafter.
- (8) Registration must be done in person. Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
- (9) The registration counters will only handle verification of identity, registration and revocation of proxy/ proxies. If you have other queries, please proceed to the Help Desk.

PARKING

- (10) Free parking subject to availability.

MEETING

- (11) The Meeting will start promptly at 9.30 a.m. Members are reminded to be punctual.

GENERAL MEETING RECORD OF DEPOSITORS

- (12) For the purpose of determining who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **21 August 2024** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the EGM.

PROXY

- (13) A member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. If you are unable to attend the EGM in person and wish to appoint a proxy or the Chairman of the meeting to attend and vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed therein.
- (14) You may submit the Form of Proxy electronically via **TIIH Online** website at <https://tiih.online> not later than **Monday, 26 August 2024 at 9.30 a.m.** Please do read and follow the procedures to submit Form of Proxy electronically below.
- (15) Otherwise, please ensure that the **Original Form of Proxy** is deposited with the Company’s Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Monday, 26 August 2024 at 9.30 a.m.**, otherwise the Form of Proxy shall not be treated as valid. No proof of despatch of Form of Proxy will be entertained.
- (16) The Form of Proxy is not required if the member decided to attend the meeting in person.
- (17) If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy/proxies.

ELECTRONIC LODGEMENT OF FORM OF PROXY

- (18) The procedures to lodge your Form of Proxy electronically via Tricor’s TIIH Online website are summarised as below:

Procedure	Action
<u>Steps for Individual Members</u>	
(a) Register as a User with TIIH Online	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again.

(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “HAILY EGM 2024 – Submission of Form of Proxy”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. • Review and confirm your proxy(ies) appointment. • Print Form of Proxy for your record.
<u>Steps for Corporation or Institutional Members</u>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by e-mail within one (1) or two (2) working days. • Proceed to activate your account with the temporary password given in the e-mail and reset your own password. <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 holder electronic proxy submission. Please contact our Share Registrar if you need clarification on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: “HAILY EGM 2024 – Submission of Form of Proxy”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Form of Proxy” in accordance with the Guidance Notes set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

MOBILE DEVICES

- (19) Please ensure that all mobile devices such as phones/pagers/other sound emitting devices are switched off or put on silent mode during the EGM to ensure smooth and uninterrupted proceedings. Any recording of the proceedings, either vocal or audio visual, is strictly prohibited.

NON-SMOKING POLICY

- (20) Smoking is prohibited in the meeting hall. Your cooperation is much appreciated.

PERSONAL BELONGINGS

- (21) Please be reminded to take care of your personal belongings as the Company will not be responsible for any lost items that has gone missing resulted in any monetary losses.

CIRCULAR TO SHAREHOLDERS

(22) The Circular to Shareholders is available on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under the Company's Announcement and the Company's website at www.haily.my. Limited hardcopies are available at the registration counter and will be given on a first come first served basis.

ENQUIRIES

(23) If you have any enquiry prior to the EGM, please contact the following personnel of our Share Registrar during office hours on Mondays to Fridays from 9.00 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	
Contact Persons	:	Mr Jake Too	: +603-2783 9285
	:	Mr Aiman Nuri	: +603-2783 9262

PERSONAL DATA PRIVACY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company and any adjournment thereof.