



**HCK Capital Group Berhad**  
Registration No. 199901010064 (484964-H)  
[Incorporated in Malaysia]

## **NOTICE OF TWENTY-THIRD (23<sup>RD</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third (23<sup>rd</sup>) Annual General Meeting (“AGM”) of HCK Capital Group Berhad (“HCK” or “the Company”) will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Vote2U via online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) from the broadcast venue at H-15-01, Level 15, Block H, Empire City, Damansara Perdana, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 June 2022 at 11.00 a.m. for the following purposes:

### **AGENDA**

#### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Note 4)**
2. To approve the payment of Directors’ fees of RM142,500 for the financial year ended 31 December 2021. **Resolution 1**
3. To re-elect the following Directors, who retire in accordance with Article 19.2 of the Company’s Constitution and being eligible, have offered themselves for re-election:  
(i) Emeritus Professor Dato’ Dr. Muhamad Bin Awang **Resolution 2**  
(ii) Dr. Dennis Ling Sie Hieng **Resolution 3**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

#### **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolution:

5. **Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares** **Resolution 5**

“THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.”

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

By Order of the Board

#### **ADELINE HII SIEW CHING (MIA 38679)**

SSM Practicing Certificate No. 202008000762

#### **SIEW SUET WEI (MAICSA 7011254)**

SSM Practicing Certificate No. 202008001690

#### **LIM YEN TENG (LS0010182)**

SSM Practicing Certificate No. 201908000028

Company Secretaries

Petaling Jaya

29 April 2022

## Notes:

1. A member whose name appears in the Record of Depositors as at 2 June 2022 shall be entitled to attend, speak and vote at the meeting.
2. **Proxy**
  - i) A member entitled to attend and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
  - ii) Where a member appoints two (2) proxies to attend and vote at the same meeting, the member shall specify the proportions of his shareholdings to be represented by each proxy.
  - iii) The Form of Proxy shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, shall be either given under the corporation's seal or under the hand of an officer or attorney of the corporation duly authorised.
  - iv) The Form of Proxy must be deposited at the Company's Office at H-15-01, Level 15, Block H, Empire City, Damansara Perdana, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Meeting or at any adjournment thereof.
  - v) Where a member is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
3. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR of Bursa Securities"), all resolutions set out in the Notice of 23rd AGM will be put to vote on a poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.

## EXPLANATORY NOTES

### 4. **Audited Financial Statements for the financial year ended 31 December 2021**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### 5. **Resolution 1: Payment of Directors' fees**

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 2021 to the Non-Executive Directors.

### 6. **Resolutions 2 to 3: Re-election of Directors**

Article 19.2 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hence, two (2) out of seven (7) Directors are to retire in accordance with Article 19.2 of the Constitution.

The Board through its Nominating Committee had assessed the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

Emeritus Professor Dato' Dr. Muhamad Bin Awang and Dr. Dennis Ling Sie Hieng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election. The profiles of the Directors standing for re-election are set out in the Directors' Profile of the Annual Report 2021.

### 7. **Resolution 4: Re-appointment of Auditors**

The Board and Audit Committee had at their respective meetings on 24 February 2022 recommended the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 December 2022. Messrs Crowe Malaysia PLT have met the criteria prescribed under the Paragraph 15.21 of the MMLR of Bursa Securities and indicated their willingness to continue their services for the next financial year.

## **Explanatory note on special business:**

### **8. Resolution 5: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had during its 22nd AGM held on 23 September 2021 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company and this mandate had not being exercised by the Company.

The proposed Ordinary Resolution 5 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will give flexibility to the Board of Directors to issue and allot new shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the mandate is sought, the Company will make an announcement in respect thereof.

## **STATEMENT ACCOMPANYING NOTICE OF 23<sup>RD</sup> ANNUAL GENERAL MEETING**

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

### **1. Details of individual who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is seeking election as a Director at the 23<sup>rd</sup> AGM of the Company.

### **2. General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities**

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Proposed Ordinary Resolution 5 as stated in the Notice of the 23rd AGM of the Company for details.