

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting ("30th AGM") of HeiTech Padu Berhad ("the Company") will be held at Casuarina, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Wednesday, 25th June 2025 at 10:30 a.m. for the following purposes:-

Ordinary Business

1.

To receive the Audited Financial Statements for the financial year ended 31st December 2024 together with the Reports of Directors and the Auditors thereon.

Please refer to the Explanatory Note 1
2.

To approve the payment of Directors' Fees up to an amount of RM385,000 for the period from 26th June 2025 until the next Annual General Meeting of the Company.

Resolution 1
3.

To approve the payment of Directors' benefits for the period from 26th June 2025 until the next Annual General Meeting of the Company.

Resolution 2
4.

To re-elect the following Directors who are retiring by rotation in accordance with Clause 82 of the Company's Constitution: -

(i) Dato' Sri Mohd Hilmeiy Bin Mohd Taib;
(ii) Encik Sulaiman Hew Bin Abdullah; and
(iii) Encik Hamzah Bin Mahmood.

Resolution 3
Resolution 4
Resolution 5
5.

To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT (Salihin) as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Resolution 6

Special Business:

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

6.

Ordinary Resolution

Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Companies Act, 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby authorised to issue shares of 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 10% of the total issued capital of the Company for the time being THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.
THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 6 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.
AND THAT the Directors of the Company be and are hereby authorized to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the mandate"

Resolution 7
7.

To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board
HEITECH PADU BERHAD
ZAINAL AMIR BIN AHMAD
(License No. LS 0010080)
(SSM PC No. 202008000998)
Company Secretary

Selangor
30th April 2025

Notes:

1.

A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote at the meeting on his/her behalf. The proxy may but need not be a member of the Company and where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
2.

A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting except where a Member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the Securities Account.
3.

Where a Member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4.

Where the appointment is executed by a corporation, it must be either under its Common Seal or the hand of its officer or attorney duly authorized.
5.

The appointment of proxy may be made in hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

Hard copy form

In the case of an appointment made in hard copy form, the proxy form 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 or alternatively, Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

Electronic form

The form of proxy can be electronically submitted via Tricors's TIiH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.

6.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
7.

Last date and time for lodging the proxy form is Monday, 23rd June 2025 at 10.30 a.m.
8.

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 or alternatively, Tricor Drop-in Box located at Unit G-2, 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 AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9.

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to the vote by way of a poll. Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll.

EXPLANATORY NOTES TO THE AGENDA

1.

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements and Reports financial year ended 31 December 2024. Hence, this Agenda is not put forward for voting.
2.

The estimated Directors' fees in Ordinary Resolution 1 are calculated based on the current Board size. This resolution is to facilitate the payment of Directors' fees immediately after this AGM until the next AGM to be held in 2026. In the event that the proposed amount is insufficient due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

3.

Benefits payable from 26 June 2025 until the conclusion of the next AGM of the Company The amount of Directors' benefits payable to Non-Executive Directors comprise meeting allowances from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders' approval will be sought at this 30th AGM in accordance with Section 230(1) of the Act.

The Directors' benefits payable to the Non-Executive Directors until the next Annual General Meeting of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid (excluding Directors' fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the period.

Resolution 2 on the payment of Directors' benefits for the period from 26th June 2025 until the next Annual General Meeting of the Company, sets out in the manner below:-

Special Allowances	Monthly
Chairman Allowance	RM 10,000
Founder and Advisor	RM 80,000

Meeting Allowances (Per Meeting)	Chairman	Member
Board of Directors Meeting	RM 2,500	RM 2,000
Audit Committee Meeting	RM 2,500	RM 2,000
Risk Management Committee Meeting	RM 2,500	RM 2,000
Nomination & Remuneration Committee Meeting	RM 2,500	RM 2,000
Integrity & Whistleblowing Board Committee Meeting	RM 2,500	RM 2,000

The Directors' benefits remain unchanged from the previous year's mandate, with the exception of the Chairman's allowance and a new package for Dato' Sri Mohd Hilmeiy Bin Mohd Taib. He has entered into a service agreement with the Company on 28th February 2025, under which he has been re-designated from Executive Deputy Chairman to Non-Independent Non-Executive Director / Founder and Advisor effective 1st March 2025. As part of this agreement, he is entitled to a fixed monthly allowance of RM60,000, subject to shareholders' approval at the AGM for the payment of Directors' benefits. No payments have been made to Dato' Sri Mohd Hilmeiy from March until the AGM and payment will only be disbursed upon shareholders' approval.

4.

Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016.

The proposed Ordinary Resolution 7, if approved, will authorise the Directors to issue shares (other than bonus or rights issue) in the Company up to an aggregate amount of not exceeding 10% of the issued capital of the Company without convening a general meeting. The approval is sought to avoid any delay and costs involved in convening a general meeting for such issuance of shares. The authority will expire at the next AGM of the Company.

The purpose of the renewal of general mandate is for possible fund-raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions and/or as consideration for acquisitions.

By approving the allotment and issue of the Company's shares pursuant to the Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the Act and Clause 6 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 30th AGM.