



## HARBOUR-LINK GROUP BERHAD

Registration No. 200201025239 (592902-D)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third ("23<sup>rd</sup>") Annual General Meeting ("AGM") of the Company will be held at Kemena 2, Imperial Hotel Bintulu, Lot 483, Block 31 Kemena Land District, Jalan Tanjung Batu, 97000 Bintulu, Sarawak on Thursday, 27 November 2025 at 9.30 a.m. for the following businesses: -

#### AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and allowances up to RM350,000.00 for the period from this AGM until the next AGM of the Company. **(Ordinary Resolution 1)**
- To re-elect the following Directors retiring in accordance with Article 86 of the Company's Constitution and being eligible, offer themselves for re-election:-
  - Dato Yong Piaw Soon **(Ordinary Resolution 2)**
  - Datuk Pau Chiong Ung **(Ordinary Resolution 3)**
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 4)**

#### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions: -

- RETENTION OF INDEPENDENT DIRECTOR** **(Ordinary Resolution 5)**

"THAT Mr. Bin Lay Thiam, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years be and is hereby retained as Independent Non-Executive Director of the Company."

- RETENTION OF INDEPENDENT DIRECTOR** **(Ordinary Resolution 6)**

"THAT Datuk Pau Chiong Ung, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years be and is hereby retained as Independent Non-Executive Director of the Company."

- AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS** **(Ordinary Resolution 7)**

"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("the Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons 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 number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Article 3 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** **(Ordinary Resolution 8)**

"THAT the mandate granted by the shareholders of the Company at the 22<sup>nd</sup> AGM held on 26 November 2024 pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiary ("HLG Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 28 October 2025 with the related parties mentioned therein which are necessary for HLG Group's day-to-day operations, be and is hereby renewed.

THAT the HLG Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that: -

- the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until:-

- the conclusion of the next AGM of the Company following the forthcoming 23<sup>rd</sup> AGM at which the Proposed Renewal of Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
  - the expiration of the period within which the next AGM of the Company is required 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
  - revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

**LIM SECK WAH (MAICSA NO. 0799845) (SSM PC NO.: 202008000054)**  
**TANG CHI HOE (KEVIN) (MAICSA NO. 7045754) (SSM PC NO.: 202008002054)**  
Company Secretaries  
Sarawak

Dated: 28 October 2025

Notes :-

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the 23<sup>rd</sup> AGM, the Company shall be requesting the Record of Depositors as at 21 November 2025. Only a depositor whose name appears on the Record of Depositors as at 21 November 2025 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member may appoint up to two (2) proxies who need not be members of the Company to attend, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies 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 is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
- The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to [mega-sharereg@megacorp.com.my](mailto:mega-sharereg@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

#### Explanatory Notes to Special Business

##### i) Ordinary Resolutions 5 & 6 – Retention of Independent Directors

The Board of Directors has vide the Nomination Committee conducted an assessment of independence of Mr. Bin Lay Thiam and Datuk Pau Chiong Ung who have served as an Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years and recommended that Mr. Bin Lay Thiam and Datuk Pau Chiong Ung be retained as Independent Non-Executive Directors of the Company based on the following justifications:

- They have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- They remain independent and actively participate in the Board's deliberations and provide independent and constructive opinions to the Board.
- They have in depth knowledge of the Company's business operations and they are committed to devote sufficient time and attention to the Company.

##### ii) Ordinary Resolution 7 – Authority to issue shares and waiver of pre-emptive rights

The effect of the Ordinary Resolution if passed, will give the Directors of the Company, from the date of the 23<sup>rd</sup> AGM, authority to allot and issue shares up to 10% of the total number of issued shares of the Company for such purposes as the Directors may deem fit and in the best interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The mandate obtained last year was not exercised and hence no proceed was raised therefrom.

The Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital, repayment of bank borrowings and/or acquisitions.

##### iii) Ordinary Resolution 8 – Proposed Renewal of Shareholders' Mandate

The explanatory note on Ordinary Resolution 8 is set out in the Circular to Shareholders dated 28 October 2025.