

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth (25th) Annual General Meeting ("AGM") of HeiTech Padu Berhad ("the Company") will be conducted entirely through live streaming from the broadcast venue at Nexus Hall, Level 1, HeiTech Village, Persiaran Kewajipan, USJ 1, UEP Subang Jaya, 47600 Selangor, Malaysia ("Broadcast Venue") on Monday, 22 June 2020 at 10:30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. | To re-elect the following Directors who are retiring by rotation in accordance with Article 82 of the Company's Constitution:-

(i) Dato' Sri Mohd Hilmey Bin Mohd Taib
(ii) Dato' Mohd Fadzli Bin Yusof
(iii) Puan Wan Ainol Zilan Binti Abdul Rahim | Resolution 1
Resolution 2
Resolution 3 |
| 3. | To re-elect Y.Bhg Datuk Jayakumar A/L Panneer Selvam who is retiring in accordance with Article 85 of the Company's Constitution and who being eligible, offers himself for re-election | Resolution 4 |
| 4. | To approve the payment of Directors' Fees, amounting to RM210,000 for the financial year ended 31 December 2019. | Resolution 5 |
| 5. | To approve the payment of Directors' benefits for the period 23 June 2020 until the next AGM. (Please see Explanatory Notes to the Agenda No. 2) | Resolution 6 |
| 6. | To approve the provision of Chairman's Allowances of RM3,000 per month for the Chairman of HeiTech Padu Berhad. | Resolution 7 |
| 7. | 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 8 |

AS SPECIAL BUSINESS:

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

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| 8. | Continuing in Office as Independent Non-Executive Director
"THAT authority be and is hereby given to the following Directors who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2017:-

(i) YBhg Dato' Haji Ghazali Bin Awang
(ii) YBhg Dato' Mohd Fadzli Bin Yusof
(iii) YBhg Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor | Resolution 9
Resolution 10
Resolution 11 |
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9. **Proposed Authority to Issue Shares.**

Resolution 12

"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 AND 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."

10. **Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Resolution 13

"That, subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("HeiTech Group") to enter into all transactions falling within the types of recurrent related party transactions of a revenue or trading nature which is necessary for HeiTech Group's day to day operations, as specified in Section 2.3 of the Circular to Shareholders dated 21 May 2020, with the related parties mentioned therein provided that the transactions are in the ordinary course of business and or normal commercial terms that are not favourable to the related parties than those generally available to the public and are not to detriment of the minority shareholders of the Company.

AND THAT the authority conferred by this resolution 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 HeiTech, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed; or
- (ii) the expiration of the period within the next AGM of HeiTech 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
- (iii) revoked or varied by a resolution passed by the shareholders in an AGM or EGM;

whichever is earlier.

AND FURTHER that the Board of Directors of HeiTech be authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of HeiTech with full power to assent to any conditions, variations, modifications and/or amendments in any manner in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

11. 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

SITI SHAHWANA BINTI ABDUL HAMID (MAICSA 7018383)
AMIR ZAHINI BIN SAHRIM (MAICSA 7034464)
Company Secretaries

Subang Jaya
21 May 2020

Notes:

IMPORTANT NOTICE

1. The Broadcast Venue is **strictly to comply with Section 327(2) of the Companies Act 2016** which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 25th AGM in person at the Broadcast Venue on the day of the Meeting.

Shareholders are to attend, speak (including posing questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") remotely at the 25th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at **<https://tiih.online>**. **Please follow the Procedures for RPV in the Administrative Guidelines** and take note of **Notes (2) to (12) below in order to participate remotely via RPV**.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 15 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via RPV. Where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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.
7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at **<https://tiih.online>**. **Please follow the procedures for RPV in the Administrative Guidelines**.

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8. 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:

a) In 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Saturday, 20 June 2020 at 10.30 a.m.
11. 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, 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 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.
12. 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. Item 1 of the Agenda
To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of Directors and Auditors thereon.

This is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

2. Item 5 of the Agenda
To approve the payment of Directors' benefits for the period 23 June 2020 until the next Annual General Meeting. Section 230(1) of the Companies Act 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Pursuant thereto, shareholders' approval is sought for this payment in Resolution 6 for payment of Directors' benefits to Non-Executive Directors from 23 June 2020 until the next Annual General Meeting of the Company.

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.

Resolution 6 on the payment of Directors' benefits for the period from 23 June 2020 until the next Annual General Meeting of the Company, sets out in the manner below:-

Meeting allowances (Per Meeting)	Chairman	Member
Board of Directors Meeting	RM2,500	RM2,000
Audit Committee Meeting	RM2,500	RM2,000
Risk Management Committee Meeting	RM2,500	RM2,000
Nomination & Remuneration Committee Meeting	RM2,500	RM2,000

3. Item 6 of the Agenda

To approve the provision of Chairman's Allowances of RM3,000 per month for the Chairman of HeiTech Padu Berhad.

In view of the retainment of Y.Bhg Tan Sri Dato' Sri Abi Musa Asa'ari bin Mohamed Nor as Chairman of HeiTech Padu Berhad, the remuneration will commensurate with the Chairman's responsibilities, commitment, and contribution with reference to his statutory duties, the complexity of the Group's businesses and increased expectation of various stakeholders.

4. Item 8 of the Agenda

Continuing in Office as Independent Non-Executive Director

The proposed resolutions if passed will allow YBhg. Dato' Haji Ghazali Bin Awang, YBhg. Dato' Mohd Fadzli Bin Yusof, and YBhg. Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor to be retained and continue acting as Independent Directors, via a two-tier voting process, and to fulfil the requirement of Paragraph 3.04 of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

YBhg. Dato' Haji Ghazali Bin Awang, YBhg. Dato' Mohd Fadzli Bin Yusof, and YBhg Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor were appointed as Independent Non-Executive Directors of the Company on 8 March 2005, 7 October 2005, and 17 October 2006 respectively and have exceeded cumulative nine (9) years term limit recommended by the MCCG 2017.

In accordance with MCCG 2017, the Board of Directors of the Company, after having assessed the independence of YBhg. Dato' Haji Ghazali Bin Awang, YBhg. Dato' Mohd Fadzli Bin Yusof, and YBhg Tan Sri Dato' Sri Abi Musa Asa'ari Bin Mohamed Nor regarded them to be independent based amongst others, the following justifications and recommends that they are to be retained as Independent Non-Executive Directors of the Company.

- i. The Board of Directors believe that they are important Independent Non-Executive Directors of the Board in view of their many years on the Board with incumbent knowledge of the Company, proven commitment, experience and competence to effectively advice and oversee management in their role as Independent Non-Executive Directors.
- ii. They actively participate in Audit Committee and Board meetings' deliberation and decision making objectively.
- iii. They fulfil the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa and they do not have any conflict of interest with the Company and have not entered into a contract(s) especially material contract(s) with the Company and/or its subsidiary companies.

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5. Item 9 of the Agenda
Proposed Authority to Issue Shares

The Company has not issued any new shares under the general mandate for issuance and allotment of shares up to an aggregate amount not exceeding 10% of the issued and paid-up capital of the Company, which was approved at the 24th Annual General Meeting held on 27 June 2019 and which will lapse at the conclusion of the 25th Annual General Meeting to be held on 22 June 2020. A renewal of this mandate is sought at the 25th AGM under proposed Ordinary Resolution 12.

The proposed Ordinary Resolution 12 if passed, is primarily to give flexibility to the Board of Directors to issue and allot ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being, at any time in their absolute discretion in the interest of the Company, without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The purpose of the general mandate is for possible fundraising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

6. Item 10 of the Agenda
Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 13 is to propose and if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms, not to the detriment of the minority shareholders of the Company.

For further information on proposed Resolution 13, please refer to Circular to Shareholders dated 21 May 2020.

Statement Accompanying Notice of Annual General Meeting

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the profile of the Directors who are standing for re-appointment and re-election are set out on the "Leadership" section of the Annual Report and the details of the Directors' shareholdings in the Company, are set out on the "Shareholders Analysis" section of the Annual Report.