NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting ("29th AGM") of HeiTech Padu Berhad ("the Company") will be held as a fully virtual meeting via live streaming and online remote voting from the broadcast venue at TITAN 1, HeiTech Village 2, No 1, Jalan Astaka U8/81, Seksyen U8, 40150 Shah Alam, Selangor ("Broadcast Venue") on Tuesday, 25 June 2024 at 10:30 a.m. for the following purposes:-

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 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 26 June 2024 until the next Annual General Meeting of the Company. **Resolution 1**

3. To approve the payment of Directors' benefits for the period from 26 June 2024 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) Encik Razalee Bin Amin; **Resolution 3**
   (ii) Mr. Chong Seep Hon; and **Resolution 4**
   (iii) Puan Wan Ainol Zilan Binti Abdul Rahim. **Resolution 5**

5. To re-elect the following Directors who are retiring in accordance with Clause 85 of the Company's Constitution:-
   (i) Puan Salmi Nadia Binti Mohd Hilmey; **Resolution 6**
   (ii) Datuk Mohd Jimmy Wong Bin Abdullah; and **Resolution 7**
   (iii) Mr. Sandraruben A/L Neelamagham. **Resolution 8**

6. 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 9**

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

7. **Ordinary Resolution** **Resolution 10**
   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 52 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"

8. **ORDINARY RESOLUTION** **Resolution 11**
   Retention of Encik Sulaiman Hew Bin Abdullah as Independent Non-Executive Director
   "THAT approval be and is hereby given to Encik Sulaiman Hew Bin Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

9. **ORDINARY RESOLUTION** **Resolution 12**
   Retention of Puan Wan Ainol Zilan Binti Abdul Rahim as Independent Non-Executive Director
   "THAT approval be and is hereby given to Puan Wan Ainol Zilan Binti Abdul Rahim, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

10. 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 (LS0010080)
AMIR ZAHINI BIN SAHRIM (MAICSA 7034464)
Company Secretaries
Selangor
24 April 2024

Notes:

1. **IMPORTANT NOTICE**
   An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327 (2) of the Companies Act, 2016 provided that the online platform is located in Malaysia.provided that the online platform is located in Malaysia.
   Shareholders are to attend, speak (including posting questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") remotely at the 29th 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 Guideline** 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 18 June 2024. 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 Guideline.**
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) 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.
   b) 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.
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 **Sunday, 23 June 2024 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. This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal ap proval of the shareholders for the Audited Financial Statements and Reports financial year end 31 December 2023. 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 2025. 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 2024 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 29th 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.
   Resolution 2 on the payment of Directors' benefits for the period from 26 June 2024 until the next Annual General Meeting of the Company, sets out in the manner below:-

Special Allowances	Chairman	Member
Chairman Monthly Allowance	RM3,000	-

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
Integrity & Whistleblowing Board Committee Meeting	RM2,500	RM2,000

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

   The proposed Ordinary Resolution 10, 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 issu ance of shares. The authority will expire at the next AGM of the Company.

   As at the date of Notice, no shares were issued pursuant to the mandate granted to the Directors at the last AGM held on 22 June 2023 which will lapse at the conclusion of the 29th AGM.

   The purpose of the renewal of general mandate is for possible fund-raising exercise including but not limited to further place ment 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 52 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.

   The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the mandate is in the best interests of the Company and its shareholders.

5. Resolutions 11 and 12 - Retention of Independent Non-Executive Directors
   i. Encik Sulaiman Hew Bin Abdullah
   The Nomination Committee of Company has assessed the independence of Encik Sulaiman Hew Bin Abdullah who has served for a cumulative term of more than nine (9) years and is satisfied that he will continue to bring independent views to the Board. He has a good understanding of the business of the Company and his knowledge and experience would continue to provide invaluable contribution to the Board.
   The Board upon the recommendation from the Nomination Committee of the Company recommends him to continue to act as Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of Malaysian Code on Corporate Governance 2021.
   ii. Puan Wan Ainol Zilan Binti Abdul Rahim
   The Nomination Committee of Company has assessed the independence of Puan Wan Ainol Zilan Binti Abdul Rahim who has served for a cumulative term of more than nine (9) years and is satisfied that she will continue to bring independent views to the Board. She has a good understanding of the business of the Company and her knowledge and experience would continue to provide invaluable contribution to the Board.
   The Board upon the recommendation from the Nomination Committee of the Company recommends her to continue to act as Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of Malaysian Code on Corporate Governance 2021.