

**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular/Statement prior to the issuance of this Circular/Statement as it is prescribed as exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



**HE GROUP BERHAD**

Registration No. 202301016404 (1510326-M)  
(Incorporated in Malaysia)

**PART A**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)**

**PART B**

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED SHARE BUY-BACK AUTHORITY”)**

**(COLLECTIVELY, THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND THE PROPOSED SHARE BUY-BACK AUTHORITY ARE REFERRED TO AS “THE PROPOSALS”)**

The Proposals will be tabled as Special Business at the Third Annual General Meeting of HE Group Berhad (“HE Group” or “the Company”) (“3<sup>rd</sup> AGM”) which will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 June 2026 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 3<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular/Statement are available at the Company’s website at [www.hexatech.com.my](http://www.hexatech.com.my) or Bursa Securities’ website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you are unable to participate in the 3<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 3<sup>rd</sup> AGM:-

- (i) 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. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- (ii) By electronic form  
The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal (“The Portal”) at <https://srmy.vistra.com>.

Please refer to the procedures as set out in the Administrative Notes for the electronic lodgement of Proxy Form.

The lodging of the Proxy Form for the 3<sup>rd</sup> AGM will not preclude you from attending, participating, speaking and voting in person at the 3<sup>rd</sup> AGM should you subsequently decide to do so.

Last day, date and time for lodging the Proxy Form : Wednesday, 17 June 2026 at 10:00 a.m.  
Date and time of the 3<sup>rd</sup> AGM : Friday, 19 June 2026 at 10:00 a.m. or at any adjournment thereof

**This Circular/Statement is dated 30 April 2026**

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## DEFINITIONS

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In this Circular/Statement, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

“Act”	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Annual Report 2025”	:	Annual Report of HE Group issued for FYE 2025
“ARMC”	:	Audit and Risk Management Committee of HE Group
“Board”	:	Board of Directors of HE Group
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular/Statement”	:	This circular/statement dated 30 April 2026 to the shareholders of the Company in relation to the Proposals
“Code”	:	Malaysian Code on Take-Overs and Mergers, 2016, including any amendment that may be made from time to time
“Digitalflux Technologies”	:	Digitalflux Technologies Sdn. Bhd. [Registration No. 202601011881 (1673979-T)]
“Director(s)”	:	A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
“EPS”	:	Earnings per Share
“FYE”	:	Financial year ended 31 December
“Group”	:	HE Group, its subsidiaries, and all future subsidiaries which are acquired/incorporated by the Group before the next AGM of HE Group
“HEC”	:	Hexatech Energy Consolidated Sdn. Bhd. [Registration No. 199601039159 (411512-P)]
“Company” or “HE Group”	:	HE Group Berhad [Registration No. 202301016404 (1510326-M)]
“Hexatech Engineering”	:	Hexatech Engineering Sdn. Bhd. [Registration No. 199501008607 (337805-T)]
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“Lot 7743”	:	A single-storey detached factory with a double-storey office annexe, a store, a Tenaga Nasional Berhad substation, a guard house and a pump house held under Lot 7743, PM 2908, Mukim Kelemak, District of Alor Gajah, State of Melaka and bearing the postal address of No. 58, Jalan Industri 13, Kawasan Perindustrian Alor Gajah, 78000 Alor Gajah, Mukim Kelemak, Melaka
“LPD”	:	1 April 2026, being the latest practicable date prior to the printing of this Circular/Statement

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**DEFINITIONS (CONT'D)**

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“Major Shareholder(s)” : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-

- (a) 10% or more of the total number of voting shares in the Company; or
- (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purposes of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

For the purposes of the Proposed Renewal of Existing Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company.

“NA” : Net assets attributable to ordinary equity holders of HE Group

“Persons Connected” : In relation to a Director or a Major Shareholder (collectively referred to as the “said Person”), means such a person who falls under any one of the following categories:-

- (a) A family member of the said Person, which means such person who falls within any one of the following categories:-
  - (i) spouse;
  - (ii) parent;
  - (iii) child including an adopted child and step-child;
  - (iv) brother or sister; and
  - (v) spouse of the person referred to in items (iii) and (iv) above;
- (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
- (c) A partner of the said Person, which means such person who falls within any one of the following categories:-
  - (i) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
  - (ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not;
- (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;
- (f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or

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**DEFINITIONS (CONT'D)**

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- (g) A body corporate which is a related corporation of the said Person.
- “Proposals” : Proposed Renewal of Existing Shareholders’ Mandate and Proposed Share Buy-Back Authority
- “Proposed Renewal of Existing Shareholders’ Mandate” : Proposed renewal of the existing shareholders’ mandate for the Group to enter into the RRPT(s) as set out in Part A of this Circular/Statement
- “Proposed Share Buy-Back Authority” : Proposed authority for the Company to purchase its own Shares of up to ten percent (10%) of the total number of issued Shares as set out in Part B of this Circular/Statement
- “Purchased Share(s)” : Share(s) purchased by our Company pursuant to the Proposed Share Buy-Back
- “Related Party(ies)” : A Director, Major Shareholder or Person Connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
- “RRPT(s)” : Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group
- “RM” : Ringgit Malaysia and sen respectively
- “Share(s) or HE Group Share(s)” : Ordinary share(s) in HE Group
- “Simosynergy” : Simosynergy Sdn. Bhd. [Registration No. 201201024614 (1009104-W)]
- “Solar PV system” : An electric power system designed with one or more solar panels combined with an inverter or controller and other electrical and mechanical hardware to generate power by means of photovoltaics using solar cells

All references to “we”, “us”, “our” and “ourselves” are to HE Group or the Group. All references to “you” in this Circular/Statement are to the shareholders of HE Group.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise specified.

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**APPENDIX**

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APPENDIX II EXTRACT OF NOTICE OF THE 3 <sup>RD</sup> AGM	ENCLOSED

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## HE GROUP BERHAD

Registration No. 202301016404 (1510326-M)  
(Incorporated in Malaysia)

### REGISTERED OFFICE:

Third Floor, No. 77, 79 & 81  
Jalan SS21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor

30 April 2026

### BOARD OF DIRECTORS

Datuk Christopher Wan Soo Kee	<i>(Independent Non-Executive Chairman)</i>
Haw Chee Seng	<i>(Managing Director)</i>
Eng Choon Leong	<i>(Executive Director)</i>
Tang Kok Wai	<i>(Executive Director)</i>
Andrea Huong Jia Mei	<i>(Independent Non-Executive Director)</i>
Ir. Dr. Ng Kok Chiang	<i>(Independent Non-Executive Director)</i>
Christine Toh Hung Mei	<i>(Independent Non-Executive Director)</i>

### To: The Shareholders of HE Group

Dear Sir/Madam,

### PART A - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

### PART B - PROPOSED SHARE BUY-BACK AUTHORITY

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On 14 April 2026, the Board announced that the Company intends to seek the shareholders' approval at the forthcoming 3<sup>rd</sup> AGM in respect of the following proposals:

- (a) Proposed Renewal of Existing Shareholders' Mandate; and
- (b) Proposed Share Buy-Back Authority.

The purpose of this Circular/Statement is to provide you with relevant details and information pertaining to the Proposals together with the Board's recommendation and to seek your approval for the ordinary resolutions to be tabled at the forthcoming 3<sup>rd</sup> AGM of the Company. The notice convening the 3<sup>rd</sup> AGM together with the Proxy Form are enclosed in the Annual Report 2025, an extract of which is enclosed in this Circular/Statement.

**SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR/STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING 3<sup>RD</sup> AGM OF THE COMPANY.**

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**PART A**

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

## 1. INTRODUCTION

At the last AGM held on 17 June 2025, the Company had sought and obtained from its shareholders the mandate for HE Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are necessary for HE Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming 3<sup>rd</sup> AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming 3<sup>rd</sup> AGM.

On 14 April 2026, the Board announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate.

## 2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

### 2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, a listed issuer may seek its shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, among others, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-

"in relation to a listed issuer with a share capital which is less than RM60 million:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
- (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the lower";

- (c) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respect of the RRPTs; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

- 2.2 The Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in Section 2.7 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

**2.3** These RRPTs which are necessary for the day-to-day operations of the Group in the ordinary course of business will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

**2.4 Validity Period of the Proposed Renewal of Existing Shareholders' Mandate**

The Proposed Renewal of Existing Shareholders' Mandate, if approved by the shareholders of HE Group at the forthcoming 3<sup>rd</sup> AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming 3<sup>rd</sup> AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date it is required by law 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
- (c) revoked or varied by an ordinary resolution passed by the shareholders of HE Group at a general meeting,

whichever is the earlier.

**2.5 Principal Activities of the Group**

The principal activity of HE Group is investment holding. As at LPD, the principal activities of the subsidiaries are as follows:-

Name of subsidiary	Effective equity interest (%)	Principal activities
Hexatech Engineering	100.00	<ul style="list-style-type: none"> <li>• Provision of power distribution system, other building systems and works, hook up and retrofitting of electrical equipment and trading</li> </ul>
<b><u>Subsidiary of Hexatech Engineering</u></b>		
Digitalflux Technologies	100.00	<ul style="list-style-type: none"> <li>• Information Technologies Infrastructure and Engineering</li> </ul>

**2.6 Classes of Related Parties**

The classes of Related Parties are as follows:-

No.	Related Parties	Principal activity of the Related Parties	Relationship with the Group
1.	Simosynergy	Simosynergy is principally involved in the business of manufacturing switchgear, electrical and electronic appliances and apparatus.	<ul style="list-style-type: none"> <li>• HEC was a major shareholder of HE Group and having a 29.40% direct equity interest in Simosynergy<sup>(1)</sup>.</li> <li>• Datuk Wira Yong Chong Cheang was a major shareholder of HE Group by virtue of his interest in HEC pursuant to Section 8 of the Act, and he is also a director and a major shareholder of HEC, having a 90.00% direct equity interest.</li> </ul>

**Note:-**

- (1) *HEC was a major shareholder of our Company prior to the disposal of its shareholdings in the Company on 5 January 2026. As HEC's cessation of being a major shareholder of our Company is within 6 months prior to the date of this Circular/Statement, pursuant to Paragraph 10.02(f) of the Listing Requirements, HEC is still deemed as a major shareholder of the Company.*

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**2.7 Nature of the RRPTs contemplated under the Proposed Renewal of Existing Shareholders' Mandate**

No.	Nature of RRPTs <sup>(3)</sup>	Transacting parties	Transacting companies	Interested Director, Major Shareholders and persons connected	Previous estimated aggregate value as disclosed in the Circular/Statement dated 30 April 2025 (RM'000)	Actual value transacted from 17 June 2025 (Date of 2 <sup>nd</sup> AGM) up to the LPD to the LPD (RM'000)	Estimated aggregate value of RRPTs from 19 June 2026 (date of 3 <sup>rd</sup> AGM) to the next AGM <sup>(1)</sup> (RM'000)
(i)	Supply of electrical products and retrofitting services to Simosynergy	Simosynergy	The Group	(a) HEC (b) Datuk Wira Yong Chong Cheang	2,000	Nil	2,000
(ii)	Purchase of switchgear from Simosynergy				6,000	131	6,000
(iii)	Rooftop rental charged by Simosynergy <sup>(2)</sup>				24	20	24

**Notes:-**

Please refer to Section 2.6 of this Circular/Statement for their interest in the RRPTs.

(1) The estimated values stated are determined by the Group's Management. Actual transaction values may differ from the values stated.

(2) The details of the rooftop rented by the Group are as follows which the rental is payable on an equal pro-rated monthly basis:-

Description	Address	Purpose	Total areas (square feet)	Rental value per month (RM)	Period of tenancy	Ownership
Rooftop of a single-storey detached factory with a double-storey office annexe, a store, a Tenaga Nasional Berhad ("TNB") substation, a guard house and a pump house	Lot 7743, PM 2908, Mukim Kelemak, District of Alor Gajah, State of Melaka and bearing the postal address of No. 58, Jalan Industri 13, Kawasan Perindustrian Alor Gajah, 78000 Alor Gajah, Mukim Kelemak, Melaka	Renting rooftop to put the Solar PV system which generate and sell the renewable energy to TNB pursuant to the renewable energy power purchase agreement entered into with TNB for a feed-in-tariff concession period of 21 years from 2013 to 2034	15,492	2,000	3 years from 1 October 2023 to 30 September 2026 with 3 option terms of 3 years each	Simosynergy

(3) Transactions with Simosynergy will be no longer regarded as RRPTs 6 months after HEC ceases to be a major shareholder of the Company. HEC had on 5 January 2026 ceased to be a major shareholder of the Company.

## **2.8 Amount owing by Related Party pursuant to the RRPTs**

As at LPD, there is no amount owing by the Related Party pursuant to the RRPTs that has exceeded the credit terms.

## **2.9 Basis of estimates**

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM.

The estimated amounts are further based on the assumptions that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

## **2.10 Review Procedures for the RRPTs**

The Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of the Company.

The Group shall review the RRPTs based on the following parameters/procedures:-

- (i) The definition of a related party, the list of related parties and the review procedures will be circulated and/or updated within the Group;
- (ii) The duties and roles of the ARMC include the review of RRPTs;
- (iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to the RRPTs from independent sources or advisers;
- (iv) The RRPTs will only be entered into after taking into account the pricing, availability of machinery, order size, useful life, delivery time and level of service;
- (v) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, among others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as a comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities;

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;

- (vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within the Company as they deem appropriate;

- (vii) Where any Director or person connected to him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;
- (viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- (ix) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of the Managing Director or the Executive Director of the Company;
- (x) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into; and
- (xi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

### **2.11 Disclosure in Annual Report**

Disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, among others, based on the following information:-

- (i) The types of RRPTs made; and
- (ii) The names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

### **2.12 Statement by ARMC**

The ARMC has seen and reviewed the guidelines and procedures set out in Section 2.9 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

The Proposed Renewal of Existing Shareholders' Mandate will enable our Group to enter into the RRPTs which are necessary for the day-to-day operations and within the ordinary course of business of the Group and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in the Company's opinion, not detrimental to its minority shareholders.

In addition, the Proposed Renewal of Existing Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for the Company to convene a separate general meeting to seek shareholders' approval for each RRPT and hence, reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

#### 4. EFFECTS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

The Proposed Renewal of Existing Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of the Group.

#### 5. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of HE Group at the forthcoming 3<sup>rd</sup> AGM to be convened. Save for the approval of the shareholders, there are no other approvals required for the Proposed Renewal of Existing Shareholders' Mandate.

#### 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate:-

	Shareholdings as at LPD			
	Direct No. of Shares	%	Indirect No. of Shares	%
<b><u>Interested Major Shareholders</u></b>				
HEC	22,531,020	5.121	-	-
Datuk Wira Yong Chong Cheang	-	-	22,531,020 <sup>(1)</sup>	5.121

**Note:-**

(1) Deemed interested by virtue of his interest in HEC pursuant to Section 8 of the Act.

The above-mentioned Interested Major Shareholders are deemed interested in the Proposed Renewal of Existing Shareholders' Mandate by virtue of the interests of such parties in the Company mentioned in Section 2.6 of this Circular/Statement, which are transacting with the Group.

The Interested Major Shareholders will also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM. In this regard, the Major Shareholders have undertaken to ensure that all persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM.

#### 7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors as set out in Section 6 of this Circular/Statement), having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board recommends that you vote in favour of the resolution in relation to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 3<sup>rd</sup> AGM.

#### 8. 3<sup>rd</sup> AGM

The forthcoming 3<sup>rd</sup> AGM will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 June 2026 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 3<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular/Statement are available at the Company's website at [www.hexatech.com.my](http://www.hexatech.com.my) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you are unable to participate in the 3<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 3<sup>rd</sup> AGM:-

(i) 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. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic form

The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmy.vistra.com>.

Please refer to the procedures as set out in the Administrative Notes for the electronic lodgement of Proxy Form.

The lodging of the Proxy Form for the 3<sup>rd</sup> AGM will not preclude you from attending, participating, speaking and voting in person at the 3<sup>rd</sup> AGM should you subsequently decide to do so.

## 9. FURTHER INFORMATION

Shareholders are requested to refer to the attached **Appendix I** of this Circular/Statement for further information.

Your faithfully,  
For and on behalf of the Board of  
**HE GROUP BERHAD**

**DATUK CHRISTOPHER WAN SOO KEE**  
Independent Non-Executive Chairman

**PART B**

**PROPOSED SHARE BUY-BACK AUTHORITY**

## **1. INTRODUCTION**

The Board proposes to seek the approval from our shareholders for the authority to purchase the Company's own shares of up to 10% of the total number of issued shares of the Company at any point in time. The Proposed Share Buy-Back Authority is subject to compliance with the Act, the Listing Requirements, any prevailing laws and/or any other relevant authorities at the time of purchase.

The approval from the shareholders for the Proposed Share Buy-Back Authority would be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back Authority at the forthcoming 3<sup>rd</sup> AGM to be convened and shall be valid until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within the next AGM of the Company after the date it is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders at a general meeting of the Company,

whichever occurs first.

## **2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

### **2.1 Maximum number or percentage of HE Group Shares to be acquired**

The Board proposes to seek a mandate from our shareholders to purchase and/or hold in aggregate up to 10% of the total issued shares of HE Group through Bursa Securities.

The maximum aggregate number of HE Group Shares which may be purchased by our Company, shall not exceed 10% of the total number of issued shares in our Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements and/or any other relevant authorities.

As at LPD, our total number of issued shares is 440,000,000 Shares. For illustration purposes, the maximum number of HE Group Shares which may be purchased and/or held by our Company shall not be more than 44,000,000 Shares based on the total number of issued shares as at LPD, representing up to 10% of its issued shares as at LPD.

The actual number of HE Group Shares to be purchased and the timing of such purchase will depend on, among others, market conditions and sentiments, as well as the retained earnings and financial resources of the Company at the time of the purchase(s).

### **2.2 Pricing**

Pursuant to Paragraph 12.17 of the Listing Requirements, our Company may only purchase HE Group Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price ("WAMP") for HE Group Shares for the five (5) Market Days immediately before the date of purchase(s).

In addition, pursuant to Paragraph 12.18 of the Listing Requirements, in the case of a resale or transfer of Treasury Shares, our Company may only resell Treasury Shares on Bursa Securities or transfer Treasury Shares pursuant to Section 127(7) of the Act, at:-

- (a) a price which is not less than the WAMP for HE Group Shares for the five (5) Market Days immediately before the resale or transfer; or

- (b) a discounted price of not more than 5% to the WAMP for HE Group Shares for the five (5) Market Days immediately before the resale or transfer provided that:
  - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale or transfer price is not less than the cost of purchase of HE Group Shares being resold or transferred.

### **2.3 Treatment of Purchased Shares**

In accordance with Section 127(4) of the Act, our Directors may deal with the Purchased Shares, at their discretion, in the following manner:-

- (i) cancel the Purchased Shares; or
- (ii) retain the Purchased Shares as Treasury Shares; or
- (iii) retain part of the Purchased Shares as Treasury Shares and cancel the remainder.

Accordingly, pursuant to Section 127(7) of the Act, where such Purchased Shares are held as Treasury Shares, our Directors may, at their discretion:-

- (a) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as “shares dividends”; or
- (b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or
- (c) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employees’ share scheme; or
- (d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or
- (e) cancel the Purchased Shares or any of the Purchased Shares; or
- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe; and/or
- (g) in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities, and/or any other relevant authority for the time being in force.

In the event the Purchased Shares are held as Treasury Shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise will be suspended and the Treasury Shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on resolution(s) at a meeting.

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### **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority, if implemented, will enable HE Group to utilise any of its surplus financial resources, which are not immediately required for other uses, to purchase its own Shares from the open market. HE Group may purchase its own Shares when the Shares are being traded at prices below its intrinsic value, as determined by the Board. This will enable the prices of HE Group Shares traded on the Main Market of Bursa Securities to be stabilised and therefore better reflect its fundamental value.

If HE Group Shares purchased are subsequently cancelled, the Proposed Share Buy-Back Authority may strengthen the EPS of HE Group. Consequently, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in our Company.

The Purchased Shares can also be held as Treasury Shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total number of issued shares of our Company. Should any Treasury Shares be distributed as share dividends, this would serve to reward our shareholders.

The Proposed Share Buy-Back Authority is not expected to have any potential material disadvantage to our Company and our shareholders, and it will be exercised only after due consideration of the financial resources of HE Group, and of the resultant impact on our shareholders. The Board in exercising any decision to buy-back any HE Group Shares will be mindful of the interests of HE Group and our shareholders.

### **4. FUNDING FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority will be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profits of our Company.

The actual amount of funds to be utilised for the Proposed Share Buy-Back Authority will only be determined later depending on the actual number of HE Group Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of our Company. Based on our Company's latest audited financial statements for the FYE 2025, the retained profits of the Company was RM46,826,430.

Since the Proposed Share Buy-Back Authority will be funded through internally generated funds, it is not expected to have a material impact on the cash flow position of our Company. In the event the Proposed Share Buy-Back Authority is to be financed by bank borrowings, our Company will ensure our capabilities of repaying such borrowings and that such repayment will not have a material effect on our cash flow position. In addition, the Board will ensure that our Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back Authority.

### **5. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

The potential advantages of the Proposed Share Buy-Back Authority to our Company and our shareholders are as follows:-

- (a) allows HE Group to utilise its financial resources, where there is no immediate use for such resources, to purchase HE Group Shares in order to enhance the value of shareholders' investments in HE Group;

- (b) allows HE Group to take preventive measures against speculation particularly when its shares are undervalued, which would, in turn, stabilise its market price and hence, enhance investors' confidence;
- (c) allows HE Group the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (d) allows HE Group to utilise the Treasury Shares as purchase consideration in corporate transactions thereby reducing the financial outflow and/or preserving the working capital of HE Group;
- (e) HE Group may distribute any shares held as Treasury Shares as share dividends to reward our shareholders; and
- (f) HE Group may realise potential gains from the resale of the Treasury Shares, if the Purchased Shares which are retained as Treasury Shares are resold at a higher price.

The potential disadvantages of the Proposed Share Buy-Back Authority to our Company and our shareholders are as follows:-

- (a) the Proposed Share Buy-Back Authority will reduce the financial resources of HE Group and may result in the Group foregoing other investment opportunities that may emerge in the future; and
- (b) as the Proposed Share Buy-Back Authority can only be made out of retained earnings of our Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

However, these disadvantages are mitigated by the prospect that the financial capacity of our Group may increase, if the Purchased Shares held as Treasury Shares are resold at a higher price than their purchase price.

The Board, in exercising any decision on the purchase of HE Group Shares pursuant to the Proposed Share Buy-Back Authority and any subsequent resale of treasury shares on the Bursa Securities, will be mindful of the interest of our Company and our shareholders.

## 6. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

### 6.1 Issued Share Capital

The effect of the Proposed Share Buy-Back Authority on the issued share capital of our Company will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares.

The Proposed Share Buy-Back Authority will, however, result in the reduction of the issued share capital of our Company if the Purchased Shares are cancelled. Based on the issued share capital of our Company as at LPD, and assuming that the maximum number of HE Group Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Share Buy-Back Authority are purchased and cancelled, the effect of the Proposed Share Buy-Back Authority is set out as follows:-

	<b>No. of Shares</b>
Issued share capital as at LPD	440,000,000
Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Share Buy-Back Authority	(44,000,000)
<b>Resultant issued share capital after cancellation of the Purchased Shares</b>	<b>396,000,000</b>

However, if the Purchased Shares are retained as Treasury Shares, resold or distributed to shareholders, the Proposed Share Buy-Back Authority will not have any effect on the total number of issued shares of HE Group.

## **6.2 EPS**

If the Purchased Shares are cancelled, it will have a positive effect on the EPS of our Group. However, the increase in EPS will be affected to the extent of the reduction of the interest income arising from the funds utilised for the Purchased Shares or any increase in the interest expense arising from borrowings to fund the purchase. In the event that any of the Purchased Shares are retained as Treasury Shares and subsequently sold, the EPS of our Group would increase where the Treasury Shares are sold at prices above the purchase price.

## **6.3 NA**

The effects of the Proposed Share Buy-Back Authority on the NA of our Group will depend on the purchase price for such HE Group Shares and whether the Purchased Shares are cancelled or retained as Treasury Shares.

The effects of the Proposed Share Buy-Back Authority on the NA of our Group, whether the Purchased Shares are cancelled or retained as Treasury Shares are as follows:-

### **(a) Purchased Shares are subsequently retained as Treasury Shares**

The NA of our Group would decrease if the Purchased Shares were retained as Treasury Shares due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of our Group by the cost of the treasury shares.

If the Purchased Shares are resold on Bursa Securities, the NA of our Group would increase if HE Group realises a gain from the resale, and vice-versa.

If the Purchased Shares were distributed as share dividends, the NA of our Group would decrease by the cost of the treasury shares.

### **b. Purchased Shares are subsequently cancelled**

If the Purchased Shares are cancelled, the Proposed Share Buy-Back Authority will reduce the NA per HE Group Share if the purchase price per HE Group Share exceeds the NA per HE Group Share at the relevant point in time, and vice-versa.

## **6.4 Working Capital**

The Proposed Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of HE Group, the quantum of which will depend on, among others, the purchase price(s) of HE Group Shares and the number of Purchased Shares. The Proposed Share Buy-Back Authority will affect the cash flow of our Group if it is wholly and/or partly financed by internally generated funds and result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to Purchased Shares.

## **6.5 Dividends**

The Proposed Share Buy-Back Authority is not expected to have any impact on the dividend policy of the Board in recommending dividends, if any, to our shareholders. However, as stated herein above, the Board may distribute future dividends in the form of the Treasury Shares purchased pursuant to the Proposed Share Buy-Back Authority.

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## 6.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at LPD and assuming that the maximum number of HE Group Shares (of up to 10% of the total number issued shares) authorised under the Proposed Share Buy-Back Authority are purchased from shareholders other than the existing substantial shareholders of HE Group, and all such shares purchased are cancelled or retained as Treasury Shares, the effect of the Proposed Share Buy-Back Authority on the shareholdings of the existing Directors and substantial shareholders of HE Group are set out below:-

	As at LPD			After the Proposed Share Buy-Back Authority			
	Direct		Indirect	Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	
<b>Directors</b>							
Datuk Christopher Wan Soo Kee	150,000	0.03	-	-	150,000	0.04	
Haw Chee Seng	104,996,311	23.86	-	-	104,996,311	26.51	
Eng Choon Leong	68,895,260	15.66	-	-	68,895,260	17.40	
Tang Kok Wai	13,272,965	3.02	-	-	13,272,965	3.35	
Andrea Huang Jia Mei	-	-	-	-	-	-	
Ir. Dr Ng Kok Chiang	100,000	0.02	-	-	100,000	0.03	
Christine Toh Hung Mei	150,000	0.03	-	-	150,000	0.04	
<b>Substantial Shareholders</b>							
Haw Chee Seng	104,996,311	23.86	-	-	104,996,311	26.51	
Eng Choon Leong	68,895,260	15.66	-	-	68,895,260	17.40	
HEC	22,531,020	5.12	-	-	22,531,020	5.69	
Datuk Wira Yong Chong Cheang	-	-	22,531,020 <sup>(1)</sup>	5.12	-	22,531,020 <sup>(1)</sup>	5.69

Save for the resulting increase in percentage shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors or substantial shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of treasury shares, if any.

**Note:-**

(1) Deemed interested by virtue of his interest in HEC pursuant to Section 8 of the Act.

## 7. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of our Company was 52.26%. The Company will endeavour to ensure that the Proposed Share Buy-Back Authority will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed corporation must not purchase its own shares on Bursa Securities if that purchase(s) will result in the listed corporation being in breach of the public shareholding spread requirements as set out under Paragraph 8.02(1) of the Listing Requirements.

## 8. PURCHASE, RESALE AND CANCELLATION OF HE GROUP SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

Our Company does not have an existing authority to purchase its own Shares for the previous twelve (12) months. Hence, no shares were purchased, resold, transferred and/or cancelled by our Company during the last twelve (12) months preceding the LPD.

## 9. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of HE Group Shares, as traded on Bursa Securities for the past twelve (12) months are as follows:-

	<b>High RM</b>	<b>Low RM</b>
<b><u>2025</u></b>		
April	0.300	0.200
May	0.290	0.230
June	0.335	0.235
July	0.395	0.315
August	0.425	0.355
September	0.450	0.370
October	0.460	0.370
November	0.390	0.325
December	0.375	0.290
<b><u>2026</u></b>		
January	0.390	0.320
February	0.350	0.305
March	0.320	0.275

The last transacted price of HE Group Shares as at LPD: RM0.305

*(Source: Yahoo Finance)*

## 10. IMPLICATIONS OF THE CODE

A person and any person acting in concert with him will be obliged to make a mandatory general offer under the Code for the remaining ordinary shares of the Company not already owned by him/them if as a result of the Proposed Share Buy-Back Authority:-

- (a) a person obtains control in the Company;
- (b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) increases his holding of the voting shares or voting rights of the Company by more than 2% in any six (6)-month period; or

- (c) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) acquires more than 2% of the voting shares or voting rights of the Company when he knows or reasonably ought to know that the Company would carry out a share buy-back scheme.

As it is not intended for the Proposed Share Buy-Back Authority to trigger the obligation to undertake a mandatory general offer under the Code by any of our Company's substantial shareholders and/or persons acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Proposed Share Buy-Back Authority would not result in the triggering of any mandatory offer obligation on the part of our Company's substantial shareholders and/or persons acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of our Shares pursuant to the Proposed Share Buy-Back Authority.

#### **11. APPROVAL REQUIRED**

The Proposed Share Buy-Back Authority is subject to the approval of HE Group's shareholders at the forthcoming 3<sup>rd</sup> AGM of the Company.

The Proposed Share Buy-Back Authority is not conditional or inter-conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

#### **12. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors, major shareholders of HE Group, and/or person connected to them, as defined in the Listing Requirements, have any interest, whether directly or indirectly, in the Proposed Share Buy-Back Authority.

#### **13. DIRECTORS' STATEMENT**

The Board, having considered all aspects of the Proposed Share Buy-Back Authority, is of the opinion that the Proposed Share Buy-Back Authority is in the best interest of our Company.

#### **14. DIRECTORS' RECOMMENDATION**

The Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming 3<sup>rd</sup> AGM of our Company.

#### **15. 3<sup>RD</sup> AGM**

The forthcoming 3<sup>rd</sup> AGM will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 June 2026 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 3<sup>rd</sup> AGM together with the Proxy Form, Administrative Notes, and this Statement are available at the Company's website at [www.hexatech.com.my](http://www.hexatech.com.my) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you are unable to participate in the 3<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 3<sup>rd</sup> AGM:-

(i) 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. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic form

The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmy.vistra.com>.

Please refer to the procedures as set out in the Administrative Notes for the electronic lodgement of Proxy Form.

The lodging of the Proxy Form for the 3<sup>rd</sup> AGM will not preclude you from attending, participating, speaking and voting in person at the 3<sup>rd</sup> AGM should you subsequently decide to do so.

## 16. FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix I** of this Statement for further information.

Your faithfully,  
For and on behalf of the Board of  
**HE GROUP BERHAD**

**DATUK CHRISTOPHER WAN SOO KEE**  
Independent Non-Executive Chairman

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy and completeness of the information given and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

As at LPD, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this Circular/Statement.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at LPD, the Group is not engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which may have a material effect on the financial position or the business of the Group, and the Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

**4. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection during normal business hours (except public holidays) at the registered office of HE Group located at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor from the date of this Circular/Statement up to and including the date of the forthcoming 3<sup>rd</sup> AGM:-

- (a) the Constitution of the Company; and
- (b) the Audited Financial Statements of the Group for FYE 2024 and FYE 2025.

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**EXTRACT OF NOTICE OF THE 3<sup>RD</sup> AGM**

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**ORDINARY RESOLUTION 6****PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.7 of the Circular to Shareholders dated 30 April 2026 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority 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 the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM after that date it is required by law 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 an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

**ORDINARY RESOLUTION 7****PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK AUTHORITY")**

"THAT subject to the provisions of the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company ("Directors"), to the extent permitted by law, to purchase such number of ordinary shares of the Company ("HE Group Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:-

- (i) the maximum aggregate number of HE Group Shares, which may be purchased by the Company, shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provision of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;

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- (ii) the maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
  - (a) the conclusion of the next AGM of HE Group following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back Authority is passed, at which time shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
  - (b) the expiration of the period within the next AGM is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the HE Group Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

THAT the Directors be and are hereby authorised to deal with the HE Group Shares purchased under the Proposed Share Buy-Back Authority, at their discretion, in the following manner:-

- (i) cancel the purchased HE Group Shares; or
- (ii) retain the purchased HE Group Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; or
- (iii) retain part of the purchased HE Group Shares as treasury shares and cancel the remainder;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient (including opening and maintaining a Central Depository System account) and to enter into and execute, on behalf of the Company, any instrument, agreement and/or arrangement with any person, and with full power to assent to any condition, modification, variation and/or amendment as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as the Directors may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority."

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