

# NOTICE OF SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting (“2<sup>nd</sup> AGM”) of **HAILY GROUP BERHAD** (“Haily” or the “Company”) will be held at Maharani 1 (Level 1), Impiana Hotel Senai, Jalan Impian Senai Utama 2, Taman Impian Senai, 81400 Senai, Johor on Wednesday, 25 May 2022 at 9.30 a.m. for the following purposes: -

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect Haji Mohd Jaffar Bin Awang (Ismail), who retire by rotation pursuant to Clause 133 of the Company’s Constitution. **ORDINARY RESOLUTION 1**
3. To re-elect Ms See Swee Ling, who retire by rotation pursuant to Clause 133 of the Company’s Constitution. **ORDINARY RESOLUTION 2**
4. To re-elect Ms Poh Boon Huwi, a Director retiring pursuant to Clause 118 of the Company’s Constitution. **ORDINARY RESOLUTION 3**
5. To approve the payment of Directors’ Fees of RM223,200 for the financial year ending 31 December 2022, payable quarterly in arrears. **ORDINARY RESOLUTION 4**  
(Please refer to Explanatory Note 2)
6. To re-appoint Baker Tilly Monteiro Heng PLT, as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 5**

### AS SPECIAL BUSINESS:

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

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **ORDINARY RESOLUTION 6**  
(Please refer to Explanatory Note 3)  

“THAT subject always to the Companies Act 2016, the ACE Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Constitution of the Company and the approval of the relevant government and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution during the preceding twelve (12) months does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being and shall continue to be in force until 31 December 2022 and thereafter shall be reinstated to ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Rule 6.04(1) of the ACE LR of Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company AND FURTHER THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”
8. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and/or the Companies Act 2016.

### BY ORDER OF THE BOARD

IRENE JUAY YEE LUAN (MAICSA 7057249)  
SSM Practicing Certificate No. 202008001193

HEW JING SIAN (MAICSA 7065968)  
SSM Practicing Certificate No. 202008001325  
Company Secretaries

Date: 25 April 2022

## NOTICE OF SECOND ANNUAL GENERAL MEETING CONT'D

### NOTES:

#### 1. **IMPORTANT NOTICE**

In view of the COVID-19 pandemic and further to the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission, members/proxies/corporate representatives who wish to attend the 2<sup>nd</sup> AGM in person **ARE REQUIRED TO PRE-REGISTER** with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Share Registrar”, “Tricor”, or “TIIH”), via the **TIIH Online** website at <https://tiih.online> not later than **Monday, 23 May 2022 at 9.30 a.m.** Please follow the Pre-Register procedures as set out in the Administrative Guide for 2<sup>nd</sup> AGM.

2. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
3. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the member’s shareholding to be represented by each proxy, failing which, the appointments shall be invalid.
4. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
5. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited with the Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument with the Share Registrar via **TIIH Online** at <https://tiih.online> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
9. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
10. In respect of deposited securities, only members whose names appear on the Record of Depositors on **17 May 2022**, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

### EXPLANATORY NOTES:

#### Ordinary Business: -

#### 1. **Item 1 of the Agenda** **Audited Financial Statements for the financial year ended 31 December 2021**

This Agenda item is meant for discussion only and does not require a formal approval of the shareholders and hence, is not put forward for voting.

#### 2. **Ordinary Resolution 4** **Directors’ Fees for the financial year ending 31 December 2022**

The proposed Ordinary Resolution 4, if passed, will facilitate the payment of Directors’ fees for the financial year ending 31 December 2022, payable quarterly in arrears to the Independent Non-Executive Directors as members of the Board and Board Committees.

## NOTICE OF SECOND ANNUAL GENERAL MEETING CONT'D

### EXPLANATORY NOTES: Cont'd

#### Special Business: -

#### 3. Ordinary Resolution 6

##### **Authority to Issue Shares Pursuant to Sections 75 And 76 of the Companies Act 2016**

As part of Bursa Securities's continuous support and assistance to listed corporation in these trying and challenging times amid the Covid-19 pandemic, Bursa Securities had on 23 December 2021 resolved to extend the implementation period of the increased general mandate of 20% for new issue of shares to 31 December 2022 and thereafter shall be reinstated to 10% as stipulated under Rule 6.04(1) of the ACE LR of Bursa Securities.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, operational expenditure, acquisitions and/or for issuance of shares as settlement of purchase consideration and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.

This is a new general mandate upon the listing of the Company on the ACE Market of Bursa Securities. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The Board of Directors of the Company is of the view that the general mandate is in the best interest of the Company and its shareholders as the Company may use this general mandate within the validity period to meet its financial needs due to the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic and it will enable the Board to take swift action during the challenging time to ensure long term sustainability and interest of the Company and its shareholders.

At as the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

#### Voting by Poll

Pursuant to Rule 8.31A of the ACE LR of Bursa Securities, all resolutions set out in this Notice are to be voted by poll.