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 the contents of this Circular/Statement prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of 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.

HCK CAPITAL GROUP BERHAD

Registration No. 199901010064 (484964-H)
(Incorporated in Malaysia)

PART A
CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

AND

PART B
STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The above proposals will be tabled as Special Businesses at HCK Capital Group Berhad's 27th Annual General Meeting ("AGM") which will be held at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2026 at 11.00 a.m. or at any adjournment thereof. The notice of the AGM and the Proxy Form are set out in the Company's Annual Report 2025.

If you are unable to attend and vote at the AGM in person, you are requested to complete the Proxy Form enclosed in the HCK's Annual Report 2025 in accordance with the instructions contained therein and deposit it at the Company's Office at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the 27th AGM. Alternatively, the Proxy Form may be lodged electronically ("e-Proxy") via the RPV Online portal at https://web.vote2u.my (applicable to individual shareholders only). Please refer to the Administrative Guide for submission of the e-Proxy. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting or adjourned meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form	:	Monday, 22 June 2026 at 11.00 a.m.
Date and time of AGM	:	Wednesday, 24 June 2026 at 11.00 a.m.

This Circular/Statement is dated 30 April 2026

Except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement:

Act	:	Companies Act 2016, as amended from time to time and any reenactment thereof
AGM	:	Annual General Meeting
AC	:	Audit Committee
Board	:	Board of Directors of HCK
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad Registration No. 200301033577 (635998-W)
Circular/Statement	:	This circular/statement to shareholders of HCK dated 30 April 2026
Code	:	Malaysian Code on Takeovers and Mergers, 2016 as amended from time to time
Datuk Clifford Hii	:	Datuk Clifford Hii Toh Leong
Datuk Dr. Dennis Ling	:	Datuk Dr. Dennis Ling Sie Hieng
Director(s)	:	Director(s) of HCK and shall have the meaning given in 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 Proposed Shareholders' Mandate were agreed upon:- (i) a director of HCK or its subsidiaries; and (ii) a chief executive of HCK or its subsidiaries
EPS	:	Earnings per share
ESOS	:	Employees Share Option Scheme
FYE	:	Financial year ended/ending 31 December, as the case may be
HCK or the Company	:	HCK Capital Group Berhad Registration No. 199901010064 (484964-H)
HCK Group or Group	:	HCK and its subsidiaries
Interested Directors	:	Tan Sri Clement Hii, Datuk Clifford Hii and Datuk Dr. Dennis Ling collectively
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	:	3 April 2026, being the latest practicable date prior to the despatch of this Circular/Statement.
LTIP	:	Long Term Incentive Plan, comprising ESOS and SGP

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, and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of HCK as defined above or any other company which is a subsidiary or holding company of HCK. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act.
Market Day(s)	:	A day on which Bursa Securities is open for trading in securities
Mandate Period	:	The period during which the Recurrent Related Party Transactions are to be entered into for which the Proposed Renewal of Shareholders' Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed Renewal of Shareholders' Mandate during the forthcoming AGM until: (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
NA	:	Net assets
PESA	:	Peninsula Education (Setia Alam) Sdn Bhd Registration No. 200401024464 (66297-H)
PESB	:	Peninsula Education Sdn Bhd Registration No. 201001039610 (923534-T)
Persons Connected	:	This shall have the same meaning as in Paragraph 1.01 of the Listing Requirements
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of the authority to enable the Company to purchase its own shares up to a maximum of ten per centum (10%) of the total number of issued shares of the Company
Proposed Shareholders' Mandate	:	Proposed renewal of the shareholders' mandate for HCK Group to enter into Recurrent Related Party Transactions during the Mandate Period
Purchased Shares	:	HCK shares that have been purchased by the Company pursuant to Section 127 of the Act

Recurrent Related Party Transaction(s) or RRPT(s)	:	Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of the HCK Group
Related Party(ies)	:	A director, major shareholder or person connected with such director or major shareholder of HCK
RM and sen	:	Ringgit Malaysia and sen respectively
Rules on Take-Overs	:	Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 as amended from time to time and any re-enactment thereof
Share(s) or HCK Share(s)	:	Ordinary share(s) in HCK
Substantial Shareholder(s)	:	A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company
SC	:	Securities Commission
SGP	:	Share Grant Plan
Tan Sri Clement Hii	:	Tan Sri Clement Hii Chii Kok @ Hii Chee Kok
Treasury Shares	:	The HCK Share which are retained by the Company shall have the meaning under Section 127 of the Act.
Warrant	:	Warrants issued by HCK pursuant to the deed poll dated 9 August 2017, constituting the Warrants 2017/2027, which will expire on 26 September 2027

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

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or reenacted. Any reference to a time of day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise specified.

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LETTER TO THE SHAREHOLDERS OF HCK CAPITAL GROUP BERHAD CONTAINING:

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

HCK CAPITAL GROUP BERHAD
Registration No. 199901010064 (484964-H)
(Incorporated in Malaysia)

Registered office:

Unit 7-01, Level 7, Lagenda Tower,
No. 3 Jalan SS20/27,
47400 Petaling Jaya Selangor,
Malaysia.

30 April 2026

Board of Directors:

Tan Sri Hii Chii Kok @ Hii Chee Kok *(Executive Chairman)*
Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo *(Senior Independent Non-Executive Director)*
Datuk Dr. Dennis Ling Sie Hieng *(Group Managing Director)*
Datuk Clifford Hii Toh Leong *(Non-Independent Non-Executive Director)*
Lee Kok Cheng *(Non-Independent Non-Executive Director)*
Emeritus Professor Dato' Dr. Muhammad Bin Awang *(Independent Non-Executive Director)*
Stephen Wan Yeng Leong *(Independent Non-Executive Director)*
Dato' Diong Tak Chong @ Tiong Tak Chong *(Independent Non-Executive Director)*
Zulazman Bin Zulkifli *(Independent Non-Executive Director)*
Wong Wai Tzing *(Independent Non-Executive Director)*

To: The Shareholders of HCK Capital Group Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

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1. INTRODUCTION

At the 26th AGM held on 27 May 2025, the Company had obtained the shareholders' mandate for the Group to enter into certain recurrent related party transactions based on the terms set out in the Circular to Shareholders dated 30 April 2025. The said shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, which will be held on 24 June 2026, unless approval of the renewal of the shareholders' mandate is obtained from our shareholders at the forthcoming AGM.

On 24 April 2026, the Company had announced that it would seek the approval of the shareholders for the Proposed Shareholders' Mandate at the forthcoming AGM of the Company. The Notice of AGM and the Proxy Form which are enclosed in the Annual Report 2025, have been despatched to you on 30 April 2026.

The purpose of this Circular is to provide shareholders with the relevant information on the Proposed Shareholders' Mandate and to seek shareholders' approval for the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of recurrent related party transactions which are necessary for its day-to-day operations subject to, amongst 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 threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

(c) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;

(d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

(e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, 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 HCK Group has, in the ordinary course of its business, entered into certain RRPTs and it is anticipated that the companies within the HCK Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.6.

2.3 Accordingly, the Board proposes to seek the Proposed Shareholders' Mandate for RRPTs to be entered into by HCK Group during the Mandate Period.

These RRPT(s) which are necessary for the day-to-day operations of HCK Group, have been/will be based on normal commercial terms, at arms' length, and have been/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 Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:

(a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or

(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal of the shareholders' mandate at each subsequent AGM of the Company.

2.5 Principal activities of HCK Group

The principal activity of HCK is investment holding while its subsidiaries and their principal activities are as follows:-

Company	Country of incorporation	Principal activities	Effective Equity Interest (%)
HCK Capital Holdings Sdn Bhd	Malaysia	Investment holding and provision of management services	100.0
HCK Cap Access Berhad	Malaysia	Management and advisory of equity security financing and investment holding	100.0
Subsidiaries of HCK Capital Holdings Sdn Bhd :			
HCK Communications Sdn Bhd	Malaysia	Advanced technology development, project advisory and related engineering works and investment holding	100.0
HCK Platforms Sdn Bhd	Malaysia	Buying, selling, renting and operating of self-owned or leased real estate - land and activities of holding company	100.0
E Property Solutions Sdn Bhd	Malaysia	Investment holding and provision of management services	100.0
HCK Properties Sdn Bhd	Malaysia	Project and property management consultants and investment holding	100.0
Subsidiary of HCK Communications Sdn Bhd :			
HCK Technologies Sdn Bhd	Malaysia	Information technology related products and services activities	100.0

2.5 Principal activities of HCK Group (Cont'd)

Company	Country of incorporation	Principal activities	Effective Equity Interest (%)
Subsidiaries of HCK Platforms Sdn Bhd :			
HCK Proplenders Sdn Bhd (formerly known as Kemuncak Nilai Capital Sdn Bhd)	Malaysia	Money-lending	100.0
Icons Tech Sdn Bhd	Malaysia	Value engineering in information technology, construction, consultancy in engineering, development and technology	100.0
Transformation Tech Sdn Bhd	Malaysia	Creative media technology and provision of creative production services	100.0
Subsidiary of Icons Tech Sdn Bhd :			
VE Global Sdn Bhd	Malaysia	Information research and related resource materials	100.0
Subsidiary of E Property Solutions Sdn Bhd :			
Quantrix Technology Sdn Bhd	Malaysia	Investment holding and providing software development, implementation and customisation services	60.0
Subsidiary of HCK Technologies Sdn Bhd :			
Tech Alliances Limited	Hong Kong	Total e-branding, e-marketing and e-referral solution	100.0
Subsidiaries of HCK Properties Sdn Bhd :			
Trilink Essential Sdn Bhd	Malaysia	Land and property investment	100.0
Equal Straits Sdn Bhd	Malaysia	Property trading	100.0
Aspen Entity Sdn Bhd	Malaysia	Property development	100.0
SA Alliances Sdn Bhd	Malaysia	Real estate activities with own or leased property, buying, selling, renting and operating of self-owned or leased real estate	100.0
HCK Development Sdn Bhd	Malaysia	Activities of holding companies	100.0
Fidelity Ventures Sdn Bhd	Malaysia	Investment holding and property trading and act as sales agent for financial institutions to market and sell bank products	100.0
HCK Broga Sdn Bhd	Malaysia	Property investment, development and management	100.0
Binary Binajaya Sdn Bhd	Malaysia	Property investment and management	100.0

2.5 Principal activities of HCK Group (Cont'd)

Company	Country of incorporation	Principal activities	Effective Equity Interest (%)
Subsidiaries of HCK Properties Sdn Bhd (Cont'd) :			
HCK Builders Sdn Bhd	Malaysia	Construction services and property development	100.0
HCK Estates Sdn Bhd	Malaysia	Buying, selling, renting and operating of self-owned or leased real estate; real estate activities with own or leased property and activities of holding companies	100.0
Imagine Residences Sdn Bhd	Malaysia	Investment holding	70.0
Global Activate Sdn Bhd	Malaysia	Property development, investment holdings and properties trading	100.0
Light Odyssey Sdn Bhd	Malaysia	Property trading	100.0
Reside Capital Sdn Bhd	Malaysia	Property holdings and property development	100.0
Campuscaps Consolidated Sdn Bhd	Malaysia	Property holdings and property development	60.0
Subsidiary of SA Alliances Sdn Bhd :			
Imagine Engineers Limited	Hong Kong	Value engineering app and solution for construction	100.0
Subsidiary of Fidelity Ventures Sdn Bhd :			
Joyview Properties Sdn Bhd	Malaysia	Investment holding and property trading	100.0
Subsidiary of Binary Binajaya Sdn Bhd :			
HCK Bestari Sdn Bhd	Malaysia	Property development	70.0
Subsidiary of Aspen Entity Sdn Bhd :			
Digital Value Engineering & Construction Limited	Hong Kong	Value engineering and solution for construction and development	100.0
Subsidiary of Imagine Residences Sdn Bhd :			
HCK Premier Builders Sdn Bhd	Malaysia	Property development	70.0
Subsidiary of HCK Development Sdn Bhd :			
HCK Sentral Sdn Bhd (formerly known as Subang Sentral Development Sdn Bhd)	Malaysia	Property development	100.0
Subsidiary of Light Odyssey Sdn Bhd :			
Privilege Consortium Sdn Bhd	Malaysia	Investment holding and property investment	100.0

2.5 Principal activities of HCK Group (Cont'd)

Company	Country of incorporation	Principal activities	Effective Equity Interest (%)
Subsidiaries of Global Activate Sdn Bhd :			
Peninsula Education (Setia Alam) Sdn Bhd	Malaysia	Education services and real estate activities with own or leased property n.e.c.	100.0
Global Eco Construction Sdn Bhd	Malaysia	Construction of buildings, activities of holdings companies and other specialised construction activities such as specialised skills and equipment i.e. pilling driving in the foundation works or erection of steel element in the building work and etc.	100.0

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2.6 Nature of the RRPTs and Class of Related Parties

The nature of the RRPTs entered and/or to be entered into by the Group and the class of Related Parties under the Proposed Shareholders' Mandate are as follows:

	Transacting parties			Proposed Renewal of Shareholders' Mandate			
Nature of RRPTs	**Provider**	**Recipient**	**Nature of relationship between the Group and the Related Parties**	**Estimated value as disclosed in preceding year's circular to shareholders dated 30 April 2025 (RM)**	**Actual value during the period from 27 May 2025 up to the LPD (RM)**	**Estimated value to be transacted from the LPD up to the forthcoming AGM (RM)**	**Estimated value to be transacted from the forthcoming AGM to the next AGM (RM)**
Rental income of campus building (315,393 sq ft) known as No. 1, Jalan Setia Murni U13/51, Seksyen U13, Setia Alam, 40170, Shah Alam, Selangor Darul Ehsan. The rental is paid on a monthly basis. The tenancy was renewed for a period of one (1) year from 1 August 2025 to 31 July 2026.	PESA	PESB, an indirect wholly owned subsidiary of SEG International Berhad ("SEGi")	Tan Sri Clement Hii, is a Director and Major Shareholder of HCK. Tan Sri Clement Hii is also the Group Managing Director and shareholders of SEGi. Datuk Dr. Dennis Ling is a Director of HCK and is the son-in-law of Tan Sri Clement Hii. Datuk Clifford Hii is the Non-Executive Director of HCK and he is the son of Tan Sri Clement Hii.	10,000,000	6,830,731	1,893,333	10,000,000

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2.7 Amount due from and owing by Related Parties pursuant to the RRPT

As at the LPD, there is no amount due and owing by the Related Parties pursuant to the RRPTs that have exceeded the credit terms.

2.8 Review procedures for RRPT

The HCK Group has established various procedures to ensure that the RRPTs are conducted at arm's length and on normal commercial terms, which are consistent with the Group's normal business practices and policies, and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The RRPTs will be undertaken based on prevailing rates according to normal commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/ considerations. There are no specific thresholds to be reviewed by the Audit Committee for their subsequent recommendation to the Board for approval in relation to RRPTs within the Group.

To monitor the RRPTs, the procedures established by the Group are as follows:

(a) a list of Related Parties will be circulated within the Group to notify that all RRPTs are required to be undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public. These include transacting at prevailing market rates/ prices of the products or services provider's usual commercial terms or otherwise in accordance with applicable industry norm. Transactions refer to both sales and purchases of products or provision of services of the Group;

(b) any tender, quotation or contract received from or proposed to be entered with a Related Party will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions;

(c) records will be maintained by the Company to capture all RRPTs to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;

(d) the internal auditor shall periodically review the guidelines and procedures in respect of all RRPTs entered into and ascertain the guidelines and procedures have been complied with;

(e) the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with in accordance to the internal audit plans;

(f) the Audit Committee has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate; and

(g) at least two (2) other contemporaneous transactions with unrelated third (3rd) parties for similar products or services and/ or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/ by the related parties are fair and reasonable and comparable to those offered to/ by other unrelated third (3rd) parties for the same or substantially similar type of products or services and/ or quantities. In the event 9 that comparative pricing from unrelated third (3rd) parties cannot be obtained, the Group will rely on its usual business norms and practices taking into account the efficiency, quality and type of products or services to be provided to ensure that the RRPTs are not detrimental to the Group.

Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter.

2.8 Review procedures for RRPT (Cont'd)

Pursuant to Paragraph 10.09 of the Listing Requirements, in a meeting to obtain shareholders' approval for the Proposed Shareholders' Mandate, the interested Directors, interested Major Shareholders or interested Persons Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected to a Director and/ or Major Shareholder, such Director or Major Shareholder must abstain from voting on the resolution approving the transactions. An interested Director or interested Major Shareholder must also ensure that Persons Connected with him/ her abstain from voting on the resolution approving the transactions.

The interested Directors shall also abstain from deliberating and voting at Board meetings in respect of the RRPTs in which they or Persons Connected with them are interested.

2.9 Disclosure in Annual Report

Disclosure will be made in the Company's annual report on the breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

(a) the type of RRPT made; and

(b) the names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

2.10 Statement by the Audit Committee

The Audit Committee has seen and reviewed the procedures mentioned in Section 2.8 above and is satisfied that the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner as well as to ensure that the RRPT is carried out:

(a) on terms not more favourable to the Related Parties than those generally available to the public;

(b) on an arm's length basis and on the Group's normal commercial terms; and

(c) not detrimental to the minority shareholders of the Company.

The Audit Committee reviews the procedures in Section 2.8 periodically, as and when the need arises.

The Audit Committee is also of the view that the above procedures in Section 2.8 are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is intended to facilitate transactions entered into in the ordinary course of business of the Group which are transacted from time to time with the Related Parties at arm's length, on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The Proposed Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make announcements to Bursa Securities or to convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs with the specified classes of Related Parties arise. This will reduce substantially the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any material effect on the share capital, shareholdings of the substantial shareholders, earnings and net assets of the HCK Group.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened or any adjournment thereof.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON(S) CONNECTED TO THEM

Save as disclosed below, none of the Directors and/ or major shareholders of HCK and/ or persons connected to them have any interests, whether direct or indirect, in the Proposed Shareholders' Mandate:

	Shareholding as at LPD			
	Direct		Indirect	
Interested Directors	**No. of Shares**	**%**	**No. of Shares**	**%**
Tan Sri Clement Hii	41,276,746	6.59	342,368,733 [1]	54.68
Datuk Clifford Hii	846,200	0.14	-	-
Datuk Dr Dennis Ling	31,500	0.01	-	-
			-	-
Interested Major Shareholder				
HiiChiiKok Equities Sdn Bhd	333,205,529	53.22	-	-

Note:
[1] Deemed interested pursuant to Section 8 of the Act.

Accordingly, the above interested Directors have and will continue to abstain from all Board deliberation and voting at all Board meetings in relation to the Proposed Shareholders' Mandate.

The abovementioned interested Directors and Major Shareholders will also abstain from voting in respect of their direct and/ or indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 27th AGM. In this regard, the abovementioned interested Directors and Major Shareholder have undertaken to ensure that persons connected with him will abstain from voting in respect of their direct and/ or indirect shareholdings, if any, in HCK on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the AGM of the Company.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), after taking into consideration the relevant factors and after careful deliberation, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of HCK Group, and accordingly recommends that you **VOTE IN FAVOUR** of the resolution in respect of the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8. AGM

The Ordinary Resolution pertaining to the Proposed Shareholders' Mandate has been incorporated in the Notice of AGM of HCK's Annual Report 2025, which is being circulated together with this Circular. The AGM will be held at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2026 at 11.00 a.m. or any adjournment thereof, to consider, if thought fit, to pass the ordinary resolution pertaining to the Proposed Shareholders' Mandate.

If you are unable to attend and vote at the AGM in person, you are requested to complete the Proxy Form enclosed in the Annual Report 2025 in accordance with the instructions contained therein and deposit it at the Company's Office at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the 27th AGM. Alternatively, the Proxy Form may be lodged electronically ("e-Proxy") via the RPV Online portal at https://web.vote2u.my (applicable to individual shareholders only). Please refer to the Administrative Guide for submission of the e-Proxy. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting or adjourned meeting should you subsequently wish to do so.

9. FURTHER INFORMATION

You are requested to refer to the attached Appendix I contained in this Circular for further information.

Yours faithfully,
for and on behalf of the Board of
HCK CAPITAL GROUP BERHAD

TAN SRI PROF. DATO' DR. MARIMUTHU A/L THANGAVELOO
Senior Independent Non-Executive Director

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PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

HCK CAPITAL GROUP BERHAD
Registration No. 199901010064 (484964-H)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the 26th AGM of the Company held on 27 May 2025, the Company obtained the shareholders' approval for the authority to purchase up to ten per centum (10%) of the issued shares of the Company.

On 24 April 2026, the Company announced that the Company proposes to seek the approval of the shareholders to undertake the Proposed Renewal of Share Buy-Back Authority at the forthcoming 27th AGM of the Company.

The purpose of this Statement is to provide shareholders with details of the Proposed Renewal of Share Buy-Back Authority and to seek the shareholders' approval for the Ordinary Resolution to be tabled at the forthcoming 27th AGM of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is proposing to seek approval from the shareholders of the Company to purchase and/or hold its own shares not exceeding ten percent (10%) of the issued shares of the Company at any point in time and would be effective immediately upon the passing of the Ordinary Resolution for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 27th AGM and shall be valid until:

(a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned time period.

2.1 Maximum Limit

The maximum aggregate number of Shares which may be purchased by the Company, shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time.

The actual number of HCK Shares to be purchased by the Company and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company at the time of the purchase(s). The Proposed Renewal of Share Buy-Back Authority shall only be affected on the open market of the Exchange via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities. The Proposed Renewal of Share Buy-Back Authority shall be transacted through the Company's appointed stockbroker(s) approved by Bursa Securities.

2.2 Source of Funds

The Proposed Renewal of Share Buy-Back Authority may be funded through internally generated funds and/or bank borrowings if the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Laws.

The Proposed Renewal of Share Buy-Back Authority, if funded through internally generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Proposed Renewal of Share Buy-Back Authority is to be financed by bank borrowings, the Board will ensure that the Company has the capability to repay such borrowings and that such repayment will not have a material effect on the cash flow of the Company.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company at the time of purchase. As at the financial year ended 31 December 2025, the audited retained profits of the Company stood at RM78,225,999.

Notwithstanding the above, the Company will ensure that there are sufficient retained profits at Company level prior to the share buy-back. In addition, the Company will ensure that the maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company at the time of purchase.

As required under Section 112(2) of the Act, the Company will have to perform a solvency test to satisfy the following conditions:

(a) the share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and

(b) the Company will remain solvent after each buy-back during the period of six (6) months after the date of the declaration made by a majority of the Directors.

2.3 Public Shareholdings Spread

As at the LPD, the public shareholdings spread of the Company was 33.05%, excluding the Treasury Shares. Assuming that the Proposed Renewal of Share Buy-Back Authority is carried out in full, and HCK Shares purchased were all cancelled, the public shareholdings spread of the Company would be 25.64%. The Board is mindful and will endeavour to ensure that it will not purchase its own Shares which will result in HCK's public shareholdings spread falling below the minimum requirement of twenty-five per centum (25%) of its total listed Shares.

2.4 Treatment of Purchased Shares

Pursuant to Section 127 of the Act, the Board may deal with the Purchased Shares in the following manner:

(a) cancel all or part of the Purchased Shares; or

(b) retain the Purchased Shares as treasury shares, to be distributed as dividends to the shareholders and/or resold on the market of Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or transferred as purchase consideration; or

(c) retain part of the Purchased Shares as treasury shares and cancel the remainder; or

(d) deal with the Shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

In considering how the Purchased Shares will be dealt with, an immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of Purchased Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

2.5 Purchase Price and Resale/Transfer Price

In accordance with the Listing Requirements, HCK may only purchase its own shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of HCK Shares for the five (5) Market Days immediately before the purchase. An immediate announcement will be made to Bursa Securities of any purchase(s) of its own shares on the day of purchase.

The Company may only resell the Purchased Shares held as treasury shares on Bursa Securities, the Company may only do so at:

(a) a price which is not less than the weighted average market price for the HCK Shares for the five (5) Market Days immediately before the resale or transfer; or

(b) a discounted price of not more than five percent (5%) to the weighted average market price for the HCK Shares for the (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 price is not less than the cost of purchase of the HCK Shares being resold or transferred.

2.6 Ranking of Purchased Shares

In the event the Purchased are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended.

2.7 Details of Purchases of Shares in the Previous Twelve (12) Months

Details of the share buy-back by HCK for the last twelve (12) months preceding to the LPD is set out as below:

Date	**No. of Shares Purchased**	**Price per share (RM)**			**Total Consideration (RM)**
		Lowest	**Highest**	**Average**	
16 April 2025	237,000	2.090	2.100	2.095	497,650.00

2.8 Historical Share Prices

The monthly highest and lowest prices of HCK Shares traded on Bursa Securities for the past twelve (12) months from April 2025 to March 2026 are as follows:

Month	High (RM)	Low (RM)
2025		
April	2.15	2.06
May	2.22	2.14
June	2.18	2.13
July	2.18	2.09
August	2.20	2.10
September	2.23	2.15
October	2.18	2.13
November	2.19	2.08
December	2.21	2.10
2026		
January	2.21	2.10
February	2.22	2.11
March	2.21	2.14

The last transacted price of HCK Shares on LPD was RM2.16.

(Source : Yahoo Finance)

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will enable the Company to utilise its surplus financial resources more efficiently, to stabilise the supply and demand of HCK Shares traded on the Exchange and thereby support its fundamental value.

The Purchased Shares of the Company can be held as Treasury Shares and resold through the Exchange at a higher price and generate capital gains for the Company. The Purchased Shares retained as treasury shares can be distributed as share dividends to shareholders as a reward.

The Purchased Shares retained as treasury shares can be utilised as purchase consideration for corporate transaction(s) such as acquisition of land/property/assets, thereby reducing the capital outflow/financial burden of the Company and/or Group.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

(a) Where the Directors resolve to cancel the HCK Shares so purchased, the Company expects to enhance the EPS of the Group as a result of the reduction in the total number of the issued share, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company;

(b) Allows the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of HCK Shares and hence, enhance investors' confidence;

(c) The Proposed Renewal of Share Buy-Back Authority will provide the Company with opportunities for potential gains if the Purchased Shares which are retained as Treasury Shares are resold at prices higher than their cost of purchase;

(d) The Treasury Shares can also be distributed as share dividends to reward the shareholders; and

(e) The Purchased Shares may be held as Treasury Shares and to be transferred for the purpose of or under the Employee Share Scheme established by the Company without the necessity of appointing trustee, thus, saving costs.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

(a) Reduce the Group's financial resources and may result in the Group foregoing better investment opportunities that may emerge in the future or, at least, deprive the Group of interest income that can be derived from the funds utilised for the Proposed Renewal of Share Buy-Back Authority;

(b) Result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase HCK Shares; and

(c) In the event that the Proposed Renewal of Share Buy-Back Authority is funded by external borrowings, the Company's net cash flow may decline to the extent of the interest costs associated with such borrowings.

Nevertheless, the Board in the view that the Proposed Renewal of Share Buy-Back Authority is not expected to cause any potential material disadvantage to the Company and its shareholders, and it will be implemented only after taking into consideration, amongst others, the financial resources of the Group, and of the resultant impact on the shareholders of the Company.

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital, net assets, earnings, earnings per share, working capital and shareholdings of Directors and Substantial Shareholders are set out below based on the following assumptions:

Minimum scenario:	As at LPD and assuming none of the outstanding Warrants are exercised.
Maximum scenario:	As at LPD and assuming all the outstanding Warrants are exercised.

The Minimum scenario and Maximum Scenario are made on the assumption that ESOS and SGP will not be granted. As at LPD, no ESOS and SGP were granted.

5. **FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (CONT'D)**

(a) Share Capital

In the event that the Company acquires the full ten percent (10%) of the total number of issued shares of the Company authorised under the Proposed Renewal of Share Buy-Back Authority and all the HCK Shares so acquired are cancelled, the total number of issued shares of the Company will be as follows:

	Minimum Scenario	Maximum Scenario
	No. of Shares #	No. of Shares#
Total number of issued shares as at LPD	626,377,184	626,377,184
Assuming full exercise of the Warrants	-	680,645,354
Maximum number of Shares to be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority	(62,637,718)	(68,064,535)
Total number of issued shares upon completion of the Proposed Renewal of Share Buy-Back Authority	563,739,466	612,580,819

Including Treasury Shares

The Proposed Renewal of Share Buy-Back Authority will have no effect on the issued share capital of the Company if all the Purchased Shares are to be retained as Treasury Shares, resold or distributed to the shareholders. In the event that the Purchased Shares are retained as Treasury Shares, the total issued capital of the Company will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise will be suspended. While these Purchased Shares remain as Treasury Shares, the Act prohibits the taking into account of such Purchased Shares in calculating the number or percentage of Shares in the Company for any purpose whatsoever including, substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

(b) Working Capital

The Proposed Renewal of Share Buy-Back Authority could reduce the working capital and cashflow available to the Group, the extent of which will depend on the purchase price and the number of Shares purchased. Assuming that the Purchased Shares are retained as Treasury Shares and subsequently resold, the working capital and the cashflow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cashflow will depend on the actual selling price(s) of the Treasury Shares and the number of Treasury Shares resold.

(c) NA Per Share

The Proposed Renewal of Share Buy-Back Authority, if implemented, may increase or decrease the NA per Share depending on the purchase price(s) of the Shares to be purchased. The NA per Share will increase if the purchase price is less than the NA per Share at the time the Shares are purchased but will decrease if the purchase price exceeds the NA per Share at the time the Shares are purchased.

For the Purchased Shares and kept as Treasury Shares, upon resale, the NA per Share will increase if the gain from the Shares resold has been realised. However, the quantum of the increase in NA per Share will depend on the selling prices of the Treasury Shares and the number of Treasury Shares resold.

(d) EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the EPS of the HCK Group are dependent on the purchase price(s) of the Shares and the effective funding cost or loss in interest income to the HCK Group. Where the Purchased Shares are to be cancelled, the EPS of the HCK Group will generally, all else being equal, increase as a result of the reduction in the issued share capital of the Company.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The effect of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and the substantial shareholders of HCK based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at LPD assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full by HCK, are as follows:

(a) Minimum Scenario

Directors	**As at LPD**				**After the Proposed Renewal of Share Buy-Back Authority**			
	Direct		**Indirect**		**Direct**		**Indirect**	
	No. of Shares	**%***	**No. of Shares**	**%***	**No. of Shares**	**%^**	**No. of Shares**	**%^**
Tan Sri Clement Hii Chii Kok @ Hii Chee Kok	41,276,746	6.59	342,368,733 (1)	54.68	41,276,746	7.32	342,368,733 (1)	60.75
Datuk Dr. Dennis Ling Sie Hieng	31,500	0.01	-	-	31,500	0.01	-	-
Datuk Clifford Hii Toh Leong	846,200	0.14	-	-	846,200	0.15	-	-
Lee Kok Cheng	48,500	0.01	-	-	48,500	0.01	-	-
Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo	50,000	0.01	-	-	50,000	0.01	-	-
Emeritus Professor Dato' Dr. Muhammad Bin Awang	-	-	-	-	-	-	-	-
Stephen Wan Yeng Leong	50,000	0.01	-	-	50,000	0.01	-	-
Dato' Diong Tak Chong @ Tiong Tak Chong	34,332,300	5.48	45,000 (2)	0.01	34,332,300	6.09	45,000 (2)	0.01
Zulazman Bin Zulkifli	-	-	-	-	-	-	-	-
Wong Wai Tzing	-	-	-	-	-	-	-	-
Substantial Shareholders								
Tan Sri Clement Hii Chii Kok @ Hii Chee Kok	41,276,746	6.59	342,368,733 (1)	54.68	41,276,746	7.32	342,368,733 (1)	60.73
HiiChiiKok Equities Sdn Bhd	333,205,529	53.22	-	-	333,205,529	59.13	-	-
Dato' Diong Tak Chong @ Tiong Tak Chong	34,332,300	5.48	45,000 (2)	0.01	34,332,300	6.09	45,000 (2)	0.01

* *Based on the total number of issued shares of 626,140,184 (excluding Treasury Shares of 237,000) as at the LPD.*
^ *Based on the total number of issued shares of 563,526,166 (excluding Treasury Shares of 237,000) after the full implementation of the Proposed Renewal of Share Buy-Back.*

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS (CONT'D)

(b) Maximum Scenario

Directors	As at LPD				After full exercise of the outstanding Warrants (I)				After (I) and the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*	No. of Shares	%#	No. of Shares	%#	No. of Shares	%^	No. of Shares	%^
Tan Sri Clement Hii Chii Kok @ Hii Chee Kok	41,276,746	6.59	342,368,733 (1)	54.68	41,276,746	6.07	352,111,808 (1)	51.75	41,276,746	6.74	352,111,808 (1)	57.50
Datuk Dr. Dennis Ling Sie Hieng	31,500	0.01	-	-	31,500	0.01	-	-	31,500	0.01	-	-
Datuk Clifford Hii Toh Leong	846,200	0.14	-	-	846,200	0.12	-	-	846,200	0.14	-	-
Lee Kok Cheng	48,500	0.01	-	-	48,500	0.01	-	-	48,500	0.01	-	-
Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo	50,000	0.01	-	-	50,000	0.01	-	-	50,000	0.01	-	-
Emeritus Professor Dato' Dr. Muhammad Bin Awang	-	-	-	-	-	-	-	-	-	-	-	-
Stephen Wan Yeng Leong	50,000	0.01	-	-	50,000	0.01	-	-	50,000	0.01	-	-
Dato' Diong Tak Chong @ Tiong Tak Chong	34,332,300	5.48	45,000 (2)	0.01	60,081,000	8.83	150,900 (2)	0.02	60,081,000	9.81	150,900 (2)	0.02
Zulazman Bin Zulkifli	-	-	-	-	-	-	-	-	-	-	-	-
Wong Wai Tzing	-	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders												
Tan Sri Clement Hii Chii Kok @ Hii Chee Kok	41,276,746	6.59	342,368,733 (1)	54.66	41,276,746	6.07	352,111,808 (1)	51.75	41,276,746	6.74	352,111,808 (1)	57.50
HiiChiiKok Equities Sdn Bhd	333,205,529	53.22	-	-	342,948,604	50.40	-	-	333,205,529	56.00	-	-
Dato' Diong Tak Chong @ Tiong Tak Chong	34,332,300	5.48	45,000 (2)	0.01	60,081,000	8.83	150,900 (2)	0.02	34,332,300	9.81	150,900 (2)	0.02

Notes:
(1) Deemed interested pursuant to Section 8 of the Act.
(2) Deemed interested by virtue of his spouse, Datin How Sew Lin's direct shareholding in the Company pursuant to Section 59(11) of the Companies Act 2016.
** Based on the total number of issued shares of 626,140,184 (excluding Treasury Shares of 237,000) as at the LPD.*
 # Based on the total number of issued shares of 680,408,354 (excluding Treasury Shares of 237,000) after full exercise of the outstanding Warrants.
^ Based on the total number of issued shares of 612,367,519 (excluding Treasury Shares of 237,000) after full exercise of the outstanding Warrants and full implementation of the Proposed Renewal of Share Buy-Back.

7. IMPLICATIONS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY IN RELATION TO THE RULES OF TAKE-OVERS (THE CODE)

The Proposed Renewal of Share Buy-Back Authority may result in any director(s), substantial shareholder(s) and/or parties acting in concert triggering a mandatory general offer obligation. In the event the Proposed Renewal of Share Buy-Back Authority results in any director(s), substantial shareholder(s) and/or parties acting in concert with him/them triggering a mandatory offer obligation under the Code, the affected director(s) or substantial shareholder(s) will be obliged to make a mandatory offer for the remaining HCK Shares not held by him/them. The Board is mindful of the provision under the Code.

8. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to approval to be obtained from the shareholders at the forthcoming AGM of the Company.

9. INTERESTS OF DIRECTORS AND/OR MAJOR SHAREHOLDERS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority set out in Section 6 of this Statement, none of the Directors and/or major shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority or the resale of treasury shares, if any.

10. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interests of the Company. Accordingly, the Board recommends that the shareholders **VOTE IN FAVOUR** of the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company.

11. AGM

The Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Authority has been incorporated in the Notice of AGM of HCK's Annual Report 2025, which is being circulated together with this Statement. The AGM will be held at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2026 at 11.00 a.m. or any adjournment thereof, to consider, if thought fit, to pass the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote at the AGM in person, you are requested to complete the Proxy Form enclosed in the HCK's Annual Report 2025 in accordance with the instructions contained therein and deposit it at the Company's Office at Level 40, HCK Tower, No. 8, Jalan Damansara, Empire City, Jalan PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the 27th AGM. Alternatively, the Proxy Form may be lodged electronically ("e-Proxy") via the RPV Online portal at https://web.vote2u.my (applicable to individual shareholders only). Please refer to the Administrative Guide for submission of the e-Proxy. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting or adjourned meeting should you subsequently wish to do so.

12. FURTHER INFORMATION

You are requested to refer to the attached Appendix I contained in this Statement for further information.

Yours faithfully,
for and on behalf of the Board of
HCK CAPITAL GROUP BERHAD

TAN SRI PROF. DATO' DR. MARIMUTHU A/L THANGAVELOO
Senior Independent Non-Executive Director

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1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save for the material contracts disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered by the Company and its subsidiaries during the two (2) years immediately preceding the date of this Circular:

(i) Settlement Agreement dated 26th September 2024 between Global Activate Sdn. Bhd. and Tan Sri Clement Hii and to settle the debt payable by Global Activate Sdn. Bhd. via the issuance of 47,256,746 Settlement Shares to Tan Sri Clement Hii at an issue price of RM2.1161 each.

(ii) Sale and Purchase Agreement dated 25th July 2025 between Reside Capital Sdn. Bhd. and Bandar Setia Alam Sdn. Bhd. to purchase Plot 1 of the land in the size of 1.2107 acres held under Geran 273932, Lot 55767, Mukim of Bukit Raja, Daerah of Petaling, Negeri of Selangor.

(iii) Sale and Purchase Agreement dated 31st July 2025 between Reside Capital Sdn. Bhd. and Bandar Setia Alam Sdn. Bhd. to purchase Plot 2 of the land in the size of 1.2199 acres held under Geran 273932, Lot 55767, Mukim of Bukit Raja, Daerah of Petaling, Negeri of Selangor.

(iv) Sale and Purchase Agreement dated 8th August 2025 between Reside Capital Sdn. Bhd. and Bandar Setia Alam Sdn. Bhd. to purchase Plot 3 of the land in the size of 1.2340 acres held under Geran 273932, Lot 55767, Mukim of Bukit Raja, Daerah of Petaling, Negeri of Selangor.

(v) Joint Venture Agreement dated 15th September 2025 between Trilink Essential Sdn. Bhd. and Bongsor Development Sdn. Bhd. to undertake a proposed development on the land held under Geran 290950, Lot 1095, Pekan Cheras, Daerah Ulu Langat, Negeri Selangor, measuring approximately 6.8672 hectares in area.

(vi) Share Sale Agreement dated 26th September 2025 between Andaman Daya Sdn. Bhd. and Sinar Pavilion Sdn. Bhd. for the purpose of disposing of 23,545,680 ordinary shares in Andaman Daya Sdn. Bhd., representing 51% equity interest in Andaman Daya Sdn. Bhd. to Sinar Pavilion Sdn. Bhd.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, HCK Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and has no knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office located at Unit 7-01, Level 7, Lagenda Tower, No. 3 Jalan SS20/27, 47400 Petaling Jaya, Selangor during office hours from Monday to Friday (except on public holidays) from the date of this Circular up to and including the date of the 27th AGM:

(a) the Constitution of the Company;

(b) the audited financial statements of the Company for the FYEs 31 December 2024 and 31 December 2025; and

(c) the Material contracts referred to in Section 2 of this Appendix 1.

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ORDINARY RESOLUTION 9

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT approval be and is hereby given to the Company and its subsidiary ("the Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to Shareholders dated 30 April 2026, provided that:

(a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;

(b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;

(c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and

(d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:

 (i) the related transacting parties and their respective relationship with the Company; and

 (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

(a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or

(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

ORDINARY RESOLUTION 10

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities ("MMLR") and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

(a) the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

(b) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profits of the Company. As at the financial year ended 31 December 2025, the audited retained profit account of the Company stood at RM78,225,999.

(c) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:

  (i) at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or

  (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

  (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manner:

(a) to cancel the ordinary shares so purchase; or

(b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or

(c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or

(d) in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the MMLR and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."