HI Mobility

HI MOBILITY BERHAD

Registration No. 202401023591 (1569440-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("**2nd AGM**") of HI Mobility Berhad ("**HI**" or the "**Company**") will be held at **Westside 1 & 2, Level 8, St. Giles Boulevard, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan** on **Wednesday, 24 June 2026** at **10:00 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications: -

AGENDA
As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 January 2026 together with the Reports of the Directors and Auditors thereon. — **Please refer to Explanatory Note A**

2. To approve the payment of Directors' fees to the Non-Executive Directors in accordance with the fee structure disclosed in Explanatory Note B for the period from 25 June 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. — **Ordinary Resolution 1**

3. To approve the payment of a meeting attendance allowance of RM1,000 per meeting day to each Non-Executive Director for the period from 25 June 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. — **Ordinary Resolution 2**

4. To re-elect the following Directors who retire in accordance with Clause 96 of the Company's Constitution and being eligible, offer themselves for re-election: -

   (a) Raja Datuk Zaharaton Binti Raja Zainal Abidin — **Ordinary Resolution 3**
   (b) Mdm Bah Kim Lian — **Ordinary Resolution 4**

5. To re-appoint Messrs. BDO PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. — **Ordinary Resolution 5**

As Special Business

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

ORDINARY RESOLUTIONS

6. **Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016 (the "Act") ("Proposed General Mandate")** — **Ordinary Resolution 6**

   "**THAT** pursuant to Sections 75 and 76 of the Act and the approvals of the relevant government and/or regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

   THAT pursuant to Section 85 of the Act to be read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offer new shares in the Company ranking equally to the existing issued shares of the Company arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

   THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

   AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

7. **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** — **Ordinary Resolution 7**

   "**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (the "**Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A of the Circular/Statement to shareholders dated 26 May 2026, which are necessary for the day-to-day operations of the Group within 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 the public and are not detrimental of the minority shareholders of the Company.

   THAT the authority for the Proposed Shareholders' Mandate shall continue to be in full force until: -

   (i) the conclusion of the next Annual General Meeting of the Company ("**AGM**"), at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

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

   (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

   whichever is the earlier.

   AND THAT the Board of Directors be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Shareholders' Mandate."

8. **Proposed Share Buy-Back Authority of up to 10% of the Total Number of Issued Shares of the Company ("Proposed Share Buy-Back Authority")** — **Ordinary Resolution 8**

   THAT subject to the compliance with Section 127 of the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:

   (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall 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; and

   (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

   THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

   (i) cancel all or part of the shares so purchased; and/or

   (ii) retain the shares so purchased in treasury for distribution as a dividend to the shareholders and/or resell on the market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or

   (iii) retain part thereof as treasury shares and cancel the remainder; and/or

   (iv) transfer the shares, or any of the shares as purchase consideration; and/or

   in any other manner as prescribed by the Act, rules, regulations, and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

   THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

   (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an 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 after that date is required by law to be held; or

   (iii) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

   whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

   AND THAT the Directors of the Company be authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take such steps and do all such acts and things as they may deem fit and expedient in the best interest of the Company.

9. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Act.

By Order of the Board

Lim Li Heong (MAICSA 7054716) (SSM Practising Certificate No.: 202008001981)
Wong Mee Kiat (MAICSA 7058813) (SSM Practising Certificate No.: 202008001958)
Company Secretaries

Kuala Lumpur
26 May 2026

Explanatory Notes to Ordinary Business:-

A. Audited Financial Statements for the financial year ended 31 January 2026

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

B. Resolutions 1 to 2 – Payment of Directors' Fees and Benefits Payable

Pursuant to Section 230(1) of the Act, the fees and any benefits payable to the Directors of a listed company and its subsidiaries must be approved at the general meeting.

(i) The Board, at its meeting held in March 2026, approved the Nomination and Remuneration Committee ("**NRC**") recommendation for the proposed revision to the Directors' fees for the Non-Executive Directors, for shareholders' approval, to appropriately reflect the scope, responsibilities and accountability of the respective Board Committee Chairs for the period from 25 June 2026 until the conclusion of the next AGM in 2027, as outlined in the right column of the table below:

Type of Fees	Current RM	Proposed RM
Board fees		
Non-Executive Chairman	150,000/annum	No change
Non-Executive Director	100,000/annum	No change
Audit Committee fees		
Committee Chairman	15,000/annum	**20,000/annum**
Committee Member	10,000/annum	No change
Risk Committee fees		
Committee Chairman	15,000/annum	No change
Committee Member	10,000/annum	No change
Nomination and Remuneration Committee fees		
Committee Chairman	15,000/annum	**12,000/annum**
Committee Member	10,000/annum	No change

(ii) The Board, on the recommendation of the NRC, has approved that the Directors' benefits, comprising a meeting allowance of RM1,000 per meeting, remain unchanged. Payment of such benefits will be made by the Company to the respective Non-Executive Directors as and when incurred, subject to shareholders' approval of Ordinary Resolution 2 at the 2nd AGM.

C. Resolutions 3 to 4 – Re-election of Directors

Clause 96 of the Company's Constitution stipulates that at the AGM where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3) then the number nearest to but not exceeding one-third (1/3) shall retire from office and be eligible for re-election provided always that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Raja Datuk Zaharaton Binti Raja Zainal Abidin ("**Raja Datuk Zaharaton**") and Mdm Bah Kim Lian ("**Mdm Bah**") (collectively referred as "**Retiring Directors**") are retiring by rotation pursuant to Clause 96 of the Constitution of the Company and are standing for re-election at this AGM. Their profiles are provided in the Directors' Profile of the Annual Report 2026.

In assessing the re-election of Raja Datuk Zaharaton and Mdm Bah, the NRC and the Board considered the outcome of the Board Evaluation Assessment, which included an assessment of their individual performance, as well as their suitability and fitness, in accordance with the Company's Fit and Proper Policy. The evaluation covered key criteria such as integrity, professional competence, experience, independence, and commitment to their role as a Director.

Based on the outcome of the above assessment, all individual Directors (including the Retiring Directors) were assessed to have demonstrated satisfactory performance and to have met the standards expected of effective, high-performing Directors. The NRC and the Board are satisfied that the Retiring Directors possess the necessary qualifications, relevant industry knowledge, leadership capabilities and ethical standards expected of Directors. In addition, Raja Datuk Zaharaton continues to fulfil the independence requirements as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and has demonstrated objectivity and independence in her views and participation in Board deliberations and decision-making. Accordingly, the NRC and the Board recommend the Retiring Directors for re-election at the 2nd AGM of the Company.

D. Resolution 5 – Re-appointment of Auditors

The Audit Committee ("**AC**") having assessed the suitability, objectivity and independence of Messrs. BDO PLT recommended the latter's re-appointment as External Auditors of the Company to the Board for consideration. Upon review, the Board in turn would like to recommend the same to the shareholders for approval at the 2nd AGM of the Company. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Report of the Company for the financial year ended 31 January 2026.

Explanatory Notes to Special Business:-

E. Resolution 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 proposed under Item 6 above, if passed, will give the Directors of the Company flexibility to allot and issue new shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital (excluding treasury shares) for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is to undertake any potential fundraising activities, including but not limited to the placement of shares, for the purpose of funding Company's current and/or future investment projects, working capital, repayment of banking facilities, acquisitions, or issuance of shares as consideration for the acquisition of assets, or for such other purposes as the Directors may deem fit.

The general mandate sought for issue of shares is a new mandate. This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of Act, which will result in a dilution to their shareholding percentage in the Company.

F. Resolution 7 – Proposed Shareholders' Mandate

The proposed Ordinary Resolution 7, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its reinvolving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. For more information, please refer to Part A of the Circular to Shareholders dated 26 May 2026 available on the Company's website at https://himobilitygroup.com/investor-resources/.

G. Resolution 8 – Proposed Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, will allow the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares in the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company. For more information, please refer to the Statement to Shareholders dated 26 May 2026 available on the Company's website at https://himobilitygroup.com/investor-resources/.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 June 2026 (General Meeting Record of Depositors) shall be eligible to attend, speak, and vote at the 2nd AGM of the Company or appoint proxy(ies) to attend, participate, speak and vote in his/her stead.

2. A member who is entitled to participate and vote at the 2nd AGM of the Company is entitled to appoint up to two (2) proxies to participate and vote in his/her stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.

3. A proxy may, but does not need to be a member of the Company. Notwithstanding this, a member entitled to participate and vote at the 2nd AGM of the Company is entitled to appoint any person as his/her proxy to participate and vote instead of the member at the 2nd AGM of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the 2nd AGM of the Company shall have the same rights as the member to speak at the 2nd AGM of the Company.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") ("**authorised nominee**"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which ordinary shares of the Company standing to the credit of the said securities account.

5. Where an authorised nominee appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

6. Where a member is an exempt authorised nominee that holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") ("**exempt authorised nominee**"), there is no limit to the number of proxies that the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.

7. The appointment of a proxy may be made either by electronic means or in hard copy form and must be submitted in the following manner not less than 48 hours before the time appointed for holding the 2nd AGM of the Company or adjourned general meeting, at which the person named in the appointment proposes to vote:

   (a) By electronic form - The form of proxy can be electronically lodged with the share registrar of the Company, via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com (applicable to individual members, corporate shareholders, authorised nominee, and exempt authorised nominee). Kindly refer to the Administrative Guide, which is available on the Company's website at https://himobilitygroup.com/investor-resources/,on the procedures for electronic lodgement of the form of proxy via the Boardroom Smart Investor Portal.

   (b) In hard copy form - In the case of an appointment made in hard copy form, the form of proxy must be deposited with the share registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

8. All the resolutions set out in this Notice of Meeting will be put to vote by poll.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

1. 2nd AGM of the Company will be held at Westside 1 & 2, Level 8, St. Giles Boulevard, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 24 June 2026 at 10:00 a.m.

2. The Directors who are standing for re-election at the 2nd AGM of the Company pursuant to Clause 96 of the Company's Constitution are: -

   (i) Raja Datuk Zaharaton Binti Raja Zainal Abidin
   (ii) Mdm Bah Kim Lian

   Raja Datuk Zaharaton Binti Raja Zainal Abidin and Mdm Bah Kim Lian have no conflict of interest or potential conflict of interest including any interest in any competitor business with the Company or its subsidiaries.

   The details of the above Directors seeking re-election are set out in the Board of Directors' Profile of the Annual Report 2026.

3. The details of the above Directors' interest in the securities of the Company are set out in the Analysis of Shareholdings of the Annual Report 2026.

4. The details of the Directors' attendance at the Board of Directors' meetings held during the financial year ended 31 January 2026 are disclosed in the Corporate Governance Overview Statement of the Annual Report 2026.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: -

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

(ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.