



HIAP TECK VENTURE BERHAD
Registration No. 199701005844 (421340-U)

A G E N D A

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting of the Company will be held at Setia City Convention Centre, Function Room 8, 1st Floor, No. 1, Persiaran Setia Dagang AG U13/AG, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 17 December 2025 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS:-

- To receive the Audited Financial Statements of the Company for the financial year ended 31 July 2025 together with the Directors' and Auditors' Reports attached thereon.
- To approve the Directors' fees of RM420,000.00 for the financial year ended 31 July 2025.
- To approve the Directors' allowances and benefits payable of RM40,000.00 in respect of the period from 18 December 2025 up to the next Annual General Meeting of the Company.
- To approve a First and Final Single-Tier Dividend of 0.50 sen per share for the financial year ended 31 July 2025.
- To re-elect the following Directors who are retiring in accordance with Clause 92 of the Company's Constitution:-
 - Tan Sri Dato' Sri Mohamad Fuzi Bin Harun;
 - Mr. Foo Kok Siew; and
 - Mr. Chen Thien Yin.
- To re-elect Mr. Law Wai Ho who is retiring in accordance with Clause 97 of the Company's Constitution.
- To re-appoint Messrs. KPMG PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Note A on this Agenda
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6
Ordinary Resolution 7
Ordinary Resolution 8

AS SPECIAL BUSINESS:-

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

8.1 The Authority to Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject always to the approvals of the relevant authorities, the Directors be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company (excluding treasury shares) at the time of issue.

AND THAT the Directors be hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 9

8.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of RRPT Mandate")

"THAT the Company and/or its subsidiaries be hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.3 of the Circular to Shareholders dated 17 November 2025, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate.

Ordinary Resolution 10

AND FURTHER THAT such authority shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier."

Ordinary Resolution 11

8.3 Proposed Shareholders' Mandate for Share Buy-Back

"THAT subject to the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be hereby authorised to purchase and/or to hold up to ten percent (10%) of the issued Shares of the Company ("Proposed Share Buy-Back") 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 of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company are RM97,854,861.25 for the financial year ended 31 July 2025.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.

- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a First and Final Single-Tier Dividend of 0.50 sen per share in respect of the financial year ended 31 July 2025 shall be payable on 16 January 2026 to Depositors registered in the Record of Depositors at the close of business on 5 January 2026.

Depositors shall qualify for entitlement only in respect of:-

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 5 January 2026 in respect of transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD
HIAP TECK VENTURE BERHAD

NG YIM KONG (MACS 00305)
SSM PC: 202008000309
Company Secretary

Selangor Darul Ehsan
Date: 17 November 2025

EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESSES OF THE AGENDA.

(A) Audited Financial Statement for the Financial Year ended 31 July 2025

Agenda 1 is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, formal approval by members is not required to be obtained. Hence, this Agenda will not be put forward for voting.

(B) Payment of Directors' Fees and Benefits Payable

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the shareholders' approval shall be sought at the 29th AGM for the Directors' fees for the financial year ended 31 July 2025 under Ordinary Resolution 1.

Under Ordinary Resolution 2, the allowances payable to the Directors have been reviewed by the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company, and are payable for the period from 18 December 2025 up to the conclusion of the next 30th Annual General Meeting of the Company and are in the best interest of the Company. The Directors' allowances comprise meeting allowance only.

(C) Re-election of Directors

Clause 92 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun, Mr. Foo Kok Siew and Mr. Chen Thien Yin ("Retiring Directors"), who retire in accordance with Article 92 of the Constitution and being eligible, have offered themselves for re-election.

Mr. Law Wai Ho ("Retiring Directors") who was appointed as Directors of the Company during the financial year under review, will retire in accordance with Article 97 of the Constitution and being eligible, has offered himself for re-election.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 29th AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the NRC has reviewed the composition of the Board with the view that the Board is refreshed periodically and has assessed the performance, time commitment and contribution of each of the Retiring Directors based on the Annual Performance Evaluation of the Board for the financial year ended 31 July 2025.

The NRC has recommended the re-election of the Retiring Directors based on the following consideration:

- satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;
- met the fit and proper criteria of character, experience, integrity, competence and time commitment in discharging their roles as Directors of the Company;
- level of independence and ability to act in the best interest of the Company.

The Board has approved the NRC's recommendation for the Retiring Directors pursuant to Clause 92 of the Constitution of the Company. All the Retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.

The evaluation criteria adopted as well as the process of assessment by the Board has been duly elaborated in the Corporate Governance Overview Statement and Nomination Committee Statement in the Annual Report 2025 of the Company.

(D) Re-appointment of Auditors

The Audit Committee ("AC") has assessed the suitability and independence of the External Auditors and has recommended the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 July 2026. The Board has in turn reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the forthcoming 29th AGM of the Company under Ordinary Resolution 8.

(E) The Authority to Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 9 under Agenda 8.1, if passed, will empower the Directors of the Company, from the date of the above 29th AGM, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company (excluding treasury shares) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate which seeks to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the 28th AGM held on 13 December 2024. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

The Company has not issued any new share to date pursuant to Sections 75 and 76 of the Companies Act 2016 under the general mandate which was approved at the 28th AGM.

(F) The Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Proposed Ordinary Resolution 10 under Agenda 8.2, if passed, will enable the Company and its subsidiaries ("the Group") to continue entering into the specified Recurrent Related Party Transactions as set out in Section 2.3.3 of the Circular to Shareholders dated 17 November 2025 with the specified classes of the Related Parties mentioned therein which are necessary for the Group's day-to-day operations. For further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, please refer to the Circular to Shareholders dated 17 November 2025 enclosed together with the Company's 2025 Annual Report.

(G) Proposed Shareholders' Mandate for Share Buy-Back

The proposed Resolution 11 under item 8.3 of the Agenda, if passed, will allow the Company to purchase and/or hold up to 10% of the total Issued Shares of the Company listed on Bursa Malaysia Securities Berhad. For further information on the Proposed Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders dated 17 November 2025 enclosed together with the Company's Annual Report 2025.

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 the 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 discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data 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.