

# NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second (2<sup>nd</sup>) Annual General Meeting (“AGM”) of Hartanah Kenyalang Berhad (“HKB” or “the Company”) shall be held at Sheraton Kuching Hotel, No. 2, Jalan Padungan, 93100 Kuching, Sarawak, on Monday, 13 April 2026 at 9.00 a.m. to transact the following business: -

## AGENDA

### ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 October 2025, together with the Reports of the Directors and Auditors thereon.                               | <b>Please refer to Explanatory Note (A)</b> |
| 2. | To approve the payment of Directors’ fees amounting to RM480,000 payable to the Directors of the Company for the financial year ended 31 October 2025.  | <b>Ordinary Resolution 1</b>                |
| 3. | To approve the payment of Directors’ meeting attendance allowances and any other benefits for an amount of up to RM100,000 from the date of the passing of this Ordinary Resolution until the next AGM. | <b>Ordinary Resolution 2</b>                |
| 4. | To re-elect the following Directors who retire by rotation pursuant to Clause 89 of the Company’s Constitution, and being eligible, offer themselves for re-election: -                                 |   |
|    | a) Mr Seah Boon Kee   | <b>Ordinary Resolution 3</b>                |
|    | b) Ms Chai Suk Phin   | <b>Ordinary Resolution 4</b>                |
|    | c) Mr Cheok Liam Fock   | <b>Ordinary Resolution 5</b>                |
| 5. | To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Board of Directors to fix their remuneration.   | <b>Ordinary Resolution 6</b>                |

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

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| 6. | <b>Authority to Issue and Allot Shares of the Company Pursuant to Sections 75 and 76 of the Companies Act 2016</b> | <b>Ordinary Resolution 7</b> |
|----|--|------------------------------|

**“THAT** the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), to issue and allot shares in the Company at any time to such persons 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 issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; **THAT** the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue to be in force until the conclusion of the next AGM of the Company, subject always to the Act, the Constitution of the Company, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Securities and approvals of the relevant authorities, where required (“General Mandate”).

**AND FURTHER THAT** in connection with the above, pursuant to Section 85 of the Act which must be read together with Clause 15 of the Constitution of the Company, the shareholders of the Company do hereby waive the statutory pre-emptive rights of the offered shares in proportion to their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.”

## NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING (CONTINUED)

**7. Proposed New Shareholders' Mandate for the Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

**Ordinary Resolution 8**

"**THAT** approval be and is hereby given pursuant to Rule 10.09 of the Listing Requirements of Bursa Securities to the Company and its subsidiaries ("Group") to enter into RRPT of a revenue or trading nature as set out in the Circular to Shareholders dated 26 February 2026, which are necessary for its day-to-day operations in its ordinary course of business, at arm's length 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 to the minority shareholders of the Company.

**THAT** such approval shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier;

**AND THAT** the Directors of the Company be hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate and that the estimated values are given for the RRPT as specified in the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in the Circular."

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**8. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company**

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By order of the Board

**PAULINE KON SUK KHIM**  
(CCM Practicing Certificate No. 202008001607)  
(MAICSA 7014905)  
Company Secretary  
Date: 26 February 2026

## NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING (CONTINUED)

### Notes: -

1. *To determine a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 65 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 7 April 2026. Only a depositor whose name appears on the General Meeting Record of Depositors as at 7 April 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*
2. *A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. A proxy may not be a member of the Company and a member may appoint any persons to be his/her proxy.*
3. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.*
4. *Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.*
5. *The Form of Proxy, in the case of an individual, shall be signed by the appointer or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.*
6. *The duly completed Form of Proxy must be deposited at the registered office of the Company at E289, 1st Floor, Block E Icom Square, Jalan Pending 93450 Kuching, Sarawak, not less than forty-eight (48) hours before the time appointed for this Second (2<sup>nd</sup>) AGM or any adjournment thereof.*
7. *If the appointer is a corporation, this form must be executed under its seal or the hand of an officer or an attorney duly authorised.*
8. *Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all transactions set out in the Notice of AGM will be put to vote by poll.*

### EXPLANATORY NOTES:

#### (A) AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements are laid before the shareholders for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Act. Hence, this matter will not be put for voting.

#### (B) ORDINARY RESOLUTION 1 AND 2

##### **Payment of Directors' Fees, Meeting Allowances and any other Benefits**

Section 230(1) of the Act, requires that the Directors' fees, meeting allowances and benefits payable to the Directors of a public company must be approved at a general meeting. Accordingly, shareholders' approval is sought for the payment of Directors' fees, meeting attendance allowances and any other benefits which shall take effect from the date of passing of this Ordinary Resolution until the next AGM.

#### (C) ORDINARY RESOLUTION 3, 4 AND 5

##### **Re-election of Directors Pursuant to Clause 89 of the Constitution of the Company**

In accordance with Clause 89 of the Company's Constitution, Mr Seah Boon Kee, Ms Chai Suk Phin and Mr Cheok Liam Fock are due to retire by rotation, and being eligible, have offered themselves for re-election.

The Nomination and Remuneration Committee ("NRC") assessed the performance of Mr Seah Boon Kee, Ms Chai Suk Phin and Mr Cheok Liam Fock (collectively "the retiring Directors") according to the fit and proper criteria. The retiring Directors have satisfied the criteria of character and integrity, experience and competence, as well as time and commitment, as set out in the Company's Fit and Proper Policy. Based on the recommendation of the NRC, the Board is satisfied with the performance and contributions of the retiring Directors and supports their re-election.

The profiles of the Directors who are standing for re-election are set out in the Board of Directors Profiles of the 2025 Annual Report of the Company.

## NOTICE OF 2<sup>ND</sup> ANNUAL GENERAL MEETING (CONTINUED)

### EXPLANATORY NOTES: (CONT'D)

#### (D) ORDINARY RESOLUTION 7

##### **Authority to Issue and Allot Shares of the Company Pursuant to Sections 75 and 76 of the Act**

This Ordinary Resolution, if passed, will empower the Directors of the Company to issue and allot shares in the Company and to make or grant offers, agreements, rights or options in respect of new shares in the Company pursuant to the General Mandate obtained, up to 10% of the total number of issued shares of the Company, pursuant to Section 85 of the Act read together with Clause 15 of the Constitution of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2027.

This General Mandate, if approved, will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, to fund future investment project(s), working capital and/or acquisitions and to avoid any delay or costs involved in convening a general meeting for such issuance of shares.

#### (E) ORDINARY RESOLUTION 8

##### **Proposed Shareholders' Mandate**

This Ordinary Resolution, if passed, will authorise the Company and each of its subsidiaries to enter into RRPT of a revenue or trading nature set out in the Circular to Shareholders of the Company dated 26 February 2026, which are of a revenue nature and necessary for the Group's day-to-day operations. This would eliminate the need to make regular announcements to Bursa Securities or convene separate general meetings from time to time to seek shareholders' approval as and when RRPT arise, thereby reducing substantial administrative time and expenses in convening such meetings. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.

Please refer to the Circular to Shareholders dated 26 February 2026 for further details.

### STATEMENT ACCOMPANYING THE NOTICE OF AGM

There is no person seeking election as a Director of the Company at this Second (2<sup>nd</sup>) AGM.

#### **Personal Data Privacy:**

*By submitting proxy form(s) 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.*