

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to take, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Statement/Circular prior to its issuance as it is prescribed as an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Statement/Circular, 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 Statement/Circular.



HEITECH PADU BERHAD

[Registration No: 199401024950 (310628-D)]
(Incorporated in Malaysia)

**PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER
SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 52 OF THE COMPANY'S
CONSTITUTION ("PROPOSED WAIVER")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("**EGM**") of HeiTech Padu Berhad ("**HeiTech**" or "**Company**") will be held as a fully virtual meeting via live streaming and online remote voting from the broadcast venue stated below. This Circular is despatched together with the Notice of EGM and Form of Proxy are enclosed in this Circular.

Date and time : Tuesday, 26 March 2024 at 10.30 a.m.

Broadcast Venue : TITAN 1, HeiTech Village 2, No 1, Jalan Astaka U8/81, Seksyen U8, 40150 Shah Alam,
Selangor

The members will not be allowed to attend the EGM in person at the Broadcast Venue on the day of meeting.

The Form of Proxy for the EGM should be completed and deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. As the voting at the EGM will be conducted on a poll, the Form of Proxy must be lodged on or before the following date and time:

Last date and time for deposit of Form of Proxy : **Sunday, 24 March 2024 at 10.30 a.m.**

The proxy appointment may also be lodged electronically via Tricor's TIH Online website at <https://tjih.online> no later than Sunday, 24 March 2024 at 10.30 a.m. For further information on electronic lodgement of Form of Proxy, please refer to Administrative Notes on EGM.

This Circular is dated **12 March 2024**

DEFINITIONS

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

“Act”	:	Companies Act 2016 and as may be amended from time to time and any re-enactment thereof
“28 th AGM”	:	28 th Annual General Meeting of the Company held on 22 June 2023
“Board”	:	Board of Directors of HeiTech Padu Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No: 200301033577 (635998-W)]
“Director(s)”	:	A natural person who holds a directorship in the Company and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007.
“EGM”	:	Extraordinary General Meeting of the Company
“Existing General Mandate”	:	Shareholders’ approval obtained at the 28 th AGM for the authority to allot and issue Shares pursuant to Sections 75 and 76 of the Act which empowers the Directors to allot and issue Shares, 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 allotted and issued during the preceding 12 months does not exceed 10% of the total number of issued Shares.
“HeiTech” or “Company”	:	HeiTech Padu Berhad [Registration No: 199401024950 (310628-D)]
“HeiTech Group” or “Group”	:	HeiTech and its subsidiary companies as defined in Section 4 of the Act
“LPD”	:	27 th February 2024 being the latest practicable date prior to the printing of this Circular
“Proposed Waiver”	:	Proposed waiver from the shareholders to waive their pre-emptive rights under Section 85 of the Act and Clause 52 of the Company’s Constitution in relation to the new Shares to be allotted and issued pursuant to the General Mandate
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendment(s) that may be made from time to time

DEFINITIONS (CONT'D)

- “Related Corporation” : A corporation which is:
- (a) a holding company of another corporation;
 - (b) a subsidiary of another corporation; and
 - (c) a subsidiary of the holding company of another corporation

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 corporations, unless otherwise specified.

Any reference in this Statement/Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Statement/Circular shall be a reference to Malaysian time, unless otherwise stated.

The rest of this page is intentionally left blank
--

TABLE OF CONTENTS

	PAGE
 <u>PART B</u>	
PROPOSED WAIVER	
1. INTRODUCTION	1-2
2. DETAILS OF THE PROPOSED WAIVER	2
3. RATIONALE OF THE PROPOSED WAIVER	2
4. EFFECTS OF THE PROPOSED WAIVER	2
5. APPROVALS REQUIRED	2
6. CONDITIONALITY OF THE PROPOSED WAIVER	3
7. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	3
8. DIRECTORS' STATEMENT AND RECOMMENDATION	3
9. EGM	3
10. FURTHER INFORMATION	3
 APPENDIX	
FURTHER INFORMATION	4-5
 NOTICE OF EGM	 ENCLOSED
ADMINISTRATIVE NOTES FOR THE EGM	ENCLOSED
PROXY FORM	ENCLOSED

The rest of this page is intentionally left blank



HEITECH PADU BERHAD
[Registration No: 199401024950 (310628-D)]
(Incorporated in Malaysia)

Registered Office:

Level 15, Menara HeiTech
Village, Persiaran Kewajipan,
USJ 1, UEP Subang Jaya,
47600 Subang Jaya,
Selangor Darul Ehsan,
Malaysia.

12 March 2024

Board of Directors:

Tan Sri Dato' Sri Abi Musa As'ari Bin Mohamed Nor (*Chairman/Non-Independent Non-Executive Director*)
Dato' Sri Mohd Hilmey Bin Mohd Taib (*Executive Deputy Chairman*)
Datuk Mohd Radzif Bin Mohd Yunus (*Independent Non-Executive Director*)
Encik Sulaiman Hew Bin Abdullah (*Independent Non-Executive Director*)
Puan Wan Ainol Zilan Binti Abdul Rahim (*Independent Non-Executive Director*)
Encik Hamzah Bin Mahmood (*Independent Non-Executive Director*)
Encik Razalee Bin Amin (*Independent Non-Executive Director*)
Mr. Chong Seep Hon (*Independent Non-Executive Director*)

To: The Shareholders of HeiTech

Dear Sir/Madam,

PROPOSED WAIVER OF THE SHAREHOLDERS' PRE-EMPTIVE RIGHTS

1.0 INTRODUCTION

During the 28th AGM of HeiTech held on 22 June 2023, the Company had obtained the General Mandate from its shareholders, whereby the Board has been authorised to issue and allot new shares not exceeding 10% of the total number of issued shares of HeiTech (excluding treasury shares) at the time of issue ("**Existing General Mandate**"). The Existing General Mandate shall continue to be in force until the conclusion of the Company's next AGM. From the 28th AGM until the date of this Circular, no new shares have been issued pursuant to the Existing General Mandate.

Pursuant to Section 85 of the Act and to be read together with Clause 52 of the Constitution, the shareholders of HeiTech have the pre-emptive rights to be offered new Shares which rank equally to existing shares, subject to any direction to the contrary that may be given in general meeting.

"Section 85 of the Act: Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to

the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

- (2) An offer under subsection (1) shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined.*
- (3) If the offer is not accepted after the expiry of the period specified in the notice under subsection (2), the directors may dispose those shares in such manner as the directors think most beneficial to the company."*

Clause 52 of the Constitution has been extracted and reproduced below for ease of reference. The words and expressions appearing in the following provision shall bear the same meaning used in the Constitution:

"Subject to any direction to the contrary that may be given by the Company in General Meeting any shares for the time being unissued and not allotted and any new shares from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstance admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of the time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Clause."

2.0 DETAILS OF THE PROPOSED WAIVER

In view of the provisions of Section 85 of the Act and read together with Clause 52 of the Constitution as stated above, the Company proposes to seek our shareholders' waiver of their pre-emptive rights over the new shares to be allotted and issued pursuant to the Existing General Mandate.

3.0 RATIONALE

The Proposed Waiver of the Shareholders' Pre-emptive Rights will enable the Directors to issue and allot new shares pursuant to the Existing General Mandate which rank equally to existing issued shares to any person without having first to offer such new shares to the existing shareholders in proportion to the shareholdings in the Company.

This flexibility will allow, if required the Company to expediently issue new shares pursuant to the Existing General Mandate for any possible fund-raising activities such as placement of shares.

4.0 EFFECTS OF THE PROPOSED WAIVER

The Proposed Waiver, if approved by the shareholders, will deem the shareholders to have waived their pre-emptive rights pursuant to Section 85 of the Act and read together with Clause 52 of the Constitution to be first offered the new shares to be allotted and issued pursuant to the Existing General Mandate which will result in a dilution of their shareholding percentage in the Company.

The Proposed Waiver, if approved, unless revoked or varied by the Company in a general meeting, will be valid for the same validity period of the Existing General Mandate i.e. until the conclusion of the next Annual General Meeting of our Company.

The Proposed Waiver is not expected to have any material effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Group.

5.0 APPROVAL REQUIRED

The Proposed Waiver is subject to the approval of the shareholders of the Company at the EGM to be convened.

6.0 CONDITIONALITY OF THE PROPOSED WAIVER

The Proposed waiver is not conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

7.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Company's Directors, Major Shareholders and/or persons connected with them has any interest, direct and/or indirect in the Proposed Waiver.

8.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Waiver is of the opinion that the Proposed Waiver is in the best interest of our Company and accordingly recommends you to vote **IN FAVOUR** of the resolution in respect of the Proposed Waiver to be tabled at our forthcoming EGM.

9.0 EGM

The EGM, the notice of which is set out in this Circular, will be held as a fully virtual meeting via live streaming and online remote voting from the broadcast venue at TITAN 1, HeiTech Village 2, No 1, Jalan Astaka U8/81, Seksyen U8, 40150 Shah Alam, Selangor ("Broadcast Venue") on Tuesday, 26 March 2024 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Waiver.

If you are unable to attend and vote at our EGM, you should complete, sign and return the enclosed Proxy Form in accordance with the instructions provided thereon. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by our Company at least 48 hours before the time appointed for holding our EGM or adjourned EGM at which person named in the instrument proposes to vote:

(i) In hard copy form

The form of proxy must be deposited with Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) Electronic Form

The form of proxy can be electronically submitted via Tricor's TIIH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.

The Proxy Form once deposited will not preclude you from attending and voting at the EGM should you subsequently wish to do so.

10.0 FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix 1 of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors
HEITECH PADU BERHAD

TAN SRI DATO' SRI ABI MUSA AS'ARI BIN MOHAMED NOR
Chairman / Non-Independent Non-Executive Director

FURTHER INFORMATION

1.0 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of HeiTech and they individually and collectively accept full responsibility for the accuracy of the information contained herein and confirm that, after having made 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 Statement/Circular misleading.

2.0 MATERIAL LITIGATION

Save as disclosed below, as at the LPD, to the best knowledge of the Board, neither HeiTech nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position or business of HeiTech Group, and the Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the HeiTech Group:

i. KUALA LUMPUR HIGH COURT SUIT NO: WA-22NCVC-72-02/2023 PERTUBUHAN KESELAMATAN SOSIAL (PLAINTIFF) VS HEITECH PADU BERHAD (DEFENDANT)

The Group had on 23rd February 2023 received a Writ of Summons and Statement of Claim from PERKESO, claiming a sum of RM26,363,369.03 for a purported breach of contract for the Services rendered by the Group.

The Group via its solicitors filed an Order 14A Application (Disposal of Case on Point of Law) and has served the same to the PERKESO's solicitors. Both Parties have exchanged their Written and Reply Submissions accordingly.

The Court has fixed the Decision for the O14A application on 20th March 2024.

The Group is of the view that we not only have a reasonable case against PERKESO but also have a counterclaim against PERKESO for unlawful termination of said Contract.

ii. COURT OF APPEAL CIVIL APPEAL NO. B-02(NCVC)(W)-709-04/2023 ESDC (APPELLANT) VS HEITECH PADU BERHAD (RESPONDENT)

The Group had on 9th November 2018 received a Writ of Summons and Statement of Claim from ESDC Technology Sdn Bhd ("ESDC"), the subcontractor, alleging non-payment of RM2,730,000.00 for services purportedly provided by ESDC to the Group's customer. The full trial took place on the 21st November 2022 and 22nd November 2022 respectively to dispute the claim. The High Court on 28th March 2023, dismissed ESDC's claim and ordered ESDC to pay RM35,000.00 in costs to the Group.

ESDC being dissatisfied with the decision of the High Court delivered on 28th March 2023, had made an appeal to the Court of Appeal to set aside the decision of the High Court. The Court of Appeal has scheduled the Hearing of the Appeal for 22nd April 2024.

The Group believes it has a strong likelihood of success in this case.

3.0 MATERIAL COMMITMENT

As at the LPD, the Board is not aware of any material commitment incurred or known to be incurred by the Group, which upon becoming enforceable, may have material impact on the financial position of the Group.

4.0 CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable, may have material impact on the financial position of our Group.

5.0 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of our Company at Level 15, Menara HeiTech Village, Persiaran Kewajipan, USJ 1, UEP Subang Jaya, 47600 Subang Jaya, Selangor during normal business hours on any working days from the date of this Statement/Circular to the date of the EGM:

- (a) Constitution of HeiTech;
- (b) Audited financial statements of HeiTech for the past two (2) FYE 31 December 2021 and 31 December 2022; and
- (c) The relevant cause papers in respect of the material litigation referred to in Section 2.0 above.

<p>The rest of this page is intentionally left blank</p>



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of HeiTech Padu Berhad (“HTP” or the “Company”) will be held as a fully virtual meeting via live streaming and online remote voting from the broadcast venue at **TITAN 1, HeiTech Village 2, No 1, Jalan Astaka U8/81, Seksyen U8, 40150 Shah Alam, Selangor** on **Tuesday, 26 March 2024 at 10.30 a.m.**, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION 1

PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 52 OF THE COMPANY’S CONSTITUTION (“PROPOSED WAIVER”)

“THAT further to the shareholders’ approval obtained on 22 June 2023 at the 28th Annual General Meeting of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”) in respect of the authority to allot and issue ordinary shares in the Company (“Shares”) whereby the Directors of the Company are empowered to allot and issue Shares, 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 allotted and issued during the preceding 12 months does not exceed 10% of the total number of issued Shares (“Existing General Mandate”), approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company under Section 85 of the Act; and read together with Clause 52 of the Company’s Constitution; to be offered new Shares ranking equally to the existing issued Shares arising from any issuance and allotment of Shares pursuant to the Existing General Mandate;

THAT the Proposed Waiver shall be valid for the same validity period of the Existing General Mandate which is until the conclusion of the next Annual General Meeting of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as they may consider necessary and expedient in the best interest of the Company to give full effect to the Proposed Waiver.”

By Order of the Board
HEITECH PADU BERHAD

Zainal Amir Bin Ahmad (LS0010080)
Amir Zahini Bin Sahrim (MAICSA 7034464)

Company Secretaries

Selangor Darul Ehsan
12 March 2024

Notes :

1. **IMPORTANT NOTICE**

An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327 (2) of the Companies Act, 2016 provided that the online platform is located in Malaysia.

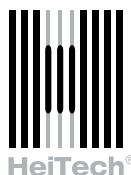
Shareholders are to attend, speak (including posing questions to the Board via real-time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guideline and take note of Notes (2) to (12) below in order to participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 19 March 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.
3. A member who is entitled to participate in this EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via RPV. Where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where the appointment is executed by a corporation, it must be either under its Common Seal or the hand of its officer or attorney duly authorized.
7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. **Please follow the procedures for RPV in the Administrative Guideline.**
8. The appointment of proxy may be made in hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - a) **Hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - b) **Electronic form**
The form of proxy can be electronically submitted via Tricors's TIIH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Sunday, 24 March 2024 at 10.30 a.m.**
11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to the vote by way of a poll. Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll.

EXPLANATORY NOTES:

1. PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 52 OF THE COMPANY'S CONSTITUTION

The Proposed adoption of Ordinary Resolution 1 is for the purpose of seeking the shareholders' waiver of the pre-emptive rights of shareholders of the Company pursuant to Section 85 of the Act read together with Clause 52 of the Constitution of the Company in relation to the Existing General Mandate obtained in the Company's 28th AGM.



HeiTech Padu Berhad
[Registration No: 199401024950 (310628-D)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

For the Extraordinary General Meeting (“**EGM**”) of HeiTech Padu Berhad (“HeiTech” or “the Company”)

Date	:	Tuesday, 26 March 2024
Time	:	10.30 a.m.
Broadcast Venue	:	TITAN 1, HeiTech Village 2, No 1, Jalan Astaka U8/81, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan
Online Meeting Platform	:	TIIH Online website at https://tiih.online provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia

MODE OF MEETING

1. In line with the Government of Malaysia’s directive and the revised Guidance Note and Frequently Asked Questions (“**FAQs**”) on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7th April 2022, the EGM of the Company will be conducted on a Fully Virtual basis through live streaming and online remote voting from the broadcast venue using Remote Participation and Voting (“**RPV**”) facilities provided by the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”).
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, whereby the main venue of the meeting shall be in Malaysia and the Chairman of the Meeting shall be present at the main venue of the Meeting.
3. Shareholders/proxy(ies) from the public WILL NOT BE ALLOWED to attend the EGM in person at the Broadcast Venue on the day of the Meeting.

RPV FACILITIES

1. Shareholder(s) are able to attend virtually, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV provided by Tricor via its TIH Online website at <https://tiih.online>. Please refer to the Procedures for RPV contained herein for more information.
2. A shareholder who has appointed a proxy(ies) or authorised representative(s) or attorney(s) to participate at the EGM via the RPV must request his/her proxy(ies) or authorized representative(s) or attorney(s) to register himself/herself for RPV at the TIH Online website at <https://tiih.online>. Please refer to the Procedure for RPV contained herein for more information.

PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate in EGM will need to follow the requirements and procedures as summarized below:-

	Procedure	Action
BEFORE THE EGM DAY		
(a)	Sign-up as a user with TIH Online	<ul style="list-style-type: none">• If you have not registered as a user of TIH Online, please refer to the tutorial guide posted on Tricor’s TIH Online website for assistance to sign up. Registration as a user will be approved within one working day and

		<p>you will be notified via email.</p> <ul style="list-style-type: none"> If you are already a registered user with TIIH Online, you do not need to register again. You will receive an e-mail from Tricor notifying that the remote participation for the EGM is available for registration on TIIH Online.
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate at the EGM using the RPV. Registration is open from Tuesday, 12 March 2024 until the day of EGM, Tuesday, 26 March 2024. To register for RPV, visit the TIIH Online website and login with your user ID (i.e. email address) and password and select the corporate event: “(REGISTRATION) HEITECH PADU BERHAD EGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. The system will send an email to notify you that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors dated 19 March 2024, the system will send you an email to approve or reject your registration for remote participation and the procedures to use the RPV will be detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>(Note: Please allow sufficient time for approval as a new user of TIIH Online as well as the registration for RPV in order for you to log into TIIH Online and participate in the EGM)</i></p>
ON THE DAY OF THE EGM		
(a)	Login to TIIH Online	<ul style="list-style-type: none"> To participate in the EGM, visit the TIIH Online website and log in with your user ID (i.e. email address) and password at any time from 9.30 a.m. i.e. 1 hour before the commencement of the EGM on Tuesday, 26 March 2024 at 10.30 a.m.
(b)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) HEITECH PADU BERHAD EGM” to engage in the proceedings of the EGM. If you have any questions for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to all

		questions submitted during the EGM.
(c)	Online Remote Voting	<ul style="list-style-type: none"> • The voting session will commence from 10.30 a.m. on Tuesday, 26 March 2024 until a time when the Chairman announces the end of the session. • To submit your vote, on the TIIH Online website, select the corporate event: “(REMOTE VOTING) HEITECH PADU BERHAD EGM” or if you are in the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button, located below the query box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(d)	End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your registration for the RPV be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online website on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.
3. In the event your encounter any issues logging in, connecting to the live streamed meeting or voting online on the day of the meeting, kindly call the Tricor Help Line at 011-40805616/ 011-40803168/ 011-40803169/ 011-40803170 or email to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND VOTE

1. Only shareholders whose names appear on the Record of Depositors as of 19 March 2024 shall be entitled to attend the EGM or appoint proxy(ies) to attend and/ or vote on his/ her behalf. A shareholder will not be allowed to participate at the meeting if his/ her proxy(ies) has/ have been registered to participate in the meeting.
2. If a shareholder is unable to participate in the EGM, he/ she may also appoint the Chairman of the meeting as his/ her proxy and indicate the voting instructions in the form of proxy.

APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE OR ATTORNEY

1. The appointment of proxy(ies) may be submitted in hard copy form or electronically.

(i) In hard copy form

The form of proxy must be deposited with Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit

G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) Electronic Form

The form of proxy can be electronically submitted via Tricor's TIIH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.

2. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with Tricor not less than 48 hours before the time appointed for the taking of the poll or no later than **Sunday, 24 March 2024 at 10.30 a.m.**
3. Shareholders who have appointed proxy(ies) or authorised representative(s) or attorney(s) to participate in the EGM must request his/her proxy(ies) or authorised representative(s) or attorney(s) to register himself/herself/themselves for the RPV at Tricor's TIIH Online website at <https://tiih.online>.

PROCEDURE FOR ELECTRONIC SUBMISSION OF FORM OF PROXY

The procedures to submit your form of proxy electronically via Tricor's TIIH Online website are summarised below:

	Procedure	Action
i	Steps for Individual Shareholders	
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the TIIH Online website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, log in with your username (i.e. email address) and password. Select the corporate event: "Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote. Review and confirm your proxy(ies) appointment. Print the form of proxy for your record.
ii	Steps for Corporation or Institutional Shareholders	
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the TIIH Online website at https://tiih.online. Under e-Services, the authorised or

		<p>nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”.</p> <ul style="list-style-type: none"> • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: “HEITECH PADU BERHAD EGM “Submission of Proxy Form”. • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the proxy appointment file. • Print the confirmation report of your submission for your record.

POLL VOTING

1. The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting) and Scrutineer Solutions Sdn Bhd as the Scrutineers to verify the poll results.
2. Shareholders or proxy(ies) or corporate representative(s) or attorney(s) may proceed to vote on the resolutions at any time from **10.30 a.m. on Tuesday, 26 March 2024** until the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to the Procedures of RPV for guidance on how to vote remotely from Tricor’s TIIH Online website at <https://tiih.online>.
3. Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration on whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

1. Shareholders may submit questions for the Board in advance of the EGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to log in and submit questions no later than Sunday, 24 March 2024 at 10.30 a.m.
2. The Board will endeavour to answer the questions received at the EGM.

BREAKFAST/ LUNCH PACK, DOOR GIFT/ FOOD VOUCHER

There will be no distribution of breakfast or lunch packs, vouchers(s) or door gifts(s) to shareholders/ proxy(ies) who participate in the EGM.

The Board would like to thank all its shareholders for their kind co-operation and understanding on this matter.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the EGM of the Company.

ENQUIRY

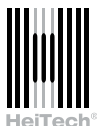
If you have any enquiries on the above, please contact our Share Registrar, Tricor or HeiTech Padu Berhad, during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line	:	+603-2783 9299
Fax Number	:	+603-2783 9222
Email	:	is.enquiry@my.tricorglobal.com

HeiTech Padu Berhad

Company Secretary email	:	cosec@heitech.com.my
Contact person	:	Puan Syazreen Yasmin Binti Suyamin +603-8601 3125

**HeiTech Padu Berhad**

[Registration No: 199401024950 (310628-D)]
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
No. of Shares Held	

I/We _____ (NRIC No.: _____)

of _____

being a member of HeiTech Padu Berhad hereby appoint _____

_____ (NRIC No.: _____)

of _____

or failing him/her _____ (NRIC No.: _____)

of _____

or failing him/her, *Chairman of Meeting* as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held virtual basis through online via our Share Registrar's website at <https://tiih.online/> in Malaysia on Tuesday, 26 March 2024 at 10.30 a.m. or any adjournment thereof.

My/our proxy is to vote as indicated below.

No.	Resolution	For	Against
1	Proposed Waiver of the Pre-Emptive Rights of the Shareholders Under Section 85 of the Companies Act 2016 and Clause 52 of the Company's Constitution		

Please indicate with an "X" in the space provided, how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion.

Dated this _____ day of _____ 2024

Signature / Common Seal

For the appointment of two (2) proxies, the number of shares and percentages of shareholding to be represented by each proxy:

Name	No. of Shares	% of shareholding
Proxy 1:		
Proxy 2:		
Total		100%

Notes:

- Please refer to the Administrative Guide for the procedures to register, participate and vote at the virtual meeting. The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be physically present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting. Therefore, shareholders are strongly advised to participate and vote remotely at the EGM through live streaming and online remote voting via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guidelines** and take note of **Notes (2) to (12) below in order to participate remotely via RPV.**
- For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 19 March 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM.
- A member who is entitled to participate in this EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/ her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via RPV. Where there are two (2) proxies, the number of shares to be represented by each proxy must be stated.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where the appointment is executed by a corporation, it must be either under its Common Seal or the hand of its officer or attorney duly authorized.



7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/ her proxy to register himself/herself for RPV at TIH Online website at <https://tiih.online>. Please follow the procedures for RPV in the Administrative Guidelines.
8. The appointment of proxy may be made in hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - a) Hard copy form
The proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - b) Electronic form
The form of proxy can be electronically submitted via Tricor's TIH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Sunday, 24 March 2024 at 10.30 a.m.
11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to the vote by way of a poll. Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll.

1st Fold Here

AFFIX
STAMP

SHARE REGISTRAR
TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia.

2nd Fold Here

Fold This Flap For Sealing