

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has perused the contents of this Circular on a limited review basis pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities, before the issuance of this Circular.

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**HE GROUP BERHAD**

Registration No. 202301016404 (1510326-M)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

The ordinary resolution in respect of Proposed Renewal of Existing Shareholders' Mandate will be tabled as Special Business at the Second Annual General Meeting of HE Group Berhad ("HE Group" or "the Company") ("2<sup>nd</sup> AGM") which will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 17 June 2025 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 2<sup>nd</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular are available at the Company's website at [www.hexatech.com.my](http://www.hexatech.com.my) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you are unable to participate in the 2<sup>nd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 2<sup>nd</sup> AGM:-

- (i) In 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, 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, Wilayah Persekutuan or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
- (ii) By electronic form  
The proxy form can be electronically lodged via TIH Online website at <https://tiih.online>.

Please refer to the procedures as set out in the Administrative Notes for the electronic lodgement of Proxy Form.

The lodging of the Proxy Form for the 2<sup>nd</sup> AGM will not preclude you from attending, participating, speaking and voting in person at the 2<sup>nd</sup> AGM should you subsequently decide to do so.

Last date and time for lodging the Proxy Form : Sunday, 15 June 2025 at 10:00 a.m.

Date and time of the 2<sup>nd</sup> AGM : Tuesday, 17 June 2025 at 10:00 a.m. or at any adjournment thereof

**This Circular is dated 30 April 2025.**

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## DEFINITIONS

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In this Circular, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

“Act”	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
“Acquisition of Hexatech Engineering”	:	Acquisition by HE Group of the entire issued share capital of Hexatech Engineering from the Vendors for a purchase consideration of RM15,889,918.50, which was entirely satisfied by the issuance of 353,109,300 new Shares at an issue price of RM0.045 each, which was completed on 22 November 2023
“AGM”	:	Annual General Meeting
“Annual Report 2024”	:	Annual Report of HE Group issued for FYE 2024
“ARMC”	:	Audit and Risk Management Committee of HE Group
“Board”	:	Board of Directors of HE Group
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	:	This circular dated 30 April 2025 to the shareholders of the Company in relation to the Proposal
“Director(s)”	:	A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
“FYE”	:	Financial year ended 31 December
“Group”	:	HE Group, its subsidiary, and all future subsidiaries which are acquired/incorporated by the Group before the next AGM of HE Group
“HEC”	:	Hexatech Energy Consolidated Sdn. Bhd. [Registration No. 199601039159 (411512-P)]
“Company” or “HE Group”	:	HE Group Berhad [Registration No. 202301016404 (1510326-M)]
“Hexatech Engineering”	:	Hexatech Engineering Sdn. Bhd. [Registration No. 199501008607 (337805-T)]
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“Lot 7743”	:	A single-storey detached factory with a double-storey office annexe, a store, a Tenaga Nasional Berhad substation, a guard house and a pump house held under Lot 7743, PM 2908, Mukim Kelemak, District of Alor Gajah, State of Melaka and bearing the postal address of No. 58, Jalan Industri 13, Kawasan Perindustrian Alor Gajah, 78000 Alor Gajah, Mukim Kelemak, Melaka
“LPD”	:	2 April 2025, being the latest practicable date prior to the printing of this Circular

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**DEFINITIONS (CONT'D)**

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“Major Shareholder(s)” : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-

- (a) 10% or more of the total number of voting shares in the Company; or
- (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purposes of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

For the purposes of the Proposed Renewal of Existing Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company.

“Persons Connected” : In relation to a Director or a Major Shareholder (collectively referred to as the “said Person”), means such a person who falls under any one of the following categories:-

- (a) A family member of the said Person, which means such person who falls within any one of the following categories:-
  - (i) spouse;
  - (ii) parent;
  - (iii) child including an adopted child and step-child;
  - (iv) brother or sister; and
  - (v) spouse of the person referred to in items (iii) and (iv) above;
- (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
- (c) A partner of the said Person, which means such person who falls within any one of the following categories:-
  - (i) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
  - (ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not;
- (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
- (e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;
- (f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (g) A body corporate which is a related corporation of the said Person.

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**DEFINITIONS (CONT'D)**

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“Proposal” or “Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed renewal of the existing shareholders’ mandate for the Group to enter into the RRPT(s)
“Prospectus”	: Prospectus dated 12 January 2024 issued in conjunction with the Company’s initial public offering
“Related Party(ies)”	: A Director, Major Shareholder or Person Connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
“RRPT(s)”	: Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group
“RM”	: Ringgit Malaysia and sen respectively
“Share(s)”	: Ordinary share(s) in HE Group
“Simosynergy”	: Simosynergy Sdn. Bhd. [Registration No. 201201024614 (1009104-W)]
“Solar PV system”	: An electric power system designed with one or more solar panels combined with an inverter or controller and other electrical and mechanical hardware to generate power by means of photovoltaics using solar cells
“Vendors”	: HEC, Haw Chee Seng, Eng Choon Leong, Tang Kok Wai, Lim Soo Cheng, Seng Keng Theng, Chua Geok Ping and Yong Chong Lim, collectively

All references to “we”, “us”, “our” and “ourselves” are to HE Group or Group. All references to “you” in this Circular are to the shareholders of HE Group.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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## HE GROUP BERHAD

Registration No. 202301016404 (1510326-M)  
(Incorporated in Malaysia)

### REGISTERED OFFICE:

Third Floor, No. 77, 79 & 81  
Jalan SS21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor

30 April 2025

### BOARD OF DIRECTORS

Datuk Christopher Wan Soo Kee	<i>(Independent Non-Executive Chairman)</i>
Haw Chee Seng	<i>(Managing Director)</i>
Eng Choon Leong	<i>(Executive Director)</i>
Tang Kok Wai	<i>(Executive Director)</i>
Andrea Huong Jia Mei	<i>(Independent Non-Executive Director)</i>
Ir. Dr. Ng Kok Chiang	<i>(Independent Non-Executive Director)</i>
Christine Toh Hung Mei	<i>(Independent Non-Executive Director)</i>

### To: The Shareholders of HE Group

Dear Sir/Madam,

### PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

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#### 1. INTRODUCTION

At the AGM of the Company held on 21 June 2024, the Company had sought and obtained from its shareholders the general mandate for the Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are necessary for the Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 16 April 2025, the Board announced that the Company proposes to seek the approval of its shareholders at the forthcoming 2<sup>nd</sup> AGM in respect of the Proposed Renewal of Existing Shareholders' Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposal and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 2<sup>nd</sup> AGM. The Notice of the 2<sup>nd</sup> AGM together with the Proxy Form are enclosed in the Annual Report 2024, the extract of which is enclosed with this Circular.

**SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSAL AT THE FORTHCOMING 2<sup>nd</sup> AGM.**

## **2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

### **2.1 Provisions under the Listing Requirements**

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed corporation may seek its shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, among others, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-

“in relation to a listed corporation with a share capital which is less than RM60 million:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
- (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the lower”;

- (c) the listed corporation's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respect of the RRPTs; and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 The Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in Section 2.7 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.3 These RRPTs which are necessary for the day-to-day operations of the Group in the ordinary course of business will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

### **2.4 Validity Period of the Proposed Renewal of Existing Shareholders' Mandate**

The Proposed Renewal of Existing Shareholders' Mandate, if approved by the shareholders of HE Group at the forthcoming 2<sup>nd</sup> AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming 2<sup>nd</sup> AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date it is required by law 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 an ordinary resolution passed by the shareholders of HE Group at a general meeting,

whichever is the earlier.

## 2.5 Principal Activities of the Group

The principal activity of HE Group is investment holding. As at LPD, the principal activities of the subsidiary are as follows:-

Name of subsidiary	Effective equity interest (%)	Principal activities
Hexatech Engineering	100.00	<ul style="list-style-type: none"> <li>Provision of power distribution system, other building systems and works, hook up and retrofitting of electrical equipment and trading</li> </ul>

## 2.6 Classes of Related Parties

The classes of Related Parties are as follows:-

No.	Related Parties	Principal activity of the Related Parties	Relationship with the Group
1.	Simosynergy	Simosynergy is principally involved in the business of manufacturing switchgear, electrical and electronic appliances and apparatus.	<ul style="list-style-type: none"> <li>Haw Chee Seng and Eng Choon Leong are Directors and major shareholders of HE Group.</li> <li>Haw Chee Seng and Eng Choon Leong are shareholders of Simosynergy, each having a 5.00% direct equity interest.</li> <li>HEC is a major shareholder of HE Group and having a 60.00% direct equity interest in Simosynergy.</li> <li>Datuk Wira Yong Chong Cheang is a major shareholder of HE Group by virtue of his interest in HEC pursuant to Section 8 of the Act, and he is also a director and a major shareholder of HEC, having a 90.00% direct equity interest.</li> </ul>



## 2.7 Nature of the RRPTs contemplated under the Proposed Renewal of Existing Shareholders' Mandate

No.	Nature of RRPTs	Transacting parties	Transacting companies	Interested Director, Major Shareholders and persons connected	Previous estimated aggregate value as disclosed in the Circular dated 30 April 2024 (RM'000)	Actual value transacted from 21 June 2024 (Date of 1 <sup>st</sup> AGM) up to the LPD (RM'000)	Estimated aggregate value of RRPTs from 17 June 2025 (date of 2 <sup>nd</sup> AGM) to the next AGM <sup>(1)</sup> (RM'000)
(i)	Supply of electrical products and retrofitting services to Simosynergy	Simosynergy	The Group	(1) Haw Chee Seng (2) Eng Choon Leong (3) HEC (4) Datuk Wira Yong Chong Cheang	2,000	53	2,000
(ii)	Purchase of switchgear from Simosynergy				6,000	849	6,000
(iii)	Rooftop rental charged by Simosynergy <sup>(2)</sup>				24	20	24

### Notes:-

Please refer to Section 2.6 of this Circular for their interest in the RRPTs.

(1) The estimated values stated are determined by the Group's Management. Actual transaction values may differ from the values stated.

(2) The details of the rooftop rented by the Group are as follows which the rental is payable on an equal pro-rated monthly basis:-

Description	Address	Purpose	Total areas (square feet)	Rental value per month (RM)	Period of tenancy	Ownership
Rooftop of a single-storey detached factory with a double-storey office annexe, a store, a Tenaga Nasional Berhad ("TNB") substation, a guard house and a pump house	Lot 7743, PM 2908, Mukim Kelemak, District of Alor Gajah, State of Melaka and bearing the postal address of No. 58, Jalan Industri 13, Kawasan Perindustrian Alor Gajah, 78000 Alor Gajah, Mukim Kelemak, Melaka	Renting rooftop to put the Solar PV system which generate and sell the renewable energy to TNB pursuant to the renewable energy power purchase agreement entered into with TNB for a feed-in-tariff concession period of 21 years from 2013 to 2034	15,492	2,000	3 years from 1 October 2023 to 30 September 2026 with 3 option terms of 3 years each	Simosynergy

## **2.8 Amount owing by Related Party pursuant to the RRPTs**

As at LPD, there is no amount owing by the Related Party pursuant to the RRPTs that has exceeded the credit terms.

## **2.9 Basis of estimates**

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM.

The estimated amounts are further based on the assumptions that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

## **2.10 Review Procedures for the RRPTs**

The Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of the Company.

The Group shall review the RRPTs based on the following parameters/procedures:-

- (i) The definition of a related party, the list of related parties and the review procedures will be circulated and/or updated within the Group;
- (ii) The duties and roles of the ARMC include the review of RRPTs;
- (iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to the RRPTs from independent sources or advisers;
- (iv) The RRPTs will only be entered into after taking into account the pricing, availability of machinery, order size, useful life, delivery time and level of service;
- (v) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, among others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as a comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;

- (vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within the Company as they deem appropriate;
- (vii) Where any Director or person connected to him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;

- (viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- (ix) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of the Managing Director or the Executive Director of the Company;
- (x) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into; and
- (xi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

## **2.11 Disclosure in Annual Report**

Disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, among others, based on the following information:-

- (i) The types of RRPTs made; and
- (ii) The names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

## **2.12 Statement by ARMC**

The ARMC has seen and reviewed the guidelines and procedures set out in Section 2.9 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

The Proposed Renewal of Existing Shareholders' Mandate will enable our Group to enter into the RRPTs which are necessary for the day-to-day operations and within the ordinary course of business of the Group and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in the Company's opinion, not detrimental to its minority shareholders.

In addition, the Proposed Renewal of Existing Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for the Company to convene a separate general meeting to seek shareholders' approval for each RRPT and hence, reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

#### 4. EFFECTS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

The Proposed Renewal of Existing Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of the Group.

#### 5. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of HE Group at the forthcoming 2<sup>nd</sup> AGM to be convened. Save for the approval of the shareholders, there are no other approvals required for the Proposed Renewal of Existing Shareholders' Mandate.

#### 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate:-

	Shareholdings as at LPD			
	Direct No. of Shares	%	Indirect No. of Shares	%
<b><u>Interested Directors</u></b>				
Haw Chee Seng	90,856,311	20.65	-	-
Eng Choon Leong	66,895,260	15.20	-	-
<b><u>Interested Major Shareholders</u></b>				
HEC	77,580,220	17.63	-	-
Datuk Wira Yong Chong Cheang	-	-	77,580,220 <sup>(1)</sup>	17.63

**Note:-**

(1) Deemed interested by virtue of his interest in HEC pursuant to Section 8 of the Act.

The above-mentioned Interested Directors and Interested Major Shareholders are deemed interested in the Proposed Renewal of Existing Shareholders' Mandate by virtue of the interests of such parties in the Company mentioned in Section 2.6 of this Circular, which are transacting with the Group.

The Interested Directors have and will continue to abstain from all Board deliberation and voting at all relevant Board meetings in relation to the RRPTs in Section 2.7 above.

The Interested Directors and Interested Major Shareholders will also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 2<sup>nd</sup> AGM. In this regard, the Interested Directors and Interested Major Shareholders have undertaken to ensure that all persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 2<sup>nd</sup> AGM.

## 7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors as set out in Section 6 of this Circular), having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board (save for the Interested Directors as set out in Section 6 of this Circular) recommends that you vote in favour of the resolution in relation to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 2<sup>nd</sup> AGM.

## 8. 2<sup>nd</sup> AGM

The forthcoming 2<sup>nd</sup> AGM will be held at Greens III Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 17 June 2025 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 2<sup>nd</sup> AGM together with the Proxy Form, Administrative Notes, and this Circular are available at the Company's website at [www.hexatech.com.my](http://www.hexatech.com.my) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you are unable to participate in the 2<sup>nd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 2<sup>nd</sup> AGM:-

(i) In 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, 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, Wilayah Persekutuan or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The proxy form can be electronically lodged via TIIH Online website at <https://tiih.online>.

Please refer to the procedures as set out in the Administrative Notes for the electronic lodgement of Proxy Form.

The lodging of the Proxy Form for the 2<sup>nd</sup> AGM will not preclude you from attending, participating, speaking and voting in person at the 2<sup>nd</sup> AGM should you subsequently decide to do so.

## 9. FURTHER INFORMATION

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

Your faithfully,  
For and on behalf of the Board of  
**HE GROUP BERHAD**

**DATUK CHRISTOPHER WAN SOO KEE**  
Independent Non-Executive Chairman

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**FURTHER INFORMATION**


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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. MATERIAL CONTRACTS**

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this Circular:-

- (a) Conditional shares sale agreement dated 12 May 2023 entered into between the Company and the Vendors for the Acquisition of Hexatech Engineering. The foregoing transaction has been completed on 22 November 2023.
- (b) Underwriting Agreement dated 26 December 2023 entered into between the Company and Alliance Islamic Bank Berhad pursuant to the Company's initial public offering.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at LPD, the Group is not engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which may have a material effect on the financial position or the business of the 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 Group.

**4. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection during normal business hours (except public holidays) at the registered office of HE Group located at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor from the date of this Circular up to and including the date of the forthcoming 2<sup>nd</sup> AGM:-

- (a) the Constitution of the Company;
- (b) the Audited Financial Statements of the Group for FYE 2023 and FYE 2024; and
- (c) Material contracts referred in Section 2 above.

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**EXTRACT OF NOTICE OF THE 2<sup>nd</sup> AGM**

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**ORDINARY RESOLUTION 8****PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiary ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.7 of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM after that date it is required by law 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
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."