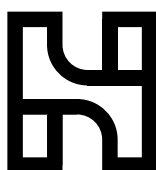


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. This Circular has been reviewed by Malacca Securities Sdn. Bhd., being the Principal Adviser to the Company for the Proposed Bonus Issue of Warrants (as defined herein).

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this 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 Circular.

You should rely on your own evaluation to assess the merits and risks of the Proposed Bonus Issue of Warrants (as defined herein).



HHRG BERHAD

Registration No. 201101041555 (969678-D)
(Incorporated in Malaysia)

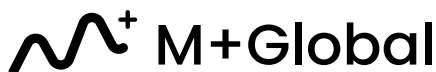
CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED BONUS ISSUE OF UP TO 491,684,507 NEW WARRANTS IN HHRG BERHAD ("HHRG" OR "COMPANY") ("WARRANT(S) B") ON THE BASIS OF 2 WARRANTS B FOR EVERY 5 EXISTING ORDINARY SHARES IN HHRG HELD BY ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



MALACCA SECURITIES SDN. BHD.

Registration No: 197301002760 (16121-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of HHRG will be held at Meeting Room, Subang 1, Grand Dorsett Subang Jaya, 47500 Selangor on Tuesday, 16 December 2025 at 9:00 a.m., or at any adjournment thereof. The Notice of EGM together with the Proxy Form are enclosed herewith in this Circular.

A member entitled to attend, participate, speak and vote remotely at the EGM and is entitled to appoint up to 2 proxies to attend, participate, speak and vote remotely on his/her behalf. If you are unable to attend, participate and vote in the virtual EGM, you may complete and return the Proxy Form in accordance with the instructions therein and deposit it at the registered office of the Company at 3B-06-01, Level 6, Tower 3B, UOA Business Park, No.1, Jalan Pengaturcara U1/51A, 40150 Shah Alam, Selangor Darul Ehsan, not less than 24 hours before the time of holding the EGM. The lodging of the Proxy Form shall not preclude you from attending, participating and voting in person at the EGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the EGM.

Last date and time for lodging the Proxy Form	: Monday, 15 December 2025 at 9:00 a.m.
Date and time of the EGM	: Tuesday, 16 December 2025 at 9:00 a.m. or at any adjournment thereof

This Circular is dated 1 December 2025

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular.

Act	: Companies Act, 2016 of Malaysia, as amended from time to time including any re-enactment thereof
Board	: Board of Directors of HHRG
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
Circular	: This circular dated 1 December 2025 in relation to the Proposed Bonus Issue of Warrants
Deed Poll B	: The deed poll governing the Warrants B and rights of the Warrant B Holders to be executed by the Company
Directors	: A natural person who holds a directorship in a company, whether in an executive or non-executive capacity, and shall have 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 Proposed Bonus Issue of Warrants was agreed upon, a director or chief executive of HHRG, its subsidiaries or holding company
EGM	: Extraordinary general meeting
Entitled Shareholders	: The shareholders of HHRG whose names appear in the Company's Record of Depositors on the Entitlement Date
Entitlement Date	: A date to be determined and announced later by the Board, on which the names of the Entitled Shareholders must appear in the Company's Record of Depositors as at 5.00 p.m. in order to participate in the Proposed Bonus Issue of Warrants
EPS	: Earnings per share
FPE	: Financial period ended/ending, as the case may be
FYE	: Financial year ended/ending, as the case may be
HHRG or the Company	: HHRG Berhad (Registration No.: 201101041555 (969678-D))
HHRG Group or the Group	: HHRG and its subsidiaries
HHRG Share(s) or the Share(s)	: Ordinary share(s) of HHRG
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
LPD	: 25 November 2025, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (CONT'D)

Malacca Securities or the Principal Adviser	:	Malacca Securities Sdn. Bhd. (Registration No.: 197301002760 (16121- H))
Maximum Scenario	:	Assuming all of the treasury shares are resold at cost and all of the outstanding SIS Options and Warrants A are exercised prior to the implementation of the Proposed Bonus Issue of Warrants
Minimum Scenario	:	Assuming none of the treasury shares are resold and none of the outstanding SIS Options and Warrants A are exercised prior to the implementation of the Proposed Bonus Issue of Warrants
NA	:	Net assets
NCI	:	Non-controlling interest
Official List	:	A list specifying all securities listed on the ACE Market of Bursa Securities
Proposed Bonus Issue of Warrants	:	Proposed bonus issue of up to 491,684,507 Warrants B on the basis of 2 Warrants B for every 5 existing HHRG Shares held by Entitled Shareholders on the Entitlement Date
Record of Depositors	:	A record of securities holders established by Bursa Depository under the rules of Bursa Depository pursuant to the Securities Industry (Central Depositories) Act, 1991
RM and sen	:	Ringgit Malaysia and sen respectively, being the lawful currency of Malaysia
SIS	:	Share issuance scheme
SIS Option(s)	:	77,489,003 outstanding share issuance scheme options granted/offered and vested under the SIS implemented on 7 May 2021 with a duration of 5 years which will be expiring on 6 May 2026 at the exercise price of RM0.105 per SIS Option
VWAP	:	Volume weighted average market price
Warrant(s) A	:	54,106,007 outstanding warrants 2021/2026 in the Company as at LPD. The Warrants A are constituted by a deed poll dated 30 March 2021 and each Warrant A carries the entitlement to subscribe for 1 new HHRG Share during the 5-year exercise period up to 6 May 2026 at the exercise price of RM0.08 per Warrant A
Warrant(s) B	:	New warrants in HHRG to be issued pursuant to the Proposed Bonus Issue of Warrants
Warrant B Holder(s)	:	The holders of Warrants B

DEFINITIONS (CONT'D)

In this Circular, any reference to “we”, “us”, “our” and “ourselves” are to the Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to the shareholders of the Company. Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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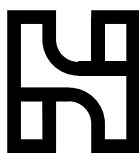
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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposed Bonus Issue of Warrants. You are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed Bonus Issue of Warrants before voting at the forthcoming EGM.

Key information	Description
Summary of the Proposed Bonus Issue of Warrants (Section 2 of this Circular)	The Proposed Bonus Issue of Warrants entails the issuance of up to 491,684,507 Warrants B on the basis of 2 Warrants B for every 5 existing HHRG Shares held by entitled shareholders of HHRG whose names appear in the Company's Record of Depositors on the Entitlement Date. The Warrants B will be issued at no cost to the Entitled Shareholders and the exercise price of the Warrants B will be determined and announced at a later date by the Board after the receipt of all relevant approvals but before the announcement of the Entitlement Date.
Rationale and justification (Section 4 of this Circular)	The Board is of the view that the Proposed Bonus Issue of Warrants is an appropriate avenue to reward the existing shareholders after taking into consideration the following:- (i) to provide the Company's shareholders with an opportunity to increase their equity participation; (ii) to provide the Group with additional funds for its working capital requirements; and (iii) to strengthen the capital base of the Group.
Approvals required and inter-conditionality (Section 8 of this Circular)	The Proposed Bonus Issue of Warrants is subject to the following approvals:- (i) Bursa Securities, which was obtained on 14 November 2025; (ii) Shareholders of the Company at the EGM; and (iii) Any other relevant authorities and/or parties, if any.
Interests of directors, major shareholders and/or persons connected (Section 9 of this Circular)	None of the directors, major shareholders, chief executive and/or persons connected with them have any interest, direct or indirect, in the Proposed Bonus Issue of Warrants, save for their respective entitlements as shareholders of the Company for which all Entitled Shareholders of the Company are similarly entitled to.
Directors' statement and recommendation (Section 10 of this Circular)	The Board having considered all aspects of the Proposed Bonus Issue of Warrants including but not limited to the rationale and financial effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company.



HHRG BERHAD

Registration No. 201101041555 (969678-D)
(Incorporated in Malaysia)

Registered Office:

3B-06-01, Level 6,
Tower 3B, UOA Business Park,
No. 1, Jalan Pengaturcara U1/51A,
41500 Shah Alam,
Selangor Darul Ehsan.

1 December 2025

Board of Directors:

Yang Berbahagia Dato' Paduka Ammar Bin Dato' Shaikh Mahmood Naim (*Executive Deputy Chairman*)
Guok Ngek Seong (*Independent Non-Executive Director*)
Abdul Rahman Bin Haji Din (*Independent Non-Executive Director*)
Chan Hon Woo (*Independent Non-Executive Director*)
Nur Bahiyah Azlinda Binti Abu Bakar (*Independent Non-Executive Director*)

To: The Shareholders of HHRG

Dear Sir/Madam,

PROPOSED BONUS ISSUE OF WARRANTS

1. INTRODUCTION

On 6 October 2025, Malacca Securities had on behalf of the Board, announced that the Company proposed to undertake a bonus issue of up to 491,684,507 Warrants B on the basis of 2 Warrants B for every 5 existing HHRG Shares held by Entitled Shareholders on the Entitlement Date.

On 8 October 2025, Malacca Securities had on behalf of the Board, submitted the listing application in relation to the Proposed Bonus Issue of Warrants to Bursa Securities.

On 14 November 2025, Malacca Securities had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 14 November 2025, resolved to approve the following:-

- (i) admission to the Official List and listing and quotation of up to 491,684,507 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants; and
- (ii) listing and quotation of up to 491,684,507 new HHRG Shares to be issued arising from the exercise of the Warrants B,

on the ACE Market of Bursa Securities, subject to the conditions as set out in Section 8 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF THE COMPANY WITH THE RELEVANT INFORMATION OF THE PROPOSED BONUS ISSUE OF WARRANTS AND TO SEEK SHAREHOLDERS' APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM. THE NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS TO BE TABLED AT THE COMPANY'S FORTHCOMING EGM.

2. PROPOSED BONUS ISSUE OF WARRANTS

2.1 Basis and number of Warrants B to be issued

The Proposed Bonus Issue of Warrants entails the issuance of up to 491,684,507 Warrants B on the basis of 2 Warrants B for every 5 existing HHRG Shares held by the Entitled Shareholders whose names appear in the Company's Record of Depositors on the Entitlement Date.

As at LPD, the issued share capital of HHRG is RM199,813,817 comprising 1,097,616,259 HHRG Shares (including 43,000,000 HHRG Shares held as treasury shares). In addition, the Company has 77,489,003 outstanding SIS Options and 54,106,007 outstanding Warrants A.

To facilitate the Proposed Bonus Issue of Warrants, the Board has confirmed that the Company will not grant further SIS Options until the completion of the Proposed Bonus Issue of Warrants.

The actual number of Warrants B to be issued under the Proposed Bonus Issue of Warrants will depend on the number of Shares in issue (excluding treasury shares) on the Entitlement Date. Pursuant to the Act, the treasury shares held by the Company shall not be entitled to the Warrants B.

The Entitlement Date will be determined by the Board and announced by the Company at a later date upon receipt of all relevant approvals for the Proposed Bonus Issue of Warrants.

Fractional entitlements of the Warrants B arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company.

For illustrative purposes, throughout this Circular, the effects of the Proposed Bonus Issue of Warrants shall be illustrated based on the following 2 scenarios:

Minimum Scenario : Scenario based on the issued share capital of the Company of 1,054,616,259 Shares (excluding treasury shares) as at LPD and assuming:

- (i) none of the treasury shares as at LPD are resold in the open market;
- (ii) none of the outstanding SIS Options as at LPD are exercised;
- (iii) none of the outstanding Warrants A as at LPD are exercised; and
- (iv) no further SIS Options are granted or exercised;

prior to the implementation of the Proposed Bonus Issue of Warrants.

Maximum Scenario : Scenario based on the enlarged issued share capital of 1,229,211,269 Shares, which is derived from the issued share capital of the Company of 1,054,616,259 Shares (excluding treasury shares) as at LPD and assuming:

- (i) all of the treasury shares as at LPD are resold in the open market at cost;
- (ii) all outstanding SIS Options as at LPD are exercised; and
- (iii) all outstanding Warrants A as at LPD are exercised;

prior to the implementation of the Proposed Bonus Issue of Warrants.

Accordingly, a total of 421,846,503 and 491,684,507 Warrants B will be issued pursuant to the Proposed Bonus Issue of Warrants under the Minimum Scenario and Maximum Scenario, respectively.

The entitlement basis for the Proposed Bonus Issue of Warrants was determined after taking into consideration, amongst others, the following:

- (i) compliance with Rule 6.51 of the Listing Requirements of Bursa Securities, a listed corporation must ensure that the number of new shares which will arise from the exercise or conversion of all outstanding convertible securities, does not exceed 50% of the total number of issued shares of the listed corporation (excluding treasury shares and before the exercise of the convertible securities) at all times after the Proposed Bonus Issue of Warrants, as illustrated below:-

		Minimum Scenario	Maximum Scenario
		No. of Shares	No. of Shares
Total number of HHRG Shares (excluding treasury shares)	(A)	1,054,616,259	^(a) 1,229,211,269
Warrants A		54,106,007	-
Warrants B		421,846,503	491,684,507
Total convertibles securities	(B)	475,952,510	491,684,507
% of HHRG Shares	(B) / (A)	45.13	40.00

Note:-

- (a) Assuming all outstanding SIS Options and Warrants A are exercised under Maximum Scenario. Please refer to Section 6.1 of this Circular for the detailed computation.
- (ii) dilutive effects arising from the full exercise of the Warrants B on the consolidated EPS and NA per HHRG Share; and
- (iii) gross proceeds that may be raised by the Company as and when the Warrants B are exercised during the tenure of the Warrants B.

The Proposed Bonus Issue of Warrants will not be implemented in stages over a period of time.

The Warrants B will be issued in registered form and constituted by Deed Poll B after the receipt of all relevant approvals for the Proposed Bonus Issue of Warrants. Please refer to **Appendix I** of this Circular for the indicative salient terms of the Warrants B.

For avoidance of doubt, no reserves will be capitalised for the issuance of the Warrants B under the Proposed Bonus Issue of Warrants.

2.2 Basis and justification for the issue price and exercise price of the Warrants B

The Warrants B will be issued at no cost to the Entitled Shareholders based on their respective shareholdings in the Company on the Entitlement Date.

The exercise price of the Warrants B will be determined and announced by the Board at a later date after all the relevant approvals for the Proposed Bonus Issue of Warrants have been obtained but before the announcement of the Entitlement Date, after taking into consideration, amongst others, the following:

- (i) 5-day VWAP of HHRG Shares up to and including the LPD of RM0.0709;
- (ii) historical price movement of HHRG Shares;
- (iii) prevailing market conditions; and
- (iv) the future funding requirements of the Group.

The Board may fix the exercise price of the Warrants B with a discount range of 15.0% to 35.0% to the 5-day VWAP of HHRG Shares up to and including the market day immediately preceding the price-fixing date. The Board intends to set the exercise price of the Warrants B at a steep discount to the prevailing market price of the Shares at the time of issuance. This is to enhance the attractiveness of the Warrants B to Entitled Shareholders, thereby encouraging their exercise and enabling the Company to raise additional funds for the future funding requirements of the Group.

For purposes of this Circular, an illustrative exercise price of RM0.05 per Warrant B has been assumed, which represents a discount of approximately 29.5% to the 5-day VWAP of HHRG Shares up to and including the LPD of RM0.0709.

2.3 Ranking of the Warrants B and the new HHRG Shares to be issued arising from the exercise of the Warrants B

The Warrant B Holders will not be entitled to any voting rights in any general meeting of the Company or right to participate in any form of distribution and/or offer of securities in the Company until and unless such Warrant B Holders are issued with the new HHRG Shares arising from their exercise of the Warrants B and the new HHRG Shares are allotted prior to the entitlement date of such distribution or offer of securities.

All new HHRG Shares to be issued pursuant to the exercise of the Warrants B shall, upon allotment and issuance, rank equally in all respects with the existing HHRG Shares, save and except that the new HHRG Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders, of which the entitlement date is prior to the date of allotment and issuance of the said new HHRG Shares.

2.4 Listing and quotation of the Warrants B and the new Shares arising from the exercise of Warrants B

Bursa Securities had, vide its letter dated 14 November 2025, approved the admission of the Warrants B to the Official List of Bursa Securities and the listing and quotation of up to 491,684,507 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants and up to 491,684,507 new HHRG Shares to be issued arising from the exercise of the Warrants B on the ACE Market of Bursa Securities, subject to the conditions as set out in Section 8 of this Circular.

3. UTILISATION OF PROCEEDS

The Proposed Bonus Issue of Warrants is not expected to raise any immediate funds as the Warrants B will be issued at no cost to the Entitled Shareholders.

The actual proceeds to be raised by the Company will depend on the exercise price of the Warrants B to be determined by the Board and the actual number of Warrants B exercised during the tenure of the Warrants B. As such, the exact quantum to be raised cannot be determined at this juncture.

For illustrative purposes, the gross proceeds to be raised assuming all the Warrants B are exercised at the illustrative exercise price of RM0.05 per Warrant B are set out below:

	<u>No. of Warrants B exercised</u>	<u>Gross proceeds raised</u> RM
Minimum Scenario	421,846,503	21,092,325
Maximum Scenario	491,684,507	24,584,225

Such proceeds to be raised, as and when the Warrants B are exercised, are expected to fund the working capital of the Group, including but not limited to staff costs, general administrative expenses and other day-to-day expenses such as rental, utilities, office maintenance (i.e. repair and maintenance for office equipment and vehicles), maintenance of property, plant and equipment, quit rent and assessment, printing costs, postages, bank charges and marketing expenses. The proceeds to be used for working capital are subject to the operational requirements of the Group at the point of utilisation, and thus the actual timeframe and breakdown cannot be determined at this juncture. Nevertheless, the Board anticipates that any proceeds to be raised from the exercise of Warrants B will be utilised by the Group within 24 months from the date of receipt of such proceeds.

Pending the utilisation of proceeds raised as and when the Warrants B are exercised, such proceeds will be placed in deposits with financial institutions or short-term money market instruments as the Board may deem fit. The interest derived from the deposits with the financial institutions or any gain arising from the short-term money market instruments will also be used as the working capital of the Group for the purposes as mentioned above.

For information, the estimated expenses of approximately RM0.23 million in relation to the Proposed Bonus Issue of Warrants will be funded via internally generated funds.

3.1 Details of equity fund raising exercises undertaken in the past 12 months

The Company had not undertaken any fundraising exercise during the past 12 months up to LPD.

4. RATIONALE AND JUSTIFICATION OF THE PROPOSED BONUS ISSUE OF WARRANTS

The Board is of the view that the Proposed Bonus Issue of Warrants is an appropriate avenue to reward the existing shareholders after taking into consideration, amongst others, the following factors:

- (i) to provide the Company's shareholders with an opportunity to increase their equity participation in the Company at a pre-determined Exercise Price over the tenure of the Warrants B, and allow them benefit from any potential capital appreciation of the Warrants B and further participate in the future growth of the Company when the Warrants B are exercised;

- (ii) to provide the Group with additional funds for its working capital requirements as and when the Warrants B are exercised in the future without incurring interest costs as compared to bank borrowings. As at 30 September 2025, the Group has total borrowings of approximately RM12.8 million, with no unutilised balance under its existing banking facilities; and
- (iii) to strengthen the capital base of the Group by increasing the size of the shareholders' funds pursuant to the exercise of the Warrants B and hence, provide the Group with greater flexibility in terms of the options available to meet its future funding requirements.

5. INDUSTRY OVERVIEW AND PROSPECTS OF THE GROUP

The Group is currently involved in the following businesses:-

- (i) manufacturing and trading of biomass materials and value-added products ("**Biomass Division**");
- (ii) manufacturing and distributor of furniture, mattresses and related products ("**Furniture Division**");
- (iii) credit business ("**Credit Division**"); and
- (iv) property development and management ("**Property Division**").

5.1 Overview and outlook of the Malaysian economy

For the year as a whole, the Malaysian economy grew by 5.1% in 2024 (2023: 3.6%), due to continued expansion in domestic demand and a rebound in exports. On the domestic front, growth was mainly driven by stronger household spending reflecting favourable labour market conditions, policy measures to support households and healthy household balance sheets. In addition, strong investment approvals and further progress of multi-year projects by the private and public sectors, which includes catalytic initiatives under national master plans (i.e. New Industrial Master Plan ("**NIMP**"), National Energy Transition Roadmap ("**NETR**"), and National Semiconductor Strategy) provided further impetus to investment growth. On the external front, exports recovered amid steady global growth, continued tech upcycle as well as higher tourist arrivals and spending. This provided support to the current account, leading to a continued surplus of 1.7% of gross domestic product in 2024 (1.5% in 2023).

(Source: Economic and Financial Developments in Malaysia in the Fourth Quarter of 2024, Bank Negara Malaysia)

The Malaysian economy is projected to grow between 4.5%–5.5% in 2025. The growth outlook for the Malaysian economy is subject to several downside risks, stemming primarily from considerable external uncertainties. These include more restrictive trade policies and subsequent retaliatory measures, as well as potential escalation of geopolitical conflicts. These factors could disrupt global trade, leading to an economic slowdown in Malaysia's key trading partners and subsequently affecting the country's trade performance. Collectively, these uncertainties may also affect investment and spending decisions amid weaker sentiments. In addition, further disruptions in commodity production could weigh on the growth outlook. These factors, if realised, would place growth towards the lower end of the projected range. Notwithstanding, growth could be lifted by several positive factors to potentially exceed 5%, within the upper bound of the projected range. These include higher external demand from successful trade negotiations and pro-growth policies in major economies, as well as greater spillovers from the global technology upcycle. More robust tourism activity, alongside faster implementation of new and existing investment projects, could also provide an upside to growth.

(Source: Outlook and Policy in 2025, Bank Negara Malaysia)

The Malaysian economy expanded by 5.2% in the third quarter of 2025 (2Q 2025: 4.4%), driven by sustained domestic demand and higher net exports. Household spending was supported by positive labour market conditions, income-related policy measures, and cash assistance programmes. Investment activity was underpinned by continued capital expansion by both private and public sectors. On the external front, net exports registered higher growth as export growth outpaced import growth.

On the supply side, growth was led by the services and manufacturing sectors. Growth in the services sector was mainly contributed by consumer-related sub-sectors, while the manufacturing sector's performance was driven by stronger production in electrical and electronics ("**E&E**") and consumer-related goods. Meanwhile, the mining and quarrying sector rebounded, reflecting a recovery in crude oil and natural gas production post-scheduled maintenance work. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 2.4% (2Q 2025: 2.2%).

Headline inflation remained stable at 1.3%, while core inflation increased to 2% (2Q 2025: 1.3% and 1.8%, respectively). While the higher core inflation added impetus to headline inflation during the quarter, this was offset by declines in selected administered prices. In particular, electricity (-4.6%; 2Q 2025: 0%) and diesel (-5%; 2Q 2025: 8%) prices were lower during the quarter, in line with the recent electricity tariff restructuring and moderate global cost conditions. Inflation pervasiveness, measured by the share of CPI items registering monthly price increases, edged higher to 43.8% during the quarter (2Q 2025: 41.8%), while remaining below the historical average of 44.5%.

Both headline and core inflation are expected to remain moderate for the remainder of the year, supported by steady domestic demand and continued easing in global cost conditions. These factors, together with Government measures to cushion the impact of domestic policy reforms on households, will help sustain a low and stable inflation environment. Heading into 2026, inflation is expected to remain moderate amid steady domestic demand, stable labour market conditions, and favourable supply conditions.

(Source: Economic and Financial Developments in Malaysia in the Third Quarter of 2025, Bank Negara Malaysia)

5.2 Overview and outlook of the biomass industry in Malaysia

The Biomass Sector has been replaced by the 12th Malaysia Plan ("**12MP**") as one of the eight strategic and high impact industries to regenerate economic growth. Malaysia is developing the potential of biomass industries in various sectors, including plantation, forestry, agriculture, livestock and fisheries industries. These sectors have been outlined as the focal areas of the National Biomass Action Plan 2023 – 2030. The Plan is mandated by the Ministry of Economy and spearheaded by the Ministry of Plantation and Commodities ("**KPK**"). The focal development of biomass industries in these five sectors has the potential to contribute to sustainable consumption and production, supporting Malaysia's transition towards a low-carbon and circular economy with the creation of new jobs.

The country has an estimated total of 5.67 million hectares of oil palm plantations, producing more than 90 million tonnes of dried palm biomass. Oil palm biomass is derived from a variety of oil palm byproducts, such as oil palm fronds ("**OPF**") and oil palm trunks ("**OPT**") from plantation operations. While empty fruit bunches ("**EFB(s)**"), palm kernel shells ("**PKS**"), mesocarp-fibre ("**MF**") and palm oil mill effluent ("**POME**") are generated from the milling operations. The oil palm biomass industry has been growing at a steady pace over the past few years, thanks to the interest and transition towards using lowcarbon renewable energy. Based on the data of 2019 compiled by the Energy Commission, Malaysia has achieved a total installed capacity of 440.5 Megawatt ("**MW**") powered by biomass including 70.65 MW coming from grid-connected power plant which is equivalent to 1.2% share of total electricity generated in Malaysia with a total emission reduction achieved i.e. 395.22 Gg CO₂ eq. Hence, bioenergy can be used to decarbonise our electricity supply through dedicated action plan.

The Malaysia Government has acknowledged the significant contribution of biomass resources towards achieving our nation's Sustainable Development Goals ("SDGs"). This acknowledgement comes in the form of various incentives and supports provided by key government agencies such as the Malaysian Investment Development Authority ("MIDA"), Malaysia Palm Oil Board ("MPOB"), Sustainable Energy Development Authority ("SEDA"), Bioeconomy Corporation, Malaysian Green Technology & Climate Change Corporation ("MGTC") etc.

The biomass industry in Malaysia has shown tremendous growth potential in the last decade or so. We are now producing and exporting solid biofuels such as palm kernel shells and wood pellets to key markets of Japan and the Republic of Korea. The biofertiliser sub-sector has also been growing to meet the demand for sustainable farming using EFBs, POME, chicken dung, fish waste, woody biomass etc.

The National Biomass Action Plan 2023 to 2030 has presented a comprehensive analysis of crucial data and findings concerning biomass ecosystems in the five focal sectors.

The plan includes five key enablers that enhance and facilitate the rapid advancement of the biomass industry. These include feedstock availability, policy and regulatory frameworks, financing & investment incentives, viable business models, as well as research and development, commercialisation and innovation efforts. The proposed actions are pragmatic and implementable, having garnered support from relevant stakeholders and involve the concerted efforts of key ministries and agencies.

Successful implementation of this plan can result in substantial economic benefits. By 2030, it is projected that the plan could contribute to a remarkable RM17 billion economic value, a potential RM7 billion investment in biomass projects and the creation of approximately 33,000 jobs.

(Source: National Biomass Action Plan 2023-2030, Ministry of Plantation and Commodities)

5.3 Overview and outlook of the furniture industry in Malaysia

Malaysia's export of major timber products in 2024 stood at RM22.92 billion, with an increase of 4.9% from the previous year. Malaysia was listed as the 17th-largest exporter of timber and timber products in 2024.

Wooden furniture (including bamboo and rattan furniture) remained the top timber product exported by Malaysia in 2024, accounting for 43.2% of the total exports with a value of RM9.89 billion (+8.4% year-on-year). Malaysia's export of wooden furniture ranked 5th globally in 2024. The biggest market was the United States (RM4.99 billion; 50.4% share). Singapore was the 2nd largest export destination valued at RM747.44 million (7.6% share), followed by Australia at RM515.44 million (5.2% share), United Kingdom at RM481.56 million (5.2% share), Japan at RM437.79 million (4.4% share), Canada at RM425.13 million (4.3% share), the Philippines at RM255.64 million (2.6% share), United Arab Emirates at RM231.38 million (2.3% share), Saudi Arabia at RM173.79 million (1.8% share) and India at RM155.36 million (1.6% share).

Looking ahead to 2025, the Malaysian timber industry must stay informed on global and domestic policy developments in order to effectively align its strategies with relevant market requirements and tap into emerging or niche segments. Achieving National Agricommodity Policy 2030 ("DAKN 2030") targets will require focused efforts to enhance labour productivity, adopt advanced technologies to improve manufacturing efficiency, and integrate sustainability into the supply chains. These strategies will be key to ensuring the industry remains competitive, resilient, and adaptable amid an increasingly complex global economic environment.

(Source: Malaysian Timber Council Annual Report 2024)

The government will continue to facilitate the furniture industry's development in terms of raw materials, productivity and design aspects through various initiatives and programmes, said Deputy Plantation and Commodities Minister Datuk Chan Foong Hin.

Deputy Plantation and Commodities Minister Datuk Chan Foong Hin said the furniture industry should continue to work closely with the ministry and its agencies such as the Malaysian Timber Industry Board ("**MTIB**"), Malaysian Timber Council ("**MTC**"), and Malaysian Timber Certification Council ("**MTCC**"), for the betterment of the industry and its exports.

Deputy Plantation and Commodities Minister Datuk Chan Foong Hin said it is to ensure the furniture industry remain strong growth drivers of Malaysia's economic growth. The government target the export value of timber and timber products at RM28 billion by 2025 and RM32.8 billion by 2030.

Timber is one of the eight commodities identified under the DAKN 2030 to be transformed in a more sustainable, competitive and market-oriented manner.

(Source: Malaysian Investment Development Authority)

There has been recent reports with regards to the United States imposing tariffs of up to 100% on certain imported products, including 50% on kitchen cabinets and bathroom vanities, 30% on upholstered furniture, and 25% on large trucks, effective 1 October 2025. It is noted that Malaysia, like many other countries, will be impacted by the tariffs. Local ministries have emphasised the importance of enhancing national competitiveness and resilience amid shifting global trade dynamics. The United States remains Malaysia's largest export destination for furniture, accounting for RM5.71 billion, or 57.8% of total wooden furniture exports in 2024.

5.4 Overview and outlook of the credit industry in Malaysia

In line with stronger domestic economic activity, credit to the private non-financial sector grew by 5.2% (2023: 4.8%). This increase in credit growth was driven mainly by higher growth in outstanding loans (5.6%; 2023: 5.0%), particularly for businesses amid a sustained household loan growth, while corporate bonds recorded a more subdued growth in 2024 (3.4%; 2023: 4.2%).

Households remained the major borrower segment contributing to loan growth in 2024, with a sustained growth in outstanding household loans of 5.9% (2023: 5.6%), particularly for the purchases of houses and cars. Continued labour market improvements, as reflected by higher employment and income growth, provided impetus to household credit demand. Households' repayment capacity remained intact, while the share of household borrowers with repayment assistance continued to be small and on a decline.

Outstanding business loans recorded higher growth (5.1%; 2023: 3.7%), driven mainly by an increase in loans for investment-related purposes. The improvement in investment-related loans reflected the increase in private sector investment activities amid the positive economic and business outlook. In particular, this was more notable in sectors such as information and communication technology (ICT) and E&E. Large-scale public investment initiatives such as the NETR and the NIMP also contributed to spurring a stronger investment appetite among businesses, supporting the demand for financing. The pick-up in investment-related loans was more pronounced for small medium enterprises ("**SMEs**") borrowers, which continued to record a strong overall loan growth in 2024. Loan growth for non-SMEs, on the other hand, improved slightly compared to the previous year. Nevertheless, it remained below the long-term average, driven in part by large firms' preference to use alternative sources of financing, such as capital markets, retained earnings and intercompany loans.

Overall, financing conditions remained supportive of household and business needs. Loan approval rates remained stable in 2024, with banks maintaining prudent lending standards. Banks continued to provide repayment assistance for borrowers who faced difficulties servicing their debt obligations, while various debt advisory and management arrangements including those under Credit Counselling and Debt Management Agency (AKPK) remained in place. Financial measures, such as credit guarantees and Bank Negara Malaysia's various financing facilities, also provided targeted support to segments in need, such as SMEs, which ensured uninterrupted intermediation of credit to support the economy.

(Source: Economic, Monetary and Financial Developments in 2024, Bank Negara Malaysia)

Credit to the private non-financial sector grew by 5.5% in the first quarter of 2025 (4Q 2024: 5.2%) amid sustained growth in outstanding loans and higher growth in outstanding corporate bonds. Outstanding business loans expanded by 4.8% (4Q 2024: 5.1%), with higher growth in working capital loans. Additionally, demand for financing remained forthcoming, especially among SMEs, with sustained levels of applications across loan purposes. Household loans grew by 6.0% (4Q 2024: 5.9%) amid broadly steady loan growth across most loan purposes.

(Source: Press Release: Economic and Financial Developments in Malaysia in the First Quarter of 2025, Bank Negara Malaysia)

Credit to the private non-financial sector expanded by 5.2% in the second quarter (1Q 2025: 5.4%). Outstanding corporate bond growth moderated, (4.3%; 1Q 2025: 5.3%) while growth in outstanding loans remained steady at 5.5% (1Q 2025: 5.5%). Business loans expanded by 4.5% (1Q 2025: 4.6%), amid broadly stable loan growth for both working capital and investment-related purposes. Additionally, demand for financing among businesses was sustained with higher applications, particularly for investment-related loans. Household loans grew by 6% (1Q 2025: 6%), with sustained loan growth across most purposes.

Steady SMEs financing growth for second quarter of 2025. SMEs financing activities in the second quarter of 2025 remain steady, with outstanding financing expanding at 6.9% (1Q 2025: 9.8%). In this quarter, there were forthcoming financing applications and approvals for both working capital and investment-related purposes amid resilient business conditions.

Banks remain well-positioned to support financial intermediation. The banking system continued to play an important role in supporting economic growth during the quarter. Banks' strong financial positions, including capital and liquidity buffers, ensure that they remain well-positioned to meet the domestic economy's financing needs.

(Source: Press Release: Economic and Financial Developments in Malaysia in the Second Quarter of 2025, Bank Negara Malaysia)

Credit to the private non-financial sector grew by 5.9% in the third quarter of 2025 (2Q 2025: 5.2%). Outstanding corporate bonds expanded by 7.3% (2Q 2025: 4.3%) while growth in outstanding loans was sustained at 5.6% (2Q 2025: 5.5%). Business loans grew by 5.4% (2Q 2025: 4.5%) following higher growth in investment-related loans, particularly among non-SMEs. SME loan growth also increased slightly, supported by growth in working capital loans amid sustained level of applications for this purpose. Meanwhile, household loan growth moderated slightly to 5.7% (2Q 2025: 6%) following slower growth for personal use loans. Notwithstanding, household loan demand remained broadly steady across most purposes and was met by sustained approvals.

(Source: Press Release: Economic and Financial Developments in Malaysia in the Third Quarter of 2025, Bank Negara Malaysia)

Domestic financing conditions will stay conducive to sustained credit growth. Credit to the non-financial private sector will remain forthcoming in line with banks' steady lending outlook for 2025. Credit demand, particularly amongst households and SMEs, will be driven by positive prospects on domestic growth and income. Furthermore, loan growth momentum towards businesses, especially SMEs, will be lifted by robust investment activity. Credit supply will continue to be enabled by banks' healthy capital and liquidity buffers coupled with continued robust competition among banks. In addition, corporate bond activity will remain supported by favourable bond yields.

(Source: Outlook and Policy in 2025, Bank Negara Malaysia)

5.5 Overview and outlook of property market in Malaysia

The Property Market Report 2024 highlights exceptional performance, recorded the highest volume and value of property transactions in Malaysia over the past decade. This impressive growth was fueled by a robust expansion in market activities across all sub-sectors. The volume and value of transactions expanded by 5.4% and 18.0%, respectively, reaching 420,545 transactions worth RM232.30 billion, compared to 2023 (399,008 transactions worth RM196.83 billion).

The residential sub-sector sustained its expansion and solidified its position as the largest contributor to the national transaction activity, recording a marginal growth in both volume and value. By price range, the segment above RM1.0 million recorded the highest growth at 15.0%, while other price ranges showed more modest increases. This growth can be attributed to government initiatives outlined in Budget 2024, which increased confidence in the property market, including the easing of requirements for the Malaysia My Second Home ("MM2H") program. Additionally, strong performance in the commercial sub-sector acted as a catalyst for transaction activity with significant increases of 13.6% and 51.6% in value and volume, respectively, as compared to the previous year.

The property market performance continues to strengthen, supported by stable economic conditions and targeted government initiatives. A total of 420,545 transactions worth RM232.30 billion were recorded, expanded by 5.4% and 18.0% in volume and value of transactions, showing the highest market activities in Malaysia over the past decade. Of the total transactions, 77.7% (326,784 transactions) were transfers dated in 2024, 19.1% (80,487 transactions) were from 2023, and the remaining share consisted of transfers from previous years.

Sectoral market activity performance continued its upward momentum. All subsectors recorded year-on-year growth in the volume of transactions. Higher increases were observed for the commercial subsector (13.6%) and development land and others (9.7%). Meanwhile, the industrial subsector also grew at a faster pace by 7.7%, driven by sustained demand for vacant industrial land nationwide. The residential and agricultural subsectors show modest growth of 4.0% and 4.1%, respectively. On the value front, all subsectors recorded higher growth, led by the commercial sub-sector (51.6%), followed by development land and others (32.7%), industrial (16.4%), residential (5.9%), and agricultural (4.8%).

The residential sub-sector retained the largest share of the overall property transactions, with a 62.0% contribution in volume. This was followed by agriculture (18.7%), commercial (10.9%), development land and others (6.3%), and industrial (2.1%). Similarly, in value, residential took the lead with a 46.0% share, followed by commercial (25.0%), industrial (12.0%), development land and others (8.6%), and agriculture (8.4%).

As the national economy is projected to expand by 4.5% to 5.5% in 2025, the property market is expected to maintain its growth trajectory, driven by sustained transaction activity. The implementation of the Ekonomi MADANI framework, supported by the rollout of strategies from a cohesive policy and action plan, notably the National Energy Transition Roadmap and the New Industrial Master Plan 2030, will boost Malaysia's economy and further stimulate the expansion of the property market. Furthermore, ongoing government support, coupled with Malaysia's strong economic performance, is expected to continue a positive growth in the property market.

(Source: Property Market Report 2024, Valuation and Property Services Department, Ministry of Finance Malaysia)

5.6 Prospects of the Group

The Group's Biomass Division is principally engaged in the manufacturing and trading of coconut fibres, bio-oil and oil palm EFB fibres. Its bio-oil is mainly supplied for use in sanitary consumer products, animal feed, detergents, lubricants and biodiesel feedstock, while most of its EFB fibres are distributed in the domestic market. The Group's core EFB products have continued to demonstrate stable performance and resilience, supported by sustained demand, notwithstanding the periodic fluctuations in crude palm oil prices. Looking ahead, the biomass sector presents long-term growth potential, supported by rising demand for sustainable resources and the increasing emphasis on environmental, social and governance practices.

The Group's Furniture Division revenue continues to decline in the FYE 31 March 2024 of RM60.00 million and 12-month FPE 31 March 2025 of RM53.83 million (FYE 31 March 2023: RM77.78 million). This was mainly due to the challenging market conditions, particularly tariffs and higher operating costs arising from increased raw material prices. The Group is prioritising the expansion of its customer base, by tapping into export markets as a key strategy to support business recovery and future growth.

The Group remains focused on identifying and pursuing strategic investment opportunities aimed at diversifying the Group's revenue streams. The Group's entry into the Property Division in 2023 and Credit Division in 2024 are progressing, albeit at a slower pace for the Property Division. The Group's diversification into the Property Division was initially driven by the acquisition of 133 lots of leasehold land in Kulim, and considering the prospects and outlook of the construction and property market in Malaysia. However, the transaction was subsequently aborted as the vendor failed to fulfil the conditions precedent within the stipulated timeframe under the sales and purchase agreement. Since then, the Group has acquired several parcels of land in Perak and Penang for potential development. The Group is currently assessing the feasibility of the proposed development plan, including evaluating market demand, securing the necessary regulatory approvals and development orders, and determining the optimal project concept and phasing strategy. The Group is committed to managing this expansion prudently to ensure long term value creation.

The Group is mindful of the challenges ahead and will continue to monitor and manage risks across all business segments with discipline and foresight. Notwithstanding the current operating environment, the Board remains confident in the Group's ability to deliver positive prospects going forward.

(Source: Management of HHRG Group)

6. EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS

6.1 Issued share capital

The Proposed Bonus Issue of Warrants will not have any effect on the existing issued share capital of the Company until and unless the Warrants B are exercised into new Shares. The issued share capital of the Company will increase progressively as and when the Warrants B are exercised.

For illustration purposes, the proforma effects of the Proposed Bonus Issue of Warrants on HHRG's issued share capital are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM'000	No. of Shares	RM'000
Issued share capital as at LPD	1,097,616,259	199,814	1,097,616,259	199,814
Less: Treasury shares	(43,000,000)	(5,270)	(43,000,000)	(5,270)
	<u>1,054,616,259</u>	<u>194,544</u>	<u>1,054,616,259</u>	<u>194,544</u>
Assuming all treasury shares are resold	-	-	43,000,000	^(a) 5,270
Assuming all outstanding SIS Options are exercised	-	-	77,489,003	^(b) 9,654
Assuming all outstanding Warrants A are exercised	-	-	54,106,007	^(c) 5,699
After Proposed Bonus Issue of Warrants	<u>1,054,616,259</u>	<u>194,544</u>	<u>1,229,211,269</u>	<u>215,167</u>
New Shares to be issued assuming full exercise of Warrants B	421,846,503	^(d) 21,092	491,684,507	^(d) 24,584
Enlarged issued share capital	<u>1,476,462,762</u>	<u>215,636</u>	<u>1,720,895,776</u>	<u>239,751</u>

Notes:

- (a) Assuming all of the 43,000,000 treasury shares are resold in the open market at cost.
- (b) Assuming all outstanding SIS Options are exercised at RM0.105 each, representing a discount of approximately 7.1% to the 5-day VWAP of HHRG Shares immediately preceding to the date of offer on 6 November 2024 of RM0.113, and after taking into consideration the transfer of SIS reserve of RM1.52 million to share capital arising from the exercise of the outstanding SIS Options.
- (c) Assuming all outstanding Warrants A are exercised at RM0.08 each and after taking into consideration the transfer of Warrants A reserve of RM1.37 million to share capital arising from the exercise of the outstanding Warrants A.
- (d) Computed based on the illustrative exercise price of RM0.05 per Warrant B.

6.2 NA, NA per share and gearing

For illustrative purposes, based on the latest audited consolidated financial statements of HHRG as at 31 March 2024 and latest unaudited consolidated financial statements of HHRG as at 30 June 2025, the pro forma effects of the Proposed Bonus Issue of Warrants on the NA, NA per Share and gearing of the Group are set out below:

(A) Audited as at 31 March 2024

Minimum Scenario

	(I) (b)After adjusting for subsequent events up to LPD	(II) After (I) and the Proposed Bonus Issue of Warrants	(III) After (II) and assuming full exercise of the Warrants B
(a)Audited as at 31 March 2024	RM'000	RM'000	RM'000
Share capital	153,776	199,814	(c)220,906
Reorganisation reserve	(5,185)	(5,185)	(5,185)
Warrants A reserve	1,864	1,371	1,371
SIS reserve	2,914	1,518	1,518
Treasure shares	-	(5,270)	(5,270)
Retained earnings	29,665	28,632	(d)28,402
Equity attributable to owners of the Company / NA	183,034	220,880	241,742
NCI	22,307	22,307	22,307
Total equity	205,341	243,187	264,049
No. of ordinary shares (excluding treasury shares) (‘000)	867,836	1,054,616	1,476,463
NA per share (RM)	0.21	0.21	0.16
Total borrowings	32,301	32,301	32,301
Gearing ratio (times)	0.18	0.15	0.13

Notes:

(a) For information, the Company had on 7 May 2025 announced the change in the financial year end of the Company from 31 March to 30 September.

(b) Subsequent events refer to the following events occurring after 31 March 2024 up to LPD:-

(i) the allotment and issuance of:-

(aa) 123,961,000 new HHRG Shares pursuant to the exercise of SIS Options at the exercise price of RM0.105 (on 19 December 2024, 10 January 2025, 16 January 2025, 4 April 2025, 11 April 2025, 7 May 2025, 19 May 2025, 5 June 2025, 9 June 2025, 23 June 2025, 4 July 2025, 29 July 2025, 9 September 2025, 19 September 2025, 24 September 2025, 26 September 2025, 3 October 2025, 7 October 2025, 24 October 2025 and 14 November 2025) and after taking into consideration the transfer of SIS reserve of RM2.43 million to share capital arising from the exercise of the outstanding SIS Options;

- (bb) 18,996,800 new HHRG Shares pursuant to the exercise of Warrants A at the exercise price of RM0.08 (on 29 April 2024, 23 May 2024, 14 August 2024, 5 November 2025, 12 November 2025 and 13 November 2025) and after taking into consideration the transfer of Warrants A reserve of RM0.49 million to share capital arising from the exercise of the outstanding Warrants A; and
- (cc) 51,822,700 and 35,000,000 new HHRG Shares pursuant to the private placement at the issue price of RM0.1450 (on 16 July 2024 and 19 July 2024) and RM0.1395 (on 24 July 2024) per Share respectively, and after taking into consideration the listing expenses of RM0.10 million;
- (ii) 202,100,000 SIS Options were granted, resulting in the increase to the SIS reserve of RM3.96 million, after accounting for the recognition of fair value costs (retained earnings);
- (iii) 40,026,415 SIS Options have lapsed, resulting in the reversal of the fair value costs previously recognised by crediting the retained earnings of RM2.93 million from the SIS reserve; and
- (iv) shares buy-back of 43,000,000 Shares by the Company.
- (c) Assuming all 421,846,503 Warrants B are exercised based on the Minimum Scenario at the illustrative issue price of RM0.05 per Warrant B.
- (d) After deducting estimated expenses of approximately RM0.23 million in relation to the Proposed Bonus Issue of Warrants.

Maximum Scenario

	(I)	(II) (c) After (I) and assuming all treasury shares are resold and full exercise of the outstanding SIS Options and Warrants A	(III) After (II) and the Proposed Bonus Issue of Warrants	(IV) After (III) and assuming full exercise of the Warrants B
	(a) Audited as at 31 March 2024 RM'000	(b) After adjusting for subsequent events up to LPD RM'000	RM'000	RM'000
Share capital	153,776	199,814	215,167	(d) 239,751
Reorganisation reserve	(5,185)	(5,185)	(5,185)	(5,185)
Warrants A reserve	1,864	1,371	-	-
SIS reserve	2,914	1,518	-	-
Treasury shares	-	(5,270)	-	-
Retained earnings	29,665	28,632	(e) 28,402	28,402
Equity attributable to owners of the Company / NA	183,034	220,880	238,614	262,968
NCI	22,307	22,307	22,307	22,307
Total equity	205,341	243,187	260,921	285,275
No. of ordinary shares (excluding treasury shares) (‘000)	867,836	1,054,616	1,229,211	1,720,896
NA per share (RM)	0.21	0.21	0.19	0.15

		(I)	(II) (c) After (I) and assuming all treasury shares are resold and full exercise of the outstanding SIS Options and Warrants A	(III) After (II) and the Proposed Bonus Issue of Warrants	(IV) After (III) and assuming full exercise of the Warrants B
	(a) Audited as at 31 March 2024	(b) After adjusting for subsequent events up to LPD			
	RM'000	RM'000	RM'000	RM'000	RM'000
Total borrowings	32,301	32,301	32,301	32,301	32,301
Gearing ratio (times)	0.18	0.15	0.14	0.14	0.12

Notes:

- (a) For information, the Company had on 7 May 2025 announced the change in the financial year end of the Company from 31 March to 30 September.
- (b) Subsequent events refer to the following events occurring after 31 March 2024 up to LPD:-
- (i) the allotment and issuance of:-
- (aa) 123,961,000 new HHRG Shares pursuant to the exercise of SIS Options at the exercise price of RM0.105 (on 19 December 2024, 10 January 2025, 16 January 2025, 4 April 2025, 11 April 2025, 7 May 2025, 19 May 2025, 5 June 2025, 9 June 2025, 23 June 2025, 4 July 2025, 29 July 2025, 9 September 2025, 19 September 2025, 24 September 2025, 26 September 2025, 3 October 2025, 7 October 2025, 24 October 2025 and 14 November 2025) and after taking into consideration the transfer of SIS reserve of RM2.43 million to share capital arising from the exercise of the outstanding SIS Options;
- (bb) 18,996,800 new HHRG Shares pursuant to the exercise of Warrants A at the exercise price of RM0.08 (on 29 April 2024, 23 May 2024, 14 August 2024, 5 November 2025, 12 November 2025 and 13 November 2025) and after taking into consideration the transfer of Warrants A reserve of RM0.49 million to share capital arising from the exercise of the outstanding Warrants A; and
- (cc) 51,822,700 and 35,000,000 new HHRG Shares pursuant to the private placement at the issue price of RM0.1450 (on 16 July 2024 and 19 July 2024) and RM0.1395 (on 24 July 2024) per Share respectively, and after taking into consideration the listing expenses of RM0.10 million;
- (ii) 202,100,000 SIS Options were granted, resulting in the increase to the SIS reserve of RM3.96 million, after accounting for the recognition of fair value costs (retained earnings);
- (iii) 40,026,415 SIS Options have lapsed, resulting in the reversal of the fair value costs previously recognised by crediting the retained earnings of RM2.93 million from the SIS reserve; and
- (iv) shares buy-back of 43,000,000 Shares by the Company.
- (c) Assuming all of the 43,000,000 treasury shares are resold in the open market at cost and all outstanding 77,489,003 SIS Options and 54,106,007 Warrants A are exercised at the exercise price of RM0.105 per SIS Option and RM0.08 per Warrant A respectively.

- (d) Assuming all 491,684,507 Warrants B are exercised based on the Maximum Scenario at the illustrative issue price of RM0.05 per Warrant B.
- (e) After deducting estimated expenses of approximately RM0.23 million in relation to the Proposed Bonus Issue of Warrants.

(B) Unaudited as at 30 June 2025

Minimum Scenario

	(a)Unaudited as at 30 June 2025 RM'000	(I) (b)After adjusting for subsequent events up to LPD RM'000	(II) After (I) and the Proposed Bonus Issue of Warrants RM'000	(III) After (II) and assuming full exercise of the Warrants B RM'000
Share capital	174,119	199,814	199,814	(c)220,906
Reorganisation reserve	(5,185)	(5,185)	(5,185)	(5,185)
Warrants A reserve	1,831	1,371	1,371	1,371
SIS reserve	3,585	1,518	1,518	1,518
Treasury shares	-	(5,270)	(5,270)	(5,270)
Retained earnings	41,891	42,889	(d)42,659	42,659
Equity attributable to owners of the Company / NA	216,241	235,137	234,907	255,999
NCI	22,821	22,821	22,821	22,821
Total equity	239,062	257,958	257,728	278,820
No. of ordinary shares (excluding treasury shares) (‘000)	1,018,341	1,054,616	1,054,616	1,476,463
NA per share (RM)	0.21	0.22	0.22	0.17
Total borrowings	21,193	21,193	21,193	21,193
Gearing ratio (times)	0.10	0.09	0.09	0.08

Notes:

- (a) For information, the Company had on 7 May 2025 announced the change in the financial year end of the Company from 31 March to 30 September.
- (b) Subsequent events refer to the following events occurring after 30 June 2025 up to LPD:-
- (i) 61,575,000 new HHRG Shares pursuant to the exercise of SIS Options at the exercise price of RM0.105 (on 4 July 2025, 29 July 2025, 9 September 2025, 19 September 2025, 24 September 2025, 26 September 2025, 3 October 2025, 7 October 2025, 24 October 2025 and 14 November 2025) and after taking into consideration the transfer of SIS reserve of RM1.07 million to share capital arising from the exercise of the outstanding SIS Options;
- (ii) 17,700,000 new HHRG Shares pursuant to the exercise of Warrants A at the exercise price of RM0.08 (on 5 November 2025, 12 November 2025 and 13 November 2025) and after taking into consideration the transfer of Warrants A reserve of RM0.46 million to share capital arising from the exercise of the outstanding Warrants A; and

- (iii) shares buy-back of 43,000,000 Shares by the Company.
- (c) Assuming all 421,846,503 Warrants B are exercised based on the Minimum Scenario at the illustrative issue price of RM0.05 per Warrant B.
- (d) After deducting estimated expenses of approximately RM0.23 million in relation to the Proposed Bonus Issue of Warrants.

Maximum Scenario

	(I)	(II) (c) After (I) and assuming all treasury shares are resold and full exercise of the outstanding SIS Options and Warrants A	(III) After (II) and the Proposed Bonus Issue of Warrants	(IV) After (III) and assuming full exercise of the Warrants B
(a) Unaudited as at 30 June 2025	(b) After adjusting for subsequent events up to LPD			
RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	174,119	199,814	215,167	(d) 239,751
Reorganisation reserve	(5,185)	(5,185)	(5,185)	(5,185)
Warrants A reserve	1,831	1,371	-	-
SIS reserve	3,585	1,518	-	-
Treasury shares	-	(5,270)	-	-
Retained earnings	41,891	42,889	(e) 42,659	42,659
Equity attributable to owners of the Company / NA	216,241	235,137	252,871	277,225
NCI	22,821	22,821	22,821	22,821
Total equity	239,062	257,958	275,692	300,046
No. of ordinary shares (excluding treasury shares) (‘000)	1,018,341	1,054,616	1,229,211	1,720,896
NA per share (RM)	0.21	0.22	0.21	0.16
Total borrowings	21,193	21,193	21,193	21,193
Gearing ratio (times)	0.10	0.09	0.08	0.08

Notes:

- (a) For information, the Company had on 7 May 2025 announced the change in the financial year end of the Company from 31 March to 30 September.
- (b) After taking into account the allotment and issuance of the following:-
- (i) 61,575,000 new HHRG Shares pursuant to the exercise of SIS Options at the exercise price of RM0.105 (on 4 July 2025, 29 July 2025, 9 September 2025, 19 September 2025, 24 September 2025, 26 September 2025, 3 October 2025, 7 October 2025, 24 October 2025 and 14 November 2025) and after taking into consideration the transfer of SIS reserve of RM1.07 million to share capital arising from the exercise of the outstanding SIS Options;

- (ii) 17,700,000 new HHRG Shares pursuant to the exercise of Warrants A at the exercise price of RM0.08 (on 5 November 2025, 12 November 2025 and 13 November 2025) and after taking into consideration the transfer of Warrants A reserve of RM0.46 million to share capital arising from the exercise of the outstanding Warrants A; and
- (iii) shares buy-back of 43,000,000 Shares by the Company.
- (c) Assuming all of the 43,000,000 treasury shares are resold in the open market at cost and all outstanding 77,489,003 SIS Options and 54,106,007 Warrants A are exercised at the exercise price of RM0.105 per SIS Option and RM0.08 per Warrant A respectively.
- (d) Assuming all 491,684,507 Warrants B are exercised based on the Maximum Scenario at the illustrative issue price of RM0.05 per Warrant B.
- (e) After deducting estimated expenses of approximately RM0.23 million in relation to the Proposed Bonus Issue of Warrants.

6.3 Earnings and EPS

The Proposed Bonus Issue of Warrants is not expected to have any material effect on the earnings of the Group for the FYE 31 March 2024 and/or FPE 30 June 2025. However, assuming the earnings of the Group remains unchanged, the EPS of the Group will be proportionately diluted as a result of the increase in the number of Shares as and when the Warrants B are exercised.

The potential effect of the Proposed Bonus Issue of Warrants on the future earnings and EPS of the Group will depend upon, amongst others, the number of Shares issued pursuant to the exercise of the Warrants B at any point in time and the potential benefits from the utilisation of the proceeds.

6.4 Convertible securities

As at LPD, save for the outstanding SIS Options and Warrants A, the Company does not have any other outstanding convertible securities in issue. In accordance with the by-laws for the SIS and deed poll for the Warrants A, the Proposed Bonus Issue of Warrants will not result in any adjustments to the respective exercise prices and number of SIS Options and Warrants A respectively.

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6.5 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Warrants will not have any immediate effect on the substantial shareholders' shareholdings in the Company until such time when the Warrants B are exercised.

The pro forma effects of the Proposed Bonus Issue of Warrants on the substantial shareholders' shareholdings of the Company as at LPD are as follows:

Minimum Scenario

	As at LPD			(I) After the Proposed Bonus Issue of Warrants		
	Direct		Indirect	Direct		Indirect
	No. of Shares	(a)%		No. of Shares	(a)%	
Digital Trustee Berhad	154,290,697	14.63	-	154,290,697	14.63	-
Cfamilie Holdings Sdn Bhd	-	-	(c)154,290,697	-	-	(c)154,290,697
GH Consortium Sdn Bhd	120,264,455	11.40	-	120,264,455	11.40	-
Dato' H'ng Choon Seng	2,764	*	(d)120,264,455	2,764	*	(d)120,264,455
Goh Boon Leong	-	-	(d)120,264,455	-	-	(d)120,264,455

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(II) After (I) and assuming full exercise of the Warrants B			
	Direct		Indirect
	No. of Shares	(b)%	No. of Shares (b)%

Digital Trustee Berhad	216,006,975	14.63	-
Cfamilie Holdings Sdn Bhd	-	-	(c)216,006,975 14.63
GH Consortium Sdn Bhd	168,370,237	11.40	-
Dato' H'ng Choon Seng	3,869	*	(d)168,370,237 11.40
Goh Boon Leong	-	-	(d)168,370,237 11.40

* Less than 0.01%

Notes:

- (a) Based on existing issued share capital of 1,054,616,259 Shares after excluding 43,000,000 treasury shares as at LPD.
- (b) Based on enlarged issued share capital of 1,476,462,762 Shares after assuming full exercise of the Warrants B under Minimum Scenario.
- (c) Deemed interest in Digital Trustee Berhad, a licensed private trustee as the custodial of Cfamilie Holdings Sdn Bhd.
- (d) Deemed interest by virtue of interest in GH Consortium Sdn Bhd pursuant to Section 8 of the Act.

Maximum Scenario

	As at LPD				(I) Assuming all treasury shares are resold and full exercise of the outstanding SIS Options and Warrants A			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(a)%	No. of Shares	(a)%	No. of Shares	(b)%	No. of Shares	(b)%
Digital Trustee Berhad	154,290,697	14.63	-	-	154,290,697	12.55	-	-
Cfamilie Holdings Sdn Bhd	-	-	(d)154,290,697	14.63	-	-	(d)154,290,697	12.55
GH Consortium Sdn Bhd	120,264,455	11.40	-	-	120,272,017	9.78	-	-
Dato' H'ng Choon Seng	2,764	*	(e)120,264,455	11.40	2,764	*	(e)120,272,017	9.78
Goh Boon Leong	-	-	(e)120,264,455	11.40	-	-	(e)120,272,017	9.78

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	(II)			(III)		
	After (I) and the Proposed Bonus Issue of Warrants			After (II) and assuming full exercise of the Warrants B		
	Direct	Indirect		Direct	Indirect	
	No. of Shares	(b)%	No. of Shares	(c)%	No. of Shares	(c)%
Digital Trustee Berhad	154,290,697	12.55	-	216,006,975	12.55	-
Cfamilie Holdings Sdn Bhd	-	-	(d)154,290,697	-	(d)216,006,975	12.55
GH Consortium Sdn Bhd	120,272,017	9.78	-	168,380,823	9.78	-
Dato' H'ng Choon Seng	2,764	*	(e)120,272,017	3,869	(e)168,380,823	9.78
Goh Boon Leong	-	-	(e)120,272,017	-	(e)168,380,823	9.78

* Less than 0.01%

Notes:

- (a) Based on existing issued share capital of 1,054,616,259 Shares after excluding 43,000,000 treasury shares as at LPD.
- (b) Based on enlarged issued share capital of 1,229,211,269 Shares assuming all treasury shares are resold and full exercise of the outstanding SIS Options and Warrants A.
- (c) Based on enlarged issued share capital of 1,720,895,776 Shares after assuming full exercise of the Warrants B under Maximum Scenario.
- (d) Deemed interest in Digital Trustee Berhad, a licensed private trustee as the custodial of Cfamilie Holdings Sdn Bhd.
- (e) Deemed interest by virtue of interest in GH Consortium Sdn Bhd pursuant to Section 8 of the Act.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of HHRG Shares as traded on Bursa Securities for the past 12 months from November 2024 to October 2025 are as follows:-

	<u>High</u> RM	<u>Low</u> RM
<u>2024</u>		
November	0.125	0.110
December	0.125	0.115
<u>2025</u>		
January	0.125	0.095
February	0.105	0.085
March	0.125	0.080
April	0.125	0.100
May	0.140	0.105
June	0.120	0.095
July	0.125	0.090
August	0.145	0.090
September	0.140	0.095
October	0.110	0.065

The last transacted market price of HHRG Shares as at 6 October 2025 (being the latest transacted date prior to the announcement of the Proposed Bonus Issue of Warrants) 0.085

The last transacted market price of HHRG Shares as at LPD 0.070

(Source: Bloomberg)

8. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue of Warrants is subject to the following approvals being obtained:-

- (i) Bursa Securities for the following:
 - (a) admission to the Official List and listing and quotation of up to 491,684,507 Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants; and
 - (b) listing and quotation of up to 491,684,507 new HHRG Shares to be issued arising from the exercise of the Warrants B,

on the ACE Market of Bursa Securities.

The approval of Bursa Securities for the above had been obtained vide its letter dated 14 November 2025, subject to the following conditions:-

<u>No.</u>	<u>Conditions imposed</u>	<u>Status of compliance</u>
1.	HHRG and Malacca Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Warrants.	To be complied
2.	HHRG and Malacca Securities to inform Bursa Securities upon the completion of Proposed Bonus Issue of Warrants.	To be complied

No.	Conditions imposed	Status of compliance
3.	HHRG to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed.	To be complied
4.	HHRG and Malacca Securities are required to provide a written confirmation that the terms of the Warrants B are in compliance with Rule 6.55(3) of the Listing Requirements.	To be complied
5.	HHRG to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants B as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied
(ii)	the shareholders of the Company for the Proposed Bonus Issue of Warrants at an EGM to be convened; and	
(iii)	any other relevant authorities and/or parties, if any.	

The Proposed Bonus Issue of Warrants is not conditional upon any other corporate exercises/schemes or proposals undertaken or to be undertaken by the Company.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

None of the directors, major shareholders, chief executive and/or persons connected with them have any interest, direct or indirect, in the Proposed Bonus Issue of Warrants, save for their respective entitlements as shareholders of the Company for which all Entitled Shareholders of the Company are similarly entitled to.

10. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board having considered all aspects of the Proposed Bonus Issue of Warrants including but not limited to the rationale and financial effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company.

Accordingly, the Board recommends that the shareholders of HHRG vote in favour of the resolutions pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.

11. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all the required approvals being obtained, the Proposed Bonus Issue of Warrants is expected to be completed by the first quarter of 2026.

The tentative timetable for the implementation of the Proposed Bonus Issue of Warrants is set out below:-

Date	Events
16 December 2025	• Convening of EGM to obtain the approval of shareholders of HHRG
Mid December 2025	• Announcement of the Entitlement Date
Early January 2026	• Entitlement Date
Mid January 2026	• Listing and quotation of the Warrants B on the ACE Market of Bursa Securities • Completion of the Proposed Bonus Issue of Warrants

12. PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue of Warrants and as disclosed below, the Board confirms that there are no other outstanding corporate exercises, which have been announced but not yet completed.

- (i) On 29 May 2025, the Board announced that, Open Road (East Coast) Sdn Bhd, a wholly-owned subsidiary of the Company had on 28 May 2025:-
- (a) entered into an unincorporated joint venture agreement with Udaran Sdn Bhd ("**Udaran**") and Tregon Construction Sdn Bhd ("**Tregon**") to develop an existing mixed development project in Kuala Terengganu; and
 - (b) entered into sale and purchase agreements with Tregon for the acquisition of 2 pieces of lands from Tregon for a total consideration of RM13,000,000 ("**Tregon SPA**").

The Company had on 28 May 2025 entered into a 3-year call option agreement with Udaran for a consideration of RM10.00 to acquire up to 51% of equity interest of Udaran.

The aforementioned proposals have yet to be completed as at the date of this Circular. For clarification, the aforementioned proposals are not subject to shareholders' approval.

- (ii) On 27 August 2025, the Board announced that the Company had on even date entered into a Memorandum of Understanding with RJJ Hotels Sdn Bhd (formerly known as Travel Plums Sdn Bhd) (collectively referred to as "**the Parties**") with the intent to outline the Parties' general commitment and understanding in relation to hotel management and brand of the hotel or tourist accommodation to be acquired, built or developed by HHRG at Tanjung Residensi Kuala Terengganu.

The aforementioned proposal is subsisting in view that the said Memorandum of Understanding shall be for a period of five (5) years unless explicitly terminated, in writing, by either Party.

For avoidance of doubt, the Proposed Bonus Issue of Warrants is not conditional upon the aforementioned proposals.

13. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Meeting Room, Subang 1, Grand Dorsett Subang Jaya, 47500 Selangor, on Tuesday, 16 December 2025 at 9:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Bonus Issue of Warrants. The resolution pertaining to the Proposed Bonus Issue of Warrants is set out in the Notice of EGM which is enclosed with this Circular.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Proxy Form the instructions contained therein, to be deposited at the registered office of the Company 3B-06-01, Level 6, Tower 3B, UOA Business Park, No.1, Jalan Pengaturcara U1/51A, 40150 Shah Alam, Selangor Darul Ehsan. The lodging of the Proxy Form shall not preclude you from attending, participating and voting in person at the EGM should you subsequently wish to do so and in such an event, your Proxy Form shall be revoked accordingly.

14. FURTHER INFORMATION

You are advised to refer to the appendices of this Circular for further information.

Yours faithfully,
For and on behalf of the Board
HHRG BERHAD

YANG BERBAHAGIA DATO' PADUKA AMMAR BIN DATO' SHAIKH MAHMOOD NAIM
Executive Deputy Chairman

APPENDIX I – INDICATIVE SALIENT TERMS OF THE DEED POLL B

The indicative salient terms of the new Warrants B to be issued pursuant to the Proposed Bonus Issue of Warrants as set out in the Deed Poll B, are as follows:-

Terms	Details
Issue size	: Up to 491,684,507 Warrants B.
Issue price	: The Warrants B will be issued at no cost to the Entitled Shareholders.
Form	: The Warrants B will be issued in registered form and constituted by the Deed Poll B and as may be supplemented from time to time.
Board lot	: The Warrants B are tradeable upon listing in board lots of 100 units carrying rights to subscribe for 100 new Shares at any time during the exercise period (as defined below) or such other number of units as may be prescribed by Bursa Securities.
Tenure	: 3 years commencing on and including the date of issuance of the Warrants B.
Expiry date	: The day falling immediately preceding the date which is the 3 rd anniversary of the date of issuance of the Warrants B, and if such day falls on a day which is not a market day, then it shall be the market day immediately preceding the said non-market day.
Exercise price	: The exercise price of the Warrants B will be determined and announced by the Board at a later date after all the relevant approvals for the Proposed Bonus Issue of Warrants have been obtained but before the announcement of the Entitlement Date.
Exercise period	: The period commencing on and including the date of issuance of the Warrants B and ending at the close of business at 5.00 p.m. in Kuala Lumpur, on the date preceding the 3 rd anniversary of the date of issuance, or if such is not a day on which the stock market of Bursa Securities is open for trading of securities, then it shall be the market day immediately preceding the said non-market day.
Exercise rights	: Each Warrant entitles a Warrant B Holder to subscribe for one (1) new Share at any time during the exercise period and at the exercise price subject to adjustments in accordance with the provisions of the Deed Poll B.
Mode of exercise	: Warrant B Holders are required to lodge an exercise form (which shall be irrevocable) with the Company's registrar, duly completed, signed and stamped together with a payment in Malaysian currency of the exercise price via banker's draft or cashier's order or money order or postal order drawn on a post office operating in Malaysia or with a remittance by way of interbank transfer or by way of internet bank transfer to the designated bank account or via online payment gateway for the exercise form.
Ranking of Warrants B	: The Warrants B shall as between the Warrant B Holders rank equally in all respects.

APPENDIX I – INDICATIVE SALIENT TERMS OF THE DEED POLL B (CONT'D)

Terms	Details
Ranking of new Shares to be issued pursuant to the exercise of Warrants B	: The new Shares to be issued pursuant to the exercise of the Warrants B shall, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares to be issued arising from the exercise of the Warrants B will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid for which the entitlement date is prior to the date of allotment and issuance of the said new Shares.
Rights of the Warrant B Holders	: The Warrant B Holders are not entitled to any voting rights in any general meeting of the Company until and unless such Warrant B Holders are issued with new Shares arising from the exercise of the Warrants B.
Adjustment to the exercise price and/or the number of Warrants B	: The Exercise Price and/or number of unexercised Warrants B may be adjusted if any alteration is made to the share capital of the Company at any time during the tenure of the Warrants B, whether by way of, amongst others, rights issue, bonus issue, capitalisation, consolidation or subdivision or reduction of capital, in accordance with the provisions of the Deed Poll B.
Rights in the event of winding up, liquidation, compromise and/or arrangement	: Where a resolution has been passed for a members' voluntary winding-up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with 1 or more companies, then:- (i) for the purposes of such a winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant B Holders, or some persons designated by them for such purposes by special resolution, shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrant B Holders; and (ii) in any other cases, every Warrant B Holders shall be entitled to exercise his/her Warrants B at any time within 6 weeks after the passing of such resolution for a members' voluntary winding up of the Company or within 6 weeks after the grant of the court order approving the winding-up, compromise or arrangement, whereupon the Company shall allot the relevant new Shares to the Warrant B Holders credited as fully paid subject to the prevailing laws, and such Warrant B Holders shall be entitled to receive out of the assets of the Company which would be available in liquidation if he/she had on such date been the holder of the new Shares to which he/she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all subscription rights of the Warrants B shall lapse and cease to be valid for any purpose.

APPENDIX I - INDICATIVE SALIENT TERMS OF THE DEED POLL B (CONT'D)

Terms	Details
Modification of rights of the Warrant B Holders	The Company may from time to time without the consent or sanction of the Warrant B Holders make modifications, amendments or additions to the Deed Poll B which are: (i) required to correct any typographical errors; (ii) relating to purely administrative matters; (iii) required to comply with mandatory provisions of the law; or (iv) in the opinion of the Board, will not be materially prejudicial to the interests of the Warrant holders. Save as expressly provided in the Deed Poll B and subject to the approval of any relevant authority, any modifications, amendments or additions to the Deed Poll B must be: (i) effected by a supplemental deed poll; (ii) executed by the Company and expressed to be supplemental to the Deed Poll B; and (iii) comply with the requirements of the Deed Poll B.
Transferability	The Warrants B shall be transferable in accordance with the provisions of the Deed Poll B, subject always to the provisions of Securities Industry (Central Depositories) Act, 1991 and Rules of Bursa Depository.
Listing	The Warrants B will be listed and quoted on the ACE Market of Bursa Securities.
Governing Law	Laws of Malaysia.

APPENDIX II – FURTHER INFORMATION

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 of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no false or misleading statement or other facts the omission of which would make any information in this Circular false or misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST

Malacca Securities

Malacca Securities, being the Principal Adviser for the Proposed Bonus Issue of Warrants, has given and not subsequently withdrawn its written consent for the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Malacca Securities has given its written confirmation that there is no conflict of interest which exists or is likely to exist in its capacity as the Principal Adviser in respect of the Proposed Bonus Issue of Warrants.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, save as disclosed below, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which may have a material and adverse effect on the business or financial position of the Group and there are no proceeding, pending or threatened against the Group, or of any facts likely to give rise to any proceeding which may have material impact on the business or financial position of the Group:-

(i) **Ooi Chieng Sim ("OCS") and Skylitech Resources Sdn. Bhd. ("SRSB") vs H'ng Choon Seng ("HCS"), Kee Swee Lai ("KSL"), HHRG, HK Kitaran Sdn. Bhd. ("HKSB"), HK Gua Musang Sdn. Bhd. ("HKGMSB") and Fibre Star (M) Sdn. Bhd. ("FSSB"). Penang High Court Civil Suit no. PA-22NCvC-58-04/2024**

On 23 April 2024, OCS and SRSB commenced a civil suit in the Penang High Court against, among others, HHRG and its subsidiaries, namely HKSB, HKGMSB and FSSB.

OCS and SRSB are claiming, among others, breach of contract, breach of personal guarantee and undertaking, fraud, conspiracy and unlawful conversion of loans into shares. The reliefs sought by OCS and SRSB include:-

- (a) declarations of fraud and conversion;
- (b) declarations that RM1,414,125 being the value of 3,750,000 ordinary shares of the Company held by OCS and RM557,062 being the value of 1,875,000 Warrants A held by OCS should be compensated to OCS;
- (c) declaration that 84,605,250 ordinary shares of the Company and 42,302,625 Warrants A held by HCS and KSL to be transferred to OCS;
- (d) declarations that RM8,393,303 being the value of 22,257,500 ordinary shares of the Company held by SRSB and RM3,342,375 being the value of 11,250,000 Warrants A held by SRSB should be compensated to SRSB; and
- (e) general, punitive and aggravated damages, interest and costs.

APPENDIX II – FURTHER INFORMATION (CONT'D)

On 29 May 2024, HHRG and its subsidiaries received letters dated 29 May 2024 from OCS and SRSB, accompanied by, amongst others, the sealed copy of the Court's Order (Ex-Parte) dated 27 May 2024 pertaining to the Mareva Injunction against the HHRG and its subsidiaries.

On 18 June 2024, the High Court dismissed the inter partes applications against HHRG and its subsidiaries with no order as to costs, resulting in the lapse of the ex parte injunction previously obtained.

Subsequently, HHRG and its subsidiaries filed a striking-out applications to strike out this case however, on 7 November 2024, the High Court dismissed the striking-out applications with costs of RM5,000.00 each to be paid by HHRG and its subsidiaries.

The High Court issued pre-trial directions for parties to exchange documents and agree on common bundles of documents for purposes of trial and the parties are in the midst of preparing the same. The matter is fixed for trial on 5 to 8 October 2026 and 12 to 13 October 2026.

Based on the update received on 24 November 2025, the instructing solicitors have indicated that it is presently premature to offer a definitive view.

(ii) **Ch'ng Chen Mong ("CCM"), Tan Poh Cheng ("TPC"), Ch'ng Boon Sin ("CBS"), and Cfamily Holdings Sdn. Bhd. ("CHSB") vs MG Furniture Sdn. Bhd. ("MGF"), MG Furniture Innovation Sdn Bhd ("MGFISB"), HHRG, HH Land and Development Sdn Bhd ("HHL") & 9 Ors - Penang High Court Civil Suit No. PA-22NCvC-111-07/2024 ("Suit 111")**

On 23 July 2024, CCM, TPC, CBS and CHSB (collectively, "**the Plaintiffs**") commenced a civil suit against, amongst others, HHRG, HHL, MGF, MGFISB, and several individual defendants. The Plaintiffs alleged that they were fraudulently induced in 2021 to execute a share sale agreement, shareholders agreement and related documents in connection with the sale and purchase of shares in MGF based on alleged fraudulent representations made by certain individual defendants.

On 26 July 2024, the Plaintiffs obtained an Ex-Parte Order prohibiting HHRG, certain directors and officers, namely Fong Chee Khuen ("**FCK**"), Cheng Pek Tong ("**CPT**") and Ng Ying Yiing ("**NYI**") (including their representatives, agents, employees and/or solicitors) from interfering with or altering the status quo of MGF and MGFISB, including in relation to bank signatories, management, operations and/or business, pending the inter partes hearing of the application.

On 19 November 2024, the High Court allowed the HHRG's application to set aside the Ex-Parte Order and dismissed the Plaintiffs' inter partes application for an interlocutory injunction. Thereafter, the Plaintiffs, filed two appeals ("**Appeal 2051 & Appeal 2052**") to the Court of Appeal on 21 November 2024.

At the Court of Appeal, the Plaintiffs applied for interim remedies, and the parties subsequently recorded a consent judgment on 6 January 2025. The appeals have since been consolidated and are fixed for hearing on 15 January 2026.

On 24 September 2024, FCK, CPT, and NYI who are the directors of MGF commenced an action against MGF, CCM, TPC, and CBS by way of originating summons whereby the court allowed the application and ordered, among others, that all records of MGF be open to inspection by FCK, CPT, NYI, and an auditor appointed by the Plaintiffs. Note that FCK ceased to be a director of MGF on 23 May 2025.

APPENDIX II – FURTHER INFORMATION (CONT'D)

On 2 April 2025, MGF filed an application for injunctive reliefs in Suit 111 (**“MGF’s Injunction Application”**), including an ad interim injunction to restrain CCM, TPC, CBS, and Ms. Sau Hwee Fern, from, among others, entering and/or occupying MGF’s business premises, obstructing access by MGF directors and court-appointed auditors to inspect company records, and from tampering with MGF’s documents and accounts. On 19 June 2025, the court allowed MGF’s Injunction Application pending disposal of MGF’s counterclaim in Suit 111.

Separately, MGF filed notices of application dated 28 May 2025 and 9 June 2025 seeking injunctions to restrain CCM, TPC, CBS, and their associates (including Digital Trustees Berhad and CHSB) from voting at any general meeting of HHRG and to remove the existing board of HHRG and appoint their nominees. On 13 August 2025, the court dismissed both applications.

While on 18 September 2025, MGF filed an application to amend its counterclaim and join CMH Industries Sdn Bhd as a co-defendant to the same (**“Amendment Application”**). On 27 September 2025, MGF, HHRG, HHL, NYY, CPT and others filed an application to expunge certain cause papers or alternatively certain parts of identified cause papers which contain material protected by privilege (**“Expungement Application”**).

The decision for the Amendment Application is fixed on 12 December 2025 and the Expungement Application is fixed for continued hearing on 28 November 2025. In relation to Suit 111, trial has been fixed for 2nd-6th and 9th-12th February 2026.

Based on the update received on 24 November 2025, the instructing solicitors have indicated that it is presently premature to offer a definitive view. The instructing solicitors are of the view that HHRG has reasonable prospects of success in Appeal 2051 & Appeal 2052.

(iii) **HHRG vs. Digital Trustees Berhad (“DTB”) and CHSB Shah Alam High Court Civil Suit No. BA-22NCC-54-03/2025 (“Suit 54”)**

On 14 March 2025, DTB, as custodian of CHSB holding more than 10% of the HHRG’s shares, issued a requisition to convene an EGM pursuant to sections 310(b) and 311 of the Act, with special notice under sections 206 and 322, to remove five directors and appoint three new directors. The Board, after legal advice, declined to convene the EGM on the basis that the proposed resolutions would not be in HHRG’s best interests.

HHRG thereafter commenced Suit 54 against DTB and CHSB at the Shah Alam High Court seeking, amongst others:-

- (a) a declaration that DTB acted in abuse of its powers under section 311 of the Act and that its requisition notice was invalid; and
- (b) an injunction restraining DTB and CHSB from convening or conducting the EGM (**“HHRG’s Injunction Application”**).

Meanwhile, on 28 March 2025, DTB filed Originating Summons No. PA-22NCC-12-03/2024 (**“OS 12”**) at the Penang High Court seeking an order under section 314 of the Act to convene an EGM to deliberate on the removal and appointment of directors. On 17 April 2025, HHRG applied to transfer OS 12 to the Shah Alam High Court to be heard together with Suit 54 and the application was allowed by the Penang High Court on 18 August 2025. Subsequently, OS 12 was registered under new case number under Originating Summons No. BA-24NCC-90-08/2025 (**“OS 90”**).

On 2 May 2025, DTB and CHSB filed an application to stay Suit 54 pending the disposal of OS 90. The stay application and HHRG’s Injunction Application are both fixed for case management on 7 October 2025.

APPENDIX II – FURTHER INFORMATION (CONT'D)

Meanwhile, HHRG has on 3 October 2025 filed an application (“**Encl. 47**”) praying that OS 90 to be heard after disposal of Suit 54 or for OS 90 to be stayed pending disposal of Suit 54.

On 7 October 2025, the court fixed the hearing for both applications to stay by both parties and HHRG’s Injunction Application on 1 December 2025. Meanwhile, the court has fixed the date of trial for Suit 54 on 6 and 7 May 2026.

Based on the update received on 21 November 2025, the instructing solicitors are of the view that HHRG has a reasonably good chance to succeed in this matter.

(iv) **HHRG vs JeenHuat Foodstuffs Industries Sdn. Bhd. (“JeenHuat”) - Penang High Court Execution Application No. PA-37G-44-09/2025**

HHRG and JeenHuat entered into an Option Agreement dated 14 August 2024 (“**Option Agreement**”), which, inter alia, required JeenHuat to obtain written approval from the relevant party and authority within three months, for the transfer of a piece of land held under Hakmilik PN10902, Lot No. 20164, Mukim 13, Daerah Seberang Perai Tengah, Negeri Pulau Pinang (“**PN 10902**”), of which JeenHuat is the registered owner. JeenHuat failed to obtain the necessary approval for the transfer of PN 10902 within the stipulated period. Thereafter, HHRG exercised its right to terminate the said agreement and demanded the refund of the deposit sum paid, together with the agreed liquidated damages. HHRG thereafter initiated a suit under Penang High Court Civil Suit No. PA-22NCvC-60-04/2024 (“**Suit 60**”) seeking, inter alia, a declaration that the Option Agreement is terminated, and for the refund of RM2,500,000.00 together with the agreed liquidated damages of RM450,000.00.

Parties reached a settlement and recorded a Consent Judgment on 26 March 2025 (“**Consent Judgment**”) and Suit 60 is disposed.

On 18 September 2025 HHRG commenced an execution proceeding, i.e. garnishee application, against JeenHuat pursuant to the Consent Judgment due to JeenHuat’s failure to comply with the Consent Judgment, leaving a balance of RM1,875,000.00 remains unpaid. HHRG filed the garnishee application seeking, *inter alia*, to garnish the sum of RM1,875,000.00 from JeenHuat’s bank account maintained with Public Bank Berhad. The garnishee application was fixed for Ex-Parte Hearing on 24 September 2025 and the Court granted an Order for Garnishee to Show Cause.

A show cause hearing has been scheduled before the Court on 29 October 2025.

On 29 October 2025, the Court has granted the following orders:-

- (a) A garnishee order absolute against Public Bank Berhad in the amounts of RM372.74 and USD156.03; and
- (b) No order as to costs.

HHRG is in the midst of obtaining the sealed court order.

Based on the update received on 24 November 2025, this case has been disposed with the grant of the Absolute Order by the Court.

(v) **HHRG Capital Sdn Bhd (“HHRG Capital”) vs Synergy Fiftyseven Sdn Bhd (“SFSB”), Muhamad Ibrahim Bin Abd Majid (“MIBAM”) and Mohd Azlan Bin Abdul Mutalib (“MABAM”) - Shah Alam High Court Civil Suit No.: BA-22NCC-102-06/2025**

On 4 June 2025, HHRG Capital claims against SFSB, MIBAM and MABAM joint and severally for inter alia, recovery of the sum of RM1,500,000.00 lend to SFSB by HHRG Capital as a licenced money lender and the interest incurred pursuant to Moneylending Agreement and letter of undertakings signed by SFSB, MIBAM and MABAM respectively.

APPENDIX II – FURTHER INFORMATION (CONT'D)

HHRG Capital has filed an application for summary judgment. During the case management on 13 October 2025, the Court fixed the hearing for the summary judgment on 8 January 2026.

Based on the update received on 25 November 2025, the instructing solicitors are of the view that HHRG Capital has a good chance of success in this case.

(vi) **HHRG, HHRG Capital, FSSB and HKSB vs FCK - Shah Alam High Court Suit No.: BA-22NCvC-408-09/2025**

On 18 September 2025, HHRG, HHRG Capital, FSSB and HKSB jointly claim against FCK for a declaration that FCK has breached his duties as Chief Executive Officer of HHRG, and director of HHRG Capital, FSSB and HKSB, a declaration that FCK has contravened section 317A of the Capital Markets and Services Act 2007 and damages.

During the case management on 16 October 2025, the court directed FCK to file defence on 3 November 2025, HHRG, HHRG Capital, FSSB and HKSB to file reply to FCK's defence on 17 November 2025. On 24 November 2025, the court order the parties to file pre-trial documents in 2 months and any interlocutory application to be filed within 2 weeks. A further case management is fixed on 26 January 2026.

Based on the update received on 25 November 2025, the instructing solicitors are of the view that HHRG, HHRG Capital, FSSB and HKSB have a reasonably good chance of success in this case.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material commitments

Save as disclosed below, as at LPD, there are no material commitments incurred or known to be incurred by HHRG Group which upon becoming due or enforceable, may have a material impact on the financial position or business of HHRG Group:-

	RM'000
Approved and contracted for:-	
Acquisition of lands ^(a)	11,700

Note:-

- (a) As at LPD, Open Road (East Coast) Sdn Bhd has paid a sum of RM1.30 million to Tregon, representing 10% of the purchase consideration pursuant to the Tregon SPA. The remaining balance of RM11.70 million will be settled in accordance with the payment terms stipulated in the Tregon SPA. Further details on the acquisition are set out in Section 12(i) of this Circular.

4.2 Contingent liabilities

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

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at 3B-06-01, Level 6, Tower 3B, UOA Business Park, No.1, Jalan Pengaturcara U1/51A, 40150 Shah Alam, Selangor Darul Ehsan during the normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) Constitution of the Company;
- (ii) the audited financial statements of HHRG for the FYE 31 March 2023 and 31 March 2024 and the latest unaudited financial results for the 18-month FPE 30 September 2025;
- (iii) the relevant cause papers in respect of the material litigation referred to in Section 3 of this Appendix II;
- (iv) the draft Deed Poll B; and
- (v) the letters of consent and declaration of conflict of interest referred to in Section 2 of this Appendix II.



HHRG BERHAD

Registration No. 201101041555 (969678-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of HHRG Berhad ("**HHRG**" or the "**Company**") will be held at Meeting Room, Subang 1, Grand Dorsett Subang Jaya, 47500 Selangor, on Tuesday, 16 December 2025 at 9:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 491,684,507 NEW WARRANTS IN HHRG ("WARRANT(S) B") ON THE BASIS OF 2 WARRANTS B FOR EVERY 5 EXISTING ORDINARY SHARES IN HHRG HELD BY ENTITLED SHAREHOLDERS WHOSE NAMES APPEAR IN THE COMPANY'S RECORD OF DEPOSITORS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, authority be and is hereby given to the Board of Directors of HHRG ("**Board**") to allot and issue up to 491,684,507 Warrants B in registered form and constituted by a deed poll ("**Deed Poll B**") to be executed by the Company to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 2 Warrants B for every 5 existing ordinary shares in HHRG ("**HHRG Share(s)**" or "**Share(s)**") held;

THAT the Board be and is hereby authorised to enter into and execute Deed Poll B with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full power for the Board to implement, finalise and give full effect to the Deed Poll B;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants B in accordance with the provisions of the Deed Poll B, fix the exercise price of the Warrants B at a later date and where required, to adjust the exercise price and/or the number of Warrants B to be issued (including, without limitation, any additional Warrants B as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll B;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new HHRG Shares pursuant to the exercise of the Warrants B by the holders of the Warrants B in accordance with the provisions of the Deed Poll B;

THAT the Board be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new HHRG Shares to be issued pursuant to the exercise of the Warrants B will, upon allotment and issuance, rank equally in all respects with the existing HHRG Shares, save and except that the new HHRG Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders, of which the entitlement date is prior to the date of allotment and issuance of the said new HHRG Shares;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants B for such purposes and in such manner as set out in **Section 3** of the Circular to shareholders in relation to the Proposed Bonus Issue of Warrants dated 1 December 2025, and the Board be authorised with full power to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient and in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all necessary steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD

LIM SECK WAH (MAICSA 0799845) (SSM PC No. 202008000054)

LAI LEE CHEE (MAICSA 7071580) (SSM PC No. 202208000475)

YUHASHENY A/P SUPRAMANIAM (MAICSA 7068535) (SSM PC No. 202308000781)

Company Secretaries

1 December 2025

Notes:-

1. A member entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy save that the proxy must be of full age.
2. When a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**") which is exempted from compliance with the provisions of Subsection 25A(1) of Central Depositories Act. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with Section 333 of the Companies Act 2016.
5. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointer. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 3B-06-01, Level 6, Tower 3B, UOA Business Park, No.1, Jalan Pengaturcara U1/51A, 40150 Shah Alam, Selangor Darul Ehsan or by fax at 03-5567 0683 or email to generalmeeting@hhrg.com.my, not less than twenty-four (24) hours before the time appointed for holding the EGM or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors ("**ROD**") as at 4 December 2025 has been requested. Only a depositor whose name appears on the ROD shall be entitled to attend, speak and vote at this meeting or appoint proxies to attend and/or speak and/or vote in his/her behalf.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

**HHRG BERHAD**

Registration No. 201101041555 (969678-D)
(Incorporated in Malaysia)

PROXY FORM

No. of Ordinary Shares held		CDS Account No.	
Contact No.		Email Address	

*I/We _____ (*NRIC No./Company Registration No. _____)
of _____

being *a member/members of HHRG hereby appoint

Proxy 1

Full Name and Address (in Block Letters)	*NRIC/Passport No.	No. of Shares	% of shareholding
Email:			
Tel:			

*and/or failing *him/her

Proxy 1

Full Name and Address (in Block Letters)	*NRIC/Passport No.	No. of Shares	% of shareholding
Email:			
Tel:			

or failing him*, the Chairman of the Meeting, as *my/our proxy(ies), to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Meeting Room, Subang 1, Grand Dorsett Subang Jaya, 47500 Selangor, on Tuesday, 16 December 2025 at 9:00 a.m. or at any adjournment thereof as indicated below:

Resolution	Agenda	For	Against
Ordinary Resolution	Proposed Bonus Issue of Warrants		

* *Strike out whichever is not desired.*

Please indicate with an "X" or "√" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

Signature of Member(s)/Common Seal

Number of shares held: _____

Date: _____



Notes:-

1. A member entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy save that the proxy must be of full age.
2. When a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**") which is exempted from compliance with the provisions of Subsection 25A(1) of Central Depositories Act. Where a member is a corporation, it may appoint a proxy or proxies under the Proxy Form, or appoint such person as its representative at the meeting in accordance with Section 333 of the Companies Act 2016.
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7. For the purpose of determining a member who shall be entitled to attend the meeting, a Record of Depositors ("**ROD**") as at 4 December 2025 has been requested. Only a depositor whose name appears on the ROD shall be entitled to attend, speak and vote at this meeting or appoint proxies to attend and/or speak and/or vote in his/her behalf.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Registered Office of

HHRG BERHAD (201101041555 (969678-D)
3B-06-01, Level 6,
Tower 3B, UOA Business Park,
No.1, Jalan Pengaturcara U1/51A,
40150 Shah Alam,
Selangor Darul Ehsan.

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