



HRC World plc

(England & Wales Company No. 10829936)

Registered Office

Eastcastle House
27/28 Eastcastle Street
London W1W 8DH United Kingdom
E: enquiry@hrcplc.co.uk W : hrcplc.co.uk

NOTICE OF ANNUAL GENERAL MEETING 2023

When : Tuesday 26 September 2023 at 5.00 p.m. (Malaysian Time)

Where : Suite 2B-25-2, 25th Floor, Block 2B, Plaza Sentral, Jalan Stesen 5,
50470 Kuala Lumpur, Malaysia

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all your shares in HRC World Plc, you should at once forward this document and the accompanying proxy card to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Letter to Shareholders

HRC World Plc

Registered in England & Wales
Company No. 10829936

Registered Office

Eastcastle House
27/28 Eastcastle Street
London W1W 8DH
United Kingdom

Directors

Shailen Popatlal, Chairman
Simon James Retter, Independent Non-Executive Director
Dr Md. Khussairiee Ahmad, Independent Non-Executive Director

Dear Shareholder

Annual General Meeting 2023

I am writing to invite you to our 2023 Annual General Meeting, which will be held at our Head Office at Suite 2B-25-2, 25th Floor, Block 2B, Plaza Sentral, Jalan Stesen 5, 50470 Kuala Lumpur, Malaysia, on Tuesday 26 September 2023 at 5.00 p.m. (Malaysian Time). Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed proxy form. Further information on the ways you can appoint a proxy is given in Notes to the Notice of Annual General Meeting. Completion and return of a proxy form will not prevent you from attending and voting in person at the Annual General Meeting.

The consideration of resolutions at the Annual General Meeting is important. Your Directors believe that it is essential that the voting intentions of all shareholders are taken into account, not just those who are able to attend the Annual General Meeting. Shareholders (or their duly appointed proxies) attending the Annual General Meeting will still have the opportunity to ask questions and vote on each resolution.

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company for 5.00 p.m. (Malaysian Time) on Tuesday 26 September 2023, at which resolutions will be proposed:

1. to receive and adopt the Company's Annual Report and Accounts for the financial year ended on 31 March 2023, and the reports of the Directors' and Auditors' Report thereon;
2. to re-appoint, as a director of the Company, Shailen Popatlal who, being eligible, offers himself for re-appointment;
3. to re-appoint, as a director of the Company, Simon James Retter who, being eligible, offers himself for re-appointment;
4. to re-appoint, as a director of the Company, Dr Md. Khussairiee Ahmad who, being eligible, offers himself for re-appointment;
5. to re-appoint Shipleys LLP as the auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the level of the remuneration of the auditors;
6. to grant the Directors authority to allot shares in the capital of the Company;
7. to disapply the statutory pre-emption rights for certain shares; and
8. to grant the Directors authority to purchase own shares.

Resolutions 1 and 5 are self-explanatory. Information on the other resolutions is provided below. Resolutions 1 to 6 are ordinary resolutions which require to be passed with the approval of a simple majority of shareholders present and voting in person or by proxy or authorised representative. On a show of hands each shareholder so present has one vote, but should a poll be demanded each such shareholder has one vote for each share held by him or her. Resolutions 7 and 8 are special resolutions that require to



be passed with the approval of 75% of shareholders, attending the meeting and entitled to vote. As described above the voting may be by a show of hands or by poll.

Resolution 6: Authority to issue shares

Resolution 6 seeks an authority to allot shares, subject to the normal pre-emption rights reserved to shareholders contained in the Companies Act 2006 (the “2006 Act”). The Association of British Insurers (“ABI”) recommends that a company seek an annual authority to allot up to a third of their issued share capital; however, the ABI have issued further guidelines permitting a company to seek authority to allot an additional third of their issued share capital, provided such additional third is reserved for fully pre-emptive rights issues of equity shares. Resolution 6 reflects the ABI’s recommendations.

Resolution 7: Disapplication of pre-emption rights

Resolution 7 covers the granting of a waiver of pre-emption rights over the number of shares in resolution 6, as applicable, and up to 20 per cent of the shares currently in issue for cash. The Directors consider it important to renew this authority. In addition, the resolution allows the disapplication of pre-emption rights to deal with the possibility of fractional entitlements and legal or regulatory restrictions to a share issue.

Resolution 8: Authority to Purchase Own Shares

Resolution 8 seeks an authority, proposed as a special resolution, to make purchases up to a maximum of 15,000,000 ordinary shares (being approximately 10% of the Company’s issued share capital as at the Latest Practicable Date) and specifies the maximum and minimum purchase prices for the shares. Any shares purchased by the Company under this authority would be cancelled or held as treasury shares. A maximum of 10% of the Company’s issued share capital may be held as treasury shares.

Action to be taken

A form of proxy for use at the Annual General Meeting is enclosed. Shareholders are advised to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company’s registered office at MSP Corporate Services Limited at Eastcastle House, 27/28 Eastcastle Street, London W1W 8DH, United Kingdom, as soon as possible, but in any event no later than 5.00 p.m. Malaysian time (10.00a.m. BST) on 22 September 2023. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the Annual General Meeting if you so wish.

Recommendation

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the resolutions.

Yours faithfully,

Shailen Popatlal

Chairman

16 August 2023



Notice of Annual General meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF HRC WORLD PLC (THE "COMPANY") WILL BE HELD AT SUITE 2B-25-2, 25TH FLOOR, BLOCK 2B, PLAZA SENTRAL, JALAN STESEN 5, 50470 KUALA LUMPUR, MALAYSIA ON TUESDAY 26 SEPTEMBER 2023 AT 5.00 P.M. (MALAYSIAN TIME), TO PROPOSE THE RESOLUTIONS SET OUT BELOW.

Copies of the company's audited financial statements, together with the reports of the directors and the auditor, for the year ended 31 March 2023 can be obtained at the "investor relations" tab of the company's website, <http://www.hrcplc.co.uk>

ORDINARY RESOLUTIONS:

As ordinary business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 31 March 2023, and the reports of the Directors' and Auditors' Report thereon. ;
2. To re-appoint, as a director of the Company, Shailen Popatlal who, being eligible, offers himself for re-appointment;
3. To re-appoint, as a director of the Company, Simon James Retter who, being eligible, offers himself for re-appointment;
4. To re-appoint, as a director of the Company, Dr Md. Khussairiee Ahmad who, being eligible, offers himself for re-appointment;
5. To re-appoint Shipleys LLP as the auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the level of the remuneration of the auditors..
6. That pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of €500,000 being approximately one-third of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS:

As special business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as a special resolution.

7. That, conditional on the passing of Resolution 6 above, the directors be and are hereby authorised pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
 - (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of €300,000; and



- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

such authority to expire 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever occurs first (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 8. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to purchase ordinary shares of the Company of €0.01 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine provided that:
 - (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 15,000,000 representing approximately 10% of the issued ordinary share capital of the Company as at 16 August 2023 being the latest practicable date prior to the publication of the notice;
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is €0.01;
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5% above the average of the market values for an ordinary share as derived from the Nasdaq First North Copenhagen Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;
 - (d) unless previously renewed, varied or revoked by the Company in general meeting, the authority hereby conferred shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever occurs first (unless previously revoked or varied by the Company in general meeting); and
 - (e) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

BY ORDER OF THE BOARD

Joy Mazhambe
for **MSP Corporate Services Limited**
Company Secretary
16 August 2023



NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from **MSP Corporate Services Limited at Eastcastle House, 27/28 Eastcastle St, London W1W 8DH, United Kingdom or Company's website (www.hrcplc.co.uk)**
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 13 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any proxy form or other instrument appointing a proxy must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to **MSP Corporate Services Limited at Eastcastle House, 27/28 Eastcastle Street, London W1W 8DH**; and
 - 6.3 received by **MSP Corporate Services Limited** no later than 5.00 p.m. Malaysian time (10.00 a.m. BST), on 22 September 2023
 - 6.4 received via email agm2023@hrcplc.co.uk, no later than 5.00p.m. Malaysian time (10.00 a.m. BST) on 22September 2023
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
9. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services (Jersey) Limited (CREST Participant ID: 3RA50), no later than 48 hours, excluding any day that is not a business day, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - 14.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential or 'inside' information;
 - 14.2 the answer has already been given on a website in the form of an answer to a question; or
 - 14.3 it is undesirable in the interests of the Company or the good order of the meeting to answer the question.
15. Any shareholder may individually rescind their approval of the Company sending notices or other documentation to them by electronic means by notice in writing to the Company at **MSP Corporate Services Limited at Eastcastle House, 27/28 Eastcastle Street, London W1W 8DH United Kingdom**