



HLT GLOBAL BERHAD

(1163324-H)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of HLT Global Berhad (“**HLT**” or the “**Company**”) will be held at Tioman Room, First Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Friday, 6 April 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY HLT OF 5,775,000 ORDINARY SHARES IN HL RUBBER INDUSTRIES SDN. BHD. (“HLRI”), REPRESENTING 55% OF THE ISSUED SHARE CAPITAL OF HLRI, FOR A PURCHASE CONSIDERATION OF RM33,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 113,793,100 NEW ORDINARY SHARES IN HLT (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.29 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

“THAT subject to the passing of the Ordinary Resolutions 2 and 3, and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Acquisition, approval be and is hereby given to HLT to acquire 5,775,000 ordinary shares in HLRI, representing 55% of the issued share capital of HLRI, for a purchase consideration of RM33,000,000 to be satisfied via the issuance of 113,793,100 Consideration Shares at an issue price of RM0.29 per Consideration Share, subject to and upon the terms and conditions set out in the conditional sale of shares agreement dated 29 January 2018 in relation to the Proposed Acquisition entered into between HLT and the shareholders of HLRI, namely Suntel International Co. Ltd., AXG Capital Sdn. Bhd. and Lee Sow Yin;

THAT the Board of Directors of HLT (“**Board**”) be and is hereby authorised to issue the 113,793,100 Consideration Shares pursuant to the Proposed Acquisition. The Consideration Shares, which will be listed and quoted on the ACE Market of Bursa Malaysia Securities Berhad, shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in HLT, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of HLT, the entitlement date of which is prior to the date of allotment thereof;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF HLT AND ITS SUBSIDIARIES (“HLT GROUP”) INTO THE BUSINESS OF MANUFACTURING AND TRADING OF RUBBER GLOVES (“PROPOSED DIVERSIFICATION”)

“THAT, subject to the passing of the Ordinary Resolutions 1 and 3, and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Diversification, approval be and is hereby given to HLT to diversify the business of the HLT Group into the business of manufacturing and trading of rubber gloves, which might reasonably be expected to contribute more than 25% of the net profits of the HLT Group and/or result in a diversion of more than 25% of the net assets of the HLT Group to an operation which differs widely from its current operations, pursuant to Rule 10.13 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Diversification and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Diversification as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.”

ORDINARY RESOLUTION 3

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM HLT’S INITIAL PUBLIC OFFERING (“PROPOSED VARIATION”)

“THAT subject to the passing of the Ordinary Resolutions 1 and 2, and the approvals of the relevant authorities/parties, where relevant/required, being obtained for the Proposed Variation, approval be and is hereby given to HLT to vary the utilisation of the unutilised balance of proceeds raised from HLT’s initial public offering of approximately RM10.50 million in the manner as set out in Section 2.3 of the Circular to shareholders dated 21 March 2018;

AND THAT the Board be and is hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Variation with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Variation and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Variation as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit and to do all such things as it may consider necessary, desirable, appropriate or expedient in the best interests of the Company.

BY ORDER OF THE BOARD

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

21 March 2018

Notes:-

- A member who is entitled to attend and vote at the Extraordinary General Meeting (“**the Meeting**”) shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 30 March 2018. Only members whose names appear in the General Meeting Record of Depositors as at 30 March 2018 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar Office of the Company situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding of the Meeting or adjourned meeting.