



HB GLOBAL LIMITED

(Company Registration No.:200608505W)

(Incorporated in Singapore under the Companies Act (Chapter 50) of Singapore)

(Malaysian Foreign Company Registration No.: 995221-H)

(Registered as a foreign company in Malaysia under the Companies Act, 1965 of Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting of the Company will be held at the Rafflesia & Jasmine Hall, Thistle Hotel Johor Bahru, Jalan Sungai Chat, 80100 Johor Bahru, Johor Darul Takzim, Malaysia on Friday, 7 November 2014 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To re-elect Mr Yang Chin Shen, who retires pursuant to Article 111 of the Company's Articles of Association. (Ordinary Resolution 2)
3. To re-elect Dr Wong Tat Loong, who retires pursuant to Article 111 of the Company's Articles of Association. (Ordinary Resolution 3)
4. To re-elect Ms Meng Xiangzhen, who retire pursuant to Article 104 of the Company's Articles of Association. (Ordinary Resolution 4)
5. To approve the payment of Directors' fees of RMB770,000 for the year ended 31 December 2013. (Ordinary Resolution 5)
6. To re-appoint Messrs. UHY Lee Seng Chan & Co. as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

As Special Business

To consider and if thought fit, to pass the following Resolution:-

7. Authority to Directors to Allot and Issue Shares (Ordinary Resolution 7)

"THAT pursuant to the provisions of Section 161 of the Companies Act of Singapore, Cap. 50, and subject otherwise to the provisions of that Act and the Articles of Association of the Company, the Directors be and are hereby authorised to issue shares of the Company to such persons and on such terms and conditions and with such rights or restrictions as they may think fit to impose, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, and subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

8. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board,

SHEN HENGBAO
CHIEF EXECUTIVE OFFICER

Kuala Lumpur
16 October 2014

NOTES ON APPOINTMENT OF PROXY

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member and / or a qualified legal practitioner, an approved company auditor or a person approved by the Registrar of Companies.
2. Where a member duly executes the form of proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
5. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Registrar's Office in Malaysia at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the Seventh Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 31 October 2014. Only members whose name appears on the Record of Depositors as at 31 October 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution 7 : Authority to Directors to Allot and Issue Shares

The Proposed Ordinary Resolution 7, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Sixth Annual General Meeting held on 28 June 2013 and which will lapse at the conclusion of the Seventh Annual General Meeting.