

KUMPULAN H & L HIGH-TECH BERHAD (317805-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Green I, ClubHouse, Tropicana Golf and Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 28 March 2017 at 11.00 a.m., for the following purposes:-

A G E N D A

1. To receive the audited financial statements for the financial year ended 31 October 2016 together with the Reports of the Directors and Auditors thereon. **(Please see Note 2)**
2. To approve the payment of a Final Single Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 October 2016. **(Resolution 1)**
3. To approve the payment of Directors' Fees and benefits of up to RM90,000 for the financial year ended 31 October 2016. **(Resolution 2)**
4. To approve the Directors' fees and benefits of up to RM90,000 for the financial year ending 31 October 2017. **(Resolution 3)**
5. To re-elect the following Directors who retire pursuant to Article 97 of the Company's Articles of Association, comprising part of the Constitution of the Company ("Constitution"):-
(i) Mr Tan Lye Huat **(Resolution 4)**
(ii) Mr Chew Yock Fat **(Resolution 5)** **(Please see Note 3)**
6. To re-appoint Mr Chu Kan as Director. **(Please see Note 3)** **(Resolution 6)**
7. To re-appoint Messrs. SJ Grant Thornton as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

To consider and if deemed fit, to pass with or without modifications, the following resolutions:-

8. **ORDINARY RESOLUTION**
AUTHORITY TO ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 **(Please see Note 4)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall **(Resolution 8)**

continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”

9. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS
OWN SHARES BY THE COMPANY.**

(Please see Note 5)

“THAT, subject always to the Companies Act 2016 (“Act”), the provisions of the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

(Resolution 9)

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) an amount not exceeding the Company’s audited retained profits at the time of purchase(s) will be allocated by the Company for the purchase of own shares; and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to deal with the treasury shares in the manners as allowed by the Act.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this Ordinary Resolution and will continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date

and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and thing thereafter in accordance with the Act, the provisions of the Constitution of the Company and the requirements and/ or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/ or regulatory authorities.”

10. **ORDINARY RESOLUTION
CONTINUATION IN OFFICE AS AN INDEPENDENT NON-
EXECUTIVE DIRECTOR**

(Please see Note 6)

“THAT approval be and is hereby given to Mr. Chu Kan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company.”

(Resolution 10)

11. To transact any other business of which due notice shall have been given

By Order Of the Board

WONG WAI FOONG (MAICSA 7001358)
NG BEE LIAN (MAICSA 7041392)
YAP SIT LEE (MAICSA 7028098)
Company Secretaries

Kuala Lumpur
28 February 2017

NOTICE OF DIVIDENDS ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders of the Company at the Twenty-Second Annual General Meeting to be held on 28 March 2017, a Final Single Tier Dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 October 2016 will be paid on 18 April 2017 to the shareholders whose names appear in the Record of Depositors on 10 April 2017.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 10 April 2017 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of the Bursa Malaysia Securities Berhad.

Notes:

1. APPOINTMENT OF PROXY

- (a) A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- (b) To be valid, the form of proxy, duly completed must be deposited at the Registered office located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (c) A Member shall not appoint more than two (2) proxies to attend at the same meeting, where a member appoints two proxies, the appointment shall not be valid unless the member specifies the proportion of the shareholding to be represented by each proxy. Where a Member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (d) 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.
- (e) Where a Member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (f) 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 seal or under the hand of an officer or attorney duly authorised.
- (g) Only members whose name appear in the Record of Depositors as at 21 March 2017 will be entitled to attend, vote and speak at the Meeting or appoint proxy(ies) to attend, vote and speak on their behalf.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2016

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1) of the Companies Act, 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

3. RE-ELECTION AND RE-APPOINTMENT OF INDEPENDENT DIRECTORS

In line with the Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Nomination Committee and the Board of Directors had undertaken an annual assessment on the independence of Mr Chew Yock Fat and Mr Chu Kan who are seeking re-election or re-appointment at the forthcoming Annual General Meeting. Please refer to page 9 as stated in the Statement of Corporate Governance Statement contained in the Company's Annual Report 2016 for further details.

4. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Resolution 8 is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the previous mandate”). As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Twenty-First Annual General Meeting held on 28 April 2016 as there were no requirements for such fund raising activities.

The proposed Resolution 8, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.

5. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

The proposed Resolution 9, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 28 February 2017 in relation to the Proposed Renewal of Authority for Share Buy-Back for further details.

6. CONTINUATION IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to the Malaysian Code on Corporate Governance 2012, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine years.

The Nomination Committee and the Board of Directors had assessed the independence of Mr Chu Kan and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- (i) Mr. Chu Kan is a member of the Institute of Internal Auditors and became a professional member of the National Institute of Accountants, Australia in 2003. He has vast experience in internal audit and accounting practices. He fulfills the criteria under the definition of Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and he would be able to provide proper checks and balances, thus bring an element of objectivity to the Board of Directors;
- (ii) he has been with the Company for more than nine (9) years and was familiar with the Company’s business operations and the plastic mould injection industry market;
- (iii) With his vast experience in internal audit and finance, he would be able to provide constructive opinions and exercise independent judgment and has ability to act in the best interest of the Company;
- (iv) He has actively participated in Board’s discussion and provided an independent view to the Board;

- (v) He has the caliber, qualifications, experiences and personal qualities to consistently challenged management in an effective and construction manner;
- (vi) He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders; and
- (vii) He had met with the attendance requirements for Board Meetings pursuant to the Listing Requirements. During the financial period under review, he had attended all the five Board meetings held. This testified his dedication in discharging the responsibilities expected of an Independent Director.

The proposed Resolution 10, if passed, will enable Mr Chu Kan to continue to act as an Independent Non-Executive Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

Directors who are standing for re-appointment at the Twenty-Second Annual General Meeting are as follows:-

1. Mr Chu Kan

The profile of the above Director is set out in the section entitled "Profile of Directors" on page 3 in the Company's Annual Report 2016.