



HPMT HOLDINGS BERHAD

Registration No. 201701041672 (1255845-W)
(Incorporated in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“AGM”) of the Company will be conducted fully virtual at the Broadcast Venue at Block B, No. 5, Jalan Sungai Kayu Ara 32/39, Taman Berjaya, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan on Thursday, 13 August 2020 at 10.30 a.m. for the transaction of the following business:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. | Please refer to Note A on this agenda |
| 2. To approve the payment of Directors’ fees and benefits amounting to RM506,000.00 from 1 January 2019 to 13 August 2020. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits payable up to an amount of RM334,000.00 from 14 August 2020 until the next AGM of the Company. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Clause 97.1 of the Company’s Constitution of the Company:-

4.1 Mr. Ku He @ Khoo Yee Her
4.2 Dato’ Khoo Ah Chye
4.3 Mr. Peter Ho Kok Wai | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to determine their remuneration. | Ordinary Resolution 6 |

SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following Resolutions:-

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|---|------------------------------|
| 6. Authority for Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016

“ THAT subject always to the Companies Act, 2016 (“Act”), Constitution of the Company, Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” | Ordinary Resolution 7 |
| 7. Proposed authority to the company to purchase its own ordinary shares of up to ten percent (10%) of its total number of issued shares of the Company at any given point in time (“Proposed Share Buy-Back”)

“ THAT subject to the compliance with Section 127 of the Act and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, 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 as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of its total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Circular to Shareholders dated 14 July 2020. | Ordinary Resolution 8 |

NOTICE OF THIRD ANNUAL GENERAL MEETING (CONT'D)

THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and any other relevant authorities.

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by 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 to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.”

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

By Order Of The Board
HPMT HOLDINGS BERHAD

WONG YOUN KIM (MAICSA 7018778)
SSM PRACTISING CERTIFICATE NO. 201908000410
Company Secretary

Kuala Lumpur
14 July 2020

NOTES:-

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.*
2. *A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.*
3. *A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he(she) shall specify the proportion of his(her) shareholdings to be represented by each proxy.*
4. *Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.*
5. *The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.*
6. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting.*
7. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 August 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.*

NOTICE OF THIRD ANNUAL GENERAL MEETING (CONT'D)

EXPLANATORY NOTES :

A. Audited Financial Statements for the Financial Year ended 31 December 2019

The Audited Financial Statements under Agenda 1 are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 (“Act”) for discussion only as the approval of shareholders is not required. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

B. Ordinary Resolution 2 - Directors’ Fees and Benefits

Section 230 (1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board of Directors is seeking approval from the shareholders for the payment of Directors’ fees and meeting allowances payable to Non-Executive Directors for the period from 14 August 2020 until the conclusion of the next Annual General Meeting of the Company in 2021.

C. Ordinary Resolution 7 - Authority For Directors To Issue and Allot Shares

The proposed Ordinary Resolution 7 is a new mandate, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders’ approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

D. Ordinary Resolution 8 - Proposed Share Buy-Back for the Purchase of its Own Ordinary Shares

The Proposed Ordinary Resolution 8 is a new mandate, if passed, will empower the Company to purchase its own ordinary shares of up to 10% of the total number of issued shares of the Company for the time being by utilising the funds allocated out of the retained profits of the Company. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever occurs first.

For further information on Proposed Share Buy-Back Mandate, please refer to the Circular to Shareholders dated 14 July 2020.

NOTICE OF THIRD ANNUAL GENERAL MEETING (CONT'D)

STATEMENT ACCOMPANYING THE NOTICE OF THIRD ANNUAL GENERAL MEETING

1. The Directors who are standing for re-election at the Third Annual General Meeting of the Company pursuant to Clause 97.1 of the Company's Constitution are Mr. Ku He @ Khoo Yee Her, Dato' Khoo Ah Chye and Mr. Peter Ho Kok Wai.
2. The details of the above Directors seeking re-election is set out in the Profile of Directors as disclosed on pages 5, 7 and 9 of this Annual Report.
3. The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 December 2019 are disclosed in the Corporate Governance Overview Statement set out on page 36 of this Annual Report.
4. The details of the interest of the Directors in the securities of the Company are stated on page 138 of the Company's Annual Report 2019.

PERSONAL DATA PRIVACY :

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



HPMT HOLDINGS BERHAD

Registration No. 201701041672 (1255845-W)
(Incorporated in Malaysia)

Number of Shares	
CDS Account No.	

FORM OF PROXY

I/We, _____ NRIC/Passport/Company No. _____
(FULL NAME)

of _____ being a Member/Members
(FULL ADDRESS)

of **HPMT Holdings Berhad (the "Company")** hereby appoint _____
(FULL NAME)

NRIC/Passport No. _____ Tel No. _____ Email address _____

of _____ or failing whom,
(FULL ADDRESS)

(FULL NAME) NRIC/Passport No. _____ Tel No. _____

Email address _____ of _____
(FULL ADDRESS)

or failing whom, the CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us and on my/our behalf at the Third Annual General Meeting ("AGM") of the Company will be conducted fully virtual at the Broadcast Venue at Block B, No. 5, Jalan Sungai Kayu Ara 32/39, Taman Berjaya, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan on Thursday, 13 August 2020 at 10.30 a.m. and any adjournment thereof.

My/Our proxy(ies) is(are) to vote as indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
1.	To approve the payment of Directors' fees and benefits from 1 January 2019 to 13 August 2020.		
2.	To approve the payment of Directors' fees and benefits from 14 August 2020 until the next AGM of the Company.		
3.	To re-elect Mr. Ku He @ Khoo Yee Her who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company's Constitution.		
4.	To re-elect Dato' Khoo Ah Chye who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company's Constitution.		
5.	To re-elect Mr. Peter Ho Kok Wai who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company's Constitution.		
6.	To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to determine their remuneration.		
7.	To authorise the Directors to issue and allot shares in the Company pursuant to Section 76 of the Companies Act, 2016.		
8.	To approve the Proposed Share Buy-Back for the purchase of its own ordinary shares.		

[Please indicate with (X) in the spaces provided how you wish your vote to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his(her) discretion.]

Dated this _____ day of _____, 2020

Signature of Member / Common Seal



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Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote on his(her) behalf.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
3. A member may appoint more than one (1) proxy to attend the same meeting. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his(her) shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in the one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy shall be signed by the appointor or his(her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its duly authorised attorney or officers.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 6 August 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his(her) behalf.

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AFFIX
STAMP

The Company Secretary

HPMT HOLDINGS BERHAD Registration No. 201701041672 (1255845-W)
LEVEL 2, TOWER 1, AVENUE 5
BANGSAR SOUTH CITY
59200 KUALA LUMPUR

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PERSONAL DATA PRIVACY :

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- (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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.