



恒宝环球

**HB GLOBAL LIMITED**

(Company Registration No.: 200608505W)

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

(Malaysian Foreign Company Registration No.: 200902000048(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 Fourteenth (14th) Annual General Meeting of the Company will be held at No. 17-04 Blk B, Austin V Square, Jln Austin Perdana 2, Taman Austin Perdana, 81100 Johor Bahru, Johor on Monday, 14 June 2021 at 9.00 a.m., to transact the following businesses:-

**AGENDA**

- 1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- 2. To re-elect Mr Ho Pui Hold, who retires pursuant to Article 104 of the Company's Articles of Association. **(Ordinary Resolution 1)**
- 3. To re-elect Dato' Chow Chin Kiat who retires pursuant to Article 111 of the Company's Articles of Association. **(Ordinary Resolution 2)**
- 4. To re-elect Mr Khoo Chee Siang who retires pursuant to Article 111 of the Company's Articles of Association. **(Ordinary Resolution 3)**
- 5. To re-elect Mr Lee Ping Wei who retires pursuant to Article 111 of the Company's Articles of Association. **(Ordinary Resolution 4)**
- 6. To re-elect Mr Keh Chuan Seng who retires pursuant to Article 111 of the Company's Articles of Association. **(Ordinary Resolution 5)**
- 7. To approve the payment of Directors' fees for the financial year ended 31 December 2020. **(Ordinary Resolution 6)**
- 8. 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 7)**
- 9. **Authority to Directors to Allot and Issue Shares** **(Ordinary Resolution 8)**  
 "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."

**As Special Business**

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

- 10. **SPECIAL RESOLUTION Proposed Adoption Of New Constitution** **(Special Resolution 1)**  
 "THAT approval be and is hereby given to revoke the existing constitution of the Company with immediate effect and in place thereof, the proposed new constitution of the Company, as set out in the "Appendix A" accompanying the Company's Annual Report for the financial year ended 31 December 2020 be and is hereby adopted as the constitution of the Company.  
 AND THAT the directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- 11. To transact any other business of the Company for which due notice shall have been given.

By Order of the Board,

**KEH CHUAN SENG**

Non-Independent Non-Executive Chairman

7 May 2021

**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/her 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 Share Registrar's Office in Malaysia at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia 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 14th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 4 June 2021. Only members whose name appears on the Record of Depositors as at 4 June 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- 8. Please be informed that in the event the Movement Control Order is extended, the Company will make the necessary arrangement and announcement on details of the virtual Annual General Meeting via Bursa Securities and Company's website.

**EXPLANATORY NOTES**

- 1. **Audited Financial Statements for the Financial Year Ended 31 December 2020**  
 The Agenda No. 1 is meant for discussion only as Section 174(5) of the Companies Act of Singapore provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- 2. **Retirement of Director**  
 Article 104 of the Company's Articles of Association states that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
- 3. **Ordinary Resolution 8 : Authority to Directors to Allot and Issue Shares**  
 The Proposed Ordinary Resolution 8, if passed, is a renewal of the 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 Proposed Ordinary Resolution 8, if passed, is a renewal of the 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, a new issue of securities via private placement amounted 93,600,000 in the Company were issued pursuant to the general mandate granted to the Directors at 25 March 2021.
- 4. **Special Resolution 1 : Proposed adoption of New Constitution**  
 The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act of Singapore, Cap.50 and Companies Act 2016 ("CA 2016") which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the CA 2016 and MMLR.