



HLT GLOBAL BERHAD
(Registration No.: 201501038003 (1163324-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of HLT Global Berhad (“HLT” or “Company”) will be held at Langkawi Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 30 May 2024 at 11:30 a.m. or immediately following the conclusion of the Ninth Annual General Meeting (“9th AGM”) of HLT which is scheduled to be held at the same venue on the same day at 10.30 a.m. or at any adjournment thereof, 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 600,000 ORDINARY SHARES IN TRIPLE CARE GLOVES SDN BHD (“TRIPLE CARE”) (“SALE SHARES”), REPRESENTING THE REMAINING 20% EQUITY INTEREST IN TRIPLE CARE NOT OWNED BY HLT, FROM SNIKOM SDN BHD, CWK & MOUNT SING SDN BHD, ALCOR CORPORATION (M) SDN BHD AND LORDTECH SPECIALTY SDN BHD (COLLECTIVELY, THE “VENDORS”) FOR A TOTAL PURCHASE CONSIDERATION OF RM0.6 MILLION TO BE FULLY SATISFIED VIA THE ISSUANCE OF 2,605,297 NEW ORDINARY SHARES IN HLT (“HLT SHARES” OR “SHARES”) AT AN ISSUE PRICE OF RM0.2303 EACH (“PROPOSED ACQUISITION”)

“THAT subject to the passing of Ordinary Resolution 2 and approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given for the Company to acquire the Sale Shares from the Vendors for a total purchase consideration of RM0.6 million to be fully satisfied via the issuance of 2,605,297 new Shares at an issue price of RM0.2303 each, upon the terms and conditions as set out in the conditional shares sale agreement dated 3 January 2024 entered into between HLT, Snicom Sdn Bhd, CWK & Mount Sing Sdn Bhd, Alcor Corporation (M) Sdn Bhd and Lordtech Specialty Sdn Bhd respectively for the Proposed Acquisition (“SSA”);

THAT such new Shares to be issued pursuant to the Proposed Acquisition shall, upon allotment and issuance, rank equally in all respects with the then existing HLT Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of such new Shares to be issued pursuant to the Proposed Acquisition;

THAT, the pre-emptive right of the existing shareholders to be offered with new Shares in proportion to their shareholding in HLT pursuant to Section 85 of the Companies Act 2016 (“Act”) and Clause 54 of the Constitution of HLT be and is hereby waived in respect of the issuance and allotment of the new Shares to be issued pursuant to the Proposed Acquisition;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT BY HLT OF ALL EXISTING SHAREHOLDERS’ ADVANCES FROM THE VENDORS TO TRIPLE CARE TOTALLING RM7.6 MILLION VIA THE ISSUANCE OF 33,000,434 NEW SHARES AT AN ISSUE PRICE OF RM0.2303 EACH (“PROPOSED CAPITALISATION OF SHAREHOLDERS’ ADVANCES”)

“THAT subject to the passing of Ordinary Resolution 1 and all approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given for the Company to settle the shareholders’ advances from the Vendors to Triple Care totalling RM7.6 million via the issuance of 33,000,434 new Shares upon the terms and conditions as set out in the conditional shareholders’ advances capitalisation agreements dated 3 January 2024 entered into between HLT, Triple Care and the respective Vendors namely Snicom Sdn Bhd, CWK & Mount Sing Sdn Bhd, Alcor Corporation (M) Sdn Bhd and Lordtech Specialty Sdn Bhd (collectively, the “Capitalisation Agreements”);

THAT such new Shares to be issued pursuant to the Proposed Capitalisation of Shareholders’ Advances shall, upon allotment and issuance, rank equally in all respects with the then existing HLT Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of such new Shares to be issued pursuant to the Proposed Capitalisation of Shareholders’ Advances;

THAT, the pre-emptive right of the existing shareholders to be offered with new Shares in proportion to their shareholding in HLT pursuant to Section 85 of the Act and Clause 54 of the Constitution of HLT be and is hereby waived in respect of the issuance and allotment of the new Shares to be issued pursuant to the Proposed Capitalisation of Shareholders’ Advances;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Capitalisation of Shareholders’ Advances with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Capitalisation of Shareholders’ Advances.”

ORDINARY RESOLUTION 3

PROPOSED SETTLEMENT BY HLT OF THE IDENTIFIED AMOUNT OWING BY THE HLT GROUP OF COMPANIES TO HASIL ANEKA SDN BHD, UNBROS CONSTRUCTION SDN BHD, BRAZER ENGINEERING SDN BHD AND HALLMARK PORCELAIN SDN BHD (COLLECTIVELY, THE “IDENTIFIED CREDITORS”) TOTALLING RM6.4 MILLION VIA THE ISSUANCE OF 27,806,062 NEW SHARES AT AN ISSUE PRICE OF RM0.2303 EACH (“PROPOSED SETTLEMENT OF IDENTIFIED CREDITORS”)

“THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given for the Company to settle the identified amount owing by the HLT group of companies to the Identified Creditors totalling RM6.4 million via the issuance of 27,806,062 new Shares, upon the terms and conditions as set out in the settlement agreements dated 3 January 2024 entered into between the HLT group of companies and the respective Identified Creditors namely Hasil Aneka Sdn Bhd, Unbros Construction Sdn Bhd, Brazer Engineering Sdn Bhd, and Hallmark Porcelain Sdn Bhd (collectively, the “Creditors’ Settlement Agreements”).

THAT such new Shares to be issued pursuant to the Proposed Settlement of Identified Creditors shall, upon allotment and issuance, rank equally in all respects with the then existing HLT Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of such new Shares to be issued pursuant to the Proposed Settlement of Identified Creditors;

THAT, the pre-emptive right of the existing shareholders to be offered with new Shares in proportion to their shareholding in HLT pursuant to Section 85 of the Act and Clause 54 of the Constitution of HLT be and is hereby waived in respect of the issuance and allotment of the new Shares to be issued pursuant to the Proposed Settlement of Identified Creditors;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Settlement of Identified Creditors with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Settlement of Identified Creditors.”

BY ORDER OF THE BOARD

KHOO MING SIANG (MAICSA No. 7034037) (SSM PC No. 202208000150)

LAW WEI LENG (MAICSA No. 7064862) (SSM PC No. 202108000506)

Company Secretaries

Selangor Darul Ehsan

15 May 2024

Notes:-

- 1) A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- 2) 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(b) of the Company’s Constitution to issue a General Meeting Record of Depositors as at 23 May 2024. Only members whose names appear in the General Meeting Record of Depositors as at 23 May 2024 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- 3) 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.
- 4) 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.
- 5) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 6) 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 (“**ornibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ornibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- 7) To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof at which the person named in the appointment proposes to vote.
- 8) The resolutions set out in the Notice of EGM will be put to vote by poll.

Personal data privacy:

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