

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting (“**26th AGM**”) of Kumpulan H & L High-Tech Berhad (“**the Company**”) will be held at Green III, ClubHouse, Tropicana Golf and Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 28 April 2021 at 11.00 a.m., to transact the following businesses:-

A G E N D A

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 October 2020 together with the Reports of the Directors and Auditors thereon.
[Please refer to Explanatory Note 1 on Ordinary Business]
- To approve the payment of Directors’ fees of up to RM76,000 for the financial year ending 31 October 2021.
(Ordinary Resolution 1)
[Please refer to Explanatory Note 2 on Ordinary Business]
- To approve the payment of Directors’ benefits of up to RM130,000 for the period from the conclusion of the 26th AGM until the next Annual General Meeting of the Company.
(Ordinary Resolution 2)
[Please refer to Explanatory Note 2 on Ordinary Business]
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company:-
[Please refer to Explanatory Note 3 on Ordinary Business]
 - Ms Tan Sook Yee **(Ordinary Resolution 3)**
 - Mr Hau Hock Khun **(Ordinary Resolution 4)**
- To re-elect Mr Lim Hock Aun who retires in accordance with Clause 78 of the Constitution of the Company.
(Ordinary Resolution 5)
[Please refer to Explanatory Note 3 on Ordinary Business]
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 6)
[Please refer to Explanatory Note 4 on Ordinary Business]

SPECIAL BUSINESS

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

- ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
[Please refer to Explanatory Note 5 on Special Business]

“THAT subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions, and for such purposes 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 pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury 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 additional shares so issued from 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 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.” **(Ordinary Resolution 7)**

- ORDINARY RESOLUTION
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**
[Please refer to Explanatory Note 6 on Special Business]

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“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 number of issued 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:-

- the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-

- 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 the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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 of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:-

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees’ share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.” **(Ordinary Resolution 8)**

- ORDINARY RESOLUTIONS
CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS**
[Please refer to Explanatory Note 7 on Special Business]

“THAT approval be and is hereby given for Mr Chu Kan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company.” **(Ordinary Resolution 9)**

“THAT approval be and is hereby given for Ms Rita Tai Lai Ling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company.” **(Ordinary Resolution 10)**

“THAT subject to the passing of Resolution 4 above, approval be and is hereby given for Mr Hau Hock Khun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company.” **(Ordinary Resolution 11)**

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

By Order Of the Board

WONG WAI FOONG [SSM PC NO. 202008001472 (MAICSA 7001358)]

NG BEE LIAN [SSM PC NO. 201908003459 (MAICSA 7041392)]

YAP SIT LEE [SSM PC NO. 202008001865 (MAICSA 7028098)]

Company Secretaries

Kuala Lumpur

30 March 2021

NOTES:-

- For the purpose of determining who shall be entitled to attend this 26th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 21 April 2021. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 26th AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this 26th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Listing Requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), 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.
- Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:-
 - In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.
 - By electronic means via facsimile
In the case of an appointment made via facsimile transmission, this proxy form must be received at 03-7890 4670.
For option (ii), the Company may request any member to deposit original executed proxy form to its Share Registrar before or on the day of meeting for verification purpose.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is Monday, 26 April 2021 at 11.00 a.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:-
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend this 26th AGM, please bring the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company’s registered office earlier.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- Audited Financial Statements for the Financial Year Ended 31 October 2020**
This item is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.
- Ordinary Resolutions 1 and 2 – Payment of Directors’ Fees and Benefits**
Pursuant to Section 230(1) of the Companies Act, 2016, 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 proposed Ordinary Resolution 1 is to facilitate the payment of Directors’ fees for the current financial year basis, calculated based on the size of the current Board of Directors (“Board”).
The proposed Ordinary Resolution 2 for the Directors’ benefits are benefits payable to the Executive Directors and meeting allowances payable to Non-Executive Directors and in determining the estimated amount, the Board has considered various factors including the current Board size and the number of scheduled Board and Committee meetings as well as additional two Board/Committee meetings (if required) for the period from the conclusion of the 26th AGM until the next AGM.
In the event the proposed amount of Directors’ fees and/or benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the under-provision.
- Ordinary Resolutions 3 to 5 – Re-election of Directors**
Ms Tan Sook Yee, Mr Hau Hock Khun and Mr Lim Hock Aun are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 26th AGM.
The Board has through the Nomination Committee, considered the assessment of Ms Tan Sook Yee and Mr Hau Hock Khun and agreed that they meet the criteria as prescribed by Paragraph 2.20A of Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”) on character, experience, integrity, competence and time to effectively discharge their roles as Directors.
The Nomination Committee had prior to the appointment of Mr Lim Hock Aun on 21 October 2020 conducted assessment on him, and the Nomination Committee and Board agreed that Mr Lim Hock Aun meets the criteria as prescribed by Paragraph 2.20A of Bursa Securities Listing Requirements on character, experience, integrity, competence and time to effectively discharge his role as Director.
The Board has also through the Nomination Committee conducted an assessment on the independence of Mr Hau Hock Khun and satisfied that he has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.
- Ordinary Resolution 6 – Re-appointment of Auditors**
The Board has through the Audit Committee, considered the re-appointment of Messrs Grant Thornton Malaysia PLT as External Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs Grant Thornton Malaysia PLT at the forthcoming Annual General Meeting, included an assessment of the Auditors’ independence and objectivity, calibre and quality process/performance.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Ordinary Resolution 7 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the previous mandate”). The previous mandate was not utilised and accordingly no proceeds were raised.
The proposed Ordinary Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to 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 ten per centum (10%) of the total number of issued shares (excluding treasury 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.
- Ordinary Resolution 8 – Proposed Renewal of Authority for Share Buy-Back**
The proposed Ordinary Resolution 8, 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 30 March 2021 in relation to the Proposed Renewal of Authority for Share Buy-Back for further information.
- Ordinary Resolutions 9 to 11 – Continuation in Office as Independent Directors**
Pursuant to the Malaysian Code on Corporate Governance, 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 (9) years.
Mr Chu Kan, Ms Rita Tai Lai Ling and Mr Hau Hock Khun were appointed to the Board on 2 September 1997, 23 June 2009 and 5 August 2009 respectively and have therefore served as an Independent Director of the Company for a cumulative term for more than nine (9) years.
The Board has through the Nomination Committee assessed the independence of Mr Chu Kan, Ms Rita Tai Lai Ling and Mr Hau Hock Khun, and recommended them to continue to act as Independent Directors of the Company based on the following justifications:-
 - they have fulfilled the criteria under the definition on Independent Director as stated in the Listing Requirements of Bursa Securities and, therefore, were able to bring independent and objective judgement to the Board;
 - they have been with the Company for many years and were familiar with the Company’s business operations and the plastic mould injection industry market, thus enabling them to contribute actively and effectively during deliberations or discussions at Board meetings;
 - their length of services on the Board does not in any way interfere with their exercise of independent judgement. They have remained objective and independent in expressing their views and participating in deliberation and decision making of the Board and Board Committees;
 - their vast experience in audit, finance and laws enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
 - they have continued to exercise their independence and due care during their tenure as Independent Directors of the Company and carried out their duties in the interest of the Company and shareholders; and
 - they have devoted sufficient time and commitment to discharge their responsibilities as Independent Directors.
The proposed Ordinary Resolutions 9 to 11, if passed, will enable Mr Chu Kan, Ms Rita Tai Lai Ling and Mr Hau Hock Khun to continue to act as Independent Directors of the Company until the conclusion of next Annual General Meeting of the Company.