



## HPMT HOLDINGS BERHAD

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

### NOTICE OF SIXTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting ("AGM") of the Company will be conducted virtually 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 Wednesday, 7 June 2023 at 10.30 a.m. for the transaction of the following business:

#### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees and benefits payable up to an amount of RM524,000.00 from 8 June 2023 until the next AGM of the Company.
3. To re-elect the following Directors who retire pursuant to Clause 97.1 of the Company's Constitution:-
  - 3.1 Dato' Khoo Ah Chye
  - 3.2 Mr. Peter Ho Kok Wai
4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT, the retiring Auditors and to authorise the Board of Directors to determine their remuneration.

Please refer to Note A on this agenda  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**

#### SPECIAL BUSINESS

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

6. **Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016**

**Ordinary Resolution 5**

"**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 Sections 75 and 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 THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company".

7. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

**Ordinary Resolution 6**

"**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.

**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

28 April 2023

#### 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 5, Tower 8, Avenue 5, Horizon 2, 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 30 May 2023 (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.

#### EXPLANATORY NOTES:

##### A. Audited Financial Statements for the Financial Year ended 31 December 2022

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 1 - 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 benefits payable to Non-Executive Directors for the period from 8 June 2023 until the conclusion of the next AGM of the Company in 2024.

##### C. Ordinary Resolution 5 - Authority For Directors To Issue and Allot Shares

The proposed Ordinary Resolution 5 under item 6 of the Agenda, if passed, from the date of the above Annual General Meeting ("AGM"), will empower the Directors of the Company, from the date of the AGM, 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 AGM of the Company.

The general mandate sought to grant authority to Directors to issue and allot of shares is a renewal of the mandate that was approved by the shareholders at the Fifth Annual General Meeting held on 8 June 2022. The renewal of the 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 additional cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fifth Annual General Meeting as the need does not arise for any fund raising activity for the purpose of investment, acquisition or working capital.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

##### D. Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The Proposed Ordinary Resolution 6 under item 7 of the Agenda, 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 Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders.



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### ADMINISTRATIVE GUIDE

#### IN RESPECT OF THE SIXTH ANNUAL GENERAL MEETING (“6<sup>TH</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM

**DATE:**

Wednesday,  
7 June 2023

**TIME:**

10.30 a.m.

**BROADCAST VENUE:**

Block B, No. 5, Jalan Sungai Kayu Ara 32/39, Taman Berjaya, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan

#### General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 May 2023 (General Meeting Record of Depositors) shall be eligible to participate and vote at the meeting or appoint proxy(ies) to participate and/or vote on his(her) behalf.

#### Proxy


2. A member entitled to participate and vote remotely at the 6<sup>th</sup> AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the 6<sup>th</sup> AGM via Virtual Meeting Facilities on 7 June 2023, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not later than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, not later than **Tuesday, 6 June 2023 at 10.30 a.m. The appointed proxy(ies) must register themselves via the Registration Link in Item 10 below.**

#### Poll Voting

5. The voting at the 6<sup>th</sup> AGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed ACCLIME CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and USearch Management Services as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 6<sup>th</sup> AGM at 10.30 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the 6<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the 6<sup>th</sup> AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to Acclime Corporate Services Sdn Bhd **not later than Tuesday, 6 June 2023 at 10.30 a.m.:**
  - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
  - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 6<sup>th</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 6<sup>th</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to Acclime Corporate Services Sdn Bhd not later than **Tuesday, 6 June 2023 at 10.30 a.m.** and **register yourself via the Registration Link below.**
10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> <li>Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose.</li> </ul> <p>Registration Link <a href="https://bit.ly/3SvDkHF">https://bit.ly/3SvDkHF</a></p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/3zeUHnw">https://bit.ly/3zeUHnw</a> and to submit your questions accordingly:</li> </ul> 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 10.30 a.m. on 7 June 2023.</li> <li>If you have any questions to be raised during the meeting, you may submit it by using the Q&amp;A box.</li> <li>The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.</li> </ul>
(e)	ONLINE VOTING	<ul style="list-style-type: none"> <li>Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room.</li> <li>Members or proxies may commence voting from 10.30 a.m. on 7 June 2023 until such time when the Chairman announces the closing of the voting session.</li> <li>After the counting of votes, the Chairman will announce the poll results.</li> </ul>
(f)	CLOSURE	The 6 <sup>th</sup> AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

**No Door Gift**

11. There will be no distribution of door gifts for the participation of the 6<sup>th</sup> AGM.

**No Recording or Photography**

12. Unauthorised recording and photography are strictly prohibited at the 6<sup>th</sup> AGM.

**Enquiry**

13. If you have any enquiry or require any assistance before or during the 6<sup>th</sup> AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

**ACCLIME CORPORATE SERVICES SDN BHD**

**Registration No. 199901021060 (495960-D)**

Level 5, Tower 8, Avenue 5, Horizon 2

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2280 6388

Mobile/WhatsApp: 017 388 3989

Fax : 603-2280 6399

Email : [office365support@hmc.my](mailto:office365support@hmc.my)

Contact Person: Acclime Virtual Meeting Administrator