

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting (“**29th AGM**”) of Kumpulan H & L High-Tech Berhad (“**the Company**”) will be held at ClubHouse, Tropicana Golf and Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 April 2024 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 2023 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 RM99,000 for the financial year ending 31 October 2024.
(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 immediately after the 29th AGM until the next AGM of the Company to be held in 2025.
(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 & 4 on Ordinary Business]
 - Ms Tan Sook Yee **(Ordinary Resolution 3)**
 - Mr Lim Hock Aun **(Ordinary Resolution 4)**
- To re-elect the following Director who retires in accordance with Clause 78 of the Company’s Constitution:
[Please refer to Explanatory Note 5 & 6 on Ordinary Business]
 - Mr Thong Chee Thim **(Ordinary Resolution 5)**
 - Ms Mak Wai Chin **(Ordinary Resolution 6)**
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 7)
[Please refer to Explanatory Note 7 on Ordinary Business]

SPECIAL BUSINESS

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

- SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT, 2016**
(Special Resolution 1)
[Please refer to Explanatory Note 1 on Special Business]

“THAT pursuant to Section 85 of the Companies Act, 2016 (“**the Act**”) read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to passing Ordinary Resolution – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 6 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.

- ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
(Ordinary Resolution 8)
[Please refer to Explanatory Note 2 on Special Business]

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 (“**the Act**”) and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/ regulatory authorities, 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
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK (Ordinary Resolution 9)**
[Please refer to Explanatory Note 3 on Special Business]

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 6 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.

- 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 with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

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

By Order Of the Board

TAN LAI HONG [SSM PC NO. 202008002309 (MAICSA 7057707)]

LAW MEE POO [SSM PC NO. 201908002275 (MAICSA 7033423)]

Company Secretaries

Kuala Lumpur

29 February 2024

NOTES:

- For the purpose of determining who shall be entitled to attend this 29th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 5 April 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 29th AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
 - A member entitled to attend and vote at this 29th 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 options (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 **Tuesday, 16 April 2024 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 29th 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 Share Registrar office earlier.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 October 2023**
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not being put forward for voting by shareholders of the Company.
- 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 immediately after the 29th 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 Resolution 3 – Re-election of Director pursuant to Clause 76(3) of the Company’s Constitution – Ms Tan Sook Yee**
Ms Tan Sook Yee (“**Ms Tan**”) is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at the 29th AGM. Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profile of Ms Tan is set out in the Directors’ profile of the Annual Report 2023. The Board has through the Nomination Committee (“**NC**”), considered her assessment of and agreed that she meets the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on character, experience, integrity, competence and time commitment to effectively discharge her role as Director. The justifications to support the Board’s recommendation to re-elect Ms Tan is as follows:
 - Ms Tan, the Executive Director of the Company, is primarily responsible for managing daily operations which include driving profitability, managing the company organisational structure, strategy and communicating with the Board. She assures the Board that the management team is carrying out their duties in line with the long-term strategies and targets set by the Board and ensures the Board’s decisions are executed effectively. She has exercised her due care and carried out her professional duties proficiently during her tenure as the Executive Director of the Company.Based on the above, the Board collectively agreed that she had met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge her role as Director and recommended her be re-elected as Directors of the Company.
- Ordinary Resolution 4 – Re-election of Director pursuant to Clause 76(3) of the Company’s Constitution – Mr Lim Hock Aun (“Mr Lim”)**
Mr Lim Hock Aun (“**Mr Lim**”) is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 29th AGM. Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profile of Mr Lim is set out in the Directors’ profile of the Annual Report 2023. The Board has through the NC, considered his assessment of and agreed that he meets the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on character, experience, integrity, competence and time commitment to effectively discharge his role as Director. The Board has also through the NC conducted an assessment on the independence of Mr Lim Hock Aun and satisfied that he has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.
- Ordinary Resolution 5 – Re-election of Director pursuant to Clause 78 of the Company’s Constitution – Mr Thong Chee Thim**
Mr Thong Chee Thim (“**Mr Thong**”) who was appointed as Directors of the Company on 6 June 2023 will retire at this AGM. He has offered himself for re-election at this AGM. The Board has through the NC, considered his assessment and agreed that he meets the criteria as prescribed by Paragraph 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge his role as Director. The Board has also through the NC conducted an assessment of his independence and is satisfied that he has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.
- Ordinary Resolution 6 – Re-election of Director pursuant to Clause 78 of the Company’s Constitution – Ms Mak Wai Chin**
Ms Mak Wai Chin (“**Ms Mak**”) who was appointed as Directors of the Company on 27 December 2023 will retire at this AGM. She has offered herself for re-election at this AGM. The Board has through the NC, considered her assessment and agreed that she meets the criteria as prescribed by Paragraph 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge her role as Director. The Board has also through the NC conducted an assessment of her independence and is satisfied that she has complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.
- Ordinary Resolution 7 – Re-appointment of Auditors**
The Board has through the Audit and Risk Management Committee (“**ARMC**”), considered the re-appointment of Messrs Grant Thornton Malaysia PLT as External Auditors of the Company. The factors considered by the ARMC in making recommendation to the Board to table the re-appointment of Messrs Grant Thornton Malaysia PLT at the forthcoming AGM, included assessment of the Auditors’ independence and objectivity, calibre and quality process/performance.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Special Resolution – Waiver of Pre-emptive Rights**
The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Ordinary Resolution 8 – Authority to issue and allot shares pursuant to Sections 75 and 76 of The Companies Act 2016**
Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution, if passed, would renew the mandate granted to the Directors at the 28th AGM held on 18 April 2023 and provide flexibility to the Directors to undertake fundraising activities including but not limited to placement of shares for the purpose of funding the Company’s future investment project(s), business expansion, working capital and/or acquisition(s) 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 AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier. As at the date of this Notice, the Company did not allot any shares pursuant to the shareholders’ mandate granted to the Directors at the 28th AGM as there were no requirements for such fundraising activities.
- Ordinary Resolution 9 – Proposed Renewal of Authority for the Company to purchase its own shares**
The proposed Ordinary Resolution 9, 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 29 February 2024 in relation to the Proposed Renewal of Authority for Share Buy-Back for further information.