

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth Annual General Meeting (“AGM”) of the Company will be held at Coral Room, Level 1, Nu Hotel, No. 126, Lot 8349, Assyakirin Commerce Square, Jalan Tanjung Kidurong, 97000 Bintulu, Sarawak on Monday, 20 November 2017 at 9.00 a.m. for the purpose of transacting the following businesses:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors’ and Auditors’ Reports thereon.
2. To approve a first and final single tier dividend of 1.5 sen per ordinary share for the financial year ended 30 June 2017. **(Resolution 1)**
3. To approve the Directors’ fees for the financial year ended 30 June 2017. **(Resolution 2)**
4. To approve the payment of Directors’ fees and allowances up to RM350,000 from 1 July 2017 until the next AGM of the Company. **(Resolution 3)**
5. To re-elect the following Directors retiring in accordance with the Company’s Articles of Association and being eligible, offer themselves for re-election:-
  - (i) Yong Piaw Soon (Article 103) **(Resolution 4)**
  - (ii) Bin Lay Thiam (Article 103) **(Resolution 5)**
  - (iii) Datuk Ir. K. Zainal Abidin Bin A Jalil (Article 109) **(Resolution 6)**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **(Resolution 7)**

### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following as ordinary resolutions:-

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75(1)(a) OF THE COMPANIES ACT, 2016** **(Resolution 8)**

“THAT pursuant to Section 75(1)(a) of the Companies Act, 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time until the conclusion of the next Annual General Meeting 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 issued does not exceed ten per centum (10%) of the issued share capital of the Company at the time of submission to the authority and THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
8. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)** **(Resolution 9)**

“THAT, the mandate granted by the shareholders of the Company at the Fourteenth AGM held on 22 November 2016 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiary (“HLG Group”) to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(i) of the Circular to Shareholders dated 27 October 2017 with the related parties mentioned therein which are necessary for HLG Group’s day-to-day operations, be and is hereby renewed.

THAT approval be and is hereby given for HLG to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(ii) of the Circular to Shareholders, which are necessary for HLG Group’s day-to-day operations.

## NOTICE OF ANNUAL GENERAL MEETING

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THAT the HLG Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:-

- a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- b) the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until:-

- i) the conclusion of the next AGM of the Company following the forthcoming Fifteenth AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2)(b) of the Companies Act, 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

9. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single-tier dividend of 1.5 sen per ordinary share for the financial year ended 30 June 2017 will be paid on 22 December 2017 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 30 November 2017.

A depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 November 2017 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**LIM SECK WAH (MAICSA NO. 0799845)**  
**M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)**  
 Company Secretaries  
 Sarawak  
 Dated: 27 October 2017

## NOTICE OF ANNUAL GENERAL MEETING

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### Notes:-

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 15 November 2017. Only a depositor whose name appears on the Record of Depositors as at 15 November 2017 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint up to two (2) proxies to attend. A proxy may but need not be a member of the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. (i) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
  
(ii) 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.
4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
5. The instrument appointing the proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of attorney, must be deposited at the Registered Office of the Company at Wisma Harbour, Parkcity Commerce Square, Jalan Tun Ahmad Zaidi, 97000 Bintulu, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

#### **i) Ordinary Resolution 8 – Authority to issue shares pursuant to Section 75(1)(a) of the Companies Act, 2016**

*The effect of the Ordinary Resolution if passed, will give the flexibility and authority to the Directors of the Company, from the date of the forthcoming Fifteenth AGM, to issue and allot new shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company as at the date of the Fifteenth AGM, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company following the forthcoming Fifteenth AGM.*

*The mandate obtained last year was not exercised and hence no proceed was raised therefrom. The Board would like to renew the mandate to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost consuming to organise a general meeting. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions, if there is such investment opportunity arises during the financial year 2018.*

*No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 22 November 2016.*

#### **ii) Ordinary Resolution 9 – Proposed Shareholders' Mandate**

*The explanatory note on Ordinary Resolution 9 is set out in the Circular to Shareholders dated 27 October 2017.*