

# HL Global Enterprises Limited

Company Registration No. 196100131N  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting (the "Meeting") of HL GLOBAL ENTERPRISES LIMITED (the "Company") will be held at Grand Copthorne Waterfront Hotel, Riverfront 1&2, Level 2, 392 Havelock Road, Singapore 169663, on Wednesday, 30 April 2014 at 11.00 a.m. for the following purposes:

### A. Ordinary Business:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December ("FY") 2013 and the Auditors' Report thereon.
2. To approve Directors' Fees (including fees payable to the members of the Audit and Risk Committee, Nominating Committee and Remuneration Committee) of \$235,000 for FY 2013 (FY 2012: \$241,346).
3. To re-elect the following Directors retiring by rotation in accordance with the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
  - (a) Mr Hoh Weng Ming
  - (b) Ms Loo Hwee Fang
4. To re-appoint Mr Michael Yeo Chee Wee as a Director of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of the Meeting until the next Annual General Meeting ("AGM").
5. To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration.

### B. Special Business:

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

6. That authority be and is hereby given to the Directors to:
  - (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
  - (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,  
provided that:
    - (1) the aggregate number of shares to be issued pursuant to this Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument), does not exceed 50% of the total number of issued shares, excluding treasury shares, if any, in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20% of the total number of issued shares, excluding treasury shares, if any, in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares, in the capital of the Company shall be based on the total number of issued shares, excluding treasury shares, if any, in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for:
      - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
      - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
    - (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
    - (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
7. That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the HL Global Enterprises Share Option Scheme 2006 (the "SOS") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the SOS provided that the aggregate number of shares to be issued pursuant to the SOS shall not exceed 15% of the total number of issued shares, excluding treasury shares, if any, in the capital of the Company from time to time, and provided further that the aggregate number of shares to be issued during the entire operation of the SOS (subject to adjustments, if any, made under the SOS) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the SOS.

### C. To Transact Any Other Ordinary Business

BY ORDER OF THE BOARD

Aw Siew Yen, Patricia  
Yeo Swee Gim, Joanne  
Company Secretaries

Singapore, 10 April 2014

### Explanatory Notes:

1. Mr Sherman Kwek Eik Tse, who is retiring at the Meeting pursuant to Article 113 of the Company's Articles of Association, has notified the Company that he will not be seeking re-election as a Director of the Company at the Meeting. Consequent thereto, Mr Kwek will also cease to act as a member of the Executive Committee, following the conclusion of the Meeting.
2. Key information on Mr Hoh Weng Ming, who is seeking re-election as a Director of the Company under item 3(a) above (under the heading "Ordinary Business"), is found on page 7 of the Annual Report. Mr Hoh does not hold any share interest in the Company or any of its related corporations. He is the President and a Director of China Yuchai International Limited, a Director of HL Technology Systems Pte Ltd and Hong Leong (China) Limited, each of which hold more than 10% deemed interest in the Company. Mr Hoh is considered a non-executive non-independent Director.
3. With reference to item 3(b) above (under the heading "Ordinary Business"), Ms Loo Hwee Fang will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee ("NC"), the Audit and Risk Committee ("ARC"), Remuneration Committee ("RC") and SOS Committee ("SOSC"). Ms Loo is considered an independent Director.  
Key information on Ms Loo is found on page 7 of the Annual Report. Ms Loo has no shareholdings in the Company or any of its related corporations, and has no relationships with the Company, its 10% shareholders or its Directors.
4. With reference to item 4 above (under the heading "Ordinary Business"), Mr Michael Yeo Chee Wee will, upon re-appointment as a Director of the Company, remain as Lead Independent Director, Chairman of the ARC, RC and SOSC, and as a member of the NC. Mr Yeo is considered an independent Director.  
Key information on Mr Michael Yeo Chee Wee is found on page 6 of the Annual Report. Mr Yeo has no shareholdings in the Company or any of its related corporations, and has no relationships with the Company, its 10% shareholders or its Directors.
5. The ordinary resolution set out in item 6 above (under the heading "Special Business"), if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM to issue shares whether by way of rights, bonus or otherwise and/or make or grant Instruments that might require shares to be issued up to and not exceeding 50% of the Company's total number of issued shares, excluding treasury shares, if any, with a limit of 20% of the Company's total number of issued shares excluding treasury shares, if any, for any issue of shares not made on a *pro rata* basis to shareholders. This authority will expire at the next AGM of the Company, unless revoked or varied at a general meeting.
6. The ordinary resolution set out in item 7 above (under the heading "Special Business"), if passed, will empower the Directors to offer and grant options under the SOS and to issue from time to time such number of shares in the capital of the Company pursuant to the exercise of such options under the SOS subject to such limits or sub-limits as prescribed in the SOS.

*Voting restrictions pursuant to Rules 859 and 860 of the Listing Manual of the SGX-ST:*

*Please note that if a shareholder is eligible to participate in the SOS (including a director and/or employee of the Company and its subsidiaries and its designated parent company, Hong Leong Investment Holdings Pte. Ltd. and its subsidiaries), he should abstain from voting at the Meeting in respect of the ordinary resolution set out in item 7 in relation to the SOS, and should not accept nominations as proxies or otherwise for voting at the Meeting, in respect of the aforesaid ordinary resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.*

### Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 156 Cecil Street, #09-01 Far Eastern Bank Building, Singapore 069544, not less than 48 hours before the time appointed for holding the Meeting.