

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-Third Annual General Meeting (the "Meeting") of HL GLOBAL ENTERPRISES LIMITED (the "Company") will be held at Grand Copthorne Waterfront Hotel, Veranda 3, Level 2, 392 Havelock Road, Singapore 169663, on Friday, 29 April 2016 at 10.30 a.m. for the following purposes:

A. Ordinary Business:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December ("FY") 2015 and the Auditor's 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 \$255,000 for FY 2015 (FY 2014: \$236,631).
3. To re-elect the following Directors retiring in accordance with the Company's Constitution and who, being eligible, offer themselves for re-election:
 - (a) Mr Gan Khai Choon
 - (b) Mr Hoh Weng Ming
4. To appoint Mr Michael Yeo Chee Wee who was re-appointed as a Director of the Company at the Company's Fifty-Second Annual General Meeting to hold office until this Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, which provision has since been repealed.
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:
- 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, 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, of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by 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 percentage of issued shares, excluding treasury shares, if any, of the Company shall be based on the total number of issued shares, excluding treasury shares, if any, 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 SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution 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 Annual General Meeting ("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, pursuant to Rule 16.1 of the rules of the HL Global Enterprises Share Option Scheme 2006 (the "SOS"), for the extension of the duration of the SOS for a further period of 10 years from 29 September 2016 to 28 September 2026.
8. That approval be and is hereby given to the Directors to offer and grant options ("Options") over shares of the Company in accordance with the provisions of the SOS and to allot and issue from time to time such number of shares 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 new shares to be issued pursuant to the SOS shall not exceed 15% of the total number of issued shares of the Company from time to time, and provided further that the aggregate number of shares to be issued to certain categories of participants of the SOS collectively and individually 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

Nor Aishah Binte Nasir
Yeo Swee Gim, Joanne
Company Secretaries

Singapore
11 April 2016

Explanatory Notes:

1. With reference to item 2 of the Ordinary Business above, the structure of fees payable to Directors for FY 2015 can be found on page 18 of the Annual Report.
2. Ms Martha Tan Hui Keng, who is retiring at the Meeting pursuant to the Company's Constitution, has notified the Company that she will not be seeking re-election as a Director of the Company at the Meeting. Consequent thereto, Ms Tan will also cease to be the Chairman of the Nominating Committee ("NC") as well as a member of the Audit and Risk Committee ("ARC"), Remuneration Committee ("RC") and SOS Committee ("SOSC").
3. With reference to item 3(a) of the Ordinary Business above, Mr Gan Khai Choon will, upon re-election as a Director of the Company, remain as the Chairman of the Board and the Executive Committee.
Key information on Mr Gan is found on page 6 of the Annual Report. Mr Gan has no shareholdings in the Company or any of its related corporations. He is a non-executive Director of China Yuchai International Limited ("CYI"), and a Director of Grace Star Services Ltd. ("Grace Star") and Constellation Star Holdings Limited ("Constellation"). Each of CYI, Grace Star and Constellation holds more than 10% direct or deemed interest in the Company. Mr Gan is considered a non-executive non-independent Director.
4. Key information on Mr Hoh Weng Ming, who is seeking re-election as a Director of the Company under item 3(b) of the Ordinary Business above, 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 CYI, a Director of HL Technology Systems Pte Ltd and Hong Leong (China) Limited, each of which holds more than 10% deemed interest in the Company. Mr Hoh is considered a non-executive non-independent Director.
5. With reference to item 4 of the Ordinary Business above, Mr Michael Yeo Chee Wee will, upon appointment as a Director of the Company, remain as the Lead Independent Director, Chairman of the ARC, RC and SOSC, and as a member of the NC.
Key information on Mr Yeo 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 related corporations, its 10% shareholders or its Directors that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgment with a view to the best interests of the Company.
6. The Ordinary Resolution set out in item 6 of the Special Business above, if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is previously revoked or varied at a general meeting), to issue shares and/or make or grant Instruments that might require new shares to be issued up to a number not exceeding 50% of the Company's total number of issued shares, excluding treasury shares, if any, of which up to 20% may be issued other than on a *pro rata* basis to shareholders. The aggregate number of shares which may be issued under this Ordinary Resolution will be calculated based on the total number of issued shares, excluding treasury shares, if any, of the Company at the time this Ordinary Resolution is passed, after adjusting for 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 any subsequent bonus issue, consolidation or subdivision of shares.
7. The Ordinary Resolution set out in item 7 of the Special Business above, if passed, will extend the duration of the SOS for a further period of 10 years from 29 September 2016 to 28 September 2026. Please refer to the Appendix to the Notice of the AGM dated 11 April 2016. (*see note below on voting restrictions*)
8. The Ordinary Resolution set out in item 8 of the Special Business above, 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 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. (*see note below on voting restrictions*)
Voting restrictions pursuant to Rules 859 and 860 of the Listing Manual of 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 Resolutions set out in items 7 and 8 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 Resolutions, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolutions.

Meeting Notes:

- (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore ("Companies Act").
2. A proxy need not be a member of the Company.
 3. The form of proxy must be deposited at the office of the Company's Registrars, KCK CorpServe Pte. Ltd. at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721, not less than 48 hours before the time fixed for holding the AGM.
 4. Completion and return of the form of proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under this form of proxy to the Meeting.
 5. Pursuant to Rule 730(A)(2) of the Listing Manual of SGX-ST, all resolutions at the Meeting shall be voted on by way of a poll.
 6. With poll voting, members present in person or represented by proxy at the Meeting will be entitled to vote on a 'one-share, one-vote' basis. The detailed procedures for the poll voting will be explained at the Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable legislation, the Listing Manual of SGX-ST and/or other regulatory guidelines (collectively, the "Purposes");
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Statement Pursuant to Section 64A of the Companies Act

Non-Redeemable Convertible Cumulative Preference Shares ("NCCPS")

Class Meetings: Holders of NCCPS shall be entitled to attend, speak and vote at any class meetings of the holders of the NCCPS. Every holder of a NCCPS who is present in person (or by proxy or attorney or in the case of a corporation, a representative) at such class meetings shall have, on a show of hands, one vote and on a poll, one vote for every NCCPS of which he is the holder.

General Meetings: Holders of NCCPS shall be entitled to attend (in person or by proxy or attorney or in the case of a corporation, a representative) any general meeting of the Company and shall have, on a show of hands, one vote and on a poll, one vote in respect of each NCCPS of which he is the holder if (i) dividends with respect to the NCCPS (or any part thereof) due and payable and accrued is in arrears and has remained unpaid for at least six months; (ii) the resolution in question varies the rights attached to the NCCPS; or (iii) the resolution in question is for the winding up of the Company.

Except as provided above, holders of NCCPS shall not be entitled to attend or vote at general meetings of the Company.