

Issuer & Securities

Issuer/ Manager

HL GLOBAL ENTERPRISES LIMITED

Security

HL GLOBAL ENTERPRISES LIMITED - SG1AI6000003 - AVX

Announcement Details

Announcement Title

Annual General Meeting

Date &Time of Broadcast

02-Apr-2025 07:32:24

Status

New

Announcement Reference

SG250402MEETMEHB

Submitted By (Co./ Ind. Name)

Foo Yang Hym

Designation

Chief Financial Officer/Company Secretary

Financial Year End

31/12/2024

Event Narrative

Narrative Type	Narrative Text
Additional Text	(1) Notice of 62nd Annual General Meeting; and (2) Proxy Form

Event Dates

Meeting Date and Time

25/04/2025 09:30:00

Response Deadline Date

22/04/2025 09:30:00

Event Venue(s)

Place

ANNUAL GENERAL MEETING::VOLUNTARY

Meeting Venue	Copthorne King's Hotel, Marquis and Duke, Level 2, 403 Havelock Road, Singapore 169632
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Attachments

[HLGE AR2024 Notice of AGM.pdf](#)

[HLGE AR2024 Proxy Form.pdf](#)

Total size = 137K MB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Second Annual General Meeting (the “Meeting”) of HL GLOBAL ENTERPRISES LIMITED (the “Company”) will be held at Copthorne King’s Hotel, Marquis and Duke, Level 2, 403 Havelock Road, Singapore 169632 on Friday, 25 April 2025 at 9.30 a.m. for the following purposes:

A. ORDINARY BUSINESS:

- | | | |
|----|--|--|
| 1. | To receive the Directors’ Statement and Audited Financial Statements for the year ended 31 December (“FY”) 2024 and the Auditor’s Report thereon. | Resolution 1 |
| 2. | To approve Directors’ Fees of \$192,000 for FY 2024 (FY 2023: \$194,548). | Resolution 2 |
| 3. | To re-elect the following Directors of the Company (“Directors”) who would be retiring in accordance with the Company’s Constitution and who, being eligible, offer themselves for re-election as Directors:

(a) Mr Goh Kian Chee
(b) Mr Hoh Weng Ming | Resolution 3(a)
Resolution 3(b) |

Key information on the Directors who are proposed to be re-elected can be found under the sections on ‘Board of Directors’ and ‘Additional Information on Directors Seeking Re-election at the 62nd Annual General Meeting’ of the Annual Report 2024.

- | | | |
|----|---|---------------------|
| 4. | To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. | Resolution 4 |
|----|---|---------------------|

B. SPECIAL BUSINESS:

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

- | | | |
|-----|---|---------------------|
| 5. | That authority be and is hereby given to the Directors to: | Resolution 5 |
| (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

NOTICE OF ANNUAL GENERAL MEETING

- (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 is 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 and subsidiary holdings, 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 and subsidiary holdings, 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 shall be based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, 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,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of SGX-ST;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”), 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

NOTICE OF ANNUAL GENERAL MEETING

- (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.

6. 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 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 and subsidiary holdings (as defined in the Listing Manual of SGX-ST), 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.

Resolution 6

BY ORDER OF THE BOARD

Nor Aishah Binte Nasit
Foo Yang Hym
Company Secretaries

Singapore
2 April 2025

Explanatory Notes:

Ordinary Business

1. With reference to Resolution 2, the Directors’ Fees of \$192,000 for FY 2024 will be payable upon approval of the shareholders at the Meeting. The structure of fees payable to Directors for FY 2024 can be found under the section on the ‘Corporate Governance Report’ of the Company’s Annual Report 2024.
2. With reference to Resolution 3(a), Mr Goh Kian Chee will, upon re-election as a Director, remain as the Lead Independent Director, the Chairman of the Audit and Risk Committee and Remuneration Committee, and a member of the Executive Committee (“Exco”), Nominating Committee and SOS Committee. Mr Goh is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.
3. With reference to Resolution 3(b), Mr Hoh Weng Ming will, upon re-election as a Director, remain as a member of the Exco.

NOTICE OF ANNUAL GENERAL MEETING

Special Business

4. Resolution 5, if passed, will empower the Directors from the date of the Meeting until the next AGM (unless such authority is revoked or varied at a general meeting) to issue Shares and/or make or grant Instruments that might require Shares to be issued up to a number not exceeding 50% of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company, 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 and subsidiary holdings, of the Company at the time that 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.
5. Resolution 6, if passed, will empower the Directors to offer and grant options in accordance with 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 a shareholder who 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), should abstain from voting at the Meeting in respect of the Resolution 6 in relation to the SOS, and accordingly should not accept nominations as proxies or otherwise for voting at the Meeting, in respect of the aforesaid resolution, unless specific instructions have been given in the proxy form on how the vote is to be cast for the aforesaid resolution.

Meeting Notes:

Format of Meeting

1. The Meeting will be held in a wholly physical format and **there will be no option for shareholders to participate virtually**. Shareholders, including CPF and SRS investors who hold the Company's Shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote by attending the Meeting in person.

Attendees are required to bring along their NRIC/passport so as to enable the Company to verify their identities.

Printed copies of this Notice and the accompanying proxy form are sent by post to members. These documents will also be published on the Company's website at the URL <http://www.hlge.com.sg/index.php/62nd-annual-general-meeting> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. All resolutions at the Meeting shall be voted on by way of a poll. 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.

NOTICE OF ANNUAL GENERAL MEETING

Access to Documents

3. The Annual Report 2024 is available on the Company's website at the URL <http://www.hlge.com.sg/index.php/62nd-annual-general-meeting> and may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Shareholders may request for a printed copy of the Annual Report 2024 in the following manner:

- (a) by completing and returning the Request Form which is sent to them by post; or
- (b) by completing and submitting the Request Form *via* email at hlglobal@hlge.com.sg,

in either case, by 5.00 p.m. on 14 April 2025.

Submission of Questions

4. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Meeting, in advance of the Meeting, in the following manner:

- (a) *via* email to the Company's Investor Relations at hlglobal@hlge.com.sg; or
- (b) by post to the Company's Investor Relations at 10 Anson Road, #19-08 International Plaza, Singapore 079903.

When submitting questions, shareholders should provide the following details: (a) full name as it appears in the CDP/CPF/SRS/scrip share records; (b) address; (c) number of Shares held in the Company; and (d) the manner in which the Shares are held in the Company (e.g., *via* CDP, CPF, SRS and/or scrip based), for verification purposes. All questions submitted in advance must be received by 5.00 p.m. on 10 April 2025.

5. The Company will address substantial and relevant questions received from shareholders by the 10 April 2025 deadline by publishing its responses to such questions on the Company's website at the URL <http://www.hlge.com.sg/index.php/62nd-annual-general-meeting> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies).

Appointment of Proxy(ies)

6. (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 proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (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 proxy form appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

7. A proxy need not be a member of the Company.
8. Completion and return of the instrument appointing a proxy(ies) shall not preclude a member from attending, speaking 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 proxy form to the Meeting.
9. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to the voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

10. The duly completed instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (i) if submitted personally or by post, be deposited at the Company's registered office at 10 Anson Road, #19-08 International Plaza, Singapore 079903; or
 - (ii) if submitted electronically, *via* email to the Company at hlglobal@hlge.com.sg,
- in either case, by 9.30 a.m. on 22 April 2025, being 72 hours before the time for holding the Meeting.
11. A member who wishes to submit an instrument appointing a proxy(ies) personally, by post or *via* email can either use the printed copy of the instrument appointing a proxy(ies), which is sent to him/her/it by post, or download a copy of the instrument appointing a proxy(ies) from the Company's website or the SGX website, and complete and sign the copy, before submitting it personally or by post to the address provided above, or before scanning and sending it by email to the email address provided above.

CPF/SRS Investors

12. CPF or SRS investors:
- (a) may attend and vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 April 2025.

Personal data privacy:

By submitting a form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, or submitting any question prior to the Meeting in accordance with this Notice, 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 processing, administration and analysis by the Company (or its agents or service providers) of the proxy(ies) and/or representative(s) appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy 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 laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (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 to provide the Company with written evidence of such prior consent upon reasonable request.

HL GLOBAL ENTERPRISES LIMITED

Co. Reg. No. 196100131N
(Incorporated in the Republic of Singapore)

PROXY FORM

for 62nd Annual General Meeting

IMPORTANT:

- The Meeting will be held in a wholly physical format and **there will be no option for shareholders to participate virtually**. Printed copies of the Notice of Meeting and this Proxy Form are sent by post to members. These documents will also be published on the Company's website at the URL <http://www.hlge.com.sg/index.php/62nd-annual-general-meeting> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- Relevant intermediaries (as defined in Section 181 of the Companies Act 1967) may appoint more than two proxies to attend, speak and vote at the Meeting.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold shares through their CPF/SRS funds. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Meeting dated 2 April 2025.

I/We, (name) _____ with NRIC/Passport/Co. Reg. No.: _____

of (address) _____

being a member/members of HL GLOBAL ENTERPRISES LIMITED (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as my/our proxy/proxies, to attend, speak and vote for me/us on my/our behalf at the Sixty-Second Annual General Meeting of the Company (the "Meeting") to be held at Copthorne King's Hotel, Marquis and Duke, Level 2, 403 Havelock Road, Singapore 169632 on Friday, 25 April 2025 at 9.30 a.m., and at any adjournment thereof in the following manner as specified below.

NOTE: Voting on all resolutions will be conducted by poll. If you wish to exercise 100% of your votes **For** or **Against** a resolution, please tick with "✓" in the corresponding box against that resolution. If you wish to split your votes, please indicate the number of votes **For** and/or **Against** that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with "✓" in the **Abstain** box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the **Abstain** box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the below resolutions if no voting instruction is specified, and on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions	For	Against	Abstain
A.	ORDINARY BUSINESS:			
1.	Receipt of the Directors' Statement, Audited Financial Statements and the Auditor's Report thereon			
2.	Approval of Directors' Fees			
3.	Re-election of Directors: (a) Mr Goh Kian Chee			
	(b) Mr Hoh Weng Ming			
4.	Re-appointment of Ernst & Young LLP as Auditor			
B.	SPECIAL BUSINESS:			
5.	Authority for Directors to issue shares and/or make or grant offers, agreements or options pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of Singapore Exchange Securities Trading Limited			
6.	Authority for Directors to offer and grant options and to issue shares in accordance with the provisions of the HL Global Enterprises Share Option Scheme 2006			

Dated this _____ day of _____ 2025

Total No. of Shares Held

Contact Number/Email Address of Member(s)

Signature(s) or Common Seal of Member(s)

NOTES: SEE OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by you.
2.
 - (a) 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 proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
 - (b) 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 proxy form appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company.
4. CPF or SRS investors:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 April 2025.
5. The duly completed instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be deposited at the Company's registered office at 10 Anson Road, #19-08 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, *via* email to the Company at hlglobal@hlge.com.sg,

in either case, by 9.30 a.m. on 22 April 2025, being 72 hours before the time for holding the Meeting.

The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

6. The instrument appointing a proxy(ies) must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed by a director or an officer or an attorney duly authorised.
7. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent the member from attending, speaking and voting at the Meeting if the member so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any proxy(ies) appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
8. The Company shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Fold Here

**62nd AGM
PROXY FORM**

Affix
Postage
Stamp

HL GLOBAL ENTERPRISES LIMITED
10 Anson Road
#19-08 International Plaza
Singapore 079903

Fold Here