

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (635998-W) (“Bursa Securities”) has not perused this Statement prior to its issuance as it is an exempt Statement pursuant to Practice Note 18 of the Bursa Securities Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this Statement.



HIL INDUSTRIES BERHAD

Registration No: 196901000472 (8812-M)
(Incorporated in Malaysia)

SHARE BUY BACK STATEMENT

IN RELATION TO THE

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY

TO PURCHASE ITS OWN SHARES

The Notice of the Fifty-Third Annual General Meeting (“53rd AGM”) of HIL Industries Berhad which will be held at Bukit Kemuning Golf & Country Resort, Lot 6031, Batu 7, Bukit Kemuning, 42450 Shah Alam, Selangor Darul Ehsan on 22nd June 2023, at 11.00 a.m., together with the Form of Proxy are set out in HIB’s Annual Report for the financial year ended 31st December 2022 and available on the Company’s website. Shareholders are advised to refer to the Notice of Annual General Meeting and the Form of Proxy.

The Form of Proxy must be lodged at the Company’s Share Registrar’s office not later than 48 hours before the time fixed for the Meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

This Statement is dated 28th April 2023

DEFINITIONS

Except when the context otherwise requires, the following abbreviations shall apply throughout this document and the accompanying appendices:-

“Act”	:	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force
“AGM”	:	Annual General Meeting
“Board”	:	The Board of Directors of HIB
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time
“Director(s)”	:	Director(s) of HIB and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
“EPS”	:	Earnings per share
“HIB” or the “Company”	:	HIL Industries Berhad (196901000472 [8812-M])
“HIB Group” or the “Group”	:	HIB and its subsidiaries
“HIB Share(s)” or “Share(s)”	:	Ordinary share(s) in HIB
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
“NA”	:	Net Assets
“Purchased Shares”	:	Share(s) purchased pursuant to the Proposed Share Buy-Back
“Proposal” or “Proposed Share Buy-Back” or “Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of authority for the purchase by the Company of its own shares up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company
“RM” and “sen”	:	Ringgit Malaysia and sen respectively

Words denoting the singular number only shall include the plural and vice versa and words denoting the masculine gender only shall include the feminine and neuter genders and vice versa

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HIL INDUSTRIES BERHAD

Registration No: 196901000472 (8812-M)
(Incorporated in Malaysia)

Registered Office:

Lot 3,
Jalan Lada Sulah 16/11,
Section 16,
40000 Shah Alam,
Selangor Darul Ehsan
28th April 2023

Board of Directors

Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock (*Executive Chairman*)

Dato' Milton Norman Ng Kwee Leong (*Managing Director*)

Steven Junior Ng Kwee Leng (*Executive Director*)

Malcolm Jeremy Ng Kwee Seng (*Executive Director*)

Dato' Ir. Hashim Bin Osman (*Independent Director*)

Ooi Hun Yong (*Independent Director*)

Norazkha Binti Dahlan (*Independent Director*)

Tong Sook Yee (*Independent Director*)

To: The Shareholders of HIL Industries Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1 INTRODUCTION

The shareholders of the Company had at the Company's 52nd AGM held on 28rd June 2022, granted approval the renewal of the authorisation for the Company to purchase up to ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company. The said authorisation shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 53rd AGM of the Company.

On 13th April 2023, HIB announced its intention to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be convened.

The purpose of this statement is to provide you with the relevant information on the Proposal as per the Ordinary Resolution to be tabled at the forthcoming AGM of the Company. The Notice of AGM together with the Form of Proxy is attached with this Statement.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS AND APPENDIX OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK AT THE FORTHCOMING AGM.

2 INFORMATION ON THE PROPOSED SHARE BUY-BACK

2.1 Details

The Board is proposing to seek the shareholders' approval for the renewal of authority for the Company to purchase up to ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company, subject to compliance with Section 127 of the Act, as amended from time to time, and any prevailing laws, rules, regulations, orders, guidelines and other requirements issued by the relevant authorities. As at the date of this statement, the Company has bought back 2,096,800 shares from the open market.

The total number of the issued shares in the ordinary share capital of the Company as at 31st March 2023, is RM167,018,806 comprising 334,037,612 HIB Shares (inclusive of 2,096,800 treasury shares). A maximum of 33,403,761 HIB Shares may be purchased by the Company under the Proposed Renewal of Share Buy-Back Authority. As such, the balance that can be purchased as at to date is 31,306,961.

The approval from the shareholders for the Proposal would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM and shall be valid until:

- (i) the conclusion of the next AGM of the Company at which time the Proposed Renewal of Share Buy-Back Authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

Whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority will be effected through HIB's appointed stockbrokers.

The shareholders' approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own shares on Bursa Securities. Rather, the Proposal will allow the Board to exercise the power of the Company to purchase its own ordinary shares at any time within the abovementioned time period using the internal funds of the Company and/or external borrowings.

2.2 Source of Funds

The funding for the Proposed Share Buy-Back will be through the internal generated funds of the Group and/or external borrowings. The amount of internal funds and/or external borrowings to be utilised will only be determined later depending on amongst others, the available internally generated funds, actual number of HIB Shares to be purchased and/or held and other relevant cost factors. The actual number of HIB Shares to be purchased and/or held will depend on amongst others, the market conditions and sentiments of Bursa Securities as well as the availability of the retained profits reserves and financial resources to the Company. In the event the Proposed Share Buy-Back is to be financed by bank borrowings, the Board would ensure that the Company has the capability of repaying such borrowings and such repayment will not have a material effect on the cashflow of the HIB Group.

The Listing Requirements stipulate that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits account of the Company. The Board proposes to allocate a maximum amount not exceeding the aggregate of the retained profits of the Company for the Proposed Share Buy-Back, subject to compliance with Section 127 of the Act, as amended from time to time, and any prevailing laws, rules, regulations, orders, guidelines and other requirements issued by the relevant authorities at the time of the purchase. As at 31 December 2022, the audited retained profits account of the Company amounted to RM86.870 million.

The Purchased Shares may be cancelled or retained as treasury shares or a combination of both. Upon each purchase of the Shares, an immediate announcement will be made to Bursa Securities in respect of the Directors' decision on the treatment of the Purchased Shares. The Purchased Shares held as treasury shares, may either be cancelled, distributed as share dividends or resold by the Company on Bursa Securities, or a combination of the above, depending on the availability of, among others, the retained profits of the Company. The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits account of the Company.

While the Purchased Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in any other distribution or otherwise are suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares for any purpose including substantial shareholding, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.3 Pricing

HIB shall only purchase its own ordinary shares at a price, which is not more than fifteen per centum (15%) above the weighted average market price for the five (5) market days immediately preceding the date of the purchase(s). The Company may only resell the Purchased Shares held as treasury shares:

- (i) at a price which is not less than the weighted average market price of HIB Shares for the five (5) market days immediately prior to the resale; or
- (ii) a discounted price of not more than five per centum (5%) to the weighted average market price of HIB Shares for five (5) market days immediately prior to the resale provided that :-
 - (a) the resale takes place no earlier than 30 days from the date of purchase; and
 - (b) the resale price is not less than the cost of purchase of HIB Shares being resold.

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3 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the Company to utilise its financial resources not immediately required for use, to purchase its own shares which may have a positive impact on the market price of HIB Shares and has the following potential advantages for the Company and its shareholders:-

- (a) the Company may be able to stabilise the supply and demand of HIB Shares traded on Bursa Securities and thereby support its fundamental value;
- (b) to allow the Company the flexibility in achieving the desired capital structure, in terms of the debt and equity composition, and the size of equity;
- (c) if the HIB Shares purchased by the Company are cancelled, shareholders are likely to enjoy and increase in the value of their investment in the Company due to the increase in its EPS as a result of the reduction in its total number of issued shares in the ordinary share capital; and
- (d) if the HIB Shares bought back are kept as treasury shares, it will give the Directors an option to sell the HIB Shares so purchased at a higher price and therefore make a gain for the Company. Alternatively, the HIB Shares so purchased can be distributed to shareholders as dividends and serve as a reward to the shareholders of the Company.

4 POTENTIAL ADVANTAGES AND DISADVANTAGES FOR THE PROPOSED SHARE BUY-BACK

The potential advantages of the Proposed Share Buy-Back to HIB and its shareholders are as follows:-

- (a) allows the Company to take preventive measures against speculation particularly when its shares are deemed to be undervalued which would in turn stabilise the market price of HIB Shares and hence, enhance investors' confidence;
- (b) allows the Company flexibility in achieving the desired capital structure, in terms of the debt and equity composition and the size of equity; and
- (c) if Treasury Shares are distributed as dividends by the Company, it may then serve to reward shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (a) the Proposed Share Buy-Back will reduce the financial resources of HIB and may result in HIB forgoing better investment opportunities that may emerge in the future; and
- (b) as the Proposed Share Buy-Back can only be made out of retained profits accounts of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

The Proposed Share Buy-Back, if implemented, will reduce the financial resources of HIB, but since the amount is not substantial, will not affect the furtherance of HIB's business or payment of dividends by the Company. Nevertheless, the Board will be mindful of the interests of HIB and its shareholders when exercising the Proposed Share Buy-Back. Thus, the Proposed Share Buy-Back is not expected to have any material disadvantage to the Company and its shareholders.

5 EFFECTS OF THE PROPOSED SHARE BUY-BACK

Assuming that the Proposed Share Buy-Back is carried out in full, the effects of the Proposed Share Buy-Back on the share capital, net assets, working capital, EPS, dividends, shareholdings of Directors and substantial shareholders of HIB are set out below:-

5.1 Share Capital

For illustration purposes only, this scenario shows the movement in the total number of issued shares in the ordinary share capital as at 31st March 2023 on the basis that all the HIB Shares so purchased are cancelled.

	No. of HIB Shares
Existing share capital as at 31 st March 2023	334,037,612*
Maximum number of HIB Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back	(33,403,761)
Resultant share capital after cancellation of HIB Shares purchased under the Proposed Share Buy-Back	<u>300,633,851</u>

**Including 2,096,800 shares bought and retained as treasury shares*

However, in the event that all purchased HIB Shares are retained as treasury shares, the Proposed Share Buy-Back will not have any effect on the total number of issued shares in the ordinary share capital of the Company.

5.2 Net Assets

The effect of the Proposed Share Buy-Back on the NA per share of HIB will depend on the purchase prices of the HIB Shares and the effective funding cost or any loss in interest income to the Company.

If all the HIB Shares purchased were cancelled, the Proposed Share Buy-Back would reduce the NA per share of HIB when the purchase price exceeds the NA per share at the relevant point of time. Conversely, the NA per share would be increased when the purchase price is less than the NA per share at the relevant point of time.

For HIB Shares purchased which are retained as treasury shares, upon their resale, the NA per HIB Share will increase assuming that a gain has been realised. The quantum of the increase in NA per HIB Share will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

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5.3 Working Capital and Cash Flow

The Proposed Share Buy-Back will result in an outflow of cash and thereby reduce the working capital and cash flow of the Company, the quantum of which is dependent on the purchase prices of the Company's shares and the number of Company's shares repurchased and the funding cost, if any. Nevertheless, the Board will be mindful of the interests of the Company and its shareholders in undertaking the Proposed Share Buy-Back and will assess the working capital and cash flow needs of the Company prior to any repurchase of the Company's shares. In the event the Company purchases its own shares using external borrowings, the Company will ensure that it has sufficient funds to repay the external borrowings.

For HIB Shares purchased which are held as treasury shares, upon their resale, the working capital and cash flow of the Company will increase. The quantum of the increase in working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.4 Earnings Per Share

The effect of the Proposed Share Buy-Back on the EPS of the Company is dependent on the actual number of the Company's shares bought back, the purchase prices of the Company's shares and the effective cost of funding or any loss in interest income to the Company thereof. Assuming that the Company's shares purchased are retained as treasury shares and resold, the effects on the earnings of the Company will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

If the HIB Shares so purchased are cancelled, the Proposed Share Buy-Back will increase the EPS of the Company provided the income foregone and/or interest expense incurred on the HIB Shares purchased is less than the EPS before the share buy-back.

5.5 Dividends

The Proposed Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends, if any, to shareholders of the Company. The Proposed Share Buy-Back may reduce the amount of distributable reserves and cash available for payment of dividends in the immediate future. However, as stated in Section 3 (d) above, the treasury shares purchased may be distributed as dividends to shareholders of the Company, if the Company so decides.

6 PUBLIC SHAREHOLDING SPREAD

The public shareholding spread of the Company based on the Record of Depositors as at 31st March 2023 is approximately 25.09% of its share capital (excluding treasury shares).

For illustration purposes, if the Company acquires the maximum amount of 33,403,761 HIB Shares representing 10% of the total number of issued shares in the ordinary share capital, and assuming the purchases will not reduce the number of HIB Shares currently held by the Directors, the substantial shareholders or associates of the Directors and/or substantial shareholders, the public shareholding spread of the Company as at 31st March 2023 is expected to be approximately 17.28% of its total number of issued shares in the ordinary share capital. The Board is mindful of the public shareholding spread requirement of at least 25% and will continue to be mindful of the requirement when making any purchase of HIB Shares pursuant to the Proposed Share Buy-Back.

7 SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' INTEREST

7.1 Substantial Shareholders' Interests

The proforma effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders of HIB based on the Register of Substantial Shareholders as at 31st March 2023 is set out below:-

Name	Existing as at 31 st March 2023				Proforma 1			
	Number of HIB Shares Held				Number of HIB Shares Held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dalta Industries Sdn. Bhd.	166,908,742	50.28	115,464 ⁽¹⁾	0.03	166,908,742	55.52	115,464 ⁽¹⁾	0.04
Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock	15,069,479	4.54	233,577,745 ⁽²⁾	70.37	15,069,479	5.01	233,577,745 ⁽²⁾	77.70
Puan Sri Datin Catherine Yeoh Eng Neo	2,121,280	0.64	246,525,944 ⁽³⁾	74.27	2,121,280	0.71	246,525,944 ⁽³⁾	82.00
Dato' Ambrose Leonard Ng Kwee Heng	4,264,080	1.28	217,580,065 ⁽⁴⁾	65.55	4,264,080	1.42	217,580,065 ⁽⁴⁾	72.37
Dato' Milton Norman Ng Kwee Leong	13,262,559	4.00	217,580,065 ⁽⁴⁾	65.55	13,262,559	4.41	217,580,065 ⁽⁴⁾	72.37
Steven Junior Ng Kwee Leng	7,249,800	2.18	217,580,065 ⁽⁴⁾	65.55	7,249,800	2.41	217,580,065 ⁽⁴⁾	72.37
Malcolm Jeremy Ng Kwee Seng	6,290,720	1.90	217,580,065 ⁽⁴⁾	65.55	6,290,720	2.09	217,580,065 ⁽⁴⁾	72.37
Fame Alliance Sdn. Bhd.	33,365,100	10.05	-	-	33,365,100	11.10	-	-

Notes:-

Proforma 1 Assuming purchase of 33,403,761 HIB Shares representing 10% of the total number of issued shares in the ordinary share capital of HIB of 334,037,612 HIB Shares as at 31 March 2023 and that the HIB Shares so purchased are all cancelled

- (1) Deemed interested by virtue of its majority shareholdings in Amverton Berhad.
- (2) Deemed interested by virtue of his substantial shareholdings in Dalta Industries Sdn. Bhd., shareholding of his spouse, Puan Sri Datin Catherine Yeoh Eng Neo and sons, Dato' Ambrose Leonard Ng Kwee Heng, Dato' Milton Norman Ng Kwee Leong, Steven Junior Ng Kwee Leng and Malcolm Jeremy Ng Kwee Seng.
- (3) Deemed interested by virtue of her substantial shareholdings in Dalta Industries Sdn. Bhd., shareholding of her spouse, Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock and sons, Dato' Ambrose Leonard Ng Kwee Heng, Dato' Milton Norman Ng Kwee Leong, Steven Junior Ng Kwee Leng and Malcolm Jeremy Ng Kwee Seng.
- (4) Deemed interested by virtue of his parents', Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock and Puan Sri Datin Yeoh Eng Neo, direct shareholdings in HIB and substantial shareholdings in Dalta Industries Sdn. Bhd.

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7.2 Directors' Interests

The proforma effects of the Proposed Share Buy-Back on the shareholdings of the Directors based on the Register of Directors' Shareholdings as at 31st March 2023 is set out below:-

Directors	Existing as at 31 st March 2023				Proforma 1			
	Number of HIB Shares Held				Number of HIB Shares Held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock	15,069,479	4.54	233,577,745 ⁽¹⁾	70.37	15,069,479	5.01	233,577,745 ⁽¹⁾	77.70
Dato' Milton Norman Ng Kwee Leong	13,262,559	4.00	217,580,065 ⁽²⁾	65.55	13,262,559	4.41	217,580,065 ⁽²⁾	72.37
Steven Junior Ng Kwee Leng	7,249,800	2.18	217,580,065 ⁽²⁾	65.55	7,249,800	2.41	217,580,065 ⁽²⁾	72.37
Malcolm Jeremy Ng Kwee Seng	6,290,720	1.90	217,580,065 ⁽²⁾	65.55	6,290,720	2.09	217,580,065 ⁽²⁾	72.37
Dato' Hashim Bin Osman	-	-	-	-	-	-	-	-
Ooi Hun Yong	-	-	-	-	-	-	-	-
Norazkha Binti Dahlan	-	-	-	-	-	-	-	-
Tong Sook Yee	-	-	-	-	-	-	-	-

Notes:-

Proforma 1 Assuming purchase of 33,403,761 HIB Shares representing 10% of the total number of issued shares in the ordinary share capital of HIB of 334,037,612 HIB Shares as at 31st March 2023 and that the HIB Shares so purchased are all cancelled

- (1) Deemed interested by virtue of his substantial shareholdings in Dalta Industries Sdn. Bhd., shareholding of his spouse, Puan Sri Datin Yeoh Eng Neo and sons, Dato' Ambrose Leonard Ng Kwee Heng, Dato' Milton Norman Ng Kwee Leong, Steven Junior Ng Kwee Leng and Malcolm Jeremy Ng Kwee Seng.
- (2) Deemed interested by virtue of his parents', Tan Sri Dato' Ir. Ng Boon Thong @ Ng Thian Hock and Puan Sri Datin Yeoh Eng Neo, direct shareholdings in HIB and substantial shareholdings in Dalta Industries Sdn. Bhd.

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8 PURCHASES, RESALE AND CANCELLATION OF HIB SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase, resale or cancellation of its own shares in the twelve (12) months preceding the date of this document.

9 HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Hil Shares as traded in Bursa Securities for the past twelve (12) months from April 2022 to March 2023 are as follows:

Month/Year	High (RM)	Low (RM)
April 2022	1.01	0.94
May 2022	1.00	0.90
June 2022	0.99	0.86
July 2022	0.99	0.90
August 2022	1.04	0.90
September 2022	1.03	0.82
October 2022	1.07	0.86
November 2022	1.15	0.99
December 2022	1.15	0.99
January 2023	1.07	0.99
February 2023	1.02	0.95
March 2023	1.02	0.93

(source, <https://finance.yahoo.com/quote/8443.KL/history?p=8443.KL>)

10 IMPLICATION RELATING TO THE MALAYSIAN CODE ON TAKE-OVER AND MERGERS 2016

As at 31st March 2023, Dalta Industries Sdn. Bhd. and connected persons hold approximately 74.91% of the total number of issued shares in the ordinary share capital of the Company. Based on the total number of issued shares in the ordinary share capital of HIB of 334,037,612 HIB Shares as at 31st March 2023 and assuming the Proposed Share Buy-Back is carried out in full and that all the HIB Shares purchased are cancelled, the shareholding of Dalta Industries Sdn. Bhd. and connected persons in HIB will increase to approximately 82.71%.

As Dalta Industries Sdn. Bhd. and connected persons already hold more than fifty per cent (50%) of the voting shares of the Company, any further increase in their shareholding arising from the Proposed Share Buy-Back will not, under the Code, give rise to an obligation to undertake a mandatory general offer for the remaining shares of the Company not already owned by the said persons. Accordingly, there will not be any implication relating to the Code arising from the Proposed Share Buy-Back.

11 APPROVALS REQUIRED FOR THE PROPOSED SHARE BUY-BACK

The Proposed Renewal of Share Buy-Back is subject to the approval of the shareholders of HIB at the forthcoming 53rd AGM.

12 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS INTERESTS

Save for the consequential change in the percentage of shareholdings and/or voting rights of the shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors, substantial shareholders of HIB and/or persons connected with them have any interests, direct or indirect, in the Proposed Share Buy-Back.

13 DIRECTORS' RECOMMENDATION

The Board having taken into consideration the rationale for the Proposed Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the Ordinary Resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 53rd AGM.

14 AGM

The ordinary resolution on the Proposed Share Buy-Back will be tabled at HIB's forthcoming 53rd AGM, which will be held on 22nd June 2023, at 11.00 a.m. at Bukit Kemuning Golf & Country Resort, Lot 6031, Batu 7, Bukit Kemuning, 42450 Shah Alam, Selangor Darul Ehsan. The said resolution is set out in this document.

If you are unable to attend the AGM in person, please complete the Proxy Form and deposit it at the Company's Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Proxy Form can be dropped at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, so as to arrive not later than forty-eight (48) hours before the time for convening the forthcoming AGM.

15 FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

This statement is dated 28th April 2023.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Statement misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Lot 3, Jalan Lada Sulah 16/11, Section 16, 40000 Shah Alam, Selangor Darul Ehsan from Mondays to Fridays (except public holidays) during normal business hours for a period commencing from the date of this document up to and including the date of the forthcoming AGM:

- (i) The Constitution of the Company; and
- (ii) The audited financial statements of HIB for the past two (2) financial years ended 31 December 2021 and 31 December 2022.

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