



HIL INDUSTRIES BERHAD

(Company No. 8812-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Hil Industries Berhad (“HIL” or “Company”) will be held at Bukit Kemuning Golf & Country Resort, Lot 6031, Batu 7, Bukit Kemuning, 42450 Shah Alam, Selangor Darul Ehsan on Wednesday, 3 January 2018 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

As Ordinary Resolution 1

PROPOSED ACQUISITION BY AMJ CONSTRUCTION SDN BHD (“AMJC”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HIL INDUSTRIES BERHAD, OF 99% EQUITY INTEREST IN A&M CONCRETE PRODUCTS SDN BHD FROM STEVEN JUNIOR NG KWEE LENG AND MALCOLM JEREMY NG KWEE SENG FOR A TOTAL PURCHASE CONSIDERATION OF RM22,000,000 (“PROPOSED ACQUISITION OF A&M CONCRETE”)

“**THAT** subject to approvals from the relevant authorities, approval be and is hereby given to AMJC to acquire 99% equity interest in A&M Concrete Products Sdn Bhd (582177-P), a company incorporated in Malaysia, from Steven Junior Ng Kwee Leng and Malcolm Jeremy Ng Kwee Seng (collectively, “**A&M Concrete Vendors**”) for a total purchase consideration of RM22,000,000 to be satisfied by either cash amounting to RM22,000,000 or a combination of cash amounting to RM6,600,000 and properties equivalent to the balance purchase price of RM15,400,000, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 16 January 2017 entered into between AMJC and A&M Concrete Vendors;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition of A&M Concrete with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of A&M Concrete.”

As Ordinary Resolution 2

PROPOSED ACQUISITION BY AMJC OF THE ENTIRE EQUITY INTEREST IN SHOW PIECE SDN BHD, WHICH IN TURN HOLDS 100% EQUITY INTEREST IN INNOCENTRAL SDN BHD, FROM TAN SRI DATO’ NG BOON THONG @ NG THIAN HOCK AND DATO’ MILTON NORMAN NG KWEE LEONG FOR A TOTAL PURCHASE CONSIDERATION OF RM49,000,000 (“PROPOSED ACQUISITION OF SHOW PIECE”)

“**THAT** subject to approvals from the relevant authorities, approval be and is hereby given to AMJC to acquire the entire equity interest in Show Piece Sdn Bhd (307801-M), a company incorporated in Malaysia, which in turn holds 100% equity interest in Innocentral Sdn Bhd (447377-M), a company incorporated in Malaysia, from Tan Sri Dato’ Ng Boon Thong @ Ng Thian Hock and Dato’ Milton Norman Ng Kwee Leong (collectively, “**Show Piece Vendors**”) for a total purchase consideration of RM49,000,000 to be satisfied by either cash amounting to RM49,000,000 or a combination of cash amounting to RM24,500,000 and properties equivalent to the balance purchase price of RM24,500,000, subject to and upon such terms and conditions as set out in the conditional share sale agreement dated 16 January 2017 entered into between AMJC and Show Piece Vendors;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition of Show Piece with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of Show Piece.”

BY ORDER OF THE BOARD

CHEAM TAU CHERN (MIA 18593)

TEOH YAR LEY (MIA 29224)

Joint Company Secretaries

Selangor Darul Ehsan

18 December 2017

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hands of its attorney.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. 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.
5. The instrument appointing the proxy must be deposited at the Registered Office of the Company at Lot 3, Jalan Lada Sulah 16/11, Section 16, 40000 Shah Alam, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors as at 27 December 2017 will be entitled to attend and vote at the meeting.
7. Any alteration made on this form should be initialled by the person who signs it.