THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of Part A of this Circular/Statement on the Proposed Renewal of Existing Shareholders' Mandate (as defined in this Circular/Statement) and Part B of this statement on the Proposed Renewal of Share Buy-Back Authority (as defined in this Circular/Statement prior to issuance of this Circular/Statement as it prescribed as Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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

Shareholders should rely on their own evaluation to access the merits and risks of the proposals as set out herein.

HLT GLOBAL BERHAD

[Registration No.: 201501038003 (1163324-H)]
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASES ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES

(COLLECTIVELY, THE "PROPOSALS")

The resolutions in respect of the Proposals will be tabled as Special Businesses at the Eighth Annual General Meeting ("**8th AGM**") of HLT Global Berhad ("**HLT**" or "**the Company**"). The Notice of the 8th AGM together with the Form of Proxy are set out in the 2022 Annual Report of the Company which are available at the Company's website at www.hltglobal.com.my.

Date and time of the 8th AGM	:	Monday, 12 June 2023 at 10:30 a.m. or at any adjournment thereof
Venue of the 8th AGM	:	Langkawi Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur
Last date and time for lodging the Proxy Form	:	Saturday, 10 June 2023 at 10:30 a.m.

As a shareholder, you are entitled to appoint a proxy or proxies to attend, participate, speak and vote on your behalf. The Proxy Form must be completed and deposited at the office of our Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the 8th AGM or any adjournment thereof. The lodging of the Proxy Form for the 8th AGM will not preclude you from attending and voting in person at the 8th AGM should you subsequently decide to do so.

This Circular/Statement is dated 28 April 2023

DEFINITIONS

In this Circular/Statement, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

"Act"	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"ARMC"	:	Audit and Risk Management Committee of HLT
"Board"	:	The Board of Directors of HLT
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular/Statement"	:	This circular/statement dated 28 April 2023 to the shareholders of the Company in relation to the Proposals
"Code"	:	Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisition, including any amendment that may be made from time to time
"Director(s)"	:	A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
"EPS"	:	Earnings per Share
"FYE"	:	Financial year ended/ending 31 December
"G4U"	:	G4U & Associates Sdn. Bhd. [Registration No. 202201006122 (1451819-U)]
"HLA"	:	HL Advance Technologies (M) Sdn. Bhd. [Registration No. 200601023719 (743473-W)], a wholly-owned subsidiary of HLT
"HLRI"	:	HL Rubber Industries Sdn. Bhd. [Registration No. 200301018768 (621188-H)], a wholly-owned subsidiary of HLT
"HLT" or "the Company"	:	HLT Global Berhad [Registration No. 201501038003 (1163324-H)]
"HLT Group" or "the Group"	:	HLT and its subsidiaries, collectively
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	31 March 2023, being the latest practicable date prior to the printing of this Circular/Statement
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

This includes any person who is or was within the preceding 6 months of the date on which the terms of the RRPTs were agreed upon, a major shareholder of HLT as defined above or any other company which is a subsidiary or holding company of HLT.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.

"Mandate Period" : The period during which the RRPTs are to be entered into for which the Proposed Shareholders' Mandate is being sought. This period shall commence immediately upon the passing of the ordinary resolution for the Proposed Shareholders' Mandate during the forthcoming AGM until:

(a) The conclusion of the next AGM in year 2024, unless the authority is renewed by a resolution passed at the next AGM in year 2024;

(b) The expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) Revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is earlier.

"Megabio" : Megabio Energy Sdn Bhd [Registration No.: 201401020015(1096101-W)]

"NA" : Net assets

"Person(s) Connected" : In relation to a Director or a Major Shareholder (collectively referred to as the "**said Person**"), means such person who falls under any one of the following categories:-

(a) A family member of the said Person, which means such person who falls within any one of the following categories:-

(i) spouse;

(ii) parent;

(iii) child including an adopted child and step-child;

(iv) brother or sister; and

(v) spouse of the person referred to in items (iii) and (iv) above

(b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;

(c) A partner of the said Person, which means such person who falls within any one of the following categories:-

(i) a person with whom the said Person, is in or proposes to enter into partnership with. "Partnership" for this purpose refers to a "partnership" as defined in Section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or

(ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.

(d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;

(e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;

(f) A body corporate in which the said Person, or person connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or

(g) A body corporate which is a related corporation of the said Person.

"Proposals"		Collectively, the Proposed Renewal of Shareholders' Mandate and Proposed Renewal of Share Buy-Back Authority
"Proposed Renewal of Shareholders' Mandate"	:	Proposed renewal of existing shareholders' mandate for HLT Group to enter into Recurrent Related Party Transactions
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of the authority for HLT to purchase its own shares of up to 10% of its total number of issued shares
"Purchased Share(s)"	:	HLT Share(s) purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
"Related Party(ies)"	:	Directors(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
"RM"	:	Ringgit Malaysia and sen respectively
"RRPT(s)"	:	Recurrent Related Party Transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the HLT Group
"Share(s)"	:	Ordinary share(s) in HLT
"Treasury Shares"	:	Has the meaning given in Section 127 of the Act
"TCG"	:	Triple Care Gloves Sdn. Bhd. [Registration No. 202001031018 (1387338-T)], a 80%-owned subsidiary of HLT
"USD"	:	United States Dollar
"2022 Annual Report"	:	Annual Report of HLT issued for the FYE 2022

All references to "we", "us", "our" and "ourselves" are to HLT or HLT Group. All references to "you" in this Circular/Statement are to the shareholders of HLT.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

All references to "you" in this Circular/Statement are to the shareholders of our Company.

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HLT GLOBAL BERHAD

[Registration No. 201501038003 (1163324-H)]
(Incorporated in Malaysia)

REGISTERED OFFICE:

Unit 521, 5th Floor,
Lobby 6, Block A
Damansara Intan No.1,
Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan

28 April 2023

BOARD OF DIRECTORS
Wong Wai Tzing *(Independent Non-Executive Chairperson)*
Wong Kok Wah *(Deputy Chairman/ Executive Director)*
Chan Yoke Chun *(Executive Director/ Chief Executive Officer)*
Chui Mee Chuen *(Executive Director/ Chief Financial Officer)*
Yau Ming Teck *(Non-Independent Non-Executive Director)*
Wong Koon Wai *(Independent Non-Executive Director)*

To: The Shareholders of HLT

Dear Sir/Madam,

PART A - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

PART B - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

On 18 April 2023, our Board announced that our Company intends to seek our shareholders' approval at our forthcoming AGM in respect of the following proposals:

(a) Proposed Renewal of Shareholders' Mandate; and

(b) Proposed Renewal of Share Buy-Back Authority.

The purpose of this Circular/Statement is to provide you with the relevant information on the Proposals and to seek your approval on the ordinary resolutions pertaining to the Proposals to be tabled at the forthcoming AGM. The Notice of AGM together with the Proxy Form are enclosed in the 2022 Annual Report of HLT.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR/STATEMENT BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING 8TH AGM.

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PART A

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

HLT GLOBAL BERHAD

[Registration No. 201501038003 (1163324-H)]
(Incorporated in Malaysia)

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

1.0 INTRODUCTION

At our last AGM held on 30 May 2022, our Company sought and obtained from our shareholders the mandate for HLT Group to enter into RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for HLT Group's day to day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed issuer may seek its shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, amongst others, the following:-

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-

"in relation to a listed issuer with a share capital of RM60 million and above:-

(i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or

(ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher";

(c) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;

(d) the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must also ensure that persons connected with them abstain from voting on the resolution approving the RRPTs; and

(e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular/Statement by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 HLT Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in Section 2.8 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.3 These RRPTs which are necessary for the day-to-day operations of HLT Group, will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

2.4 Validity Period of the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate, if approved by our shareholders at the forthcoming AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:-

(a) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;

(b) the expiration of the period within the next AGM of the Company after the date is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(3) of the Act); or

(c) revoked or varied by an ordinary resolution passed by our shareholders at a general meeting,

whichever is the earliest.

2.5 Principal Activities of our Group

The principal activity of our Company is investment holding. As at LPD, the principal activities of our subsidiaries are as follows:-

Company	Effective equity interest (%)	Principal activities
HLA	100.00	Manufacture of glove dipping machines, fabrication works on metal and stainless steel products; and carry out all supporting services associated therewith.
HLRI	100.00	Manufacturing and trading of rubber gloves.
TCG	80.00	Intends to carry on the business of manufacturing and trading rubber gloves. As at LPD, TCG has not commenced business.

2.6 Details of the Transacting Party

The details of the party transacted/to be transacting with our Group is as follows:-:

(a) Megabio

Megabio is principally involved in the manufacture of biomass wood pellets. As at the LPD, Mr Wong Kok Wah and Madam Chan Yoke Chun, both being Executive Directors and Major Shareholders of HLT, are the Executive Directors of HLRI. Both of them are also the Directors and indirect major shareholders of Megabio.

(b) G4U

G4U is principally involved in trading of gloves and any gloves related business activities. As at LPD, Mr Wong Wei Liang is an Executive Director and Major Shareholder of G4U. He is also the son of Mr Wong Kok Wah and Madam Chan Yoke Chun.

2.7 Types of RRPTs

The specific types of RRPTs which are covered under the Proposals are as follows:-

(i) Purchase of biomass wood pellets by HLRI

HLRI purchases biomass wood pellets from Megabio to use as boiler fuel to provide heat to the glove-dipping machine.

(ii) Sales commission charged to HLRI & TCG

For the sales of rubber gloves by HLRI & TCG directly to customers secured by G4U, a sales commission ranging from 1% to 3% on the sales value of rubber gloves will be charged by G4U.

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2.8 Nature of the RRPTs contemplated under the Proposed Renewal of Existing Shareholders' Mandate

No	Nature of RRPTs	Transacting Party	Transacting company within our Group	(1) Interested Related Parties	(2)Estimated value of RRPTs as disclosed in preceding year's circular dated 29 April 2022 RM'000	Actual value of RRPTs from date of last AGM on 30 May 2022 up to the LPD RM'000	(2)Estimated value of RRPTs from 12 June 2023 (date of 8th AGM) to the next AGM in year 2024 RM'000
(1)	Purchase of biomass wood pellets by HLRI	Megabio	HLRI	Wong Kok Wah(i) /Chan Yoke Chun(ii)	10,000	-	#
(2)	Sales commission payable by HLRI	G4U	HLRI	Wong Wei Liang(iii)	5,000	-	5,000
(3)	Sales commission payable by HLRI	G4U	TCG	Wong Wei Liang(iii)	5,000	-	5,000

Notes:-

(1) The following Directors and Major Shareholders are deemed interested in the above RRPTs: -

(i) Wong Kok Wah, an Executive Director and Major Shareholder of HLT, is also an Executive Director of HLRI. He is also a Director and indirect major shareholder of Megabio.

(ii) Chan Yoke Chun, an Executive Director and Major Shareholder of HLT, is also an Executive Director of HLRI. She is also a Director and indirect major shareholder of Megabio.

(iii) Wong Wei Liang, the son of Wong Kok Wah and Chan Yoke Chun, is an Executive Director and Major Shareholder of G4U.

(2) These figures were deduced based on the management's best estimates on the expected value of RRPTs to be entered into and hence, the actual value of such RRPTs may vary substantially from the estimated value disclosed above.

 # The Company will not seek renewal for this mandate.

2.9 Amount owing by Related Party pursuant to RRPTs

As at LPD, there is no amount owing by the Related Party pursuant to the RRPTs that has exceeded the credit terms.

2.10 Review Procedures for the RRPTs

Our Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of our Company.

Our Group shall review the RRPTs based on the following parameters/procedures:-

(i) The definition of related party, list of related parties and the review procedures will be circulated and/or updated within our Group;

(ii) The duties and roles of the ARMC include the review of RRPTs;

(iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to RRPTs from independent sources or advisers;

(iv) The RRPTs will only be entered into after taking into account the pricing, availability of machinery, order size, useful life, delivery time and level of service;

(v) The pricing, terms and conditions of the RRPTs shall be consistent with our Group's usual business practice and determined with due consideration to, amongst others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to our Company and/or our Group;

(vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within our Company as they deem appropriate;

(vii) Where any Director or person connected to him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;

(viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;

(ix) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of any one of the Executive Directors of the Company;

(x) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into; and

(xi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

2.11 Disclosure in Annual Report

Disclosure will be made in our Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, among others, based on the following information:-

(i) The types of RRPTs made; and

(ii) The names of the Related Parties involved in each type of the RRPT and their relationship with our Group.

2.12 Statement by ARMC

The ARMC has seen and reviewed the guidelines and procedures set out in Section 2.10 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The ARMC is of the view that our Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

3.0 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate serves to:-

(a) facilitate future RRPTs to be entered into by our Group, which are in its ordinary course of business and to be undertaken on commercial terms and on terms not more favorable to the Related Parties than those generally available to and/or from the public, where applicable, and, in our Company's opinion, not detrimental to its minority shareholders;

(b) enhance our Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for our Company to convene separate general meeting to seek shareholders' approval for each RRPT; and

(c) reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

In addition, the RRPTs are intended to meet the business needs of our Group on the best possible terms. By transacting with such transacting party, our Group would have an advantage of familiarity with the background and management of the Related Party concerned, thus enabling more informed commercial decisions to be made. In most dealings of the RRPTs, our Group and the Related Party have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPTs.

4.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of our Group.

5.0 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of our shareholders at the forthcoming 8th AGM.

6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Saved as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate:-

	Shareholdings as at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Directors				
Wong Kok Wah	139,965,000	18.05	^157,362,000	20.29
Chan Yoke Chun	157,362,000	20.29	^139,965,000	18.05
Interested Major Shareholders				
Wong Kok Wah	139,965,000	18.05	^157,362,000	20.29
Chan Yoke Chun	157,362,000	20.29	^139,965,000	18.05
Interested Person Connected				
Wong Wei Liang	-	-	-	-

Note:-

^ *Deemed interested through his/her spouse's shareholdings in HLT.*

The above-mentioned Interested Directors, Interested Major Shareholders and Interested Person Connected are deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of the interests of such parties in the companies mentioned in 2.8 of this Circular/Statement, which are transacting with HLT Group.

The Interested Directors have and will continue to abstain from all Board deliberation and voting at all relevant Board meetings in relation to the RRPT in Section 2.8 above.

The above-mentioned Interested Directors, Interested Major Shareholders and Interested Person Connected will also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 8th AGM. In this regard, the above-mentioned Interested Directors and Interested Major Shareholders have undertaken to ensure that all person connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 8th AGM.

7.0 DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the Interested Directors in the above Section 6 of this Circular/Statement), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of our Group.

Accordingly, our Board (save for the Interested Directors in the above Section 6 of this Circular/ Statement) recommends that you vote in favour of the resolution in relation to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 8th AGM.

8.0 8th AGM

The forthcoming 8th AGM, the Notice and Proxy Form of which are available on the Company's website at www.hltglobal.com.my will be held at Langkawi Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 12 June 2023 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Shareholders' Mandate.

A Proxy Form for the forthcoming 8th AGM is enclosed in the 2022 Annual Report. If you are unable to participate and vote at the 8th AGM and wish to appoint proxy(ies), you should complete, sign and return the Proxy Form in accordance with the instructions printed therein as soon as possible so as to arrive at the share registrar's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not later than forty-eight (48) hours before the time set for holding the 8th AGM or at any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting in person at the 8th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 8th AGM.

9.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this Circular/Statement for further information.

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PART B

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

HLT GLOBAL BERHAD

[Registration No. 201501038003 (1163324-H)]
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASES ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

1.0 INTRODUCTION

At our 7th AGM held on 30 May 2022, our shareholders had approved, among others, the authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company at any point in time subject to compliance with the Act, the Listing Requirements, any prevailing laws and/or any other relevant authorities at the time of purchase. The existing authority will expire at the conclusion at of our forthcoming AGM scheduled to be held on 12 June 2023.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Our Board proposes to seek our shareholders' approval for the renewal of the authority for our Company to purchase up to 10% of its total number of issued shares at any point in time, subject to compliance with the Act, rules, regulations and orders made pursuant to the Act, the provisions of the Company's Constitution and Listing Requirements and any other relevant authority at the time of purchase.

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

i. the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

ii. the expiration of the period within the next AGM of the Company after the date it is required by law to be held; or

iii. revoked or varied by ordinary resolution passed by the shareholders at a general meeting of the Company,

whichever occurs first.

2.1 Maximum number or percentage of HLT Shares to be acquired

Our Board proposes to seek a mandate from our shareholders to purchase and/or hold in aggregate up to 10% of the total issued shares of HLT through Bursa Securities.

The maximum aggregate number of HLT Shares which may be purchased by our Company, shall not exceed 10% of the total number of issued shares in our Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements and/or any other relevant authorities.

As at LPD, our total number of issued shares is 775,388,049 Shares. For illustration purpose, the maximum number of HLT Shares which may be purchased and/or held by our Company shall not be more than 77,538,804 Shares based on the total number of issued shares as at LPD (inclusive of the Purchased Shares that have been bought back to-date), representing up to 10% of its issued shares as at the LPD.

The actual number of HLT Shares to be purchased and the timing of such purchase will depend on, among others, market conditions and sentiments, as well as the retained earnings and financial resources of the Company at the time of the purchase(s).

2.2 Pricing

Pursuant to Rule 12.17 of the Listing Requirements, our Company may only purchase HLT Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price ("WAMP") for HLT Shares for the five (5) market days immediately before the date of purchase(s).

In addition, pursuant to Rule 12.18 of the Listing Requirements, in the case of a resale or transfer of Treasury Shares, our Company may only resell Treasury Shares on Bursa Securities or transfer Treasury Shares pursuant to Section 127(7) of the Act, at: -

a) a price which is not less than the WAMP for HLT Shares for the five (5) Market Days immediately before the resale or transfer; or

b) a discounted price of not more than five per cent (5%) to the WAMP for HLT Shares for the five (5) market days immediately before the resale or transfer provided that:

   i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and

   ii) the resale or transfer price is not less than the cost of purchase of HLT Shares being resold or transferred.

2.3 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, our Directors may deal with the Purchased Shares, at their discretion, in the following manner: -

a) cancel the Purchased Shares; or

b) retain the Purchased Shares as Treasury Shares; or

c) retain part of the Purchased Shares as Treasury Shares and cancel the remainder.

Accordingly, pursuant on Section 127(7) of the Act, where such Purchased Shares are held as Treasury Shares, our Directors may, at their discretion: -

a) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "shares dividends"; or

b) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or

c) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employees' share scheme; or

d) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration; or

e) cancel the Purchased Shares or any of the Purchased Shares; or

f) sell, transfer or otherwise use the Purchase Shares for such other purposes as the Minister may by order prescribe; and/or

g) in any other manner as may be prescribed by the Act, rules, regulations and order made pursuant to the Act and the requirements of Bursa Securities, and/or any other relevant authority for the time being in force.

In the event the Purchased Shares are held as Treasury Shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, will be suspended and the Treasury Shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on resolution(s) at a meeting.

3.0 RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable HLT to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the open market. Our Company will be able to purchase our own Shares when the Shares are being traded at values that are below what our Board believes to be their intrinsic value. This will enable the prices of HLT Shares traded on the ACE Market of the Bursa Securities to be stabilised and therefore better reflect its fundamentals.

If HLT Shares purchased are subsequently cancelled, the Proposed Renewal of Share Buy-Back Authority may strengthen the EPS of HLT. Consequently, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in our Company.

The Purchased Shares can also be held as Treasury Shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total number of issued shares of our Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

The Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantage to our Company and our shareholders, and it will be exercised only after due consideration of the financial resources of HLT Group, and of the resultant impact on our shareholders. The Board in exercising any decision to buy-back any HLT Shares will be mindful of the interests of HLT and our shareholders.

4.0 FUNDING FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority may be funded through internally-generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profits of our Company. As at the LPD, we have not determined the source of funding for the Proposed Renewal of Share Buy-Back Authority.

The actual amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority will only be determined later depending on the actual number of HLT Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of our Company. Based on our Company's latest audited consolidated financial statements for the FYE 31 December 2022 and the latest unaudited consolidated financial statements for the FYE 31 December 2022, the accumulated losses of the Company were RM70,294,603 and RM70,294,603 respectively.

The Proposed Renewal of Share Buy-Back Authority, if funded through internally generated funds, is not expected to have a material impact on the cash flow position of our Company. In the event the Proposed Renewal of Share Buy-Back Authority is to be financed by bank borrowings, our Company will ensure our capabilities of repaying such borrowings and that such repayment will not have a material effect on our cash flow position. In addition, our Board will ensure that our Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Renewal of Share Buy-Back Authority.

5.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to our Company and our shareholders are as follows: -

(a) allows HLT to utilise our financial resources to enhance the value of shareholders' investments in our Company if there are no immediate use, to purchase HLT Shares;

(b) allows HLT to take preventive measures against speculation particularly when its shares are undervalued, which would in turn, stabilise its market price and hence, enhance investors' confidence;

(c) allows HLT the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;

(d) allows HLT to utilise the Treasury Shares as purchase consideration in corporate transactions thereby reducing the financial outflow and/or preserve the working capital of HLT;

(e) HLT may distribute any shares held as Treasury Shares as share dividends to reward our shareholders; and

(f) HLT may realise potential gains from the resale of the Treasury Shares, if the Purchased Shares which are retained as Treasury Shares are resold at a higher price.

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

(a) the Proposed Renewal of Share Buy-Back Authority will reduce the financial resources of HLT and may result in the Group foregoing other investment opportunities that may emerge in the future; and

(b) as the Proposed Renewal of Share Buy-Back Authority can only be made out of retained earnings of our Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

However, these disadvantages are mitigated by the prospect that the financial capacity of our Group may increase, if the Purchased Shares held as Treasury Shares are resold at higher price than their purchase price.

The Board, in exercising any decision on the purchase of HLT Shares pursuant to the Proposed Renewal of Share Buy-Back Authority and any subsequent resale of treasury shares on the Bursa Securities, will be mindful of the interest of our Company and our shareholders.

6.0 FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

6.1 Issued Share Capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of our Company will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares.

The Proposed Renewal of Share Buy-Back Authority will however, result in the reduction of the issued share capital of our Company if the Purchased Shares are cancelled. Based on the issued share capital of our Company as at LPD, and assuming that the maximum number of HLT Shares (of up to ten per centum (10%) of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and cancelled, the effect of the Proposed Renewal of Share Buy-Back Authority is set out as follows:

	No. of Shares
Issued share capital as at LPD	775,388,049
Maximum number of purchased shares cancelled	(77,538,804)
Resultant total number of issued shares	**697,849,245**

However, if the Purchased Shares are retained as Treasury Shares, resold or distributed to shareholders, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total number of issued shares of HLT.

6.2 EPS

If the Purchased Shares are cancelled, it will have a positive effect of the EPS of our Group. However, the increase in EPS will be affected to the extent of the reduction of the interest income arising from the funds utilised for the Purchased Shares or any increase in the interest expense arising from borrowings to fund the purchase. In the event that any of the Purchased Shares are retained as Treasury Shares and subsequently sold, the EPS of our Group will increase where the Treasury Shares are sold at prices above the purchase price and also due to any resultant increase in interest income of our Group.

6.3 NA

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA of our Group will depend on the purchase price for such HLT Shares and whether the Purchased Shares are cancelled or retained as Treasury Shares.

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA of our Group, whether the Purchased Shares are cancelled or retained as Treasury Shares are as follows:

(a) Purchased Shares are subsequently retained as Treasury Shares

The NA of our Group would decrease if the Purchased Shares are retained as Treasury Shares due to the requirement for treasury shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of our Group by the cost of the Treasury Shares.

If the Purchased Shares are resold on Bursa Securities, the NA of our Group would increase if HLT realises a gain from the resale, and vice-versa.

If the Purchased Shares were distributed as share dividends, the NA of our Group will decrease by the cost of the treasury shares.

(b) Purchased Shares are subsequently cancelled

If the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority will reduce the NA per HLT Share if the purchase price per HLT Share exceeds the NA per HLT Share at the relevant point in time, and vice-versa.

6.4 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of HLT Group, the quantum of which will depend on, among others, the purchase price(s) of HLT Shares and the number of Purchased Shares. The Proposed Renewal of Share Buy-Back Authority will affect the cash flow of our Group if it is wholly and/or partly financed by internally generated funds and result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase shares.

6.5 Dividends

The Proposed Renewal of Share Buy-Back Authority is not expected to have any impact on the dividend policy of the Board in recommending dividends, if any, to our shareholders. However, as stated hereinabove, the Board may distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

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6.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at LPD and assuming that the maximum number of HLT Shares (of up to ten percent (10%) of the total number issued shares) authorised under the Proposed Share Buy-Back Authority are purchased from shareholders other than the existing substantial shareholders of HLT, and all such shares purchased are cancelled or retained as Treasury Shares, the effect of the Proposed Share Buy-Back Authority on the shareholdings of the existing Directors and substantial shareholders of HLT are set out below:

	As at LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Wong Kok Wah	139,965,000	18.05	(1)157,362,000	20.29	139,965,000	20.06	(1)157,362,000	22.55
Chan Yoke Chun	157,362,000	20.29	(1)139,965,000	18.05	157,362,000	22.55	(1)139,965,000	20.06
Chui Mee Chuen	750,000	0.10	-	-	750,000	0.11	-	
Wong Wai Tzing	112,500	0.01	-	-	112,500	0.02	-	
Yau Ming Teck	11,328,000	1.46	-	-	11,328,000	1.62	-	
Wong Koon Wai	100,000	0.01	-	-	100,000	0.01	-	
Substantial Shareholders								
Wong Kok Wah	139,965,000	18.05	157,362,000	20.29	139,965,000	22.06	157,362,000	22.55
Chan Yoke Chun	157,362,000	20.29	139,965,000	18.05	157,362,000	22.55	139,965,000	22.06
Suntel International Co. Ltd	81,907,500	10.56	-	-	81,907,500	11.74	-	

Notes:
(1) Deemed interested by virtue of the HLT Shares held by his/her spouse in HLT.

Save for the resulting increase in percentage shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors or substantial shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of treasury shares, if any.

7.0 PUBLIC SHAREHOLDING SPREAD

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% shareholding spread as required under Rule 8.02(1) of the Listing Requirements.

As at LPD, public shareholding spread of our Company was 48.32%. The Company will endeavour to ensure that the Proposed Renewal of Share Buy-Back Authority will not breach Rule 12.14 of the Listing Requirements, which states that a listed corporation must not purchase its own shares on Bursa Securities if that purchase(s) will result in the listed corporation being in breach of the public shareholding spread requirements as set out under Rule 8.02(1) of the Listing Requirements.

8.0 PURCHASE, RESALE AND CANCELLATION OF HLT SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not purchased, resold or cancelled any Share from the open market in the previous twelve (12) months preceding the LPD. As at LPD, there were no Shares held by the Company as Treasury Shares.

9.0 HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of HLT shares as traded on Bursa Securities for the past twelve (12) months are as follows: -

	High RM	**Low RM**
2022		
April	0.375	0.295
May	0.315	0.275
June	0.320	0.210
July	0.245	0.205
August	0.235	0.190
September	0.200	0.160
October	0.315	0.165
November	0.280	0.190
December	0.270	0.185
2023		
January	0.250	0.210
February	0.225	0.190
March	0.220	0.180

The last transacted price of HLT Shares as at the LPD: RM0.185

(Source: Yahoo Finance*)*

10.0 IMPLICATIONS OF THE CODE

A person and any person acting in concert with him will be obliged to make a mandatory general offer under the Code for the remaining ordinary shares of the Company not already owned by him/them if as a result of the Proposed Renewal of Share Buy-Back Authority:

(a) a person obtains control in the Company;

(b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) increases his holding of the voting shares or voting rights of the Company by more than 2% in any six (6)-month period; or

(c) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company) acquires more than 2% of the voting shares or voting rights of the Company when he knows or reasonably ought to know that the Company would carry out a share buy-back scheme.

As it is not intended for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory general offer under the Code by any of our Company's substantial shareholders and/or persons acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Proposed Renewal of Share Buy-Back Authority would not result in the triggering of any mandatory offer obligation on the part of our Company's substantial shareholders and/or persons acting in connect with them. In this connection, the Board is mindful of the requirements when making any purchase of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

11.0 APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to and conditional upon the approval of HLT's shareholders at the forthcoming 8th AGM of the Company.

The Proposed Renewal of Share Buy-Back Authority is not conditional or inter-conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

12.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, major shareholders of HLT, and/or person connected to them, as defined in the Listing Requirements, have any interest, whether directly or indirectly, in the Proposed Renewal of Share Buy-Back Authority.

13.0 DIRECTORS' STATEMENT

Our Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of our Company.

14.0 DIRECTORS' RECOMMENDATION

Our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 8th AGM of our Company.

15.0 8TH AGM

The forthcoming 8th AGM, the Notice and Proxy Form of which are available on the Company's website at www.hltglobal.com.my will be held at Langkawi Room, Second Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 12 June 2023 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Renewal of Share Buy-Back Authority.

A Proxy Form for the forthcoming 8th AGM is enclosed in the 2022 Annual Report. If you are unable to participate and vote at the 8th AGM and wish to appoint proxy(ies), you should complete, sign and return the Proxy Form in accordance with the instructions printed therein as soon as possible so as to arrive at the share registrar's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not later than forty-eight (48) hours before the time set for holding the 8th AGM or at any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting at the 8th AGM should you subsequently wish to do so.

16.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix I** of this Statement for further information.

Yours faithfully
for and on behalf of the Board of
HLT GLOBAL BERHAD

WONG WAI TZING
Independent Non-Executive Chairperson

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save as disclosed below, HLT Group is not involved in any material litigation, claims, or arbitration, either as plaintiff or defendant, and our Board has no knowledge of any proceedings pending or threatened against our Group or any facts which are likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of the HLT Group.

(a) Kuala Lumpur High Court Civil Suit No.: WA-22NCC-390-08/2020 ("**Suit 390**"): WRP Asia Pacific Sdn. Bhd. ("**the Plaintiff**") v Lee Son Hong ("**Dato' Lee**") (1st Defendant), Too Sooi Keng ("**Too**") (2nd Defendant), HLA (3rd Defendant), Chan Yoke Chun ("**Chan**") (4th Defendant), Wong Kok Wah ("**Wong**") (5th Defendant), Lee Soon Khim ("**Khim**") (6th Defendant) and Cheong Ah Yoke ("**Cheong**") (7th Defendant).

On 28 August 2020, HLA, a wholly-owned subsidiary of the Company has been served with a sealed Writ of Summons No. WA-22NCC-390-08/2020 accompanied by a Statement of Claim, both dated 18 August 2020 by the Plaintiff who alleges, inter alia, that in the course of an internal investigation conducted by the Plaintiff, it was discovered that Dato' Lee, Too, HLA, Chan and/or Wong had conspired to pay a total of RM36,000,000.00 to HLA to the detriment of the Plaintiff.

On 6 October 2020, HLA filed its defence disputing the Plaintiff's claim and counterclaim against the Plaintiff and WRP Specialty Products Sdn Bhd ("**WRP Specialty**"). HLA has amongst others, counterclaimed against the Plaintiff and WRP Specialty the indemnity for the stamp duty and ancillary expenses relating to the settlement agreement and in the event the settlement agreement is held to be null and void, the sum of RM10,080,444.57 against the Plaintiff and RM6,354,577.14 against WRP Specialty. HLA's counterclaim against the Plaintiff and WRP Specialty was subsequently withdrawn.

The Plaintiff's Statement of Claim was subsequently amended to include Khim and Cheong as the 6th and 7th Defendants respectively. The Plaintiff's claim sum was also amended to RM 49,954,578.84.

On 30 March 2022, the Court of Appeal struck out the Plaintiff's claim against both Chan and Wong. On 13 April 2022, the Plaintiff made amendments to its Statement of Claim to remove Chan and Wong as parties to the proceedings.

The matter is fixed for continued trial on 19 May 2023, 22 May 2023, 23 May 2023, 24 May 2023 and 25 May 2023 together with Suit 103 below.

The solicitor for HLA is of the view that HLA has a reasonable chance of success in defending the claim by the Plaintiff. The solicitor of HLA is however unable to give any estimation on the amount of potential loss or gain at this juncture.

(b) Kuala Lumpur High Court Civil Suit No.: WA-22NCC-103-03/2022 ("**Suit 103**"): HLA v WRP Asia Pacific Sdn. Bhd., WRP Specialty, Sng Beng Hock Michael, Loong Mei Yin and Abinash Majhi.

On 15 March 2022, HLA has filed a Writ Summons and Statement of Claim at the High Court of Malaya at Kuala Lumpur against the following parties:-

- WRP Asia Pacific Sdn. Bhd. ("**1st Defendant**")
- WRP Specialty ("**2nd Defendant**")
- Sng Beng Hock Michael ("**3rd Defendant**")
- Loong Mei Yin ("**4th Defendant**"); and
- Abinash Majhi ("**5th Defendant**").

The circumstances leading to the filing of the Writ Summons and Statement of Claim by HLA is based on, inter alia, the sum of RM16,435,021.71 ("**Outstanding Sums**") as at 30 November 2018 due and owing by the 1st and 2nd Defendants to HLA for equipment, goods and services provided by HLA to the 1st and 2nd Defendants and the interests on the Outstanding Sums. HLA contends that HLA was requested by the 1st and 2nd Defendants through their director, to enter into a Settlement Agreement whereby Advanced Healthcare Products Sdn Bhd ("**AHP**") will effect payment of the Outstanding Sums on behalf of the 1st and 2nd Defendants. AHP was, however subsequently wound-up by the High Court of Malaya at Ipoh and the 1st and 2nd Defendants accordingly remain liable to HLA for the Outstanding Sums. HLA also sought for a declaration that the 3rd, 4th and 5th Defendants are guilty of fraudulent trading under Section 540 of the Act and for the 3rd, 4th and 5th Defendants to be personally liable for the Outstanding Sums, given among others, the involvement of the 3rd, 4th and 5th Defendants in the business of the 1st and 2nd Defendants, and that the 3rd, 4th and 5th Defendants in having first allowed the said Outstanding Sums to be incurred and/or continuing to deny the liability of the 1st and 2nd Defendants for the said Outstanding Sums. Further, HLA also contends that the 3rd and 4th Defendants are guilty of fraudulent trading under Section 540 of the Act given among others, the following involvements of the 3rd and 4th Defendants in the business of 1st Defendant, 2nd Defendants, Tael Management Co. (Malaysia) Sdn Bhd and Tael Group which HLA contends, are clearly intended to relegate the rights and interests of the creditors of the 2nd Defendant, including HLA: -

- Tael Management Co. (Malaysia) Sdn Bhd, the appointed receiver and manager of the property of the 2nd Defendant;
- Tael Management Co (Malaysia) Sdn Bhd is part of the Tael Group which is a substantial investor in the 1st Defendant;
- The 3rd and 4th Defendants are co-founders of the Tael Group; and
- The Notice of Appointment of Receiver of the 2nd Defendant was signed by the 4th Defendant for and on behalf of Tael Management Co (Malaysia) Sdn Bhd pursuant to a purported Debenture dated 3 September 2019.

On 25 July 2022, the 1st, 3rd, 4th and 5th Defendants filed an application ("**Application**") for the following orders:-

- that the Statement of Claim be struck out;
- alternative, that the claim against the 1st, 3rd, 4th and 5th Defendants be struck out;
- consequent to the order made upon prayers 1 and/or 2 above, HLA's action against the 1st, 3rd, 4th and 5th Defendants stand dismissed;
- such further and/or other orders and/or relief as this Honourable Court deems just and appropriate; and
- costs.

The Application was heard and dismissed on 4 October 2022, with costs of RM3,500.00 to be paid by the 1st, 3rd, 4th and 5th Defendants to HLA.

The 2nd Defendant, WRP Specialty has counterclaimed against the HLA for the following reliefs:-

- a declaration that this action is an abuse of the Court's process;
- a declaration that the settlement agreement dated 15 May 2019 is valid and enforceable;
- general damages for abuse of the court's process be assessed and paid by the HLA to the 2nd Defendant;
- aggravated damages;
- exemplary damages;
- interests at a rate of 5% per annum from the judgment date; and
- costs to be paid by HLA on an indemnity basis.

The matter is fixed for continued trial on 19 May 2023, 22 May 2023, 23 May 2023, 24 May 2023 and 25 May 2023 together with Suit 390 above.

The solicitor for HLA is of the view that HLA has a reasonable chance of success in the claim against the Defendants and in the defence against the 2nd Defendant's counterclaim. The solicitor for HLA is however unable to give any estimation on the amount of potential loss or gain at this juncture.

3. MATERIAL CONTRACTS

As at the LPD, HLT Group has not entered into other material contracts (not being contracts entered into in the ordinary course of business) during the past two (2) years immediately preceding the date of this Circular/Statement.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours (except public holidays) at our Registered Office located at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan No.1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan from the date of this Circular/Statement up to and including the date of the forthcoming 8th AGM:-

(a) the Constitution of the Company;

(b) the Audited Financial Statements of HLT for the past two (2) FYE 2021 and 2022; and

(c) the relevant cause papers in respect of the material litigation referred to in Section 2 of this Appendix I.

EXTRACT OF THE NOTICE OF THE 8TH ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

"THAT approval be and is hereby given for the renewal of existing shareholders' mandate for the Company and/or its subsidiaries ("Group") to enter into recurrent related party transactions of a revenue and/or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.8 of the Circular to Shareholders dated 28 April 2023 ("Circular"), subject further that the Recurrent Related Party Transactions are entered into in the ordinary course of business which are:

(i) necessary for the day-to-day operations of the Group;
(ii) on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public;
(iii) undertaken on arm's length basis; and
(iv) not to the detriment of the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution until:

(i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or

(ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earliest.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

ORDINARY RESOLUTION 7

PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

THAT subject to the provisions of the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company (" Director"), to the extent permitted by law, to purchase and/or hold such number of ordinary shares of the Company ("HLT Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

(i) the maximum aggregate number of HLT Shares which may be purchased and/or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares in the Company at any point in time subject to compliance with the provision of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;

(ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and

(iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:-

(a) the conclusion of the next AGM of HLT following the general meeting at which this resolution is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or

(b) the expiration of the period within the next AGM is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the HLT Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

THAT the Directors be and are hereby authorised to deal with the HLT Shares purchased under the Proposed Renewal of Share Buy-Back Authority, at their discretion, in the following manner:

(i) cancel the purchased HLT Shares; or

(ii) retain the purchased HLT Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; or

(iii) retain part of the purchased HLT Shares as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as they may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the HLT Shares."