

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any 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 (“Bursa Securities”) has not perused this Share Buy-Back Statement (“Statement”) prior to its issuance as it is an exempted statement. 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 howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.



SHH RESOURCES HOLDINGS BERHAD

Registration No: 199401018548 (304227-U)
(Incorporated in Malaysia)

**STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF
SHAREHOLDERS' MANDATE FOR SHH RESOURCES HOLDINGS BERHAD TO
PURCHASE OF ITS OWN SHARES**

The Company's Notice of Annual General Meeting which shall be held entirely through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on 29 November 2024 at 10.30 a.m. together with a Form of Proxy are enclosed with the 2024 Annual Report of the Company.

The Form of Proxy must be duly completed and deposited at Lot 506 & 507A, 5th Floor, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm2024@shh.com.my or lodged electronically via “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time set for holding of the Company's 30th AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from personally participating remotely and voting at the meeting should you subsequently wish to do so.

The last day and time for lodging the Form of Proxy is on 28 November 2024 at 10.30 a.m.

This Statement is dated 30 October 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Statement:-

“AGM”	:	Annual General Meeting
“Act”	:	The Companies Act, 2016 as amended from time to time and any re-enactment thereof
“Board”	:	The Board of Directors of the Company
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Constitution”	:	Constitution of the Company
“Director”	:	Shall have the meaning given in Section 2 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the relevant transaction were agreed upon, a director of the Company (or any other company which is its subsidiary or holding company or a subsidiary of its holding company); and “Directors” shall be construed accordingly
“EPS”	:	Earnings per share
“Group”	:	SHH Resources Holdings Berhad and its subsidiaries
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities
“Major Shareholders”	:	<p>Any person who is or was within the preceding 6 months of the date on which the terms of the relevant transaction were agreed upon who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-</p> <p>a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or</p> <p>b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act</p>
“NA”	:	Net Assets
“Proposed Share Buy-Back”	:	Proposed purchase by the Company of its own Shares up to ten percent (10%) of its total number of issued shares
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SHH” or the “Company”	:	SHH Resources Holdings Berhad
“SHH Shares” or “Shares”	:	Ordinary shares in the Company
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of those shares, is not less than five percent (5%) of the total number of all the voting shares of the Company. For the purpose of this definition, “interest in

shares” shall have the meaning given in Section 8 of the Act

“Treasury Shares”

: SHH Shares which have been bought back by the Company in accordance with the Act as authorised by the Constitution and retained as treasury shares

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SHH RESOURCES HOLDINGS BERHAD
Registration No: 199401018548 (304227-U)
(Incorporated in Malaysia)

Registered Office

No. 18-2, Jalan 2/114
Kuchai Business Centre
Off Jalan Klang Lama
58200 Kuala Lumpur
Wilayah Persekutuan

Date: 30 October 2024

Board of Directors:

Dato' Haji Obet bin Tawil (*Independent Non-Executive Chairman*)
Ms. Teo Chee Teng (*Managing Director*)
Mr. Lew Khim Khim (*Executive Director*)
Ms. Grace Khoo Ting Ting (*Executive Director*)
Mr. Tan Chin Kiat (*Independent Non-Executive Director*)
Mdm. Wong Wen Miin (*Independent Non-Executive Director*)
Ms. Marissa Lee Sher May (*Independent Non-Executive Director*)
Mr. Stephen Low Chee Weng (*Independent Non-Executive Director*)

To: The Shareholders of SHH Resources Holdings Berhad

Dear Sir/Madam,

**STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR SHH RESOURCES HOLDINGS BERHAD TO PURCHASE OF ITS OWN SHARES**

1. INTRODUCTION

At the Company 29th AGM on 27 November 2023, the Company has obtained a shareholders' mandate for the Company to purchase its own shares of up to ten percent (10%) of the issued and paid-up share capital of SHH. The shareholders' mandate shall lapse at the conclusion of the Company's forthcoming AGM to be held on 29 November 2024.

On 9 October 2024, the Company announced its intention to seek shareholders' approval for the renewal of shareholders' mandate to purchase its own shares of an aggregate amount of up to ten percent (10%) of its prevailing total number of issued shares (excluding treasury shares) at any time.

The purpose of this Statement is to provide you with information on the Proposed Share Buy-Back and to seek your approval on the relevant ordinary resolution to be tabled at the forthcoming AGM of the Company.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT AND
THE APPENDICES HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION
PERTAINING TO THE PROPOSED SHARE BUY-BACK.**

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2. DETAILS OF THE PROPOSED SHARE BUY-BACK

The Board seek your approval for authority to be given to the Company to purchase its own shares of an amount which, when aggregated with treasury shares, does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time, subject to compliance with Section 127 of the Act and all other applicable and prevailing laws, rules, regulations, orders, guidelines and requirements.

The purchase of own shares will be carried out through the Bursa Securities through one or more appointed stockbrokers.

The Directors may deal with the Shares purchased by the Company in accordance with Section 127 of the Act, in the following manner:-

- (i) cancel the Shares so purchased; or
- (ii) retain the Shares so purchased as treasury shares; or
- (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to the shareholders of the Company and/or resale on the Bursa Securities in accordance with the relevant rules of the Bursa Securities.

The Directors may resolve to cancel the Shares so purchased and/or retain them to be held as Treasury Shares and/or resell them. The rationale for the decision to retain and/or resell the treasury shares will be based on the performance of the Shares on the stock market. Should the price of the Shares reach a level which will result in a gain to the Company, a decision to sell and/or distribute the Shares as share dividends will be considered. A decision to cancel any of the Treasury Shares would be taken if circumstance requires that the share capital of the Company should be reduced.

An announcement will be made to Bursa Securities in respect of the intention of the Directors on the proposed treatment of Shares bought back and the rationale of the alternatives chosen and if available, information as to the percentage or number of Shares purchased which are to be retained and/or cancelled.

Where the Directors resolve to cancel the Shares so purchased, the Company's total number of issued shares shall be diminished by the Shares so cancelled. We wish to highlight that the cancellation of Shares made pursuant to Section 127 of the Companies Act, 2016, shall not be deemed to be a reduction of share capital.

Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may:

- (a) distribute the Treasury Shares to shareholders as share dividends;
- (b) resell the Treasury Shares in accordance with the relevant rules of the stock exchange;
- (c) transfer the Treasury Shares for the purposes of or under an employees' share scheme;
- (d) transfer the Treasury Shares as purchase consideration;
- (e) cancel the Treasury Shares; or
- (f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

While the purchased Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including calculation of substantial shareholdings, take-overs, notices, the requisitioning of meetings, calculation of quorum for meetings and the result of a vote on a resolution at meeting.

The authority for the Proposed Share Buy-Back shall commence upon passing of the Ordinary Resolution at the AGM and shall expire at the conclusion of the next AGM of the Company unless renewed by Ordinary Resolution passed at that meeting or earlier revoked or varied by Ordinary Resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

The Proposed Share Buy-Back will allow the Directors to purchase SHH Shares at any time within the above-mentioned time period.

Pursuant to the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price of SHH Shares for the past five (5) Market Days immediately preceding the date of the purchase(s).

In the case of a resale of Treasury Shares or transfer the treasury shares pursuant to Section 127(7) of the Companies Act, 2016, if any, the Company may only resell or transfer Treasury Shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price for the Shares for the five (5) market days immediately prior to the resale or transfer; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days immediately prior to the resale or transfer provided that:
 - (i) the resale or transfer takes place no 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 the shares being resold or transfer.

The Company will make the relevant announcement in the event of each purchase or resale of such Shares.

The funding of the Proposed Share Buy-Back will be from internally generated funds and/or external borrowings, the proportion of which to be utilised will depend on the actual number of Shares to be purchased, the price of the Shares and the availability of funds of the Group at the time of purchase. In the event that borrowings are used for the Proposed Share Buy-Back, the amount of borrowings will depend on the amount of Shares to be purchased by the Company and the appropriate borrowing capacity for the Company. The Company's working capital may be affected to the extent of the amount borrowed and interest costs associated with such borrowings. Your Directors will ensure that the Company is able to meet the repayment of such borrowings, if any. The maximum fund to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained profits of the Company. The audited retained profits of the Company as of 30 June 2024 is RM16,714,635.

The actual number of Shares to be purchased, the total amount of funds involved for each purchase and the timing of each purchase will depend on the market conditions and sentiments of the stock market and the financial resources available to the Company.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-back has the following potential benefits for the Company and its shareholders:

- (i) the Company may be able stabilise the supply and demand of the Company Shares traded on the Bursa Securities and thereby supports its fundamental value;
- (ii) if the Shares bought back by the Company are cancelled, shareholders are likely to enjoy an increase in the value of their investment in the Company as the net earnings per share of SHH will increase; and
- (iii) if the Shares bought back are kept as treasury shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed to shareholders as dividends and serve as a reward to the shareholders of the Company.

The Proposed Share Buy-Back will, however, utilise the financial resources of the Company and may need to be balanced against its operational requirements and investment opportunities in its core business

and other shareholders' value proposals. The Proposed Share Buy-Back may also result in the reduction of financial resources available for distribution in the form of cash dividends to the shareholders. The Directors in exercising any decision on the Proposed Share Buy-Back will be mindful of the interest of the Company and its shareholders.

4. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The financial effects of the Proposed Share Buy-Back are as follow:-

(i) Share Capital

In the event that the Company acquires the full ten percent (10%) of the total number of issued shares of the Company authorised under the Proposed Share Buy-Back and all the SHH Shares so acquired are cancelled, the total number of issued shares of the Company will be as follows:

	No. of Shares
Total Number of Issued Shares as at 8 October 2024	99,995,000
Less: Number of shares to be cancelled pursuant to the Proposed Share Buy-Back	(9,999,500)
Total Number of Issued Shares upon completion of the Proposed Share Buy-Back	<hr/> 89,995,500 <hr/>

On the other hand, if the Shares purchased are retained as treasury shares, the Proposed Share Buy-Back will not affect the total number of issued shares of the Company but the rights attached to them in relation to voting, dividends and participation in any other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including calculation of substantial shareholdings, take-overs, notices, the requisitioning of meetings, calculation of quorum for meetings and the result of a vote on a resolution at meeting.

If the Shares so purchased pursuant to the Proposed Share Buy-Back are resold in the open market, the Proposed Share Buy-Back will have no effect on the Share Capital.

(ii) Net Assets per Share

- a) The effect of the share repurchase on the net assets per share of the Company is dependent on the number of SHH Shares which the Company will buy back, purchase price of the SHH Shares at the time of buy-back, the treatment of the shares so purchased and the funding cost, if any.
- b) If the maximum number of SHH Shares purchased is cancelled, the share repurchase would reduce the net assets per share of the Group if the purchase price exceeds the net assets per share at the relevant point in time. Conversely, the net assets per share of the Group would increase if the purchase price is less than the net assets per share at the relevant point in time.
- c) If the SHH Shares are retained as treasury shares, the net assets per share would increase/decrease depending on the purchase price of the SHH Shares. The net assets per share of the Group would reduce if the purchase price exceeds the net assets per share and vice versa.
- d) If the treasury shares are resold on the Bursa Securities, the net assets per share will increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed to shareholders as share dividends, the net assets per share will decrease by the cost of the treasury shares.

(iii) Earnings

- a) The effects of the Proposed Share Buy-Back on the earnings of the Group are dependent on the purchase prices of SHH Shares and the effective funding cost to finance such purchases and/or loss in interest income to the Group, if internally generated funds are utilised.
- b) For instance, the share repurchase will increase the EPS of the SHH Group if the effective funding cost and/or loss in income to the Company which is attributable to every repurchased share is lower than the EPS of the SHH Group and vice versa.
- c) If the SHH Shares so purchased are cancelled, the consolidated EPS of the Group will increase provided the income foregone and interest expense incurred on these shares is less than the consolidated EPS prior to such purchase.

(iv) Working Capital

The Proposed Share Buy-Back, if carried out, will reduce the working capital of the SHH Group. The quantum of the reduction of the working capital of the SHH Group would depend on the purchase price and number of shares purchased.

However, for the Shares purchased and kept as Treasury Shares, upon resale at a higher selling price than the initial purchase price, the working capital of the SHH Group will increase. Again the quantum of the increase in the working capital will depend on the number of Treasury Shares resold and the selling price.

(v) Dividends

The Proposed Share Buy-Back is not expected to adversely affect the payment of dividends as the amount of dividends to be paid will be reduced, as there will be less Shares qualifying for dividends whether the Shares so purchased are retained as Treasury Shares or are cancelled.

However, if the Shares so purchased are retained as Treasury Shares, they can be used for subsequent payment of dividends in the form of share dividends.

(vi) Public Shareholding Spread

The pro-forma public shareholding spread of the Company as at 8 October 2024, being the latest practicable date prior to the printing of this Statement, will be reduced from 31.89% to 24.33% in the event the Proposed Share Buy-Back is implemented in full and the Shares purchased are from shareholders other than the Substantial Shareholders and Directors.

The Company will ensure that the Proposed Share Buy-Back will be implemented in a manner which will NOT result in the Company's public shareholding spread falling below the minimum threshold of 25%.

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5. SUBSTANTIAL SHAREHOLDERS' AND DIRECTORS' SHAREHOLDINGS

The effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of the Company, based on the Record of Depositors as at 8 October 2024, being the latest practicable date prior to the printing of this Statement, assuming the Proposed Share Buy-Back is carried out in full by the Company and the Shares purchased are from shareholders other than the Substantial Shareholders and Directors is shown below:

Directors	No. of Shares Held		% of Issued Share Capital			
	Before and After the Proposed Share Buy-Back		Before Proposed Share Buy-Back		After Proposed Share Buy-Back	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
Teo Chee Teng	-	17,285,874 (a)	-	17.29	-	19.21
Lew Khim Khim	-	30,000,400 (b)	-	30.00	-	33.34
Dato' Haji Obet bin Tawil	-	-	-	-	-	-
Grace Khoo Ting Ting	-	-	-	-	-	-
Tan Chin Kiat	-	-	-	-	-	-
Wong Wen Miin	-	-	-	-	-	-
Marissa Lee Sher May	-	-	-	-	-	-
Stephen Low Chee Weng	-	-	-	-	-	-
Datin Teo Chan Huat (resigned on 2 October 2024)	6,542,230	10,743,644 (d)	6.54	10.75	7.27	11.94

Substantial Shareholders	No. of Shares Held		% of Issued Share Capital			
	Before and After the Proposed Share Buy-Back		Before Proposed Share Buy-Back		After Proposed Share Buy-Back	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
SX Capital Sdn Bhd	30,000,400	-	30.00	-	33.34	-
Lew Khim Khim	-	30,000,400(b)	-	30.00	-	33.34
Harry Lee Vui Khiun	11,153,600	-	11.15	-	12.39	-
Dato' Teo Wee Cheng	10,743,644	6,542,230 (c)	10.75	6.54	11.94	7.27
Puncak Intan Sdn Bhd	9,663,750	-	9.66	-	10.74	-
Datin Teo Chan Huat	6,542,230	10,743,644 (d)	6.54	10.75	7.27	11.94

Note:-

- Deemed interested by virtue of the shareholding of her parents, Dato' Teo Wee Cheng and Datin Teo Chan Huat.
- Deemed interested by virtue of his substantial shareholding in SX Capital Sdn Bhd.
- Deemed interested by virtue of the shareholding of his spouse, Datin Teo Chan Huat.
- Deemed interested by virtue of the shareholding of her spouse, Dato' Teo Wee Cheng.

6. IMPLICATIONS OF THE CODE

Under the Malaysian Code on Take-Over and Mergers, 2016 ("Code"), a Director and any person acting in concert with him/her or a relevant shareholder will be required to make a mandatory general offer if his/her stake in the Company is increased to beyond thirty-three percent (33%) or if his/her existing shareholdings is between thirty-three and fifty percent (33% and 50%) and it increases by another two percent (2%) in any six (6) month period.

As at 8 October 2024, being the latest practicable date prior to the printing of this Statement, the largest shareholder of the Company, namely SX Capital Sdn Bhd hold approximately 30.00% of the voting shares of SHH. In the event that SHH implements the Proposed Share Buy-Back in full and on the assumption the Shares purchased are from shareholders other than the largest shareholder together with persons connected with him, the shareholding of the largest shareholder, together with persons connected with him, will increase to 33.34%.

The Company intends to implement the Proposed Share Buy-Back in the manner that will NOT result in any shareholder having to undertake a mandatory general offer under the Code.

In the event that the Proposed Share Buy-Back results in the shareholdings of any of the above parties being affected, the affected person will be obliged to make a mandatory offer for the remaining SHH Shares not held by him/her.

However, under Practice Note 9 of the Code, the affected party may apply for an exemption from making a mandatory offer arising from the circumstances mentioned above.

7. PURCHASE, RESALE OR CANCELLATION OF OWN SHARES IN THE PRECEDING TWELVE (12) MONTHS

The Company has not made any purchase or resale or cancellation of treasury shares in the preceding twelve (12) months up to 8 October 2024, being the latest practicable date prior to the printing of this Statement and the Company does not hold any treasury shares.

8. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Share traded on Bursa Securities for the preceding twelve (12) months are as follows:

	High (RM)	Low (RM)
2023		
October	1.420	1.010
November	1.620	1.310
December	1.590	1.400
2024		
January	1.470	1.300
February	1.320	1.100
March	1.240	1.100
April	1.350	1.150
May	1.380	1.160
June	1.360	1.210
July	1.360	1.200
August	1.470	1.210
September	1.330	1.100

(Source: Yahoo!Finance)

The last transacted price of SHH Shares on 8 October 2024 being the last practicable date prior to the printing of this Statement, was RM1.30.

9. CONDITIONS OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back is subject to the approval of the shareholders of the Company.

10. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

None of the Directors, Substantial shareholders and/or persons connected to the Directors and/or Substantial shareholders of SHH, has any interest, direct or indirect, in the Proposed Share Buy-Back.

11. BOARD OF DIRECTORS' RECOMMENDATION

Your Directors, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the Proposed Share Buy-Back is in the best interest of the SHH Group. Accordingly, they recommend that you vote in favour of the Proposed Share Buy-Back at the forthcoming AGM of the Company.

12. ANNUAL GENERAL MEETING

The Company's 30th AGM will be held entirely through live streaming from the broadcast venue at Level 12, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on 29 November 2024 at 10.30 a.m. or at any adjournment thereof.

A Form of Proxy for the AGM is enclosed in the 2024 Annual Report of the Company. If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon to Lot 506 & 507A, 5th Floor, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm2024@shh.com.my or lodged electronically via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time set for the Company's 30th AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from personally participating remotely and voting at the meeting should you subsequently wish to do so.

13. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
SHH RESOURCES HOLDINGS BERHAD

Dato' Haji Obet bin Tawil
Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

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 herein misleading.

2. MATERIAL CONTRACTS

There are no material contracts which have been entered into by the Company and/or its subsidiaries during the two (2) years immediately preceding the date of this Statement, other than contract entered into in the ordinary course of business.

3. MATERIAL LITIGATIONS

Neither the Company nor any of its subsidiaries are engaged in any material litigation, claim or arbitration, either as a plaintiff or defendant which has a material effect on the financial position of the Company or its subsidiaries.

As at the date of this Statement, the Board does not have any knowledge of any proceedings, pending or threatened, against the Company or its subsidiaries or any facts likely to give rise to any proceedings which may materially affect the position or business of the Company or its subsidiaries, financially or otherwise.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours (except public holidays) at the registered office of the Company at No. 18-2, Jalan 2/114, Kuchai Business Centre, Off Jalan Klang Lama, 58200 Kuala Lumpur, Wilayah Persekutuan from the date of this Statement up to and including the date of the AGM:

- (a) Constitution of the Company.
- (b) Audited accounts of the Company for the past two (2) financial years ended 30 June 2023 and 30 June 2024.

EXTRACT OF NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTION

8. Proposed Renewal of Share Buy-Back Mandate

“THAT subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, regulations and guidelines, the Directors of the Company be hereby given full authority, to allocate an amount not exceeding the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares in the Company (“Shares”) as may be determined by the Directors from time to time through the Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of Shares to be purchased and/or held as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time;

THAT upon the purchase by the Company of its own Shares, the Directors of the Company be hereby authorised to retain such Shares so purchased as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be hereby authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until:-

- a. the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- b. the expiration of the period within which the next Annual General Meeting is required 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(4) of the Act); or
- c. revoked or varied by resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, 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 relevant authorities;

FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate.”

[Resolution 8]