

THIS CIRCULAR 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 advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") has only perused the contents of this Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities.

Bursa Malaysia Securities has not perused the contents of this Circular in relation to the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature prior to its issuance as it is an exempt document pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities.

Bursa Malaysia Securities takes no responsibility for the contents of this Circular, 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.



PTT SYNERGY GROUP BERHAD
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution in respect of the above proposal will be tabled as Special Business at the Fifty-Second Annual General Meeting ("**AGM**") of the Company, which is scheduled to be held at 2A-1-G, Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 28 December 2023 at 10:00 a.m. or any adjournment thereof. The Notice and Form of Proxy are set out in the Annual Report of the Company for the financial year ended 30 June 2023 which is available at the Company's website at <https://pttgroup.com.my/>.

If you are unable to attend and vote at the Fifty-Second AGM, the Form of Proxy must be completed and deposited at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than 48 hours before the time set for holding the Fifty-Second AGM. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the Fifty-Second AGM should you subsequently wish to do so.

Day, date and time of the Fifty-Second AGM : Thursday, 28 December 2023 at 10:00 a.m.

Last day, date and time for lodging the Form of Proxy : Tuesday, 26 December 2023 at 10:00 a.m.

DEFINITIONS

For the purpose of this Circular and the accompanying appendix, except where the context otherwise requires, the following definitions shall apply: -

| | | |
|------------------------|----------|---|
| "ACSB" | | - Aim Concept Sdn. Bhd. [Registration No. 198201001160 (80904-H)] |
| "Act" | | - Companies Act 2016, as amended from time to time and any re-enactment thereof |
| "AGM" | | - Annual General Meeting |
| "Annual Report 2023" | | - Annual Report of PTTS issued for the financial year ended 30 June 2023 |
| "ATTG" | | - Aim Tetap Teguh Group Sdn. Bhd. [Registration No. 202001023181 (1379501-T)] |
| "Board" | | - Board of Directors of PTTS |
| "Bursa Securities" | Malaysia | - Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] |
| "Circular" | | - Circular to Shareholders dated 31 October 2023 |
| "CMSA" | | - Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof |
| "Director(s)" | | - Shall have the same meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed New and Renewal of Shareholders' Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a director or a chief executive officer of the Company or any other company which is its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements. |
| "EPS" | | - Earnings per share |
| "FYE" | | - Financial year ended/ending 30 June, as the case may be |
| "Heap Wah" | | - Heap Wah Barakah Sdn. Bhd. [Registration No. 198401009617 (122161-A)] |
| "Listing Requirements" | | - Main Market Listing Requirements of Bursa Malaysia Securities, including any amendments thereto that may be made from time to time |
| "LPD" | | - 2 October 2023, being the latest practicable date prior to the date of this Circular |
| "Major Shareholder(s)" | | 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: - (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. |

DEFINITIONS (Cont'd)

"Major Shareholder(s)" – For the purpose of the Proposed New and Renewal of Shareholders' Mandate, it includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a major shareholder of the Company as defined under Paragraph 1.01 of the Listing Requirements or any other company which is its subsidiary or holding company.

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

"NA" – Net assets attributable to ordinary equity holders of PTTS

"Person(s) Connected" – In relation to any person (referred to as "**said Person**") means such person who falls under any one of the following categories: -

i) a family member of the said Person. Family in relation to a person means such person who falls within any one of the following categories: -

- (a) spouse;
- (b) parent;
- (c) child including an adopted child and step-child;
- (d) brother or sister; and
- (e) spouse of the person referred to in subparagraphs (c) and (d) above.

ii) 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;

iii) a partner of the said Person;

iv) a person, or where a 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;

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

vi) a body corporate in which the said Person or persons 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

vii) a body corporate which is a related corporation of the said Person.

"Proposed New and Renewal of Shareholders' Mandate" – Proposed New and Renewal of Shareholders' Mandate for RRPTs to be entered into by PTTS Group from the date of the forthcoming AGM until the next AGM

DEFINITIONS (Cont'd)

| | | |
|---|---|---|
| "PTT" | - | Pembinaan Tetap Teguh Sdn. Bhd. [Registration No. 200001018496 (521103-D)] |
| "PTTD" | - | PTT Development Sdn. Bhd. [Registration No. 198201001372 (81116-T)] |
| "PTTI" | - | PTT Infra Sdn. Bhd. [Registration No. 198201001934 (81680-M)] |
| "PTTJ" | - | PTT Jentera Sdn. Bhd. [Registration No. 200801035760 (837101-V)] |
| "PTTS" or "the Company" | - | PTT Synergy Group Berhad [Registration No. 197101000134 (10493-P)] |
| "PTTS Group" or "the Group" | - | Collectively, PTTS and its subsidiaries |
| "Related Corporation" | - | A corporation is deemed to be related to each other if it is: - (a) a holding company of another corporation; (b) a subsidiary of another corporation; or (c) a subsidiary of the holding company of another corporation. |
| "Related Party(ies)" | - | As defined in the Listing Requirements, a Director, Major Shareholder, or Person Connected with such Director or Major Shareholder |
| "Recurrent Related Party Transaction(s)" or "RRPTs" | - | Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations and are to be entered into by PTTS Group in the ordinary course of business of PTTS Group involving the direct and/or indirect interests of Related Party(ies) |
| "RM" and "sen" | - | Ringgit Malaysia and sen, respectively |

Unless otherwise stated, the information set out above in relation to the Major Shareholder(s), Director(s), and Person(s) Connected is as at the LPD.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

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

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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PTT SYNERGY GROUP BERHAD
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

Registered Office:

Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

31 October 2023

Board of Directors: -

Dato' Abd Rahim bin Jaafar (*Executive Chairman*)
Teo Swee Leng (*Deputy Chairman*)
Teo Swee Phin (*Managing Director*)
Datin Ng Fong Shiang (*Executive Director*)
Dato' Mahamed bin Hussain (*Independent Non-Executive Director*)
Datuk Ir. Ruslan bin Abdul Aziz (*Independent Non-Executive Director*)
Dato' Paul Lim Tau Ern (*Independent Non-Executive Director*)
Toh Seng Thong (*Independent Non-Executive Director*)

To: The shareholders of PTTS

Dear Sir/Madam,

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTS

1.0 INTRODUCTION

At the Fifty-First AGM of the Company held on 28 December 2022, the Company obtained a general mandate from its shareholders for the Company and/or its subsidiaries to enter into RRPTs 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.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of the forthcoming Fifty-Second AGM of the Company, unless authority for its renewal is obtained from the shareholders at the said AGM of the Company.

The Company had on 6 October 2023 announced to Bursa Malaysia Securities its intention to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate at the forthcoming Fifty-Second AGM of the Company.

The purpose of this Circular is to provide you with details of the Proposed New and Renewal of Shareholders' Mandate and seek your approval for the ordinary resolution to be tabled at the forthcoming Fifty-Second AGM of the Company. The Notice of the Fifty-Second AGM and the Form of Proxy are enclosed in the Annual Report 2023.

1.0 INTRODUCTION (CONT'D)

The Company advises you to read and carefully consider the contents of this Circular before voting on the ordinary resolution in relation to the Proposed New and Renewal of Shareholders' Mandate to be tabled at the forthcoming Fifty-Second AGM.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

2.1 The Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a mandate from its shareholders for RRPTs, subject to the following: -

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) 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 (based on the type of transactions, names of Related Parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregate value is equal to or more than the thresholds below in relation to a listed issuer with an issued share capital of RM60 million and above: -
 - (a) the consideration, value of the assets, capital outlay, or costs of the aggregated transactions is RM1 million or more; or
 - (b) the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Malaysia Securities. The draft circular must be submitted to Bursa Malaysia Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the relevant Related Party must comply with the following requirements: -
 - (a) a Related Party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the RRPT;
 - (b) an Interested Related Party who is a Director or Major Shareholder must ensure that Persons Connected with them abstain from voting on the resolution in respect of the RRPT; and
 - (c) where the Interested Related Party is a Person Connected with a Director or Major Shareholder, must not vote on the resolution in respect of the RRPT.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.1 The Listing Requirements (cont'd)

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

Accordingly, the Board proposes to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate pursuant to Paragraph 10.09(2) of the Listing Requirements and the provision under items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements. The Proposed New and Renewal of Shareholders' Mandate will allow PTTS Group, in the normal course of business, to enter into the RRPTs referred to in Section 2.5 with the Related Party(ies), provided that such transactions are made at arm's length, on PTTS Group's normal commercial terms and terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of PTTS.

2.2 Validity Period of the Proposed New and Renewal of Shareholders' Mandate

The authority to be conferred pursuant to the Proposed New and Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the date of passing of the ordinary resolution proposed 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 such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act [but must 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 of the Company in general meeting,

whichever is earlier.

2.3 Principal Activities of PTTS Group

PTTS is principally engaged in investment and property holding.

The principal activities of the subsidiaries of PTTS as at the LPD are as follows: -

| Name | Principal Activities | Effective Equity Interest (%) |
|------------------------------|----------------------------------|-------------------------------|
| Hoover Management Sdn. Bhd. | Provision of management services | 100.00 |
| Projek Tetap Teguh Sdn. Bhd. | Develop and lease of warehouse | 100.00 |

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.3 Principal Activities of PTTS Group (cont'd)

| Name | Principal Activities | Effective Equity Interest (%) |
|---|---|-------------------------------|
| PTT | Construction contractors and rental of properties | 100.00 |
| PTT Assets Sdn. Bhd. | Asset management and property investment holding | 100.00 |
| PTTD | Property development, building and civil contractors | 100.00 |
| PTT E Energy Sdn. Bhd. | <ol style="list-style-type: none"> 1. Operation of transmission, distribution and sales of electricity 2. Other transportation support activities 3. Operation of generation facilities that produce electric energy | 100.00 |
| PTTI | Building, earthworks and civil contractors | 100.00 |
| PTT Machineries Sdn. Bhd. (formerly known as Hoover Tiling Trading Sdn. Bhd.) | Letting of machineries and providing maintenance services | 100.00 |
| PTT Property Sdn. Bhd. | Property development and investment holding | 100.00 |
| Anggun Tegas Merak Sdn. Bhd. | Trading of building materials | 70.00 |
| Heap Wah | Manufacturing, trading and supply of sanitary wares, tapware and related products | 70.00 |
| PTS Dura Marketing Sdn. Bhd. | Trading of building materials and hardware | 70.00 |
| PTT Logistics Sdn. Bhd. | <ol style="list-style-type: none"> 1. Freight transport by road 2. Warehousing and storage services 3. Other transportation support activities | 70.00 |

It is envisaged that, in the normal course of PTTS Group's businesses, transactions of a revenue or trading nature between companies in PTTS Group and the Related Party(ies) are likely to occur, which are necessary for its day-to-day operations.

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties

The Related Parties in which the Proposed New and Renewal of Shareholders' Mandate is applicable are as follows: -

| Name | Background Information | | | | | | | | | | | | |
|----------------------------|---|-------------------|---------------|-------------------|----------------------------|-----------|--------|----------------------------|--------|------|--------------|------------------|---------------|
| PTTJ | <p>PTTJ was incorporated on 31 October 2008 under the Companies Act, 1965. PTTJ is principally engaged in letting of earth moving machineries and providing maintenance services.</p> <p>As at the LPD, the Directors of PTTJ are as follows: -</p> <ol style="list-style-type: none"> 1. Teo Swee Phin 2. Faddy Bin Nordin <p>As at the LPD, the shareholder of PTTJ and his shareholdings are as follows: -</p> <table border="1" data-bbox="528 824 1385 893"> <thead> <tr> <th data-bbox="528 824 815 857">Shareholder</th> <th data-bbox="815 824 1062 857">No. of Shares</th> <th data-bbox="1062 824 1385 857">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="528 857 815 893">Teo Swee Phin</td> <td data-bbox="815 857 1062 893">2,000,000</td> <td data-bbox="1062 857 1385 893">100.00</td> </tr> </tbody> </table> | Shareholder | No. of Shares | % of Shareholding | Teo Swee Phin | 2,000,000 | 100.00 | | | | | | |
| Shareholder | No. of Shares | % of Shareholding | | | | | | | | | | | |
| Teo Swee Phin | 2,000,000 | 100.00 | | | | | | | | | | | |
| ACSB | <p>ACSB was incorporated on 9 February 1982 under the Companies Act, 1965. The principal activities of ACSB are civil and structural contractor.</p> <p>As at the LPD, the Directors of ACSB are as follows: -</p> <ol style="list-style-type: none"> 1. Dato' Abd Rahim bin Jaafar 2. Noor Baizura Binti Mashuri <p>As at the LPD, the shareholders of ACSB and their respective shareholdings are as follows: -</p> <table border="1" data-bbox="528 1317 1385 1518"> <thead> <tr> <th data-bbox="528 1317 815 1350">Shareholders</th> <th data-bbox="815 1317 1062 1350">No. of Shares</th> <th data-bbox="1062 1317 1385 1350">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="528 1350 815 1417">Dato' Abd Rahim bin Jaafar</td> <td data-bbox="815 1350 1062 1417">4,950,000</td> <td data-bbox="1062 1350 1385 1417">99.00</td> </tr> <tr> <td data-bbox="528 1417 815 1485">Noor Baizura Binti Mashuri</td> <td data-bbox="815 1417 1062 1485">50,000</td> <td data-bbox="1062 1417 1385 1485">1.00</td> </tr> <tr> <td data-bbox="528 1485 815 1518">Total</td> <td data-bbox="815 1485 1062 1518">5,000,000</td> <td data-bbox="1062 1485 1385 1518">100.00</td> </tr> </tbody> </table> | Shareholders | No. of Shares | % of Shareholding | Dato' Abd Rahim bin Jaafar | 4,950,000 | 99.00 | Noor Baizura Binti Mashuri | 50,000 | 1.00 | Total | 5,000,000 | 100.00 |
| Shareholders | No. of Shares | % of Shareholding | | | | | | | | | | | |
| Dato' Abd Rahim bin Jaafar | 4,950,000 | 99.00 | | | | | | | | | | | |
| Noor Baizura Binti Mashuri | 50,000 | 1.00 | | | | | | | | | | | |
| Total | 5,000,000 | 100.00 | | | | | | | | | | | |

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate

The details and nature of RRPTs which PTTS Group and the Related Parties will enter into are set out below: -

(a) Proposed New Shareholders' Mandate

| Related Parties | Transacting Parties | Nature of Transactions | Interested Directors/Major Shareholders and Persons Connected to them | Estimated aggregate value from the forthcoming Fifty-Second AGM until the next AGM * (RM'000) |
|-----------------|---------------------|--|---|---|
| PTTJ | PTTS Group | Receipt of services of repair and maintenance of machinery ⁽⁵⁾ including spare parts from PTTJ | Teo Swee Leng ⁽¹⁾ | 20,000 |
| PTTJ | PTTS Group | Purchasing and/or leasing of machinery ⁽⁶⁾ for the undertaking of construction/infrastructure from PTTJ | Teo Swee Phin ⁽²⁾ | 32,000 |
| PTTJ | PTTS Group | Purchasing of concrete from PTTJ | Dato' Abd Rahim bin Jaafar ⁽³⁾ | 10,000 |
| ACSB | Heap Wah @ | Sale of building materials for construction/infrastructure, and water related products and systems ⁽⁷⁾ to ACSB | ATTG ⁽⁴⁾ | 5,000 |
| Teo Swee Phin | PTTS Group | Rental of office spaces located at Unit Nos. B1-1-1, B2-23A-1, B2-25-1, B2-25-2, Space U8 Mall, No. 6 Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor measuring approximately 236 square metres each unit (" Office Space ") from Teo Swee Phin # | | 500 |

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs Contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(b) Proposed Renewal of Shareholders' Mandate

| Related Parties | Transacting Parties | Nature of Transactions | Interested Directors/ Major Shareholders and Persons Connected to them | Estimated aggregate value as disclosed in the Circular dated 31 October 2022 (RM'000) | Actual value transacted from 28 December 2022 to LPD (RM'000) | Estimated aggregate value from the forthcoming Fifty-Second AGM until the next AGM * (RM'000) |
|------------------------|----------------------------|---|--|--|--|--|
| PTTJ | PTTD and/or PTTI | Purchasing and/or leasing of machinery for the undertaking of construction/infrastructure from PTTJ | Teo Swee Leng ⁽¹⁾ Teo Swee Phin ⁽²⁾ Dato' Abd Rahim bin Jaafar ⁽³⁾ ATTG ⁽⁴⁾ | 32,000 | 3,834 | 32,000 |

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs Contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(c) RRPTs that are not sought under Renewal of Shareholders' Mandate ^

| Related Parties | Transacting Parties | Nature of Transactions | Interested Directors/ Major Shareholders and Persons Connected to them | Estimated aggregate value as disclosed in the Circular dated 31 October 2022 (RM'000) | Actual value transacted from 28 December 2022 to LPD (RM'000) |
|-----------------|--|---|--|---|---|
| PTT | Heap Wah ® | Purchasing of building materials for construction/infrastructure, water related products and systems from PTT | Teo Swee Leng ⁽¹⁾ | 8,000 | 4 |
| PTTJ | PTTI | Providing services of repair and maintenance of machinery including spare parts to PTTJ | Teo Swee Phin ⁽²⁾ | 4,000 | Nil |
| PTT | PTTD and/or PTTI, which are wholly-owned subsidiaries of PTT | Receipt of contracts in relation to construction / infrastructure works for residential, commercial, and/or industrial developments from PTT | Dato' Abd Rahim bin Jaafar ⁽³⁾ | 150,000 | Nil |
| PTT | PTTS | Purchasing and/or leasing of machinery for the undertaking of construction/infrastructure from PTT | ATTG ⁽⁴⁾ | 32,000 | 423 |
| PTT | PTTS | Rental of office space for the Group's corporate office located at Lot 2A-1-1 (B) First Floor, Space U8, No. 6 Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam from PTT | | 456 | 342 |

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs Contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

Notes: -

* The estimated values as set out above are based on management's estimates of the value of transactions to be undertaken for the period from the forthcoming Fifty-Second AGM to the next AGM. However, the value of transactions may be subject to changes.

@ The shareholders of Heap Wah as at the LPD are as follows: -

| Shareholders | No. of Ordinary Shares | % |
|--------------|------------------------|---------------|
| PTTS | 700,000 | 70.00 |
| Lam Weng Wai | 163,500 | 16.35 |
| Lum Pek Yoke | 136,500 | 13.65 |
| Total | 1,000,000 | 100.00 |

The rental of Office Space is for a tenure of up to three (3) years, and payment of rental is on a monthly basis.

^ No shareholders' mandate is sought for the RRPTs at the forthcoming AGM.

(1) Teo Swee Leng is Director and Major Shareholder of PTTS. He is also a Director and Major Shareholder of ATTG. His direct and indirect interests in ATTG as at the LPD are as follows: -

| Company | Direct | | Indirect | |
|---------|---------------|-------|---------------|---|
| | No. of Shares | % | No. of Shares | % |
| ATTG | 30,000 | 30.00 | - | - |

Teo Swee Leng is also person connected to Teo Swee Phin and Dato' Abd Rahim bin Jaafar pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Phin and Dato' Abd Rahim bin Jaafar are the Directors and Major Shareholders.

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs Contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

- (2) Teo Swee Phin is a Director and Major Shareholder of PTTS. He is also a Director and Major Shareholder of PTTJ and ATTG. His direct and indirect interests in PTTJ and ATTG are as follows: -

| Companies | Direct | | Indirect | |
|-----------|---------------|--------|---------------|---|
| | No. of Shares | % | No. of Shares | % |
| PTTJ | 2,000,000 | 100.00 | - | - |
| ATTG | 29,000 | 29.00 | - | - |

Teo Swee Phin is a person connected to Teo Swee Leng and Dato' Abd Rahim bin Jaafar pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Leng and Dato' Abd Rahim bin Jaafar are the Directors and Major Shareholders.

- (3) Dato' Abd Rahim bin Jaafar is a Director and Major Shareholder of PTTS. He is also a Director and Major Shareholder of ACSB and ATTG. His direct and indirect interests in ACSB and ATTG are as follows: -

| Companies | Direct | | Indirect | |
|-----------|---------------|-------|---------------|---|
| | No. of Shares | % | No. of Shares | % |
| ACSB | 4,950,000 | 99.00 | - | - |
| ATTG | 41,000 | 41.00 | - | - |

Dato' Abd Rahim bin Jaafar is a person connected to Teo Swee Leng and Teo Swee Phin pursuant to his directorship and major shareholdings in ATTG, of which Teo Swee Leng and Teo Swee Phin are the Directors and Major Shareholders.

- (4) ATTG is a Major Shareholder of PTTS.
- (5) Machinery(ies) refer to articulated truck, bulldozer, compactor, excavator, concrete mixer, wheel loader, backpusher and etc.
- (6) Machinery(ies) refer to articulated truck, bulldozer, compactor, excavator, concrete mixer, wheel loader, backpusher and etc.
- (7) Building materials refer to water tank, tab and bathroom accessories.
- Water related products and systems refer to valve, pipes and fitting, water pump, water heater and etc.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs Contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

The actual value transacted of the above transactions from the date on which the existing mandate was obtained (i.e. the date of the Fifty-First AGM on 28 December 2022) up to the LPD was not exceeding the estimated value by 10% or more.

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.6 Amount Due and Owing to PTTS Group by Related Parties

As at the LPD, there is no amount due and owing to PTTS Group by its Related Parties, which exceeded the credit term. Therefore, the disclosures as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements are not applicable.

2.7 Review Procedures for the RRPTs

The procedures and processes to ensure that the RRPTs are conducted at arm's length and on normal commercial terms which are consistent with PTTS's usual business practices and policies are envisaged as follows: -

- (a) Each Director is required to make full disclosure at once of any interest he or she may have in any business enterprise with an existing or proposed business relationship or transaction with the Company and/or its subsidiaries.
- (b) A list of Related Parties of PTTS Group will be circulated to the Directors and the management of the Group where considerations would be made after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, compared with the prevailing market prices and rates, industry norms and standards, as well as general practices, adopted by service providers of similar capacities and capabilities generally available in the open market. In addition, wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by unrelated third parties.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the pricing of any RRPTs entered into will be determined based on usual business practices and policies of the Group to ensure that the RRPTs are not detrimental to the Group.

- (c) There are no specific thresholds for approval of RRPTs within the Group. However, all potential RRPTs have to be disclosed. Through the Audit Committee, the Board will subsequently review the RRPTs and ensure compliance with internal control procedures and the provisions of the Listing Requirements. The review includes the examination of the nature of the transaction, and if necessary, its supporting documents and/or such data deemed necessary by the Audit Committee. All RRPTs entered into will be recorded in a register to be maintained by the Company.
- (d) The interested Directors in the RRPTs must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPTs.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.7 Review Procedures for the RRPTs (*cont'd*)

- (e) The internal audit plan shall incorporate a periodic review of identified and reported related party transactions to determine whether internal guidelines and procedures have been complied with to ensure that the transactions are at arms' length. In addition, an annual review of the system of controls to ensure all related party transactions are adequately identified and reported and that review procedures were adhered to; and
- (f) The Board and the Audit Committee of PTTS shall periodically review the internal audit plan to ascertain that review procedures established to monitor the RRPTs are complied with. The interested Directors in the RRPTs must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPTs.

2.8 Statement by the Audit Committee

The Audit Committee of PTTS has seen and reviewed the procedures as set out in Section 2.7 of this Circular and is of the view that the procedures are sufficient to ensure that the RRPTs are not favourable to the related parties than those generally available to the public and not detrimental to the interests of the minority shareholders of PTTS.

The Audit Committee is satisfied that PTTS Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes on an annual basis.

2.9 Rationale and Benefits of the Proposed New and Renewal of Shareholders' Mandate

The Proposed New and Renewal of Shareholders' Mandate will enable the Company to grow its construction business and potentially improve its future earnings by securing construction contracts from the relevant Related Parties and enabling the Group to procure the necessary machinery and equipment critical to carry out the construction works.

Accordingly, the Proposed New and Renewal of Shareholders' Mandate will enable the Group to secure and undertake the RRPTs expeditiously without announcing and convening separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction(s). Further, certain transactions, such as the award of contracts, could be time-sensitive in nature, making it impractical to seek shareholders' approval on a case-to-case basis. Hence, the Proposed New and Renewal of Shareholders' Mandate will substantially reduce the expenses, time and resources associated with convening general meetings on an ad hoc basis.

Further, the Proposed New and Renewal of Shareholders' Mandate will enable the Group to pursue available business opportunities expeditiously and, in turn, achieve the business objectives of the Group.

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

Based on the Record of Depositors as at the LPD, the direct and indirect interests of the Directors, Major Shareholders and/or Persons Connected to them who are interested in the Proposed New and Renewal of Shareholders' Mandate are as follows: -

| Interested Directors/ Major Shareholders/ Persons Connected to the Interested Directors/Major Shareholders | Direct | | Indirect | |
|---|---------------|-------|----------------------------|-------|
| | No. of Shares | %* | No. of Shares | %* |
| <u>Directors</u> | | | | |
| Dato' Abd Rahim bin Jaafar | - | - | 100,766,049 ⁽¹⁾ | 55.96 |
| Teo Swee Leng | 17,624,620 | 9.79 | 100,766,049 ⁽¹⁾ | 55.96 |
| Teo Swee Phin | 14,920,312 | 8.29 | 100,766,049 ⁽¹⁾ | 55.96 |
| <u>Major Shareholders</u> | | | | |
| Dato' Abd Rahim bin Jaafar | - | - | 100,766,049 ⁽¹⁾ | 55.96 |
| Teo Swee Leng | 17,624,620 | 9.79 | 100,766,049 ⁽¹⁾ | 55.96 |
| Teo Swee Phin | 14,920,312 | 8.29 | 100,766,049 ⁽¹⁾ | 55.96 |
| ATTG | 100,766,049 | 55.96 | - | - |

Notes: -

* Based on the total number of 180,081,081 ordinary shares as at the LPD.

⁽¹⁾ Deemed interested by virtue of his interest in ATTG pursuant to Section 8 of the Act.

The abovementioned interested Directors have abstained and will continue to abstain from Board deliberations and voting on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate at the Board meetings.

The abovementioned interested Directors, Major Shareholders and/or Person Connected to Directors and/or Major Shareholders have abstained and will continue to abstain from voting on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM.

The abovementioned interested Directors and Major Shareholders have undertaken to ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM.

4.0 FINANCIAL EFFECTS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New and Renewal of Shareholders' Mandate is not expected to have any material impact on the issued share capital, NA, gearing, EPS, and Major Shareholders' shareholdings of PTTS and/or PTTS Group.

5.0 APPROVAL REQUIRED

The Proposed New and Renewal of Shareholders' Mandate is subject to the approval of the shareholders of PTTS at the forthcoming AGM to be convened or at any adjournment thereof.

6.0 DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed New and Renewal of Shareholders' Mandate, including the rationale and prospects, is of the opinion that the Proposed New and Renewal of Shareholders' Mandate is fair, reasonable, and in the best interest of PTTS Group.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM of the Company.

7.0 AGM

The Fifty-Second AGM, Notice of which is enclosed in the Annual Report 2023 of the Company, will be held at 2A-1-G, Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 28 December 2023 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving, inter alia, with or without modifications, the ordinary resolution on the Proposed New and Renewal of Shareholders' Mandate as set out in the said Notice.

If you are unable to attend and vote in person at the Fifty-Second AGM, you may complete the Form of Proxy and deposit it at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than 48 hours before the time set for holding the Fifty-Second AGM. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the Fifty-Second AGM should you subsequently wish to do so.

8.0 FURTHER INFORMATION

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

Yours faithfully,

For and on behalf of the Board of Directors
PTT SYNERGY GROUP BERHAD

DATO' MAHAMED BIN HUSSAIN
INDEPENDENT NON-EXECUTIVE DIRECTOR

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts (not being contract entered into in the ordinary course of business) within the past 2 years immediately preceding the date of this Circular: -

- (1) Conditional sale and purchase agreement dated 10 October 2023 entered into between Projek Tetap Teguh Sdn. Bhd. (as purchaser) and the following parties (as vendors) for the proposed acquisition of 2 parcels of freehold development land (details as follows) with an aggregate land area of approximately 18.00 acres located at Daerah Seberang Perai Selatan, Pulau Pinang for a total cash consideration of RM70,555,432.50 ("**the Land Acquisition**"): -

- (i) Leong Woay Hong @ Neoh Woay Hong;
- (ii) Low Chee Heng;
- (iii) Low Cheng Hiang;
- (iv) Low Meng Kiang;
- (v) Low Saw Cheng;
- (vi) Low Saw Sim;
- (vii) Ong Kah Boey; and
- (viii) Than Way Cheng @ Tan Way Cheng.

The 2 parcels of freehold development land bear the following title and lot no.:-

- (i) Land 1 – Title No. GRN 40425, Lot 386, Mukim 12, District of Seberang Perai Selatan, Pulau Pinang; and
- (ii) Land 2 - Title No. GM 223, Lot 481, Locality of Sg. Bakap, Mukim 12, District of Seberang Perai Selatan, Pulau Pinang.

The Land Acquisition is expected to be completed by second quarter of year 2024.

- (2) Sale and purchase agreement dated 2 June 2023 entered into between Heap Wah (as vendor) and Teo & Yee Trading (M) Sdn. Bhd. (as purchaser) for the disposal of all that piece of 99 years of leasehold commercial land measuring in area of approximately 156.077 square metres and held under individual title No. H.S.(M) 7337, P.T. 7149, Tempat 6 1/2, Jalan Kelang Lama, Mukim Petaling, District of Petaling, State of Selangor Darul Ehsan, together with a unit of 4-storey commercial shoptlot erected thereon bearing postal address of No. 10, Jalan P.U. 9, P.J. Selatan, 46000 Petaling Jaya, Selangor Darul Ehsan, for a disposal consideration of RM1,800,000.00. The sale and purchase transaction is expected to complete by second quarter of year 2024.

FURTHER INFORMATION (CONT'D)

2. MATERIAL CONTRACTS (CONT'D)

- (3) Conditional share sale agreement dated 30 March 2023 and as amended by a supplemental letter agreement dated 12 May 2023 entered into between PTTS (as purchaser) and Faddy bin Nordin, Teo Swee Leng and Teo Swee Phin (as vendors) for the acquisition of the entire equity interest in PTT ("**the Acquisition**").

The total purchase consideration of RM152.0 million in relation to the Acquisition was satisfied by a combination of the following: -

- (i) Cash consideration of RM62.0 million; and
- (ii) 81,081,081 new ordinary shares issued by the Company at an issue price of RM1.11 ("**Consideration Shares**") amounting to RM90.0 million, of which the Consideration Shares of RM34.0 million had been pledged to a trustee appointed by the Company as security for the performance of the vendors' obligation in respect of profit guarantee and to be released to the vendors upon meeting the profit guarantee over the guaranteed period.

The Acquisition was completed on 10 August 2023.

- (4) Sale and purchase agreement dated 29 December 2022 entered into between PTT Assets Sdn. Bhd. (as purchaser) and Sime Darby Property (Bukit Raja) Sdn. Bhd. (as vendor) for the acquisition of the property held under H.S.(D) No. 165675, PT 84377, Mukim of Kapar, District of Klang, State of Selangor Darul Ehsan measuring in area of approximately 4,987 square metres identified as lot no. i8B/49, bearing the address of 18, Jalan Inai 2D/KU5, Bandar Bukit Raja, Selangor Darul Ehsan together with all buildings erected or to be erected thereon for a total cash consideration of RM12,256,888.00. The sale and purchase transaction is pending delivery of vacant possession as at the LPD of which the vacant possession of the property shall be delivered to the purchaser tentatively by December 2025.
- (5) Sale and purchase agreement dated 29 December 2022 entered into between PTTS (as vendor) and Sim Cheng Young (as purchaser) for the disposal of 2 pieces of freehold vacant lands held under Geran 41111 Lot 1696 and Geran 41112 Lot 1926, both of Mukim of Beranang, District of Ulu Langat, State of Selangor Darul Ehsan measuring approximately 1.2343 hectares and 3.3816 hectares respectively for a total cash consideration of RM4,755,000.00. The sale and purchase transaction was completed on 29 December 2022.
- (6) Sale and purchase agreement dated 29 October 2021 entered into between Tropicana Industrial Park Sdn. Bhd. (as landowner), Tropicana Development (Johor Bahru) Sdn. Bhd. (as developer) and PTT Property Sdn. Bhd. (as purchaser) for the acquisition of part of a freehold land held under H.S.(D) 13683, PTD 14020, Mukim of Jeram Batu, District of Pontian, State of Johor measuring approximately 89.35 hectares owned by the landowner with a current development project undertaken by the developer. The purchaser agreed to purchase 10 individual plots of developed land measuring approximately 20.02 acres from the landowner for a total cash consideration of RM43,603,560.00. The sale and purchase transaction is pending completion as at the LPD and is expected to be completed by October 2024.

FURTHER INFORMATION (CONT'D)**3. MATERIAL LITIGATION, CLAIM, OR ARBITRATION**

Save as disclosed below, there is no material litigation, claim, or arbitration, either as a plaintiff or a defendant, which will have a material and/or adverse effect on the financial position or business of the Group, and the Board is not aware of any proceedings pending or threatened against the Group or of any fact which is likely to give rise to any proceedings which may materially and/or adversely affect the financial position or business of the Group: -

High Court of Malaya at Shah Alam Civil Suit No.: BA-22NCC-18-08/2023, Heap Wah (as plaintiff) v. (i) FZ Infinity Sdn. Bhd. ("First Defendant"); (ii) Foong Chee Kien ("Second Defendant"); and (iii) Lee Kwan Cheng ("Third Defendant") (collectively, as "Defendants")

On 3 February 2023, Heap Wah had filed a writ and statement of claim to the High Court of Malaya at Shah Alam ("**SA High Court**") against the Defendants for the failure of the First Defendant in honouring the payment for the invoices issued by Heap Wah in respect of the goods and services provided by Heap Wah to the First Defendant.

The Second Defendant is the director and shareholder of the First Defendant and in its capacity, the Second Defendant had executed a credit facility arrangement provided by Heap Wah to the First Defendant to facilitate the purchase of goods from Heap Wah. In view of Heap Wah providing the credit facilities to the First Defendant, the Second Defendant and Third Defendant had signed on a letter of guarantee dated 27 September 2021, guaranteeing the indebtedness of the First Defendant together with all interest, costs, charges, etc. to Heap Wah.

Despite Heap Wah vide its solicitors on 9 January 2023 having issued a notice of demand against the Defendants for the sum due and owing to Heap Wah, the Defendants had failed, refused and/or neglected to pay the sum due and owing to Heap Wah.

As such, Heap Wah had pleaded for the following claims against the Defendants:

- (i) a sum of RM1,597,068.90;
- (ii) interest of RM507,527.02 as at 31 January 2023;
- (iii) accrued interest at the rate of 1.50% monthly on the sum of RM1,597,068.90 commencing from 1 February 2023 up to the judgement being obtained;
- (iv) accrued interest at the rate of 1.50% monthly on the sum of RM1,597,068.90 commencing from the judgement being obtained up to the full settlement of the judgement sum; and
- (v) cost of action.

On 24 March 2023, the SA High Court had entered a judgement in default of appearance against the First Defendant for the claims pleaded by Heap Wah following the First Defendant's failure to enter into appearance. As such, the First Defendant is ordered to pay Heap Wah in respect of the claims pleaded by Heap Wah as stated above.

FURTHER INFORMATION (CONT'D)**3. MATERIAL LITIGATION, CLAIM, OR ARBITRATION (CONT'D)**

On 25 March 2023, the SA High Court had ordered for Heap Wah to serve (i) by substituted service on the Second Defendant by attaching the writ and statement of claim together with the sealed order at the Second Defendant's last known address via registered post, (ii) by attaching the writ and statement of claim together with the sealed order at the SA High Court statement board and, (iii) by advertising in a local newspaper named "STAR".

The solicitors-in-charge of the abovementioned suit have informed that the Third Defendant was discovered to have passed away and the solicitors have withdrawn the suit against the Third Defendant.

On 10 May 2023, Heap Wah had obtained a judgement in default against the Second Defendant and accordingly, Heap Wah had instructed its solicitors to commence winding up proceedings against the First Defendant.

On 20 June 2023, the solicitors had filed the winding up petition against the First Defendant.

On 11 October 2023, Heap Wah has obtained a winding up order against the First Defendant.

High Court of Malaya at Shah Alam Civil Suit No.: BA-B52C-8-03-2023 and BA-22C-23-04/2023, Menard Geosystems Sdn. Bhd. ("MGSB") (as plaintiff) v. Pembinaan Tetap Teguh Sdn. Bhd. ("PTTSB") (as defendant)

On 25 March 2021, PTTSB had vide a letter of award appointed MGSB as the contractor for a construction project located in Bandar Bukit Raja 2, Kapar, Klang, Selangor Darul Ehsan. Based on the letter of award, PTTSB is responsible for the preparation of the working platform for MGSB to carry out works in relation to the prefabricated vertical drain ("PVD"). PTTSB is also responsible for the supply of the base machine, oil machine and PVD. MGSB is responsible for the installation of the PVD at the project site after PTTSB fulfils and completes its obligations.

PTTSB had issued several letters to MGSB in February 2022, May 2022, July 2022, and November 2022, for amongst others, the granting of extension of time to MGSB to carry out its obligations without additional cost, the delay on the part of MGSB in carry out its works and the non-completion of works on the part of MGSB. Due to the foregoing, PTTSB's position is that it is entitled to impose liquidated ascertained damages ("LAD") on MGSB.

PTTSB had on 3 February 2023 issued a letter to MGSB informing that the remaining works in respect of the project shall be excluded and had requested MGSB to remove its machineries in the project site and provide its final claims within 2 days from the date of the letter. MGSB vide its solicitor on 10 February 2023 issued a letter to PTTSB stating the termination of its services.

On 26 April 2023, MGSB had filed a writ and statement of claim to the SA High Court against PTTSB for the amount due and owing by PTTSB to MGSB in respect of works done as well as idling cost incurred by MGSB. A debit note dated 26 April 2023 had also been served to MGSB by PTTSB.

FURTHER INFORMATION (CONT'D)

3. MATERIAL LITIGATION, CLAIM, OR ARBITRATION (CONT'D)

MGSB has claimed that the sum of RM842,717.12 remains due and owing by PTTSB to MGSB in respect of works done by MGSB. Further, MGSB has alleged that PTTSB failed to carry out its obligation and caused delays on MGSB to carry out its works. In consequence thereof, this has resulted in MGSB having incurred an idling cost of RM450,000.00.

A counterclaim has been filed by the solicitors of PTTSB on 9 June 2023 for the sum of RM1,227,353.52 in respect of the contractual LAD and cost incurred by PTTSB on the failure of MGSB in completing the necessary works as well as the cost of appointment of a third party to carry out the uncompleted works.

The solicitors of PTTSB are of the opinion that PTTSB's counterclaim will be successful based on the documents have in hand.

As at the LPD, the trial has been fixed from 25 to 28 February 2025.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal office hours (except for public holidays) from the date of this Circular, up to and including the date of the forthcoming AGM: -

- a. The Constitution of PTTS;
- b. The audited financial statements of the Group for the past 2 FYEs 2022 and 2023;
- c. The material contracts referred to in Section 2 of Appendix I of this Circular; and
- d. The relevant cause papers for the material litigation referred to in Section 3 of Appendix I of this Circular.

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