

THIS STATEMENT/CIRCULAR 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**”) takes no responsibility for the contents of this Statement/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 Statement/Circular.

Bursa Securities has not perused the contents of this Statement/Circular prior to its issuance as this Statement/Circular is an exempt document that is not required to be submitted to Bursa Securities pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. You should rely on your own evaluation to assess the merits and risks of the proposals in this Statement/Circular.



Property

KERJAYA PROSPEK PROPERTY BERHAD

Registration No. 199401001358 (287036-X)
(Incorporated in Malaysia)

PART A

**STATEMENT TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED
RENEWAL OF THE SHARE BUY-BACK AUTHORITY**

PART B

**CIRCULAR TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL
OF THE SHAREHOLDERS’ MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The resolutions in respect of the above proposals will be tabled as special business at the 31st Annual General Meeting (“**31st AGM**”) of Kerjaya Prospek Property Berhad to be held virtually through live streaming from C-34-01, Menara Vista Petaling, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur as the Broadcast Venue and via a remote participation and voting (“**RPV**”) facilities, as detailed below:

- Date and time of the 31st AGM : Wednesday, 28 August 2024 at 11.00 a.m. or any adjournment thereof
- RPV Facilities : TIIH Online website provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia at <https://tiih.online>
- Last date and time for lodging of Proxy Form : Monday, 26 August 2024 at 11.00 a.m.

The Notice of the 31st AGM which sets out the resolutions to consider the abovementioned proposals together with the Form of Proxy relating thereto, and the Administrative Guide, are available on the Company’s website at www.kpproperty.com.my or web link at <http://ir2.chartnexus.com/kpproperty/aggm>. Please follow the procedures provided in the Administrative Guide to register, participate and vote remotely at the 31st AGM.

If you are unable to attend and vote at the meeting, you may complete the Proxy Form and deposit it at our Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia. You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time fixed for the AGM or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

CONTENTS

	PAGE
LETTER TO OUR SHAREHOLDERS CONTAINING:-	
PART A – STATEMENT TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY-BACK AUTHORITY	
1.0 INTRODUCTION.....	1
2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK MANDATE	2
3.0 FINANCIAL EFFECTS ON THE PROPOSED SHARE BUY-BACK MANDATE	4
4.0 IMPLICATION RELATING TO THE CODE	7
5.0 PURCHASES OR RESALE OR CANCELLATION OF TREASURY SHARES	7
6.0 HISTORICAL SHARE PRICES.....	7
7.0 VALIDITY PERIOD	8
8.0 APPROVAL REQUIRED	8
9.0 DIRECTORS’ RECOMMENDATION	8
10.0 31 ST AGM	8
11.0 FURTHER INFORMATION	9
PART B – CIRCULAR TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	
1.0 INTRODUCTION	10
2.0 DETAILS OF THE PROPOSED RRPT MANDATE	11
3.0 RATIONALE FOR THE PROPOSED RRPT MANDATE	18
4.0 DIRECTORS’ AND MAJOR SHAREHOLDERS’ INTERESTS	18
5.0 EFFECTS OF THE PROPOSED RRPT MANDATE	19
6.0 VALIDITY PERIOD	19
7.0 APPROVAL REQUIRED	19
8.0 DIRECTORS’ RECOMMENDATION	20
9.0 31 ST AGM	20
10.0 FURTHER INFORMATION	20
APPENDICES	
APPENDIX A : FURTHER INFORMATION	21

PART A

**STATEMENT TO THE SHAREHOLDERS IN RELATION TO
THE PROPOSED RENEWAL OF THE SHARE BUY-BACK AUTHORITY**

DEFINITIONS FOR PART A

Except where the context otherwise required, the following definitions shall apply throughout Part A of this document and the accompanying appendices:

“Act”	:	Companies Act 2016, as amended from time to time including any re-enactment thereof
“31 st AGM”	:	31 st Annual General Meeting
“Board” or the “Directors”	:	Board of Directors of KPPROP
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time including any re-enactment thereof
“EPS”	:	Earnings per share
“KPPROP” or “Company”	:	Kerjaya Prospek Property Berhad
“Listing Requirements”	:	Bursa Securities Main Market Listing Requirements, including any amendments thereto that may be made from time to time
“LPD”	:	30 June 2024, being the latest practicable date prior to the printing of this Statement
“Major Shareholder”	:	A person who has an interest or interests in one (1) or more voting shares in KPPROP and the number or aggregate number of those shares, is:- (a) ten percent (10%) or more of the total number of voting shares in KPPROP; or (b) five (5%) or more of the total number of voting shares in KPPROP where such person is the largest shareholder of KPPROP.

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

Major shareholder(s) shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of Kerjaya, or any other corporation which is its subsidiary or holding company

“NA”	:	Net Assets
“Proposed Share Buy-Back Mandate”	:	Proposed renewal of shareholders’ mandate to enable KPPROP to purchase its own shares up to ten per centum (10%) of the Company’s total number of issued Shares at any point in time
“Purchased Shares” or “Purchased KPPROP Shares”	:	Shares purchased pursuant to the Proposed Share Buy-Back Mandate
“RM” and “Sen”	:	Ringgit Malaysia and Sen respectively
“Shares” or “KPPROP Shares”	:	Ordinary Shares in KPPROP
“Substantial Shareholder”	:	A person who has an interest or interests in one (1) or more voting shares in KPPROP and the number or aggregate number of such shares is not less than five percent (5%) of the total number of all the voting shares in KPPROP

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

“Treasury Shares”	:	Purchased KPPROP Shares which will be retained in treasury
-------------------	---	--

All references to “our Company” in this Statement are to KPPROP, references to “our Group” are to our Company and our subsidiaries. References to “we”, “us”, “our”, “ourselves” are to our Company, or where the context requires, our Group. References to “you” in this Statement are references to the shareholders in our Company.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

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

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



Property

KERJAYA PROSPEK PROPERTY BERHAD

Registration No. 199401001358 (287036-X)
(Incorporated in Malaysia)

Registered Office
802, 8th Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehsan

29 July 2024

Board of Directors:-

Datin Toh Siew Chuon (*Executive Chairperson*)
Dato' Tee Eng Seng (*Executive Director*)
Ir. Low Wu Shin (*Independent Non-Executive Director*)
Kuan Ying Tung (*Independent Non-Executive Director*)
Tee Sun Ee (*Independent Non-Executive Director*)

To: **Our Shareholders**

Dear Sir/Madam

PROPOSED SHARE BUY-BACK MANDATE

1. INTRODUCTION

The Company had on 26 July 2024 announced its intention to seek shareholders' approval at the forthcoming 31st AGM for the Company to purchase its Shares of up to ten per centum (10%) of the total number of issued Shares at any point in time within the time period stated below subject to compliance with Section 127 of the Act and any prevailing laws, rules and regulations, orders, guidelines and requirements issued by the relevant authorities ("**Prevailing Law**") at the time of the purchase.

The Share Buy-Back Mandate shall be effective upon the passing of the ordinary resolution and will remain in effect until the conclusion of the next AGM of the Company, or upon the expiration of the period within which the next AGM is required by law to be held, or if earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting, whichever occurs first ("**Validity Period of the Mandate**").

The Proposed Share Buy-Back Mandate does not impose an obligation on KPPROP to purchase its own Shares. The Proposed Share Buy-Back Mandate will however allow your Directors to exercise the power of the Company, after the minimum public shareholding spread is met, to purchase its own Shares at any time within the Validity Period of the Mandate. The actual number of KPPROP Shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase would depend on market sentiments of the stock market and the amount of retained profits of KPPROP.

The Proposed Share Buy-Back Mandate will be effected through KPPROP's appointed stockbroker.

Further details of the Proposed Share Buy-Back Mandate are set out herein of this Statement.

THE PURPOSE OF THIS STATEMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHARE BUY-BACK MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION RELATING TO THE PROPOSED SHARE BUY-BACK MANDATE TO BE TABLED AT THE FORTHCOMING 31ST AGM, NOTICE OF WHICH IS CONTAINED WITHIN THE ANNUAL REPORT 2024 DESPATCHED TOGETHER WITH THIS DOCUMENT.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS AND APPENDICES OF THIS DOCUMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK MANDATE.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK MANDATE

2.1 Rationale and Potential Advantages of the Proposed Share Buy-Back Mandate

The Proposed Share Buy-Back Mandate will enable KPPROP to utilise its surplus financial resources, which is not immediately required for other uses, to purchase KPPROP Shares from the market. The share buy-back may stabilise the supply, demand and price of KPPROP Shares in the open market, thereby supporting the fundamental value of the Shares.

Where the Shares bought are retained as Treasury Shares, the Board would have an option to distribute the Treasury Shares as dividends to reward shareholders or resell the Treasury Shares at a higher price on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital or deal with the Treasury Shares in the manner permitted by the Act as set out in item 2.5 below.

2.2 Maximum Limit

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time. As at LPD, the total number of issued Shares of KPPROP is 540,142,339 Shares. Specifically, the maximum number of Shares which may be purchased by the Company pursuant to the Proposed Share Buy-Back Mandate will not be more than 54,014,233 Shares based on its total number of issued Shares as at LPD subject to the extent that the public shareholding spread of the Company shall not fall below 25% of the total number of issued Shares of the Company in the hands of public shareholders (“**Public Shareholding Spread**”) at all times as stated in item 2.3 below.

2.3 Public Shareholding Spread

In accordance to Paragraph 12.14 of the Listing Requirements, the Company can only undertake to purchase its own shares to the extent that the Public Shareholding Spread of the Company shall not fall below 25% at all times pursuant to the Proposed Share Buy-Back Mandate.

The public shareholding spread of the Company as at LPD is approximately 27.89%.

The Board is mindful of the Public Shareholding Spread requirement and will continue to be mindful of the requirement when making any purchase of Shares of the Company. The Company will ensure that prior to any share buy-back exercise, the Public Shareholding Spread of at least 25% is maintained.

The number of Shares that KPPROP can purchase while maintaining the 25% Public Shareholding Spread is illustrated in Section 3.1 below.

2.4 Funding

The Proposed Share Buy-Back Mandate, if implemented, is expected to be financed by internally generated funds of KPPROP Group and/or bank borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Law.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back Mandate will be limited to the amount of retained profits of the Company. Based on the Company’s audited financial statements as at 31 March 2024, the Company registered a retained profits of RM225,384,730 while the Group registered a retained profit of RM570,017,799. Based on the latest unaudited financial statements of the Company as at 30 June 2024, the Company has a retained profit of RM220,187,236.

2.5 Treatment of Purchased Shares

Shares that are purchased pursuant to the Proposed Share Buy-Back Mandate may be dealt with by the Directors in the following manner:-

- (a) cancel the Shares so purchased; or
- (b) retain the Shares so purchased as Treasury Shares; or
- (c) retain part of the Shares so purchased as Treasury Shares and/or cancel the remainder of the Shares/Treasury Shares; or
- (d) distribute the Treasury Shares as dividends to shareholders; or
- (e) resell the Treasury Shares or any of the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- (f) transfer the Treasury Shares or any of the Treasury Shares for the purposes of or under an employees' share scheme; or
- (g) transfer the Treasury Shares or any of the Treasury Shares as purchase consideration; or
- (h) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

Pursuant to Section 127(5) of the Act, shares that are purchased by a company unless held in treasury, shall be deemed to be cancelled immediately on purchase. Further, Section 127(8) of the Act provides that the holder of treasury shares shall not confer:-

- (a) the right to attend and vote at meetings and any purported exercise of such rights is void; and
- (b) the right to receive dividends or other distribution, whether cash or otherwise, of the company's assets including any distribution of assets upon winding-up of the company.

When the Directors intend to retain the Purchased Shares as Treasury Shares, cancel the Purchased Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Share Buy-Back Mandate is exercised. If the Board decides to retain the Purchased Shares as Treasury Shares, it may later deal with the Treasury Shares in the manner described in item 2.5 (c) to (h) above.

In the event KPPROP purchases its own Shares, KPPROP is required to immediately announce to Bursa Securities any purchase(s) of its own Shares. Likewise, KPPROP is required to immediately announce to Bursa Securities any resale or transfer of its Treasury Shares on the day the resale or transfer are made.

2.6 Purchase Price

KPPROP may purchase its own Shares at a price which is not more than fifteen percent (15%) above the weighted average market price for KPPROP Shares for the past five (5) market days immediately preceding the date of purchase. The Company may only resell Treasury Shares on Bursa Securities at a price which is:-

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

2.7 Risk Assessment and Potential Disadvantage of the Proposed Share Buy-Back Mandate

The Proposed Share Buy-Back Mandate is not expected to have any potential material disadvantages to the Company and its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of KPPROP and its subsidiaries and of the resultant impact on KPPROP Group. The Directors in exercising any decision on the Proposed Share Buy-Back Mandate will be mindful of the interest of the Company and that of its shareholders.

The Proposed Share Buy-Back Mandate, if implemented, will reduce the financial resources of KPPROP and may result in KPPROP Group foregoing any good investment opportunities that may emerge in the future or, reduce interest income that may derive from depositing the funds in interest bearing instruments. It may also result in a lower amount of cash reserve available for dividends to be declared to shareholders as funds are be utilised to pay for the Treasury Shares.

3. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK MANDATE

On the assumption that the Proposed Share Buy-Back Mandate is carried out in full, the effects of the Proposed Share Buy-Back Mandate on the share capital, NA, working capital, earnings and shareholdings of Directors and Major Shareholders of KPPROP are set out below:-

3.1 Share Capital

The Proposed Share Buy-Back Mandate will result in the reduction of the total number of issued Shares if the Shares so purchased are cancelled.

Based on the total number of issued Shares as at the LPD, and assuming that the maximum number of Shares (of up to ten percent (10%) of the total number of issued Shares) authorised under the Proposed Share Buy-Back Mandate are purchased and cancelled, it will result in the total number of issued Shares of our Company being reduced as follows:-

	No. of KPPROP Shares
Total number of issued Shares as at LPD	540,142,339
<i>Less:</i>	
Treasury Shares based on the Record of Depositors as at LPD	(32,500,800)
Maximum number of Shares which may be purchased and cancelled pursuant to the Proposed Share Buy-Back Mandate while maintaining the 25% Public Shareholdings Spread requirement	<u>(19,565,075)</u>
Resultant total number of issued Shares after cancellation of KPPROP Shares purchased under the Proposed Share Buy-Back Mandate	<u>488,076,464</u>

The Proposed Share Buy-Back Mandate will not affect KPPROP's total number of issued Shares if all the Shares purchased are retained as Treasury Shares and resold and/or distributed as dividends.

3.2 NA and Working Capital

If the Purchased Shares are kept as Treasury Shares, the NA per Share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per Share at the relevant point in time. This is 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 the Company by the cost of the Treasury Shares.

If the Treasury Shares are resold on Bursa Securities, the NA of KPPROP Group would increase if the Company realises a gain from the resale and vice versa. If the Treasury Shares were distributed as share dividends, the NA of KPPROP Group would decrease by the cost of the Treasury Shares.

The Proposed Share Buy-Back Mandate is likely to reduce the working capital of KPPROP Group, the quantum of which will depend on the actual purchase price and number of Shares that would be purchased pursuant to the Proposed Share Buy-Back Mandate.

3.3 Earnings

On the assumption that the Purchased Shares are treated as Treasury Shares and subsequently resold, the earnings of KPPROP Group may be affected depending on the actual selling price and number of Treasury Shares resold. In the event the Purchased Shares are held as Treasury Shares i.e. neither cancelled nor resold, the effective reduction in the total number of issued Shares of the Company pursuant to the Proposed Share Buy-Back Mandate would generally, all else being equal, increase the consolidated EPS of the Group.

3.4 Gearing

The effect of the Proposed Buy-Back Mandate on the gearing of the Group will depend on the proportion of borrowings utilised to fund any purchase of Shares. At this juncture, the Company has not determined whether to use any form of borrowings for purposes of the Proposed Share Buy-Back Mandate.

3.5 Interest of the Directors, Major Shareholders and/or Person Connected to them

The Purchased Shares that are retained as Treasury Shares and/or cancelled as a consequence of the Proposed Share Buy-Back Mandate will result in a proportionate increase in the percentage of shareholdings of the Directors, Major Shareholders and Persons Connected to them.

Save as disclosed above, none of the Directors, Major Shareholders and Person Connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Mandate or resale of the Treasury Shares, if any.

The effects of the Proposed Share Buy-Back Mandate on the shareholdings of the Directors, Major Shareholders and Person Connected to them as at LPD assuming the Proposed Share Buy-Back Mandate is carried out in full by KPPROP and the Shares so purchased are cancelled, are as follows:-

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Directors	As at LPD				After the Proposed Share Buy-Back Mandate			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*	No. of Shares	%*	No. of Shares	%*
DIRECTORS⁽²⁾								
Datin Toh Siew Chuon	-	-	365,850,048 ⁽¹⁾	72.07	-	-	365,850,048 ⁽¹⁾	74.96
Dato' Tee Eng Seng	-	-	365,850,048 ⁽¹⁾	72.07	-	-	365,850,048 ⁽¹⁾	74.96
Ir. Low Wu Shin	-	-	-	-	-	-	-	-
Kuan Ying Tung	-	-	-	-	-	-	-	-
Tee Sun Ee	207,300	0.04	-	-	207,300	0.04	-	-
MAJOR SHAREHOLDERS⁽³⁾								
Jawawana Sdn. Bhd.	365,850,048	72.07	-	-	365,850,048	74.96	-	-
Datuk Tee Eng Ho	-	-	365,850,048 ⁽¹⁾	72.07	-	-	365,850,048 ⁽¹⁾	74.96
Datin Toh Siew Chuon	-	-	365,850,048 ⁽¹⁾	72.07	-	-	365,850,048 ⁽¹⁾	74.96
Dato' Tee Eng Seng	-	-	365,850,048 ⁽¹⁾	72.07	-	-	365,850,048 ⁽¹⁾	74.96

Notes:-

⁽¹⁾ Deemed interested by virtue of their interest in Jawawana Sdn. Bhd. pursuant to section 8 of the Act

⁽²⁾ Shareholdings based on Register of Directors' Shareholdings

⁽³⁾ Shareholdings based on Register of Substantial Shareholders' Shareholdings

* Excluding a total of 32,500,800 Shares bought back by the Company and retained as Treasury Shares as at LPD.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

4. IMPLICATION RELATING TO THE CODE

Pursuant to the Code, a mandatory offer obligation arises when as a result of a buy-back scheme by the company:-

- (a) a person obtains controls in a company; or
- (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 6 months period.

Under a mandatory offer obligation, the affected person or any person acting in concert with him will be obliged under the Code to make a mandatory general offer for the remaining KPPROP Shares not already owned by him/them.

Notwithstanding the above, in the event that the mandatory general obligation is triggered due to the share buy-back scheme, the affected substantial shareholder(s) and/or person(s) acting in concert may seek approval from the Securities Commission for the exemption from implementing the mandatory offer obligation, subject to certain conditions being met since the increase in their shareholding is inadvertent and is a result of action that is outside their direct participation.

5. PURCHASES, RESALE OR CANCELLATION OF TREASURY SHARES

As at the date of this Statement, a total of 32,500,800 Shares were retained as Treasury Shares in accordance with Section 127 subsection (4) (b) of the Act. There is no Share purchased from the open market, resale and/or cancellation of its Treasury Shares during the last 12 months preceding the date of this Statement.

6. HISTORICAL SHARE PRICES

The monthly high and low transacted prices of KPPROP Shares (adjusted retrospectively for the dividends declared) for the past twelve (12) months from July 2023 to June 2024 are as follows:

	High RM	Low RM
2023		
July	0.710	0.605
August	0.930	0.705
September	0.935	0.765
October	0.820	0.715
November	0.810	0.725
December	0.765	0.710
2024		
January	0.830	0.735
February	0.790	0.730
March	0.795	0.725
April	0.890	0.755
May	0.855	0.780
June (up to LPD)	0.990	0.840

Last transacted market price on 25 July 2024 (prior to the announcement of the Proposed Share Buy Back Mandate) was RM0.91 per KPPROP Share.

(Source: investing.com)

7. VALIDITY PERIOD

Your approval for the Proposed Share Buy-Back Mandate will be effective immediately after the passing of the Ordinary Resolution to be tabled at the 31st AGM of the Company relating to the Proposed Share Buy-Back Mandate and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse, unless by Ordinary Resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company 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) the authority is revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

Your approval for the Proposed Share Buy-Back Mandate does not impose an obligation on the Company to purchase its own Shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

8. APPROVAL REQUIRED

The Proposed Share Buy-Back Mandate is subject to the approval of the shareholders of KPPROP at the 31st AGM.

9. DIRECTORS' RECOMMENDATION

KPPROP's Board, having considered all aspects of the Proposed Share Buy-Back Mandate, is of the opinion that the Proposed Share Buy-Back Mandate is in the best interest of the Company and accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back Mandate to be tabled at the 31st AGM.

10. 31ST AGM

The Proposed Share-Buy Back Mandate will be tabled at the 31st AGM of KPPROP to be held virtually through live streaming from C-34-01, Menara Vista Petaling, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur as the Broadcast Venue and via a remote participation and voting facilities via the TIIH Online website provided by Tricor Investor & Issuing Houser Services Sdn. Bhd. in Malaysia at <https://tiih.online> on Wednesday, 28 August 2024 at 11.00 a.m. or at any adjournment thereof. The Notice of the 31st AGM which sets out the resolution to consider the proposal together with the Form of Proxy relating thereto are available on the Company's website at www.kpproperty.com.my or web link at <http://ir2.chartnexus.com/kpproperty/agm>.

If you are unable to attend and vote remotely in person at the 31st AGM, you may complete the Form of Proxy, in accordance with the instructions printed thereon as soon as possible and to deposit it at our share registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia. You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time fixed for the said AGM or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

11. FURTHER INFORMATION

You are advised to refer to the Appendices set out in this Statement / Circular for further information.

Yours faithfully

For and on behalf of the Board of Directors of
KERJAYA PROSPEK PROPERTY BERHAD

DATIN TOH SIEW CHUON
Executive Chairperson

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

PART B

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

DEFINITIONS FOR PART B

Except where the context otherwise required, the following definitions shall apply throughout Part B of this document and the accompanying appendices:

“Act”	:	Companies Act 2016 as may be amended from time to time including any re-enactment thereof
“AGM”	:	Annual General Meeting
“Amazing”	:	Amazing Parade Sdn. Bhd.
“ARMC”	:	Audit and Risk Management Committee
“Board” or the “Directors”	:	Board of Directors of KPPROP
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Constitution”	:	Constitution of KPPROP
“Director”	:	Has the meaning given in Section 2(1) of the Capital Market 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 transaction were agreed upon, a Director or Chief Executive Officer of KPPROP or any other company which is its subsidiary or holding company
“DISB”	:	Dekad Intelek Sdn. Bhd.
“Egovision”	:	Egovision Sdn. Bhd.
“E&O”	:	Eastern & Oriental Berhad
“E&O Group”	:	E&O and its subsidiaries (including all future subsidiaries to be acquired/incorporated by E&O Group before the next AGM of KPPROP, where applicable), collectively
“EPS”	:	Earnings per share
“Interested Related Parties”	:	Related Parties who are deemed interested in the RRPTs
Jawawana	:	Jawawana Sdn. Bhd.
“Kerjaya”	:	Kerjaya Prospek Group Berhad
“Kerjaya Group” or “Group”	:	Kerjaya and its subsidiary companies (including all future subsidiaries to be acquired/incorporated by Kerjaya Group before the next AGM of KPPROP, where applicable), collectively
“KPPROP” or “Company”	:	Kerjaya Prospek Property Berhad
“KPPROP Group”	:	KPPPROP and its subsidiaries (including all future subsidiaries to be acquired/incorporated by KPPROP Group before the next AGM of KPPROP, where applicable), collectively
“Listing Requirements”	:	Bursa Securities Main Market Listing Requirements including any amendments thereto that may be made from time to time
“LPD”	:	30 June 2024, being the latest practicable date prior to the printing of this Circular

DEFINITIONS FOR PART B (cont'd)

- “Major Shareholder(s)” : A person who has an interest or interests in one (1) or more voting shares in KPPROP and the number or aggregate number of those shares, is:-
- (a) ten percent (10%) or more of the total number of voting shares in KPPROP; or
 - (b) five (5%) or more of the total number of voting shares in KPPROP where such person is the largest shareholder of KPPROP.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act
- Major shareholder(s) shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of KPPROP, or any other corporation which is its subsidiary or holding company
- “NA” : Net assets
- “Person(s) Connected” : Such person(s), in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:
- (a) a family member of the said Person;
 - (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 family member of the said Person is the sole beneficiary;
 - (c) a partner of the said Person;
 - (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 where 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 an obligation, whether formal or informal, to act;
 - (f) 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
 - (g) a body corporate which is a related corporation of the said Person.
- “Proposed RRPT Mandate” : Proposed renewal of existing Shareholders’ Mandate as tabled out in Section 2.2.2 of this Circular
- “Related Party Transaction(s)” or “RPT(s)” : Transaction(s) entered into by the KPPROP Group which involve the interest, direct or indirect, of a Related Party
- “Recurrent Related Party Transactions” or “RRPT(s)” : Related Party Transaction(s) which are recurrent and of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of KPPROP Group
- “Related Party(ies)” : A Director or Major Shareholder or Person Connected with such Director or Major Shareholder

DEFINITIONS FOR PART B (cont'd)

“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Shares” or “KPPROP Shares”	:	Ordinary shares in KPPROP
“Shareholders’ Mandate”	:	A mandate from the shareholders of the Company pursuant to paragraph 10.09 of the Listing Requirements in relation to RRPTs
“DTEH”	:	Datuk Tee Eng Ho
“DTES”	:	Dato’ Tee Eng Seng
“DTSC”	:	Datin Toh Siew Chuon

All references to “our Company” in this Circular are to KPPROP, references to “our Group” are to our Company and our subsidiaries. References to “we”, “us”, “our”, “ourselves” are to our Company, or where the context requires, our Group. References to “you” in this Circular are references to the shareholders in our Company.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

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

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

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



Property

KERJAYA PROSPEK PROPERTY BERHAD

Registration No. 199401001358 (287036-X)

(Incorporated in Malaysia)

Registered Office

802, 8th Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehsan

29 July 2024

Board of Directors:-

Datin Toh Siew Chuon (*Executive Chairperson*)

Dato' Tee Eng Seng (*Executive Director*)

Ir. Low Wuu Shin (*Independent Non-Executive Director*)

Kuan Ying Tung (*Independent Non-Executive Director*)

Tee Sun Ee (*Independent Non-Executive Director*)

To: **Our Shareholders**

Dear Sir/Madam,

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

1.0 INTRODUCTION

At the 30th AGM of the Company held on 25 August 2023, the shareholders, had inter-alia, granted a mandate for KPPROP Group to enter into Recurrent Related Party Transactions. The authority conferred by the shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 31st AGM, unless a renewal is obtained.

The Company had on 26 July 2024 announced its intention to seek shareholders' approval for the Proposed RRPT Mandate which is necessary for KPPROP Group's day-to-day operations in connection with paragraph 10.09 of the Listing Requirements.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED RRPT MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION RELATING TO THE PROPOSED RRPT MANDATE TO BE TABLED AT THE FORTHCOMING 31ST AGM, NOTICE OF WHICH IS CONTAINED WITHIN THE ANNUAL REPORT 2024 DESPATCHED TOGETHER WITH THIS DOCUMENT.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS AND APPENDICES OF THIS DOCUMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RRPT MANDATE.

2.0 DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to paragraph 10.09 of the Listing Requirements and Practice Note No. 12, a listed issuer may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (i) 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;
- (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 where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital which is RM60 million and above: -
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transaction is RM1.0 million or more; or
 - (b) any one of the percentage ratios of such aggregated transaction is 1% or more,whichever is the higher;
- (iii) the listed issuer to issue circular to shareholders in relation to the shareholders' mandate and it must include information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, an interested Related Party must not vote on the resolution in approving the transactions and ensuring that Person Connected with them abstain from voting on the resolution approving the transactions; and
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by ten percent (10%) or more and it must include the information as may be prescribed by Bursa Securities.

2.2 Details of the Proposed RRPT Mandate

It is anticipated that in the normal course of the Group's business, RRPTs between KPPROP Group and the Related Parties are likely to occur at any time and with some degree of frequency.

In this respect, the Board is seeking your approval in respect of the Proposed RRPT Mandate at the forthcoming 31st AGM which will allow the Group to enter into RRPTs referred to in Section 2.2.2 with the Related Parties, provided such transactions are made at arms' length, at KPPROP Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of KPPROP. At each subsequent AGM, mandate for renewal will be sought for the RRPTs.

In this respect, authority conferred by the Proposed RRPT Mandate shall take effect on 28 August 2024 being the date of the 31st AGM and shall continue in force (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company 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 revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

2.2.1 Principal Activities of KPPROP Group

The principal activity of KPPROP is investment holding. The principal activities of its subsidiary companies are as follows:-

Name of Company	Effective Equity Interest (%)	Principal Activities
Held by the Company:		
Kerjaya Property Sdn. Bhd. (“KPSB”)	100	Project management consultants and property development
Kerjaya Hotel Sdn. Bhd.	100	Property development, hotel operation and letting of service apartments
Aeon Frontier Sdn. Bhd.	100	Property development and general trading
Desanda Property Sdn. Bhd.	99.4	Investment holding
KPP Management Sdn. Bhd.	100	Property development and construction
KPP Properties Sdn. Bhd.	100	Property development
Summit Audio (M) Sdn. Bhd.	100	Leasing of properties
Summit CD (M) Sdn. Bhd.	100	Leasing of properties
Serta Usaha Sdn. Bhd. (“SUSB”)	100	Property development
Pixel Valley Sdn. Bhd.	100	Property development
Greencove Sdn. Bhd.	100	Property development
KP Education Sdn. Bhd.	100	Early Education
Kerjaya Property JV Sdn. Bhd. (“KPJVSB”)	100	Investment holding
Held by KPSB:		
Bloomsvale Shopping Gallery Sdn. Bhd.	100	Leasing operation and property management
Bloomsvale Eatery Sdn. Bhd.	100	Restaurant
Kerjaya Property Vox Sdn. Bhd. (formerly known as Tadika Pemimpin Masa Depan Sdn. Bhd.)	100	Dormant
Held by SUSB:		
Viera 15 Sdn. Bhd. (formerly known as Pixavc Sdn. Bhd.)	100	Dormant
Held by KPJVSB Sdn. Bhd.:		
Kerjaya Property Aspen Sdn. Bhd.	100	Dormant

2.2.2 Classes of Related Parties

Details of the RRPTs, including the classes of Related Parties with whom the RRPTs will be carried out and the nature of such transactions contemplated shall include those described below:-

Existing RRPTs, which renewal of Shareholders' Mandate is to be sought at the 31st AGM:-

Transacting Parties	Interested Related Parties	Nature of Transactions	Estimated aggregate value during the validity period of RRPT Mandate (RM'000)*	Estimated aggregate value as disclosed in the preceding year circular to shareholders dated 27 July 2023 (RM'000)**	Actual value transacted from the date of the last AGM of the Company held on 25 August 2023 to LPD to LPD (RM'000)**
KPPROP Group and Kerjaya Group [^]	DTEH ⁽¹⁾⁽³⁾ DTES ⁽¹⁾⁽³⁾ DTSC ⁽¹⁾⁽³⁾ Jawawana ⁽²⁾ Kerjaya Group ⁽³⁾ Egovision ⁽⁴⁾ Amazing ⁽⁵⁾	Supply of light fittings, kitchen cabinetry, hardware and all sorts of construction and building materials, provision of interior design works and masonry works by KPPROP Group to Kerjaya Group and vice versa.	10,000	10,000	-
		Provision of general building and construction works by KPPROP Group to Kerjaya Group and vice versa.	485,000	485,000	115,480
		Utilities charges, maintenance charges and other related services, which including but not limited to secondment of staffs, renting of machineries, renting of premises ^{***} , provision of hospitality services and provision of property management services by KPPROP Group to Kerjaya Group and vice versa.	10,000	5,000	1,931
KPPROP Group, DTES, DTSC and DISB	DTEH ⁽¹⁾ DTES ⁽¹⁾ DTSC ⁽¹⁾ Jawawana ⁽²⁾ DISB ⁽⁶⁾	Renting of premises ^{***} by DTES, DTSC and DISB to KPPROP Group.	800	800	368
KPPROP Group and E&O Group [^]	DTEH ⁽¹⁾ DTES ⁽¹⁾ DTSC ⁽¹⁾ Jawawana ⁽²⁾⁽⁷⁾ E&O Group ⁽⁷⁾ Amazing ⁽⁷⁾	Renting of premises ^{***} by KPPROP Group to E&O Group and vice versa.	6,000	2,000	1,654

Notes:-

[^] The transactions are expected to be entered into with the respective individual companies within the Related Parties group of companies. As at the date of this Circular, the transacting individual companies within the Related Parties have not been identified.

^{*} The values are merely indicative estimates for the period from 28 August 2024 to the next AGM expected to be held in the month of August 2025. The estimated value is based on the latest available information relating to the aforesaid transactions and historical trends and may vary.

^{**} None of the actual value of the RRPT has exceeded the estimated value by 10% or more.

2.2.2 Classes of Related Parties (Cont'd)

Notes:-

*** Further information regarding the renting of premises is disclosed on page 15 of this Circular.

There is no outstanding sum due and owing to the Company by the Related Parties pursuant to the RRPTs which exceeds the credit term.

Nature of relationships

- (1) DTSC and DTES are Directors of KPPROP while DTEH is a Director of major subsidiaries of KPPROP, namely, Kerjaya Hotel Sdn. Bhd. and KPSB. DTEH, DTSC and DTES are Major Shareholders of KPPROP by virtue of their direct interest in Javawana. DTEH is the spouse of DTSC and brother of DTES, hence, DTSC is a sister-in-law to DTES.
- (2) Javawana, a Major Shareholder of KPPROP, is jointly owned by DTSC (25%), DTES (50%) and DTEH (25%), who are also directors of Javawana.
- (3) DTEH, DTES and DTSC are Major Shareholders of Kerjaya by virtue of their interests in Egovision and Amazing.
- (4) Egovision, a Major Shareholder of Kerjaya, is jointly owned by DTSC (25%), DTES (50%) and DTEH (25%), who are also directors of Egovision
- (5) Amazing, a Major Shareholder of Kerjaya, is jointly owned by DTSC (25%), DTES (50%), and DTEH (25%). DTES and DTEH are also Directors of Amazing.
- (6) DISB is a company which DTEH (50%) and DTSC (50%) have substantial interest. Both of them are also directors of DISB.
- (7) DTEH, DTES and DTSC are Major Shareholders of E&O by virtue of their interests in the following companies controlled by them and DTES and DTEH are Directors of E&O:-

Companies	Percentage of shareholdings held by the Interested Directors and/or Major Shareholders (Direct and Deemed Interest)		
	DTSC	DTES	DTEH
Amazing	25%	50%	25%
Paramount Spring Sdn. Bhd.	-	50%	50%
Kerjaya Prospek Development (M) Sdn. Bhd.	-	50%	50%
Javawana	25%	50%	25%

2.2.2 Classes of Related Parties (Cont'd)

Further information regarding the renting of premises

Transacting Parties	Interested Related Parties	Type of Premises	Approximate Size (Square Feet)	Postal Address	Period of Tenancy	Rental Per Annum (RM'000)	Frequency of Payment
KPPROP Group and Kerjaya Group	DTEH ⁽¹⁾⁽³⁾ DTES ⁽¹⁾⁽³⁾ DTSC ⁽¹⁾⁽³⁾ Jawawana ⁽²⁾ Kerjaya Group ⁽³⁾ Egovision ⁽⁴⁾ Amazing ⁽⁵⁾	Apartment	853	D-113, Dallas Villa Pandan Heights, Jalan Perdana 2/1, 55300 Pandan Perdana, Kuala Lumpur.	1 April 2024 to 31 March 2025	12	Equal pro-rated monthly
		Office	31,825	C-32-01 & C-33-01, Menara Vista Petaling, No. 137, Jalan Puchong, 58200 Kuala Lumpur.	1 April 2024 to 31 March 2027	1,741	Equal pro-rated monthly
KPPROP Group, DTES, DTSC and DISB	DTEH ⁽¹⁾ DTES ⁽¹⁾ DTSC ⁽¹⁾ Jawawana ⁽²⁾ DISB ⁽⁶⁾	Serviced Apartments	435 to 1,356	No. 193, Pinggiran @ Sungai Melaka, Jalan Persisiran Bunga Raya, 75100 Melaka.	1 June 2024 to 31 May 2025	368	Equal pro-rated quarterly
KPPROP Group and E&O Group	DTEH ⁽¹⁾ DTES ⁽¹⁾ DTSC ⁽¹⁾ Jawawana ⁽²⁾⁽⁷⁾ E&O Group ⁽⁷⁾ Amazing ⁽⁷⁾	Office	30,228	C-34-01 & C-35-01, Menara Vista Petaling, No. 137, Jalan Puchong, 58200 Kuala Lumpur.	1 April 2024 to 31 March 2027	1,654	Equal pro-rated monthly

2.2.3 Disclosure and Review Procedures for RRPTs

KPPROP Group has established policies/procedures/measures to ensure that the RRPTs are undertaken on transaction prices and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. The procedures are also to ensure that RRPTs are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders. The review policies/procedures are as follows:-

- (a) all transactions with Related Parties will only be entered into after taking into consideration the pricing, level and quality of products or services and will not be entered into unless: -
 - (i) the pricing for such transaction or contract is determined in accordance with the Group's usual business practices and policies and consistent with the usual margins of the Group with unrelated parties;
 - (ii) the terms are based on prevailing market forces and not more favourable to the Related Parties than those extended to unrelated parties and available to the public, and the RRPTs are not detrimental to the minority shareholders of the Company;
 - (iii) the terms offered, after taking into account factors such as pricing, quality, delivery schedules and, where applicable, preferential rates, rebates or discounts for bulk purchases, are fair, reasonable and consistent with normal practices; and
 - (iv) wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison for determining whether the price and terms offered to/by the Interested Related Parties are fair and reasonable and comparable to those offered to/by unrelated third parties. In the event that quotation or comparative pricing from unrelated parties cannot be obtained (for instance, if there are no unrelated third party customers of similar products/services, or if the products is a proprietary item), the transaction price will be determined in accordance with the Group's usual business practices and policies, consistent with the usual margin of the Group for the same or substantially similar type of transaction made by the Group with unrelated third parties on terms which are generally in line with industry norms in order to ensure the RRPTs is not detrimental to KPPROP Group.
- (b) The ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources or advisers.

2.2.3 Disclosure and Review Procedures for RRPTs (Cont'd)

- (c) All records pertaining to RRPTs will be analysed and reviewed by the management of the Group. In addition, the management of the Group will report to the ARMC on the status of the RRPTs transacted on a quarterly basis.
- (d) An audit shall be conducted by the internal auditors to review RRPTs to ascertain that the relevant approvals have been obtained and the procedures in respect of such transactions are adhered to, if required.
- (e) The Board and the ARMC shall review the internal audit reports whenever available and to establish that all transactions with the Related Parties have been undertaken in accordance with the procedures put in place by the management of the Group.
- (f) Disclosure shall be made in the Company's Annual Report of a breakdown of the aggregate value of all RRPTs conducted pursuant to the Proposed RRPT Mandate during the financial year and, amongst others, based on the type of RRPTs made, the names of the Related Parties involved in each type of RRPTs made and their relationship with the Company, to which the Annual Report relates, for so long as the Proposed RRPT Mandate remains in force.
- (g) The following are the approving authority and the thresholds for the approval of the RRPTs:-
 - (i) All RRPTs in excess of RM5 million to be entered by the Group and RRPTs to be entered by the Group which has exceeded the mandate amount approved by the shareholders shall be subject to the review and approval of the Chief Financial Officer as First approval, Executive Directors, ARMC and Board of Directors as Final approval or shareholders (if required) before the transactions are carried out; and
 - (ii) All RRPTs below RM5 million to be entered by the Group and RRPTs to be entered by the Group which are within the mandate amount approved by the shareholders shall be approved by the Chief Financial Officer as First approval and Executive Directors as Final approval.

The Chief Financial Officer, Executive Directors, ARMC and Board of Directors are collectively the "**Approving Authority**".

If all members of the relevant RRPT Approving Authority are conflicted or have interest in the RRPTs, then the approval of the next higher Approving Authority shall be sought. For avoidance of doubt, the Approving Authority in ascending order is: Chief Financial Officer, Executive Directors, ARMC and Board of Directors.

- (h) If a member of the Approving Authority has an interest in the RRPTs, he/she shall abstain from any decision making by the Board and/or ARMC in respect of such transactions and continue to abstain from voting on the resolution approving the transactions.
- (i) The interested Director and/or interested Major Shareholder shall also ensure that persons connected to them abstain from voting on the resolution approving the transactions.
- (j) The review of the policies, procedures and processes would be carried out by the ARMC on need be basis at least once in every 3 years or as and when necessary to comply with the changes of the Listing Requirements.

2.2.4 Statement by ARMC

The ARMC of KPPROP has seen and reviewed the terms of the Proposed RRPT Mandate and is satisfied that the review procedures for RRPTs as set out in Section 2.2.3 above are sufficient to ensure that RRPTs will be carried out on an arm's length basis and on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of KPPROP.

The ARMC of KPPROP is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The review of these procedures and processes was and will continue to be carried out at such frequency as the ARMC considers appropriate at least once in every 3 years or as and when necessary to comply with the changes in the Listing Requirements, having regard to the value and the frequency of the RRPTs.

3.0 RATIONALE FOR THE PROPOSED RRPT MANDATE

The RRPTs to be entered into by the Group are all in the ordinary course of business of the Group. The Proposed RRPT Mandate is intended to facilitate transactions in the normal course of business of the Group which are recurring transactions of revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time.

These transactions with Related Parties were made at arm's length on terms not favourable to the Related Parties. Also, these transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPTs. As such, the Board is seeking the requisite shareholders' mandate pursuant to paragraph 10.09 of the Listing Requirements to allow the Group to enter into such RRPTs. The RRPTs will be made at an arm's length basis and on normal commercial terms and which are in the Board's opinion, not prejudicial to the interests of the shareholders of the Company. Such RRPTs will also be on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

By obtaining the shareholders' approval for the RRPTs and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings and allow manpower resources and time to be channeled towards attaining other corporate objectives without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The RRPTs will also enhance the Group's ability to pursue additional business opportunities, which may be time-sensitive in nature.

4.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected with the Directors and/or Major Shareholders, have any interest, either direct or indirect, in the Proposed RRPT Mandate.

Shareholdings of the interested Directors, interested Major Shareholders and Persons Connected to them as at LPD are as follows: -

Directors	ORDINARY SHARES			
	Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*
INTERESTED DIRECTORS#				
DTSC	-	-	365,850,048 ⁽¹⁾	72.07
DTES	-	-	365,850,048 ⁽¹⁾	72.07
INTERESTED MAJOR SHAREHOLDERS###				
Jawawana	365,850,048	72.07	-	-
DTEH	-	-	365,850,048 ⁽¹⁾	72.07
DTSC	-	-	365,850,048 ⁽¹⁾	72.07
DTES	-	-	365,850,048 ⁽¹⁾	72.07

Notes: -

* Excluding a total of 32,500,800 shares brought back by the Company and retained as Treasury Shares as at LPD.

Shareholding as per Register of Directors' Shareholdings as at LPD.

Shareholding as per Register of Substantial Shareholders' Shareholdings as at LPD.

⁽¹⁾ Deemed interested by virtue of their interest in Jawawana Sdn. Bhd. pursuant to Section 8 of the Act.

4.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS (Cont'd)

The interested Directors, namely DTSC and DTES have and will continue to abstain from Board deliberations and voting in relation to the Proposed RRPT Mandate. The Interested Directors and Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in KPPROP on the Ordinary Resolution relating to the Proposed RRPT Mandate to be tabled at the forthcoming AGM or at any adjournment thereof. In addition, they have undertaken that they will ensure persons connected with them abstain from voting in respect of their direct and/or indirect shareholdings on the Proposed RRPT Mandate in which they are interested at the 31st AGM or at any adjournment thereof.

5.0 EFFECTS OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will not have any effect on the issued share capital and substantial shareholders' shareholdings of the Company.

However, the Proposed RRPT Mandate is expected to contribute to better earnings of the Group and indirectly, contribute to its net assets.

6.0 VALIDITY PERIOD

If approved at the 31st AGM, the Proposed RRPT Mandate will take effect from the date of passing of the Ordinary Resolution relating thereto at the 31st AGM and will continue to be in force until: -

- (i) the conclusion of the next AGM of the Company, at which time it shall lapse, unless by Ordinary Resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company 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
- (iii) the authority is revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

In view of the foregoing, the Board will seek your approval for the Proposed RRPT Mandate at the 31st AGM of the Company and at each subsequent AGM, renewal of the Shareholders' Mandate will be sought, subject to a satisfactory review by the ARMC of its continued application to RRPTs.

7.0 APPROVAL REQUIRED

The Proposed RRPT Mandate is conditional upon approval being obtained from the shareholders of KPPROP at the 31st AGM to be convened and other relevant regulatory authority, if any.

8.0 DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed RRPT Mandate, the Board, save for the interested Directors, DTSC and DTES (who have and will continue to abstain from making any opinion) is of the opinion that the entry into the RRPTs between KPPROP Group and those Related Parties described in Section 2.2.2 of the Proposed RRPT Mandate in the ordinary course of its business is fair, reasonable and in the best interest of the Company and its subsidiary companies.

For the reasons stated above, the Board (with the exception of the interested Directors) recommends that you vote in favour of the Ordinary Resolution in respect of the Proposed RRPT Mandate to be tabled at the forthcoming 31st AGM.

9.0 31ST AGM

The Proposed RRPT Mandate will be tabled at the 31st AGM of KPPROP to be held virtually through live streaming from C-34-01, Menara Vista Petaling, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur as the Broadcast Venue and via a remote participation and voting facilities via TIIH Online website provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia at <https://tiih.online> on Wednesday, 28 August 2024 at 11.00 a.m. or at any adjournment thereof. The Notice of the 31st AGM which sets out the resolution to consider the proposal together with the Form of Proxy relating thereto are contained within the Annual Report 2024.

If you are unable to attend and vote remotely in person at the 31st AGM, you may complete the Form of Proxy, in accordance with the instructions printed thereon as soon as possible and to deposit it at our share registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia. You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online> not less than 48 hours before the time fixed for the said AGM or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

10.0 FURTHER INFORMATION

You are advised to refer to the Appendices set out in this Statement / Circular for further information.

Yours faithfully

For and on behalf of the Board of Directors of
KERJAYA PROSPEK PROPERTY BERHAD

KUAN YING TUNG
Independent Non-Executive Director

APPENDIX A – FURTHER INFORMATION

1.0 DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors individually and collectively accept full responsibility for the accuracy of the information given in this Circular 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.

2.0 MATERIAL CONTRACTS

Save as disclosed below, as at LPD, neither the Company nor its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the LPD:

- 2.1 Kerjaya Property JV Sdn. Bhd. (“**KPJV**”), a wholly-owned subsidiary of the Company, has on 9 May 2024, entered into a Joint Venture Agreement (“**JVA**”) with Aspen Vision City Sdn. Bhd. (“**AVC**”) for the purpose of jointly developing all that piece of freehold land situated in Aspen Vision City, Batu Kawan and held under Geran 185665 known as Lot 21895 in Mukim 13, Daerah Seberang Perai Selatan, Negeri Pulau Pinang via a special purpose vehicle (“**SPV**”) wherein KPJV and AVC will hold 70% and 30% of shares in the SPV respectively. Pursuant to the JVA, KPJV and AVC (collectively, the “**Parties**”), has on 9 May 2024, entered into a Shareholders' Agreement to regulate the relationship of the Parties in respect of the SPV.

3.0 MATERIAL LITIGATION

Neither the Company nor its subsidiaries are engaged in any material litigation, claims or arbitrations, either as plaintiff or defendant, which has a material effect on the financial position or business of the Group, and the Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially affect the position or business of the Group.

4.0 CONTINGENT LIABILITIES AND MATERIAL COMMITMENTS

4.1 Contingent Liabilities

As at LPD, the Board is not aware of any contingent liabilities which may have a material impact on the Group's financial position, upon becoming enforceable.

4.2 Material Commitments

As at LPD, the Board is not aware of any material capital commitments contracted or known to be contracted by the Group, upon becoming enforceable, may have a material impact on the Group's financial position.

5.0 DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on any weekday (except public holidays) at the Registered Office of KPPROP at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan from the date of this document up to and including the date of the AGM: -

- (i) Constitution of KPPROP; and
- (ii) Audited Consolidated Financial Statements of the KPPROP for the past two (2) financial years ended 31 March 2023 and 31 March 2024.
- (iii) Joint Venture Agreement dated 9 May 2024 entered into between KPJV and AVC.
- (iv) Shareholders' Agreement dated 9 May 2024 entered into between KPJV and AVC.