THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Circular as it is an exempted circular pursuant to Practice Note No. 18 of the Listing Requirements of Bursa Securities.

Bursa 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.



BCB BERHAD

Registration No.: 198801004645 (172003-W)
Incorporated in Malaysia

PART A

CIRCULAR TO SHAREHOLDERS

in relation to the

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

PART B

SHARE BUY-BACK STATEMENT

in relation to the

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Ordinary Resolutions in respect of the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature and Proposed Renewal of Share Buy-Back Authority will be tabled as special businesses at BCB Berhad's Thirty-Eighth Annual General Meeting ("38th AGM") to be held at Prime City Hotel, Venus Room, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Ta'zim on Thursday, 03 December 2026 at 11.00 a.m.. Shareholders are advised to refer to the Notice of Thirty-Eighth Annual General Meeting and the Form of Proxy which are included in the Company's 2026 Annual Report despatched together with this Circular to Shareholders and Statement of Share Buy-Back. You are requested to complete the Form of Proxy and deposit it at the Registered Office of the Company at No. 4B, 2nd & 3rd Floor, Jalan Sentol, South Wing – Kluang Parade, 86000 Kluang, Johor Darul Takzim, Malaysia, on or before the time and date indicated below should you be unable to attend the meeting. The lodging 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.

Last date and time for lodging the Form of Proxy	:	01 December 2026 at 11.00 a.m.
Date and time of the 38th AGM	:	03 December 2026 at 11.00 a.m.

This Circular is dated 30 October 2026

Except where the context otherwise requires, the following words and phrases shall apply throughout this Circular :

"Act"	:	Companies Act 2016 as amended from time to time and any re-enactment thererof
"AGM"	:	Annual General Meeting
"BCB" or "Company"	:	BCB Berhad
"BCB Group" or "the Group"	:	BCB and its subsidiary companies, collectively
"Board"	:	Board of Directors of BCB
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"Bursa Depository"	:	Bursa Malaysia Depository Sdn. Bhd.
"Main Market LR"	:	Main Market Listing Requirements of Bursa Securities
"Director(s)"	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes 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 Director of BCB or any other company which is its subsidiary or holding company or a chief executive officer of BCB, its subsidiary or holding company
"LPD"	:	30 September 2026, being the latest practicable date prior to the issuance of this Circular
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is:- a) 10% or more of the total number of voting shares in the corporation; or b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation For the purpose of the Proposed Renewal of Shareholders' Mandate, Major Shareholder 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 major shareholder of the Company or any other company which is its subsidiary or holding company For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act
"Persons Connected"	:	Persons connected with a Director or Major Shareholder as defined in the Main Market LR
"Proposed Renewal of Shareholders' Mandate"	:	Proposed renewal of shareholders' mandate for BCB Group to enter into RRPT as set out in Section 2.1.5 of this Circular
"Proposed Share Buy-Back"	:	Purchase by the Company of its own shares in accordance with Section 127 of the Act and the requirements of Bursa Securities and/or any other relevant authority
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of authority to enable the Company to purchase its own shares of an amount which, when aggregated with existing treasury shares does not exceed 10% of its total issued share capital

"Related Party(ies)" or "Related Transacting Party(ies)"	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
"Related Party Transactions"	:	A transaction entered into by the BCB Group, which involves the interests, direct or indirect of the Related Party
"Recurrent Related Party Transactions" or "RRPT"	:	Recurrent Related Party Transactions of a revenue or trading nature and which are necessary for day-to-day operations of BCB Group
"RM" and "sen"	:	Ringgit Malaysia and sen respectively
"BCB Share(s)"	:	Ordinary share(s) in BCB

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PART A

CIRCULAR TO SHAREHOLDERS

in relation to the

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

BCB BERHAD

Registration No.: 198801004645 (172003-W)
Incorporated in Malaysia

Registered Office:

No. 4B, 2nd & 3rd Floor
Jalan Sentol
South Wing – Kluang Parade
86000 Kluang
Johor Darul Takzim
Malaysia

Date : 30 October 2026

Directors:

Dato' Ismail Bin Karim	*(Chairman/Independent Non-Executive Director)*
Tan Sri Dato' Tan Seng Leong	*(Group Managing Director)*
Law Lee Yen	*(Independent Non-Executive Director)*
Tan Lay Hiang	*(Executive Director)*
Tan Lindy	*(Executive Director)*
Tan Vin Sern	*(Executive Director)*
Dato' Sri Tan Vin Shyan	*(Executive Director)*
Tan Kok Wee	*(Independent Non-Executive Director)*

To: The Shareholders of BCB Berhad

Dear Sir/Madam

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

1.0 INTRODUCTION

On 13 October 2026, BCB announced that the Company proposed to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate as set out in Section 2.1.5 of this Circular.

The purpose of this Circular is to provide you with the relevant details of the Proposed Renewal of Shareholders' Mandate, to set out the views of your Board and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 38th AGM of BCB as Special Business. The Notice of the 38th AGM and the Form of Proxy are enclosed together with the Annual Report of the Company for the financial year ended 30 June 2026.

On 04 December 2025, the Company announced that the shareholders of the Company had, at the AGM held on 04 December 2025, approved the mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions with Related Parties which are of a revenue or trading nature necessary for the Group's day-to-day operations in the ordinary course of business 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 said shareholders' mandate shall, in accordance with the Main Market LR, expire at the conclusion of the forthcoming 38th AGM which will be held on 03 December 2026.

SHAREHOLDERS OF BCB ARE ADVISED TO READ THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1.1 The Listing Requirements

Under paragraph 10.09 of the Main Market LR, BCB is required to seek a mandate from its shareholders for recurrent related party transactions of a revenue and/or trading nature which are necessary for the day-to-day operations of the BCB Group subject to, inter-alia, 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;

(iii) the circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Bursa Securities together with a checklist showing compliance with such information;

(iv) in a meeting to obtain the shareholders' mandate, the interested director(s), interested major shareholder(s) or interested person(s) connected with such director(s) or major shareholder(s); and where it involves the interest of an interested person(s) connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that person(s) connected with him abstain from voting on the resolution approving the transactions; and

(v) the listed issuer immediately announces to the 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 10% or more and must include the information as may be prescribed by the Bursa Securities in its announcement.

Transaction entered into between BCB (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiaries are excluded from the requirements of Part E of Chapter 10 of the Main Market LR.

2.1.2 Principal Activities Of BCB And Its Subsidiaries

The principal activities of BCB consist of investment holding, property development and hotel operations. The subsidiaries of BCB and their principal activities are as follows:

Subsidiary Companies	Effective Equity Interest	Principal Activities
Johbase Development Sdn. Bhd.	100%	Property development and letting of properties
BCB Management Sdn. Bhd.	100%	Provision of project management services
BCB Construction Sdn. Bhd.	100%	Provision of project construction services and property investment
BCB Road Builder Sdn. Bhd.	100%	Provision of road construction services
BCB Development Sdn. Bhd.	70%	Property development and letting of properties
BCB Resources Sdn. Bhd.	100%	Property development
BCB Land Sdn. Bhd.	100%	Property development
Global Earnest Sdn. Bhd.	86.60%	Property development and letting of properties
BCB Heights Sdn. Bhd.	60%	Property development
Total Builder Generation Sdn. Bhd.	70%	Engaged in the business of general construction
BCB Medini Development Sdn. Bhd.	100%	Property development
BCB Elysia Sdn. Bhd.	60%	Letting of Properties
Citylights Realty Sdn. Bhd.	86%	Investment holding company and property development

The BCB Group has entered and is anticipated to enter into recurrent transactions of a revenue or trading nature which are necessary in the ordinary course of business, with certain Related Transacting Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time. Such Recurrent Related Party Transactions have been / will be made on terms which are 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 BCB.

The Board therefore proposes to seek the shareholders' approval for the renewal of shareholders' mandate obtained from the shareholders of the Company at the AGM held on 04 December 2025 for BCB Group to continue to enter into the Recurrent Related Party Transactions as set out in Section 2.1.5 of this Circular.

2.1.3 Validity Period

The Proposed Renewal of Shareholders' Mandate if approved by the shareholders of BCB at the forthcoming 38th AGM, will take effect from the date of the said 38th AGM until:

(i) the conclusion of the next AGM of BCB following the forthcoming 38th AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;

(ii) the expiration of the period within which the next AGM 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) revoked or varied by resolution passed by the shareholders of BCB in a general meeting before the next AGM;

whichever is earlier.

2.1.4 Classes of Related Party

The Proposed Renewal of Shareholders' Mandate will apply to the following classes of Related Party :-

(a) Directors;
(b) Major Shareholders;
(c) Persons Connected with the Directors or Major Shareholders.

2.1.5 Details of the Recurrent Related Party Transactions

Details of the Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate are set out below:

BCB / Companies within the BCB Group	**Transacting parties**	**Interested parties and nature of relationship**	**Nature of transactions**	**Actual value of the transactions from 04/12/2025 to 30/09/2026*** **RM'000**	**Estimated value of the transactions as previously disclosed in the Circular to Shareholders dated 30/10/2025 RM'000**	**Estimated value of the transactions from 03/12/2026 (date of the forthcoming 38th AGM) to the next AGM# RM'000**
BCB Construction Sdn. Bhd. ("BCSB")	Marvel Plus Development Sdn. Bhd. ("Marvel Plus")	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Provision of building construction services	8,779	20,000	20,000
			Hiring of machinery	-	2,000	2,000

2.1.5 Details of the Recurrent Related Party Transactions *(CONT'D)*

Details of the Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate are set out below:

BCB / Companies within the BCB Group	**Transacting parties**	**Interested parties and nature of relationship**	**Nature of transactions**	**Actual value of the transactions from 04/12/2025 to 30/09/2026*** **RM'000**	**Estimated value of the transactions as previously disclosed in the Circular to Shareholders dated 30/10/2025 RM'000**	**Estimated value of the transactions from 03/12/2026 (date of the forthcoming 38th AGM) to the next AGM# RM'000**
BCB Berhad ("BCB")	Ju-Ichi Enterprise Sdn. Bhd. ("Ju-Ichi")	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Provision of office rental[@]	266	500	500
BCSB	Ju-Ichi	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Building construction services	-	15,000	15,000
BCB Resources Sdn. Bhd. ("BRSB")	Marvel Plus	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Hiring of machinery	-	1,000	1,000

2.1.5 Details of the Recurrent Related Party Transactions (*CONT'D*)

Details of the Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate are set out below:

BCB / Companies within the BCB Group	**Transacting parties**	**Interested parties and nature of relationship**	**Nature of transactions**	**Actual value of the transactions from 04/12/2025 to 30/09/2026*** **RM'000**	**Estimated value of the transactions as previously disclosed in the Circular to Shareholders dated 30/10/2025 RM'000**	**Estimated value of the transactions from 03/12/2026 (date of the forthcoming 38th AGM) to the next AGM# RM'000**
Johbase Development Sdn. Bhd. ("JDSB")	Marvel Plus	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Hiring of machinery	-	1,000	1,000
BCB Land Sdn. Bhd. ("BLSB")	Marvel Plus	Tan Sri Dato' Tan Seng Leong[a] Tan Lindy[b] Tan Lay Hiang[c] Puan Sri Datin Lim Sui Yong[d] Tan Vin Sern[e] Dato' Sri Tan Vin Shyan[f]	Hiring of machinery	-	1,000	1,000

Explanatory notes:

* Actual value transacted from 04 December 2025 (the date of the last Annual General Meeting) up to 30 September 2026, being the last practical date prior to printing of this Circular.

\# The estimated values of Recurrent Related Party Transactions from the forthcoming 38th AGM to the next AGM based on the expected value of transactions estimated by the management of BCB Group. Due to the nature of the transactions, the actual value of the transactions may vary and subject to change from the estimated values disclosed above.

@ Rental is payable on a monthly basis and lease period is for 3 years and renewable upon expiry.

There is no deviation resulted from the Actual Value transacted which exceeded the Estimated Value of the RRPTs as disclosed in preceding year's Circular to Shareholders dated 30 October 2025.

Nature of relationships of BCB Group with the interested related parties

[a] Tan Sri Dato' Tan Seng Leong is a Director of BCB, BCSB, BRSB, JDSB, BLSB and Ju-Ichi and a deemed Major Shareholder of BCB. His spouse Puan Sri Datin Lim Sui Yong and their children namely Tan Vin Sern and Tan Lindy are the Directors and the Major Shareholder of Marvel Plus. Tan Sri Dato' Tan Seng Leong is also a Major Shareholder of Ju-Ichi.

[b] Tan Lindy is a Director of BCB, BCSB, BRSB, JDSB, BLSB and Ju-Ichi. She is the daughter of Tan Sri Dato' Tan Seng Leong and Puan Sri Datin Lim Sui Yong, and sister of Tan Vin Sern and Dato' Sri Tan Vin Shyan . She is also a Director and Major Shareholder of Marvel Plus.

[c] Tan Lay Hiang is a Director of BCB, BCSB, BRSB, JDSB and BLSB. She is the sister of Tan Sri Dato' Tan Seng Leong, who is the Director and Major Shareholder of Ju-Ichi. Also, she is the sister-in-law to Puan Sri Datin Lim Sui Yong, who is the Director and Major Shareholder of Marvel Plus and a Shareholder of Ju-Ichi.

[d] Puan Sri Datin Lim Sui Yong is a deemed Major Shareholder of BCB. She is also a Director and Major Shareholder of Marvel Plus and a Shareholder of Ju-Ichi.

[e] Tan Vin Sern is a Director of BCB, BCSB, BRSB, JDSB, BLSB and Ju-Ichi. He is the son of Tan Sri Dato' Tan Seng Leong and Puan Sri Datin Lim Sui Yong, and brother of Tan Lindy and Dato' Sri Tan Vin Shyan . He is also a Director and Major Shareholder of Marvel Plus.

[f] Dato Sri' Tan Vin Shyan is a Director of BCB, BCSB, BRSB, JDSB and BLSB. He is the son of Tan Sri Dato' Tan Seng Leong and Puan Sri Datin Lim Sui Yong, and brother of Tan Lindy and Tan Vin Sern.

2.1.6 Amount Due and Owing to BCB Group by Related Transacting Parties

As at financial year ended 30 June 2026, the total amount due and owing to BCB Group which exceeded the credit term given arising from the RRPTs as per Section 2.1.5 of this Circular amounted to RM1,406,385.

A breakdown and an ageing analysis of such amount outstanding to BCB Group are as follows:-

			Ageing Analysis (RM'000)			
Principal Sum # (RM'000)	**Late Payment Interest # (RM'000)**	**Total Outstanding Amount As At 30/06/2026 (RM'000)**	**≤ 1 year**	**> 1 year to 3 years**	**> 3 years to 5 years**	**> 5 years**
1,406	-	1,406	-	-	-	1,406

The Group normally does not impose interest and late payment charges on trade debts in the course of its business operations. Going forward, the Group is planning repayment through debt restructuring/settlement arrangement.

Despite the outstanding amount owed by the debtors to BCB Group having remained outstanding for more than five (5) years, BCB Group has taken/will take the following course of action to recover the aforesaid outstanding amount:-

(i) The Group is in contact with the debtors and foresees payment in cash or contra of the completed properties from the debtors in near future. In view that the acceptance of completed properties in settlement of debt owed by the debtors (if any) will be considered a related party transaction, BCB will ensure the compliance of Paragraph 10.08 of the Main Market LR in due course.

Based on the aforesaid course of action taken and/or to be taken by BCB, the Board is of the view that the collections shall be recovered in cash or contra of the completed properties in the near future.

2.1.7 Benefits

The services provided to the Related Transacting Parties by the BCB Group as set out in Section 2.1.5 are in the ordinary course of business, and on the Group's normal commercial terms which are no more favourable to the Related Transacting Parties than those rendered to unrelated third parties. As such, the transactions in the Proposed Renewal of Shareholders' Mandate are beneficial to the BCB Group as they represent a source of income to the BCB Group.

2.1.8 Review Procedures for the Recurrent Related Party Transactions

The BCB Group has established and implemented various procedures to ensure that the Recurrent Related Party Transactions are undertaken in the ordinary course of business, on an arm's length basis and on normal commercial terms that are consistent with the BCB Group's usual business practices and policies, which are not on terms that are more favourable to the Related Parties than those extended to the public and, are not to the detriment of BCB's minority shareholders.

The review procedures established by the BCB Group for Recurrent Related Party Transactions are as follows:

(i) All companies within the Group have been informed of the definition of Related Party and the review procedures applicable to all Recurrent Related Party Transactions and are required to identify and report any RRPTs to the designated personnel responsible for monitoring such transactions;

(ii) All companies within the Group shall only enter into Recurrent Related Party Transactions after taking into consideration factors such as prevailing market prices, pricing methodology, quality of products and services, reliability, level of service, credit terms and other commercial considerations, to ensure that the transactions are conducted on arm's length and normal commercial terms consistent with the Group's usual business practices and policies;

(iii) The transaction prices are determined by the prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;

(iv) Where practicable, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the BCB Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to BCB Group;

(v) All Recurrent Related Party Transactions which are not covered under the Proposed Renewal of Shareholders' Mandate and have a value equivalent to or more than RM1,000,000 or 1% of any percentage ratio (as defined under Paragraph 10.02 (g) of the Main Market LR), whichever is higher, shall be reviewed by the Audit Committee before the transactions are entered into;

(vi) For other Recurrent Related Party Transactions, which are covered under the Proposed Renewal of Shareholders' Mandate, the transactions shall be tabled to review and monitor by the Audit Committee on a periodic basis;

(vii) All Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate within the BCB Group shall be subject to approval by the Board. Any Director who has a direct or indirect interest in a particular Recurrent Related Party Transaction shall abstain from deliberation and voting in respect of such transaction;

(viii) Any member of the Audit Committee may as he or she deems fit, request for additional information, supporting documents, independent quotations, valuations or advice from external professional advisers or other independent sources to facilitate its review of any Recurrent Related Party Transaction;

(ix) If a member of the Audit Committee has an interest, direct or indirect, in any particular transaction, he or she will have to abstain from any deliberation and also voting on the matter at the Audit Committee meeting in respect of such transaction;

(x) Proper records and supporting documentation shall be maintained to capture all Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate to ensure accurate disclosure thereof. Directors and major shareholders shall submit declarations of their related party interests, which shall be maintained securely by the Corporate Services Department. Where such transaction is identified, the relevant details and transaction value shall be disclosed. The relevant company within the BCB Group shall retain adequate supporting documentation to facilitate review by the Audit Committee, external auditors and regulatory authorities, and to ensure compliance with applicable laws and regulations. Such disclosure will be further made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions during the financial year, amongst others, based on the following information:

(a) the type of Recurrent Related Party Transactions made; and

(b) the names of the Related Parties involved in each type of the Recurrent Related Party Transaction made and their relationship with the listed issuer;

(xi) All Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate shall be reviewed by the Company's Corporate Services Department from time to time to ensure compliance with the Main Market Listing Requirements and the Company's policy, other applicable laws and regulations. The findings of such review shall be reported to the Audit Committee and, where necessary, to the Board for its consideration; and

(xii) The Audit Committee shall have the overall responsibility of determining whether the review procedures are appropriate, with the authority to delegate such function to individuals or committee within the Company as it shall deem fit.

2.1.9 Statement by Audit Committee of BCB

The Audit Committee has seen and reviewed the procedures mentioned in Section 2.1.8 above and is of the view that:

(ii) the said procedures are sufficient to ensure that the RRPT is not more favourable to the Related Party than those generally available to the public and hence are not to the detriment of the minority shareholders; and

(iii) BCB Group has in place adequate procedures to monitor, track and identify RRPT in a timely and orderly manner and such procedures and processes are reviewed by the Internal Auditors on a yearly basis.

3.0 RATIONALE FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

3.1 Proposed Renewal of Shareholders' Mandate

The Recurrent Related Party Transactions entered or to be entered into by the BCB Group are recurrent transactions of a revenue and trading nature conducted in the ordinary course of business of the Group and which are likely to occur with some degree of frequency and arise at any time and from time to time.

These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions may render it impractical to seek shareholders' approval on a case-by-case basis before entering into such Recurrent Related Party Transactions. As such, the Board is seeking the shareholders' mandate pursuant to paragraph 10.09 of the Main Market LR for the Recurrent Related Party Transactions described in Section 2.1.5 above to allow the Group to enter into such Recurrent Related Party Transactions made on an arm's length basis and on normal commercial terms and which are not to the detriment of BCB's minority shareholders.

By obtaining the approval of the Proposed Renewal of Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur, would not arise. This will substantially avoid expenses associated with the convening of general meetings on an ad hoc basis and prevent administrative inconvenience.

4.0 FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the issued and paid-up share capital, consolidated earnings and consolidated net assets of BCB.

5.0 CONDITION OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is conditional upon the approval of the shareholders of BCB at the forthcoming 38th AGM.

6.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

As at 30 September 2026, the direct and indirect interests of the interested Directors, interested Major Shareholders and Persons Connected with the interested Directors and Major Shareholders of BCB are as follows:

	Direct		Indirect	
	No. of shares	**%**	**No. of shares**	**%**
Interested Directors				
Tan Sri Dato' Tan Seng Leong	-	-	248,984,089[1]	61.69[1]
Tan Lay Hiang	-	-	-	-
Tan Lindy	-	-	-	-
Tan Vin Sern	-	-	-	-
Dato' Sri Tan Vin Shyan	-	-	-	-
Interested Major Shareholder				
Tan Sri Dato' Tan Seng Leong	-	-	248,984,089[1]	61.69[1]

Notes:

1. *Deemed interested by virtue of their shareholdings in Evergreen Ratio Sdn. Bhd. pursuant to Section 8(4) of the Act.*

Accordingly, the Interested Directors namely, Tan Sri Dato' Tan Seng Leong, Tan Lindy, Tan Lay Hiang, Tan Vin Sern and Dato' Sri Tan Vin Shyan (collectively referred to as "Interested Directors"), have abstained and will continue to abstain from all Board deliberations and voting in respect of the transactions in which they have an interest as detailed in Section 2.1.5 above. The Interested Directors will also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 38th AGM.

The Interested Major Shareholder namely, Tan Sri Dato' Tan Seng Leong (referred to as "Interested Major Shareholder"), will abstain from voting in respect of his indirect shareholdings on the ordinary resolution deliberating or approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 38th AGM.

The Interested Directors and the Interested Major Shareholder of the Company have also undertaken to ensure that the Persons Connected with them will abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 38th AGM.

Save as disclosed above, none of the other Directors and Major Shareholder of BCB or Persons Connected with them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7.0 DIRECTORS' RECOMMENDATION

The Directors (except for the Interested Directors) having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that it is in the best interest of the BCB Group and accordingly the Directors with the exception of the Interested Directors who have abstained from making any recommendation on the Proposed Renewal of Shareholders' Mandate, recommends that you vote in favour of the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 38th AGM.

8.0 AGM

The 38th AGM, the notice of which is set out in the 2026 Annual Report, will be held at Prime City Hotel, Venus Room, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Ta'zim on Thursday, 03 December 2026 at 11.00 a.m. for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the 38th AGM, you should complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible so as to arrive at the registered office of the Company at **No. 4B, 2nd & 3rd Floor, Jalan Sentol, South Wing – Kluang Parade, 86000 Kluang, Johor Darul Takzim, Malaysia,** not later than 48 hours before the time fixed for the 38th AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 38th AGM should you subsequently wish to do so.

9.0 FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board of Directors
BCB BERHAD

Dato' Ismail Bin Karim
Chairman, Independent Non-Executive Director

PART B

SHARE BUY-BACK STATEMENT

in relation to the

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Building Communities & Beyond

BCB BERHAD
Registration No.: 198801004645 (172003-W)
Incorporated in Malaysia

STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES IN ACCORDANCE WITH SECTION 127 OF THE COMPANIES ACT 2016 ("ACT")

1. INTRODUCTION

BCB had on 13 October 2026 announced that the Company proposed to seek from the shareholders the approval for the renewal of the authorisation at the forthcoming 38th AGM for the proposed purchase by BCB of its own shares of up to ten per cent (10%) of its issued share capital during the authorised period.

The purpose of this Statement is to provide you with the details of the Proposed Renewal of Share Buy-Back Authority, to set out the views of your Board and to seek your approval for the resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 38th AGM of BCB as Special Business.

On 04 December 2025, the Company announced that the shareholders of the Company had, at the AGM held on 04 December 2025, approved the authorisation for the Company to purchase its own shares in accordance with Section 127 of the Act. The said authorisation shall, in accordance with the Main Market LR, expires at the conclusion of the forthcoming 38th AGM which will be held on 03 December 2026.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

At previous AGM held on 04 December 2025, the Company had obtained approval from its shareholders to purchase up to 41,250,000 BCB Shares, which represents ten per cent (10%) of the issued share capital of BCB then on the Bursa Securities in accordance with the provisions of the Act, the Constitution of the Company and Main Market LR.

As at 30 September 2026, the Company has purchased 8,882,997 BCB Shares which are currently held as treasury shares. The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Shares purchased or a combination of both, will be made by the Board at the appropriate time.

As the authority for the Company to purchase its own share**s** will expire at the conclusion of the forthcoming 38th AGM of the Company on 03 December 2026, the Company wishes to seek a renewal of mandate from the shareholders at 38th AGM for the Company to purchase such number of BCB Shares which, when aggregated with the BCB Shares already purchased and/or retained as treasury shares, amounts to not more than ten per cent (10%) of the existing issued share capital of BCB.

As at 30 September 2026, the total number of issued shares of BCB is 412,500,000, including 8,882,997* treasury shares held. As such, if approved, the Proposed Renewal of Share Buy-Back Authority would authorise the Company to purchase up to 32,367,003 BCB Shares, which when aggregated with the BCB Shares already purchased, would result in 41,250,000 BCB Shares or ten per cent (10%) of BCB's issued share capital being purchased.

*Notes: *On 14 June 2024, the Company declared its first interim single-tier dividend by distributing 3,996,203 treasury shares ("Share Dividends") on the basis of one (1) treasury share for every one hundred (100) ordinary shares held by shareholders listed in the Register of Depository on 1 July 2024, in respect of the financial year ended 30 June 2024. There has been no cancellation of treasury shares, and the total number of issued shares remains at 412,500,000 ordinary shares. Following this distribution, the Company now holds a total of 8,882,997 treasury shares.*

The Proposed Share Buy-Back will be carried out on the Bursa Securities through an appointed stockbroker.

3. FUNDING FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will be financed through internally generated funds and/or borrowings. The audited retained earnings of the Company as at 30 June 2026 is RM98,723,168. The maximum funding for the purchase of the Company's own shares must not exceed the level of retained earnings of the Company.

In the event the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back, it will ensure that it has sufficient financial capability to repay the bank borrowing and related interest expense. The bank borrowings will not have a material impact on the cash flows or earnings of the Company.

The actual number of BCB Shares to be purchased, the total amount of funds involved for each purchase and timing of the purchase(s) will depend on, inter-alia, the market conditions and sentiments of the stock market as well as the availability of the financial resources of the BCB Group at the time of the purchase(s).

The Proposed Share Buy-Back will reduce the cash of the BCB Group by an amount dependent on the purchase price of BCB Shares and the actual number of BCB Shares bought back.

4. RATIONALE, POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back is likely to benefit BCB and its shareholders in the following manner:

- If necessary in future, BCB may be able to stabilise the supply and demand of BCB Shares in the open market, thereby supporting the fundamental values of BCB Shares;
- If BCB Shares purchased by BCB are cancelled, shareholders may enjoy an increase in the value of their investment in BCB due to the increase in its earnings per share as a result of the reduction in its issued capital, all things being equal; and
- The purchased shares may be held as treasury shares and resold in the open market to reap the potential capital appreciation of the shares without affecting the total issued share capital of BCB. BCB may also utilise the treasury shares as future dividend payout to BCB shareholders, which would serve to reward the shareholders of the Company.

The disadvantages of the Proposed Share Buy-Back are as follows:

- The Proposed Share Buy-Back, if implemented, would reduce the financial resources of the Group. This may result in the Group foregoing future investment opportunities and/or any income that may be derived from alternative uses of such funds;
- The Proposed Share Buy-Back may also reduce the amount of resources available for the payment of cash dividends to shareholders of BCB. However, the financial resources of the Group may increase pursuant to the resale of the purchased shares held as treasury shares at prices higher than the purchase price; and
- The Proposed Share Buy-Back will reduce BCB's cashflow, which may otherwise be used as working capital to generate future profits.

Nevertheless, the Board will be mindful of the interest of BCB and its shareholders in undertaking the Proposed Share Buy-Back and the subsequent resale of treasury shares on Bursa Securities.

5. EFFECT OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back are summarised below.

5.1 Share Capital

Assuming the Proposed Share Buy-Back is implemented in full and all the purchased shares are subsequently cancelled, the effects on the issued share capital of the Company will be as follows:

	No. of Shares
Issued share capital as at 30 September 2026 (including 8,882,997 treasury shares held)	412,500,000
Less: Existing treasury shares held	(8,882,997)
Less: Maximum number of shares that may be purchased pursuant to the Proposed Share Buy-Back	(32,367,003)
Issued share capital after the Proposed Share Buy-Back	371,250,000

If the BCB Shares so purchased are retained as treasury shares, the issued share capital of BCB will not be reduced but the rights attaching to the treasury shares in relation to voting, dividends and participation in other distributions or otherwise will be suspended. While these BCB Shares remain as treasury shares, the Act prohibits the taking into account of such shares in calculating the number of percentage of shares or a class of shares in BCB for any purpose whatsoever including major shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the results of votes on resolutions.

5.2 Net Assets ("NA")

The effect of the Proposed Share Buy-Back on the NA per share of the BCB Group is dependent on the purchase price(s) of the BCB Shares. If the purchase price is less than the audited NA per share of the Group at the time of purchase, the NA per share will increase. Conversely, if the purchase price exceeds the audited NA per share of the Group at the time of purchase, the NA per share will decrease.

5.3 Earnings

The effect of the Proposed Share Buy-Back on the earnings of the BCB Group would depend on the purchase price(s) and the number of shares purchased. The effective reduction in the issued share capital of the Company pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the consolidated earnings per share of the Company if the return on equity is higher than the cost of funds from the Proposed Share Buy-Back.

5.4 Working Capital

The Proposed Share Buy-Back will reduce the working capital of the BCB Group. The quantum of the reduction of the working capital of the BCB Group would depend on the purchase price(s) and number of shares purchased.

5.5 Dividend

The Proposed Share Buy-Back is not expected to have any material impact on the Board's policy in recommending dividends to shareholders of BCB. The Board may have the option to distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Share Buy-Back.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The effect of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders of BCB based on their shareholdings as at 30 September 2026 assuming the Proposed Share Buy-Back is carried out in full is as follows:

Directors

Name	**Existing as at 30 September 2026 (after taking into account shares purchased and held as treasury shares)**				**After Proposed Share Buy-Back (on assumption of buy-back of up to 10%)**			
	< ---------Direct---------->		**< ---------Indirect--------- >**		**< ---------Direct---------->**		**< ---------Indirect--------- >**	
	No. of shares held	**%^ held**	**No. of shares held**	**%^ held**	**No. of shares held**	**%^ held**	**No. of shares held**	**%^ held**
Tan Sri Dato' Tan Seng Leong	-	-	248,984,089 (i)	61.69	-	-	248,984,089 (i)	67.07
Dato' Ismail Bin Karim	-	-	-	-	-	-	-	-
Law Lee Yen	-	-	-	-	-	-	-	-
Tan Lay Hiang	-	-	-	-	-	-	-	-
Tan Lindy	-	-	-	-	-	-	-	-
Tan Vin Sern	-	-	-	-	-	-	-	-
Tan Kok Wee	-	-	-	-	-	-	-	-
Dato' Sri Tan Vin Shyan	-	-	-	-	-	-	-	-

Notes:-

(i) *Deemed interested by virtue of his shareholdings in Evergreen Ratio Sdn. Bhd. pursuant to Section 8(4) of the Act.*

^ *Pursuant to Section 127(8) of the Act, while shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares, amongst others, in the company on substantial shareholding and the result of a vote on a resolution at a meeting.*

Substantial Shareholders

	Existing as at 30 September 2026 (after taking into account shares purchased and held as treasury shares)				**After Proposed Share Buy-Back (on assumption of buy-back of up to 10%)**			
	< ---------Direct---------->		**< ---------Indirect--------- >**		**< ---------Direct---------->**		**< ---------Indirect--------- >**	
Name	**No. of shares held**	**%^ held**	**No. of shares held**	**%^ held**	**No. of shares held**	**%^ held**	**No. of shares held**	**%^ held**
Evergreen Ratio Sdn. Bhd.	229,410,289	56.84	19,573,800	4.85	229,410,289	61.80	19,573,800	5.27
Tan Sri Dato' Tan Seng Leong	-	-	248,984,089 (i)	61.69	-	-	248,984,089 (i)	67.07
Effective Strategy Sdn. Bhd.	38,995,090	9.66	-	-	38,995,090	10.50	-	-
Bukhary Sdn. Bhd.	-	-	38,995,090 (ii)	9.66	-	-	38,995,090 (ii)	10.50

Notes:-

(i) Deemed interested by virtue of their shareholdings in Evergreen Ratio Sdn. Bhd. pursuant to Section 8(4) of the Act .

(ii) Deemed interested by virtue of Bukhary Sdn. Bhd.'s acquisition of all the ordinary shares held in Effective Strategy Sdn. Bhd., a substantial shareholder of BCB pursuant to Section 8(4) of the Act .

^ *Pursuant to Section 127(8) of the Act, while shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares, amongst others, in the company on substantial shareholding and the result of a vote on a resolution at a meeting.*

7. PURCHASES MADE IN THE PREVIOUS TWELVE (12) MONTHS

As at 30 September 2026, the total Treasury shares held by BCB is 8,882,997 shares.The Company has not made any purchase, resale, cancellation or transfer of Treasury Shares in the preceding twelve (12) months.

8. PUBLIC SHAREHOLDING SPREAD

Based on the record of depositors maintained by the Bursa Depository and the register of substantial shareholders of the Company, the public shareholding spread of BCB as at 30 September 2026 is 28.65%. In the event that the Proposed Share Buy-Back be carried out in full and all the BCB Shares are purchased from public shareholders, the public shareholding spread of BCB will be reduced from 28.65% to 22.43%. The Company will take cognisance of the 25% public shareholding spread requirement stipulated in the Main Market Listing Requirements before purchasing any of its own Shares. The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase results in the public shareholding spread requirements not being met.

9. IMPLICATIONS RELATING TO THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2016 ("CODE")

Based on the Register of Substantial Shareholders of the Company as at 30 September 2026, there should be no implication with regard to the Code on the Company and its Substantial Shareholders arising from the Proposed Share Buy-Back even in the event that the Proposed Share Buy-Back is implemented in full.

10. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the company as a result of the Proposed Renewal of Share Buy-Back Authoriy, none of the Directors and substantial shareholders or Persons Connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

11. SHARE PRICE PERFORMANCE

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

	High (RM)	Low (RM)
2025		
October	0.290	0.255
November	0.290	0.250
December	0.280	0.250
2026		
January	0.265	0.250
February	0.270	0.250
March	0.260	0.220
April	0.260	0.230
May	0.260	0.240
June	0.260	0.225
July	0.255	0.230
August	0.250	0.230
September	0.255	0.230

The last transacted price of BCB Shares as at 30 September 2026, being the LPD prior to the printing of this Statement was RM0.230.

(Source : Yahoo Finance)

12. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors are of the opinion that the Proposed Renewal of Share Buy-Back Authority is is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 38th AGM of the Company.

This Share Buy-Back Statement is dated 30 October 2026.

13. FURTHER INFORMATION

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

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors of BCB and they individually and collectively accept full responsibility for the accuracy of the information contained herein 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 misleading.

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into the ordinary course of business) that have been entered into by BCB and/or its subsidiaries during the 2 years immediately preceding the date of the Circular.

3. MATERIAL LITIGATION

BCB Group has not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors of BCB have no knowledge of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially or adversely affect the financial position or business of the BCB Group.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be made available for inspection at the Registered Office of BCB at **No. 4B, 2nd & 3rd Floor, Jalan Sentol, South Wing – Kluang Parade, 86000 Kluang, Johor Darul Takzim**, **Malaysia**, during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to the date of the 38th AGM:

(i) Constitution of BCB; and

(ii) The audited consolidated financial statements of BCB for two (2) financial years ended 30 June 2025 and 30 June 2026 and the latest unaudited results since the last audited financial statements.

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