THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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BEDI BERHAD
(Registration No.: 201501041664 (1166985-X))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PART A

PROPOSED ACQUISITIONS BY BEDI BERHAD ("BEDI" OR THE "COMPANY") OF THE FOLLOWING:

(I) 100% EQUITY INTEREST IN SEJATI SENTRAL (SANDAKAN) SDN. BHD. FROM BEDI DEVELOPMENT SDN. BHD. ("BDSB") FOR A CASH CONSIDERATION OF APPROXIMATELY RM17.00 MILLION; AND
(II) 100% EQUITY INTEREST IN FYT LAND (KK) SDN. BHD. FROM BDSB FOR A CASH CONSIDERATION OF APPROXIMATELY RM21.87 MILLION

(COLLECTIVELY REFERRED TO AS THE "PROPOSED ACQUISITIONS")

PART B

INDEPENDENT ADVICE LETTER FROM MAINSTREET ADVISERS SDN. BHD. TO THE NON-INTERESTED SHAREHOLDERS OF BEDI IN RELATION TO THE PROPOSED ACQUISITIONS

PART C

(I) PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE"); AND
(II) PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE UPON COMPLETION OF THE PROPOSED ACQUISITIONS ("PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE")

(COLLECTIVELY REFERRED TO AS THE "PROPOSED SHAREHOLDERS' MANDATES")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser for Part A

NEWPARADIGM SECURITIES SDN. BHD.
(Registration No. 198101000194 (66299-A))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser for Part B

MAINSTREET ADVISERS SDN. BHD.
(Registration No. 200701032292 (790320-P))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of the Company ("**EGM**") will be held at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah on Monday, 28 September 2026 at 10.00 a.m. or immediately upon the conclusion of the 11th Annual General Meeting of BEDI to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering the Proposed Acquisitions and the Proposed Shareholders' Mandates. The Notice of EGM together with the Form of Proxy are enclosed herewith in this Circular.

A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, participate, speak and vote on his/her behalf. In such event, the Form of Proxy must be deposited at the office of the Company's Share Registrar, Symphony Corporate Services Sdn. Bhd. ("**Symphony**"), S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, or alternatively in the case of electronic appointment, the Form of Proxy must be submitted via email to the Poll Administrator's email address at symphonycorporateservices@gmail.com, not less than 48 hours before the time for holding the EGM or at any adjournment thereof at which the person named in the instrument proposes to vote. Please refer to the Administrative Guide for the EGM for further details. The lodging of the Form of Proxy will not preclude a shareholder from attending, participating, speaking and voting in person at the EGM should the shareholder subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Saturday, 26 September 2026 at 10.00 a.m.
Day, date and time for the EGM	:	Monday, 28 September 2026 at 10.00 a.m.

This Circular is dated 11 September 2026

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Circular:

ABS Capital	**:**	ABS Capital Sdn. Bhd. (Registration No.: 202401037396 (1583243-P))
Act	:	Companies Act, 2016 of Malaysia, as may be amended from time to time including any re-enactment thereof
Aggregate Purchase Consideration	:	The final adjusted aggregate purchase consideration payable by BEDI to the Vendor for the Proposed Acquisitions amounting to RM38,867,384
AGM	:	Annual general meeting
ARMC	:	Audit and Risk Management Committee comprising Aun Siew Kuan, Wan Foung Yin @ Michael Wan and Paramjit Singh, all of whom are Non-Executive Directors
Arm's Length	:	Price which would have been determined if such transactions are made between independent parties under the same or similar circumstances
Bayu Damai Residences	:	Phase 1 of the FYT Projects, being a residential development with supporting facilities, comprising 762 apartment units, to be built on a 999-year leasehold land, held under Country Lease 015105709, 015105727, 015105736, 015105745 and 015110326, located within the Dah Yeh Villa locality, along Jalan Fung Yei Ting, Kota Kinabalu, Sabah
BDSB or the **Vendor**	:	BEDI Development Sdn. Bhd. (Registration No.: 202001008414 (1364734-A))
BEDI or **Company** or the **Purchaser**	:	BEDI Berhad (Registration No.: 201501041664 (1166985-X))
BEDI Group or **our Group**	:	Collectively, BEDI and its subsidiaries
BEDI Share	:	Ordinary share in BEDI
Board	:	Our Board of Directors
Bursa Securities	:	Bursa Malaysia Securities Berhad
Business Day	:	Any day between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities
Causeway	:	Causeway Advisory Sdn. Bhd. (Registration No.: 202501034595 (1636005-A))
Circular	:	This circular to shareholders dated 11 September 2026
Director	:	Our director for the time being and shall have the meaning ascribed to it in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the Proposed Acquisitions were agreed upon, a director or a chief executive of our Company or any other company which is a subsidiary or holding company of our Company

Disposal	:	Disposal by Asterasia Sdn. Bhd., our indirect wholly-owned subsidiary to Mydin Wholesale Cash and Carry Sdn. Bhd., of a double-storey hypermarket building bearing postal address of Lot 3A, Sejati Commercial, Jalan Merpati, Batu 7, Jalan Airport, 90000 Sandakan, Sabah, held under Country Lease 075636172 located in Sandakan, Sabah for a total cash consideration of RM85.00 million
EDSB	:	EXSIM Development Sdn. Bhd. (Registration No.: 200901032054 (875164-W))
EGM	:	Extraordinary general meeting
EHB	:	EXSIM Hospitality Berhad (Registration No.: 198301000236 (95469-W))
EHHSB	:	EXSIM Hospitality Holdings Sdn. Bhd. (Registration No.: 202401003593 (1549443-U))
EHSB	:	EXSIM Holdings Sdn. Bhd. (Registration No.: 201401011175 (1087251-T))
Enlarged BEDI Group	:	BEDI Group as enlarged to include FYT Land and Sejati Sentral upon completion of the Proposed Acquisitions
EPS	:	Earnings per share
EXSIM Borneo	:	EXSIM Borneo Sdn. Bhd. (Registration No.: 202401035761 (1581608-H))
EXSIM Concepto	:	EXSIM Concepto Sdn. Bhd. (Registration No.: 202401027790 (1573639-X))
FPE	:	Financial period ended
FYE	:	Financial year ended
FYT Land	:	FYT Land (KK) Sdn. Bhd. (Registration No.: 202201030645 (1476342-H))
FYT Land Sale Shares	:	1,000,000 FYT Land Shares which are the subject matter of the Proposed FYT Land Acquisition
FYT Land Share	:	Ordinary share in FYT Land
FYT Projects	:	Collectively, Bayu Damai Residences and Luna Damai Residences
FYT Projects' Valuation Report	:	The valuation report dated 8 June 2026 in respect of FYT Projects prepared by the Independent Valuer
GDC	:	Gross development cost
GDP	:	Gross development profit (being the developer's profit adopted by Knight Frank in its Valuation Reports)
GDV	:	Gross development value
Harapan Borneo	:	Harapan Borneo Sdn. Bhd. (Registration No.: 200801025103 (826427-M))

IAL	:	Independent advice letter from the Independent Adviser in relation to the Proposed Acquisitions as set out in **Part B** of this Circular
Interested Director	:	Kong Chung Vui in relation to the Proposed Acquisitions as set out in **Parts A and B** of this Circular Paramjit Singh in relation to the Proposed Shareholders' Mandates as set out in **Part C** of this Circular
Interested Major Shareholders	:	Collectively, EXSIM Borneo, LAH, LAK, LAF and Kong Chung Vui in relation to the Proposed Acquisitions as set out in **Parts A and B** of this Circular Collectively, EXSIM Borneo, LAH, LAK and LAF in relation to the Proposed Shareholders' Mandates as set out in **Part C** of this Circular
Interested Parties	:	Collectively, the Interested Director and the Interested Major Shareholders as set out in **Part A** of this Circular
IQI Holdings	:	IQI Holdings Sdn. Bhd. (Registration No.: 201201034354 (1018842-U))
Knight Frank or the **Independent Valuer**	:	Knight Frank Malaysia Sdn. Bhd. (Registration No. 200201017816 (585479-A)), the independent valuer appointed by our Company to carry out a formal valuation on the Sejati Project and FYT Projects pursuant to the Proposed Acquisitions
LAF	:	Lim Aik Fu
LAH	:	Lim Aik Hoe
LAK	:	Lim Aik Kiat
LATAMI	:	Loss after tax attributable to the owners of our Company
LBT	:	Loss before tax
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	21 August 2026, being the latest practicable date prior to the date of this Circular
Luna Damai Residences	:	Phase 2 of the FYT Projects, being a residential development with supporting facilities, comprising 743 apartment units together with 4 retail units, to be built on a 999-year leasehold land, held under Country Lease 015105709, 015105727, 015105736, 015105745 and 015110326, all located within the Dah Yeh Villa locality, along Jalan Fung Yei Ting, Kota Kinabalu, Sabah
MainStreet or the **Independent Adviser**	:	MainStreet Advisers Sdn. Bhd. (Registration No.: 200701032292 (790320-P))
Mana Mana	:	Mana Mana Holdings Sdn. Bhd. (Registration No.: 202401029298 (1575146-T))

Major Shareholder	:	A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares is: (a) 10.00% or more of the total number of voting shares in our Company; or (b) 5.00% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. For the purpose of the Proposed Acquisitions and Proposed Shareholders' Mandates, Major Shareholder shall include any person who is or was a major shareholder of BEDI or any other company which is a subsidiary or a holding company of BEDI, within the preceding 6 months of the date of the announcement of the Proposed Acquisitions and Proposed Shareholders' Mandates respectively.
Milux Group	:	Milux Corporation Berhad (Registration No.: 199401027937 (313619-W)) and its subsidiaries
NA	:	Net assets
NBV	:	Net book value
NewParadigm or the **Principal Adviser**	:	NewParadigm Securities Sdn. Bhd. (Registration No.: 198101000194 (66299-A))
NL	:	Net liabilities
NPAM	:	NewParadigm Assets Management Sdn. Bhd. (Registration No.: 199501027557 (356762-W))
NPFH	:	NewParadigm Financial Holdings Sdn. Bhd. (Registration No.: 202201003524 (1449221-P))
NPIG	:	NewParadigm Investment Group Sdn. Bhd. (Registration No.: 202201003279 (1448976-H))
Paramjit Singh	:	Paramjit Singh Gill A/L Gurdev Singh
PAT	:	Profit after tax
PATAMI	:	Profit after tax attributable to owners of our Company
PBT	:	Profit before tax

Person(s) Connected	:	In relation to a Director or a Major Shareholder (collectively referred to as the "said Person"), means such a person who falls under any one of the following categories:- i. A family member of the said Person, which means such person who falls within any one of the following categories:- a. spouse; b. parent; c. child including an adopted child and step-child; d. brother or sister; and e. spouse of the person referred to in items c. and d. above. ii. A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary; iii. A partner of the said Person, which means such person who falls within any one of the following categories:- a. a person with whom the said Person, is in or proposes to enter into partnership with. "Partnership" for this purpose refers to a "partnership" as defined in Section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or b. a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not. iv. 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; v. 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 obligation, whether formal or informal, to act; vi. A body corporate in which the said Person, or Persons Connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or vii. A body corporate which is a related corporation of the said Person.
Projects	:	Collectively, the Sejati Project and FYT Projects
Proposed Acquisitions	:	Collectively, the Proposed Sejati Sentral Acquisition and Proposed FYT Land Acquisition
Proposed Conditional Shareholders' Mandate	:	Proposed conditional shareholders' mandate for the Enlarged BEDI Group's RRPTs upon completion of the Proposed Acquisitions
Proposed FYT Land Acquisition	:	Proposed acquisition by BEDI of the FYT Land Sale Shares, representing 100.00% equity interest in FYT Land for a final purchase consideration of RM21,867,616

Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for BEDI Group's new RRPTs
Proposed Sejati Sentral Acquisition	:	Proposed acquisition by BEDI of the Sejati Sentral Sale Shares, representing 100.00% equity interest in Sejati Sentral for a final purchase consideration of RM16,999,768
Proposed Shareholders' Mandates	:	Collectively, the Proposed New Shareholders' Mandate and Proposed Conditional Shareholders' Mandate
Recurrent Related Party Transaction(s) or RRPT(s)	:	Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations and within the ordinary course of business of our Group
Related Party(ies)	:	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
RM and sen	:	Ringgit Malaysia and sen, respectively, being the lawful currency of Malaysia
RNAV	:	Revalued net asset value
RPT	:	A transaction entered into by the listed issuer or its subsidiaries which involves the interest, direct or indirect, of a related party
Sale Shares	:	Collectively, the Sejati Sentral Sale Shares and FYT Land Sale Shares
Sejati Project	:	An integrated commercial development comprising 141 units of 2-storey terraced shop-offices, a drive-thru, 6 units of 2-storey linked shops (detached lifestyle pavilion) and a 5-storey boutique hotel, with supporting car parks and related facilities, to be built on a 999-year leasehold land, held under Country Lease 075168320, located in Sandakan, Sabah
Sejati Project's Valuation Report	:	The valuation report dated 8 June 2026 in respect of Sejati Project prepared by the Independent Valuer
Sejati Sentral	:	Sejati Sentral (Sandakan) Sdn. Bhd. (Registration No.: 202201030660 (1476357-T))
Sejati Sentral Sale Shares	:	5,000,000 Sejati Sentral Shares which are the subject matter of the Proposed Sejati Sentral Acquisition
Sejati Sentral Share	:	Ordinary share in Sejati Sentral
sq ft	:	Square feet
SSA1	:	Conditional share sale agreement dated 22 June 2026 entered into between BEDI and the Vendor in respect of the Proposed Sejati Sentral Acquisition
SSA2	:	Conditional share sale agreement dated 22 June 2026 entered into between BEDI and the Vendor in respect of the Proposed FYT Land Acquisition
SSAs	:	Collectively, the SSA1 and SSA2
Target Companies	:	Collectively, Sejati Sentral and FYT Land

Valuation Certificate	:	The valuation certificate dated 8 June 2026 in respect of the Projects
Valuation Reports	:	Collectively, the Sejati Project's Valuation Report and FYT Projects' Valuation Report

Any reference to "we", "us", "our" and "ourselves" is to the Company, and where the context otherwise requires, our subsidiaries. All references to "you" or "your" are to the shareholders of the Company.

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

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

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

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

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TABLE OF CONTENTS

PART A

LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITIONS CONTAINING:

		Page
EXECUTIVE SUMMARY		*xi*
1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED ACQUISITIONS	2
3.	RATIONALE AND BENEFITS OF THE PROPOSED ACQUISITIONS	12
4.	INDUSTRY OUTLOOK AND PROSPECTS OF OUR GROUP	13
5.	RISK FACTORS	16
6.	EFFECTS OF THE PROPOSED ACQUISITIONS	17
7.	HIGHEST PERCENTAGE RATIO	19
8.	APPROVALS REQUIRED	19
9.	INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	19
10.	OUTSTANDING CORPORATE PROPOSAL ANNOUNCED BUT PENDING COMPLETION	20
11.	TRANSACTIONS WITH THE INTERESTED PARTIES FOR THE PAST 12 MONTHS	20
12.	ARMC'S STATEMENT	20
13.	DIRECTORS' STATEMENT AND RECOMMENDATION	21
14.	TENTATIVE TIMETABLE FOR IMPLEMENTATION	21
15.	ADVISERS	21
16.	EGM	22
17.	FURTHER INFORMATION	22

PART B

INDEPENDENT ADVICE LETTER FROM MAINSTREET TO OUR NON-INTERESTED SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITIONS CONTAINING:

EXECUTIVE SUMMARY		*24*
1.	INTRODUCTION	28
2.	SCOPE AND LIMITATIONS OF OUR EVALUATION OF THE PROPOSED ACQUISITIONS	29
3.	EVALUATION OF THE PROPOSED ACQUISITIONS	33
4.	CONCLUSION AND RECOMMENDATION	80

PART C

CIRCULAR IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATES CONTAINING:

EXECUTIVE SUMMARY		*82*
1.	INTRODUCTION	85
2.	DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATES	86
3.	RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATES	101
4.	EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATES	102
5.	APPROVAL REQUIRED AND CONDITIONALITY	102
6.	INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	103
7.	DIRECTORS' STATEMENT AND RECOMMENDATION	103
8.	EGM	104
9.	FURTHER INFORMATION	104

APPENDICES

APPENDIX I	SALIENT TERMS OF THE SSA1 AND SSA2	105
APPENDIX II	FURTHER INFORMATION ON SEJATI SENTRAL	111
APPENDIX III	LATEST AUDITED FINANCIAL STATEMENTS OF SEJATI SENTRAL FOR THE FYE 31 MARCH 2026	115
APPENDIX IV	FURTHER INFORMATION ON FYT LAND	150
APPENDIX V	LATEST AUDITED FINANCIAL STATEMENTS OF FYT LAND FOR THE FYE 31 MARCH 2026	154
APPENDIX VI	VALUATION CERTIFICATE	190
APPENDIX VII	REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2026	211
APPENDIX VIII	FURTHER INFORMATION	223

NOTICE OF EGM	**ENCLOSED**
ADMINISTRATIVE GUIDE FOR THE EGM	**ENCLOSED**
FORM OF PROXY	**ENCLOSED**

PART A

LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITIONS

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSED ACQUISITIONS AS SET OUT IN PART A OF THIS CIRCULAR. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR, INCLUDING THE IAL AS SET OUT IN PART B OF THIS CIRCULAR, AND NOT RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED ACQUISITIONS TO BE TABLED AT OUR FORTHCOMING EGM.

Key Information	Summary	Reference in Circular
Summary of the Proposed Acquisitions	BEDI had, on 22 June 2026, entered into the following SSAs with BDSB: (i) SSA1 for the Proposed Sejati Sentral Acquisition; and (ii) SSA2 for the Proposed FYT Land Acquisition. The Sale Shares will be acquired free from all claims, liens, charges and encumbrances and with full legal and beneficial title, together with all rights attaching thereto as at the completion of the Proposed Acquisitions, in accordance with the terms and conditions as stipulated in the respective SSAs. Please refer to **Section 2, Part A** of this Circular for further information on the Proposed Acquisitions.	**Sections 1 and 2, Part A**
Basis and justification for the Aggregate Purchase Consideration	The Aggregate Purchase Consideration of approximately RM38.87 million was arrived at on a willing buyer-willing seller basis after taking into consideration, inter-alia, the following: (i) the valuation of the Target Companies based on the RNAV as at 31 March 2026 of approximately RM38.87 million, after taking into consideration the revaluation surplus arising from the valuation of the Projects and the deferred tax amount arising thereof. The Aggregate Purchase Consideration is equivalent to the total RNAV of the Target Companies; (ii) the rationale and benefits of the Proposed Acquisitions as set out in **Section 3, Part A** of this Circular; and (iii) the property market outlook and prospects of our Group as set out in **Section 4, Part A** of this Circular.	**Section 2.4, Part A**
Rationale and benefits of the Proposed Acquisitions	The Proposed Acquisitions are expected to complement and strengthen our Group's development pipeline by providing immediate access to the Projects. The Projects, comprising commercial and residential developments, are consistent with our Group's existing focus on the residential and commercial property segments and are expected to allow our Group to scale up its active development pipeline. Upon completion of the Proposed Acquisitions, our Group will be able to consolidate the financial results of the Target Companies. As the Sejati Project and Bayu Damai Residences have already been launched and sales of units have commenced, the Projects are expected to provide our Group with future revenue visibility through progressive billings, subject to construction progress, continued sales take-up and prevailing market conditions. Please refer to **Section 3, Part A** of this Circular for further information on the Proposed Acquisitions.	**Section 3, Part A**

Risk factors

Our shareholders should consider the following risk factors in relation to the Proposed Acquisitions. In particular, there can be no assurance that: **Section 5, Part A**

(i) our Company will be able to obtain all the requisite approvals nor ensure all parties fulfil the respective obligations as set out in the SSAs;

(ii) the Projects will generate the expected return on investment and the duration required for our Group to recoup its investment in the Target Companies could be longer than anticipated;

(iii) our Group will have sufficient internal funds available or that our Group will be able to drawdown the existing borrowings or secure additional financing in amounts or on terms acceptable to our Group to fund the development costs of the Projects;

(iv) any adverse change in the economic, social and political conditions of the country will not have any material adverse effect on our Group; and

(v) the relevant state authority will not compulsorily acquire the land within its jurisdiction.

Please refer to **Section 5, Part A** of this Circular for further information on the risk factors of the Proposed Acquisitions.

Approvals required

The Proposed Acquisitions are subject to the approval of our non-interested shareholders at the forthcoming EGM to be convened. **Section 8, Part A**

The Proposed Acquisitions are not inter-conditional upon each other and are not conditional upon any other corporate exercise undertaken or to be undertaken by our Company.

Interests of Directors, Major Shareholders and/or persons connected with them

Save as disclosed below, none of our Directors, Major Shareholders of our Company, and/or persons connected with them have any interests, whether direct or indirect, in the Proposed Acquisitions: **Section 9, Part A**

Interested Director

(i) Kong Chung Vui

Interested Major Shareholders

(i) EXSIM Borneo;
(ii) LAH;
(iii) LAK;
(iv) LAF; and
(v) Kong Chung Vui

Please refer to **Section 9, Part A** of this Circular for further information.

ARMC's statement

Our ARMC (comprising members of our Board who are not interested in the Proposed Acquisitions), after taking into consideration the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposed Acquisitions, is of the opinion that the Proposed Acquisitions are:

(a) in the best interests of our Company;

(b) fair, reasonable and on normal commercial terms; and

(c) not detrimental to the interests of our non-interested shareholders.

Section 12, Part A

Directors' statement and recommendation

Our Board, save for the Interested Director who has abstained from deliberating and voting in respect of the Proposed Acquisitions, after having considered all relevant aspects of the Proposed Acquisitions, including inter-alia, the rationale and benefits of the Proposed Acquisitions, the effects of the Proposed Acquisitions, the prospects of the Projects, the basis and justification for arriving at the Aggregate Purchase Consideration, the salient terms of the SSAs, valuation of the Projects by Knight Frank as well as the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposed Acquisitions, are of the opinion that the Proposed Acquisitions are in the best interests of our Company.

Section 13, Part A

Tentative timetable for implementation

Barring any unforeseen circumstances and subject to all approvals being obtained, the Proposed Acquisitions are expected to be completed in the 4th quarter of 2026. The tentative timetable for the implementation of the Proposed Acquisitions is set out below:

Section 14, Part A

Tentative timing	Event
28 September 2026	EGM for the Proposed Acquisitions
September 2026	Fulfilment of conditions precedent of the SSAs
October 2026	Completion of the Proposed Acquisitions

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BEDI BERHAD
Registration No.: 201501041664 (1166985-X)
(Incorporated in Malaysia)

Registered Office:
No. D-09-02, Level 9, EXSIM Tower
Millerz Square @ Old Klang Road, Megan Legasi
No. 357, Jalan Kelang Lama
58000 Kuala Lumpur

11 September 2026

Board of Directors:
Datuk Christopher Chin Soo Yin, JP *(Independent Non-Executive Chairman)*
Kong Chung Vui *(Managing Director)*
Lita *(Executive Director and Chief Operating Officer)*
Paramjit Singh Gill A/L Gurdev Singh *(Non-Independent Non-Executive Director)*
Wan Foung Yin @ Michael Wan *(Independent Non-Executive Director)*
Aun Siew Kuan *(Independent Non-Executive Director)*

To: The Shareholders of BEDI

Dear Sir / Madam,

PROPOSED ACQUISITIONS

1. INTRODUCTION

On 22 June 2026, NewParadigm had, on behalf of our Board, announced that BEDI had, on 22 June 2026, entered into the following SSAs with BDSB:

(i) SSA1 for the Proposed Sejati Sentral Acquisition; and

(ii) SSA2 for the Proposed FYT Land Acquisition,

for an indicative aggregate purchase consideration of approximately RM38.82 million, subject to adjustment.

On 10 August 2026, NewParadigm had, on behalf of our Board, announced that the Aggregate Purchase Consideration of approximately RM38.87 million has been adjusted upon finalisation of the audited financial statements and valuation adjustments in accordance with the terms of the SSAs as set out in **Sections 2.2 and 2.3, Appendix I** of this Circular.

In view of the interests of the Interested Parties in the Proposed Acquisitions as set out in **Section 9, Part A** of this Circular, the Proposed Acquisitions are deemed as RPTs pursuant to Paragraph 10.08 of the Listing Requirements. Accordingly, MainStreet has been appointed to act as the Independent Adviser on 24 February 2026 to advise our non-interested Directors and our non-interested shareholders in respect of the Proposed Acquisitions. The IAL is set out in **Part B** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED ACQUISITIONS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSED ACQUISITIONS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, INCLUDING THE IAL AS SET OUT IN PART B OF THIS CIRCULAR, TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED ACQUISITIONS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ACQUISITIONS

2.1 Details of the Proposed Acquisitions

The Proposed Acquisitions entail the acquisition by BEDI of 100.00% equity interests in the respective Target Companies that are the landowners and developers of the Projects for the Aggregate Purchase Consideration, subject to the terms of the SSAs as set out in **Appendix I** of this Circular. The Aggregate Purchase Consideration will be satisfied entirely via cash.

The Sale Shares will be acquired free from all claims, liens, charges and encumbrances and with full legal and beneficial title, together with all rights attaching thereto as at the completion of the Proposed Acquisitions, in accordance with the terms and conditions as stipulated in the respective SSAs.

Upon completion of the Proposed Acquisitions, Sejati Sentral and FYT Land will become our wholly-owned subsidiaries.

The terms of the SSA1 and SSA2 are substantially similar. Accordingly, the salient terms of the SSAs are set out in **Appendix I** of this Circular.

2.2 Information on the Target Companies

2.2.1 Sejati Sentral

Sejati Sentral was incorporated in Malaysia as a private limited company under the Act on 18 August 2022. Sejati Sentral is principally involved in property development and it is the landowner and developer of the Sejati Project.

Sejati Project is an integrated commercial development strategically located within an established and growing suburban catchment in Sandakan, Sabah. The development is surrounded by established residential areas such as Taman Sejati Ujana, Taman Fajar Sandakan, Taman Fajar Perdana, Taman Bahagia and Taman Airport, and is supported by nearby commercial developments including Taman Fajar Shophouses, Sejati Walk Pedestrian Mall, Mydin Shopping Mall and Bandar Perdana.



(Source: Sejati Project's Valuation Report)

The Sejati Project has a total GDV of approximately RM225.68 million, remaining unbilled and unsold GDV of approximately RM175.32 million and remaining GDC of approximately RM95.05 million based on Sejati Project's Valuation Report. The estimated GDP, being the developer's profit adopted in the residual valuation, is approximately RM18.41 million.

The development of the Sejati Project will be conducted over four phases. The first phase of the Sejati Project, which comprises 69 units of terraced shop-offices and linked shops, was launched in the 3rd quarter of 2024 and is expected to be completed by the 1st quarter of 2027. The second phase of the Sejati Project, which comprises 24 units of shop-offices, was launched on 8 May 2026 and is expected to be completed by the 4th quarter of 2027. As at 31 March 2026, the reported completion stages for Phases 1, 2, 3 and 4 of the Sejati Project were approximately 65%, 12%, 10% and 10%, respectively.

As at the LPD, 62 and 6 units have been sold in Phases 1 and 2 of the Sejati Project, respectively, representing approximately 73.12% of the total units launched. Phase 3, comprising 26 units of 2-storey terraced shop-offices is expected to be launched in the 4th quarter of 2026 and completed by the 1st quarter of 2028. Phase 4, comprising 28 units of 2-storey terraced shop-offices, one single-storey drive-thru food and beverage unit, and one 5-storey boutique hotel is expected to be launched in the 2nd quarter of 2027 and completed by the 2nd quarter of 2028. Upon completion, the management intends to appoint a 3rd party hotel operator to manage the 5-storey boutique hotel and retain the hotel as an investment property.

Further details of the Sejati Project are as follows:

Title particulars	:	Country Lease 075168320, District of Sandakan, Sabah
Location	:	Located immediately to the east of Taman Sejati Ujana along Jalan Airport. Sandakan Airport is located approximately 0.75 kilometres to the northeast of the Sejati Project
Description / Current use	:	An ongoing commercial development known as "Sejati Sentral"
Planning approval	:	Approved for development of an integrated commercial development comprising 141 units of 2-storey terraced shop-offices, a drive-thru, 6 units of 2-storey linked shops (detached lifestyle pavilion) and a 5-storey boutique hotel together with supporting car parks and related facilities, pursuant to approval letters issued by Majlis Perbandaran Sandakan dated 12 June 2024 and 9 August 2024
Land area	:	16.85 acres
Tenure	:	Leasehold interest for a term of 999 years, commencing on 14 February 1924, with an unexpired term of about 897 years
Registered Proprietor	:	Sejati Sentral
Land Use	:	Based on the Offer Letter dated 5 July 2024 issued by the Lands and Surveys Department to Sejati Sentral in relation to its application for the amalgamation, conversion and subdivision of the land held under Country Lease 075168320, the land use under the title condition is predominantly commercial and supported by utility reserve portions
Encumbrances	:	Charged to Al Rajhi Banking & Investment Corporation (Malaysia) Bhd with an outstanding amount of approximately RM1.31 million as at the LPD.
Audited net book value	:	RM39,002,201 (as at 31 March 2026)
Market value	:	RM45,100,000 as ascribed by the Independent Valuer (Date of valuation: 31 March 2026)

In arriving at the opinion of the market value of the Sejati Project, the Independent Valuer had appraised the Sejati Project using Income Approach by Residual Method.

As the development of the Sejati Project is ongoing, the Income Approach by Residual Method is the most reliable and appropriate method to derive the market value of the Sejati Project. This approach is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting the full cost of development (GDC) and profit from the sales proceeds of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding costs for the period of development to arrive at the current market value.

Further information on Sejati Sentral is set out in **Appendix II** of this Circular.

2.2.2 FYT Land

FYT Land was incorporated in Malaysia as a private limited company under the Act on 18 August 2022. FYT Land is principally involved in property development and is the landowner and developer of residential property development projects in Kota Kinabalu, Sabah, namely the Bayu Damai Residences and Luna Damai Residences.

The FYT Projects are strategically located within the Dah Yeh Villa locality, along Jalan Fung Yei Ting, Kota Kinabalu, Sabah, in a mature and prime residential area adjacent to Likas, Damai and Luyang. The surrounding locality is supported by various amenities, including Likas Sports Complex, Likas Bay Park, Kota Kinabalu Wetland Centre, Sabah Golf and Country Club, healthcare facilities such as Queen Elizabeth Hospital II, KPJ Sabah Specialist Hospital and Damai Care and Wellness Centre, as well as schools including St. James Primary School, Chung Hwa Likas Primary School, Tshung Tsin Secondary School and Kian Kok Secondary School.



(Source: FYT Projects' Valuation Report)

The FYT Projects comprise an ongoing high-rise residential development with an estimated total GDV of approximately RM1.00 billion, remaining unbilled and unsold GDV of approximately RM953.06 million, and remaining GDC of approximately RM648.59 million based on the FYT Projects' Valuation Report. The estimated GDP, being the developer's profit adopted in the residual valuation, is approximately RM128.53 million.

The development of the FYT Projects will be undertaken in two phases. Phase 1, Bayu Damai Residences, was launched in late June 2024 and is expected to be completed by the 4th quarter of 2028. On 20 March 2024, FYT Land submitted an application to the Controller of Housing under the Ministry of Local Government and Housing, Sabah ("**HC Sabah**") for a waiver to extend the completion period for Bayu Damai Residences from 24 months to 52 months. HC Sabah issued the Housing Developer's Licence and the Advertisement and Sale Permit on 4 June 2024 and approved the extension of the completion period for Bayu Damai Residences to 52 months in its letter dated 22 September 2025. In granting the extension, HC Sabah took into consideration, among others, the scale and complexity of the project, the height of the 34-storey and 30-storey towers which require high-rise structural construction, the requirement by Dewan Bandaraya Kota Kinabalu to upgrade the surrounding road access and other infrastructure outside the project land, limited access for heavy equipment during the construction period, and restrictions on construction hours due to the proximity of surrounding houses, offices and places of worship.

As at the LPD, Phase 1 has achieved sales of 613 units representing approximately 80.45% of its total units. The overall completion stage of Phase 1, Bayu Damai Residences was approximately 17.46% as at 31 March 2026. Although behind its original construction schedule, management is of the view that the delay is manageable. The delay was primarily due to challenging site conditions, including recurring heavy rainfall, saturated ground, soil erosion, water ponding, and constrained access, which affected the overall progress for the foundation works. The main contractor has since increased its workforce to accelerate the construction works. Management expects the construction pace to improve as the development progresses to the typical residential floor stage. As at the LPD, management expects the development to be completed by the 4th quarter of 2028, which is within the 52-month completion period.

Phase 2, known as Luna Damai Residences, has yet to be launched and is expected to be launched in June 2027. It is approved to comprise 743 apartment units together with 4 retail units, and is expected to be developed progressively with an estimated completion by the 4th quarter of 2031. The management will apply for the waiver to extend the completion period from HC Sabah prior to the launching of Phase 2.

Further details of the FYT Projects are as follows:

Title particulars	:	Country Lease 015105709, Country Lease 015105727, Country Lease 015105736, Country Lease 015105745 and Country Lease 015110326, all within the District of Kota Kinabalu, Sabah
Location	:	Located within the Dah Yeh Villa locality, along Jalan Fung Yei Ting, 88300 Kota Kinabalu, Sabah
Description / Current use	:	An ongoing residential development known as: **Phase 1**: Bayu Damai Residences **Phase 2**: Luna Damai Residences
Planning approval	:	Approved for development of a residential development with supporting facilities pursuant to development plan approval dated 10 May 2024, comprising: **Phase 1**: 762 apartment units **Phase 2**: 743 apartment units together with 4 retail units The building plan approval for Phase 1 was issued on 23 May 2024

Land area :

Title No.	Land Area (acres)
Country Lease 015105709	1.64
Country Lease 015105727	2.04
Country Lease 015105736	1.66
Country Lease 015105745	2.22
Country Lease 015110326	2.64
Total	**10.20**

Tenure : Leasehold for a term of 999 years, with effect from 1 January 1909, with an unexpired term of about 882 years, in respect of all titles

Net Sellable Area and Gross Floor Area :

Phase	Net Sellable Area (square feet)	Gross Floor Area (square feet)
1	676,132	1,358,301
2	682,475	1,304,551
Total	**1,358,607**	**2,662,852**

Registered Proprietor	:	FYT Land, in respect of all titles
Land Use	:	Based on the offer letter dated 13 May 2024 issued by the Lands and Surveys Department to FYT Land in relation to an application for the amalgamation, conversion and subdivision of the Subject Property, the land use under the title condition is predominantly residential and supported by reserve and utility portions
Encumbrances	:	Charged to RHB Bank Berhad, in respect of all titles with an outstanding amount of approximately RM90.84 million as at the LPD
Audited net book value	:	RM101,367,650 (as at 31 March 2026)
Market value	:	RM130,700,000 as ascribed by the Independent Valuer (Date of valuation: 31 March 2026)

In arriving at the opinion of the market value of the FYT Projects, the Independent Valuer had appraised the FYT Projects using Income Approach by Residual Method.

Further information on FYT Land is set out in **Appendix IV** of this Circular.

2.3 Information on the Vendor

BDSB is a private limited company incorporated in Malaysia under the Act on 9 March 2020, with its registered office at D-09-02, Level 9, EXSIM Tower, Millerz Square @ Old Klang Road, Megan Legasi, No. 357, Jalan Kelang Lama, 58000 Kuala Lumpur and its business address at G-07, Ground Floor, JQ Central, Coastal Highway, Off Jalan Tun Fuad Stephen, 88400 Kota Kinabalu, Sabah.

As at the LPD, the issued share capital of BDSB is RM100.00 comprising 100 ordinary shares. BDSB is principally involved in investment holding, property development and real estate agency.

As at the LPD, the directors of BDSB are LAH, LAK and Kong Chung Vui.

The direct and indirect shareholdings of BDSB's directors and shareholders as at the LPD are set out below:

	Direct		Indirect	
	No. of shares	**%**	**No. of shares**	**%**
EDSB	75	75.00	-	-
Harapan Borneo	25	25.00	-	-
LAH	-	-	75[(1)]	75.00
LAK	-	-	75[(1)]	75.00
LAF	-	-	75[(1)]	75.00
Kong Chung Vui	-	-	25[(2)]	25.00

Notes:

(1) Deemed interested by virtue of their respective shareholdings in EDSB pursuant to Section 8 of the Act.

(2) Deemed interested by virtue of his shareholdings in Harapan Borneo pursuant to Section 8 of the Act.

2.4 Basis and justification for the Aggregate Purchase Consideration

The Aggregate Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration, inter-alia, the following:

(a) The valuation of the Target Companies based on the RNAV as at 31 March 2026 of approximately RM38.87 million, after taking into consideration the revaluation surplus arising from the valuation of the Projects and the deferred tax amount arising thereof. The Aggregate Purchase Consideration is equivalent to the total RNAV of the Target Companies.

The computations of the RNAV of the Target Companies are as follows:

	Sejati Sentral	**FYT Land**
	RM'000	**RM'000**
Audited NA / (NL) of the Target Companies as at 31 March 2026	12,365	(425)
Add: Net revaluation surplus of the Projects[(1)]	4,635	22,292
RNAV of the Target Companies	**17,000**	**21,867**

Note:

(1) The net revaluation surplus of the Projects was computed as follows:

	Sejati Project	**FYT Projects**
	RM'000	**RM'000**
Market value of Projects as ascribed by Knight Frank	45,100	130,700
Less: Carrying amount based on the audited financial statements of the Target Companies as at 31 March 2026	(39,002)	(101,368)
Estimated revaluation surplus	6,098	29,332
Less: Deferred tax on the revaluation surplus[(1)]	(1,463)	(7,040)
Net revaluation surplus	**4,635**	**22,292**

Note:

(1) Based on corporate income tax rate of 24.00%.

(b) rationale and benefits of the Proposed Acquisitions as set out in **Section 3, Part A** of this Circular; and

(c) property market outlook and prospects of our Group as set out in **Section 4, Part A** of this Circular.

The Aggregate Purchase Consideration was determined and finalised in accordance with the terms of the SSAs, based on the audited accounts of the Target Companies as at 31 March 2026 and after taking into account the revalued market value of the Projects as ascribed by the Independent Valuer as at the material date of valuation of 31 March 2026. The Aggregate Purchase Consideration payable by BEDI for the Sale Shares is the final RNAV of the respective Target Company.

2.5 Mode of settlement for the Aggregate Purchase Consideration

Pursuant to the terms of the SSAs, the purchase consideration for the respective Proposed Acquisitions shall be satisfied entirely via cash by BEDI to the Vendor in the following manner:

Proposed Sejati Sentral Acquisition

Payment Terms	Timing of Payment	Purchase Consideration	
		RM'000	%
Deposit	Within 14 Business Days from the date of SSA1	3,400	20.00
Balance Sum	Upon the completion date of SSA1	13,600	80.00
		17,000	**100.00**

Proposed FYT Land Acquisition

Payment Terms	Timing of Payment	Purchase Consideration	
		RM'000	%
Deposit	Within 14 Business Days from the date of SSA2	4,373	20.00
Balance Sum	Upon the completion date of SSA2	17,494	80.00
		21,867	**100.00**

The Deposit amounts in respect of the SSAs were paid by BEDI to the Vendor on 1 July 2026.

The Deposit paid under the respective SSAs shall be refundable to BEDI, free of interest, in accordance with the termination and refund provisions of the respective SSAs, as set out in **Section 5.3, Appendix I** of this Circular.

2.6 Source of funding

The Aggregate Purchase Consideration amounting to approximately RM38.87 million is intended to be funded entirely by BEDI through the proceeds of up to RM46.19 million arising from the Disposal which were earmarked for our Group's future business expansion. The Disposal was approved by our shareholders on 26 February 2026 and is expected to be completed by the 4th quarter of 2026.

Our Group has sufficient resources to fund the remaining balance of the Aggregate Purchase Consideration of approximately RM31.09 million through its existing cash resources and/or existing credit facilities, if necessary. As at the LPD, our Group recorded cash and cash equivalents of approximately RM50.94 million and total bank borrowings of approximately RM107.05 million.

Upon completion of the Proposed Acquisitions, the remaining development costs of the Sejati Project and FYT Projects are expected to be funded through the existing project financing facilities secured against the respective project assets and/or internally generated funds, including proceeds from sale of units. Our Group may also obtain additional bank borrowings and/or utilise internally generated funds as and when it undertakes the development of future phases.

2.7 Liabilities to be assumed

Save for the liabilities of the Target Companies as disclosed below, as well as obligations and liabilities arising from or in connection with the SSAs, there are no other liabilities to be assumed by our Group pursuant to the Proposed Acquisitions.

As at the LPD, the liabilities of the Target Companies are as follows:

Target company	Total bank borrowings RM'000	Shareholders loans/ advances owing RM'000	Contingent liabilities and guarantees RM'000
Sejati Sentral	1,306	3,263	-
FYT Land	90,835	31,359	-
TOTAL	**92,141**	**34,622**	**-**

The shareholders' loans/advances owing by the Target Companies are subject to an average interest rate of approximately 4.68% per annum for FYE 31 March 2026 (5.03% per annum for FYE 31 March 2025) repayable on demand and are not subject to any fixed repayment schedule.

The historical movements of the shareholders' loans/advances are as follows:

Sejati Sentral

Period	Purpose of utilisation	Amount of shareholders loans/advances RM'000	Amount of repayment / settlement RM'000	Outstanding amount RM'000
EDSB				
Jan 2023 - Mar 2024	Working capital	1,136	-	1,136
Apr 2024 - Mar 2025		3,526	1,400	3,262
Apr 2025 - Mar 2026		2,000	5,262	-
BDSB				
Incorporation - Dec 2022	Working capital,	556	-	556
Jan 2023 - Mar 2024	property	7,553	7,850	259
Apr 2024 - Mar 2025	development related	5,012	(1) 6,382	(1,111)
Apr 2025 - Mar 2026	expenditure	9,391	6,104	2,176
TOTAL		**29,174**	**26,998**	

Reconciliation as at the LPD:

	RM'000
Amount owing to BDSB	2,176
Add: Accrued interest owing to EDSB	1,045
Add: Accrued interest owing to BDSB	42
Total shareholders' loans/advances	**3,263**

Note:

(1) Includes an advance of approximately RM1.11 million by Sejati Sentral to BDSB.

FYT Land

Period	Purpose of utilisation	Amount of shareholders loans/advances RM'000	Amount of repayment / settlement RM'000	Outstanding amount RM'000
EDSB				
Jan 2023 - Mar 2024	Working capital and property development expenditure	6,127	1,120	5,007
Apr 2024 - Mar 2025		29,776	15,661	19,122
Apr 2025 - Mar 2026		2,007	21,122	7
BDSB				
Incorporation - Dec 2022	Working capital, property development related expenditure	1,385	-	1,385
Jan 2023 - Mar 2024		5,515	260	6,640
Apr 2024 - Mar 2025		7,260	8,889	5,011
Apr 2025 - Mar 2026		28,784	6,103	27,692
Apr 2026 - LPD		400	-	28,092
TOTAL		**81,254**	**53,155**	

Reconciliation as at the LPD:

	RM'000
Amount owing to EDSB	7
Amount owing to BDSB	28,092
Add: Accrued interest owing to EDSB	2,409
Add: Accrued interest owing to BDSB	851
Total shareholders' loans/advances	**31,359**

2.8 Additional financial commitment

As at the LPD, the material commitments of Sejati Sentral and FYT Land amounted to approximately RM6.04 million and RM11.46 million, respectively, as further disclosed in **Appendices II and IV** of this Circular. The remaining development costs of the Sejati Project and FYT Projects were approximately RM95.05 million and RM648.59 million, respectively, as at 31 March 2026.

Save as disclosed above, our Group is not expected to incur any material additional financial commitments pursuant to the Proposed Acquisitions.

2.9 Original date and cost of investments by the Vendor

The cost of investments by the Vendor in the Target Companies is as follows:

Target Companies	Date of Investment	Total no. of Shares Subscribed	Total Cost of Investments RM'000
Sejati Sentral	18 August 2022 (100 shares) 16 June 2023 (4,999,900 shares)	5,000,000	5,000
FYT Land	18 August 2022 (100 shares) 27 October 2023 (249,900 shares) 28 February 2024 (750,000 shares)	1,000,000	1,000

3. RATIONALE AND BENEFITS OF THE PROPOSED ACQUISITIONS

(a) Enhancement to our Group's development portfolio

Our Group is principally involved in property development. Our Group has in July 2026, completed an existing property development project comprising Parklane II, a residential development of 2-storey terrace houses located in Kota Kinabalu, Sabah, with an estimated GDV of approximately RM30.68 million.

As at the LPD, our Group has a total landbank of approximately 656.97 acres. Our Group's development pipeline comprises 4 projects with an aggregate estimated GDV exceeding RM250.00 million. Out of the 4 projects, 2 have obtained the necessary regulatory approvals, namely, Perdagangan Khidmat (Khidmat Business Hub), a commercial development located at Jalan Nountun Bukit Padang, Kota Kinabalu, Sabah, comprising 15 units of one-storey shop offices and 2 kiosk units, together with one-storey lower ground parking, and Vila Dedaun, a residential development located at Taman Mawar, Sandakan, Sabah comprising 168 units of two-storey bungalow houses. Khidmat Business Hub and Vila Dedaun are expected to be launched by the 1st quarter of 2027. All 4 projects form part of our Group's organic development pipeline and are subject to the relevant approvals, finalisation of development plans and prevailing market conditions.

In this respect, the Proposed Acquisitions are expected to complement and strengthen our Group's development pipeline by providing immediate access to the Projects. The Projects, comprising commercial and residential developments, are consistent with our Group's existing focus on the residential and commercial property segments and are expected to allow our Group to scale up its active development pipeline.

The Projects have an aggregate remaining unbilled and unsold GDV of approximately RM1.13 billion as at 31 March 2026 and an estimated aggregate GDP, being the developer's profit adopted in the residual valuation, of approximately RM146.94 million. The Projects are expected to be developed progressively over a period of up to 5 years. The Proposed Acquisitions are therefore expected to enhance our Group's active development pipeline, improve its future revenue visibility through progressive billings, and strengthen its track record and presence as a property developer in East Malaysia.

(b) Marketability and positive financial contributions of the Proposed Acquisitions

As at the LPD, the Sejati Project has achieved sales of approximately 73.12% of the total launched units under Phase 1 and Phase 2, while Bayu Damai Residences has achieved sales of approximately 80.45% of its total units. These sales levels indicate market acceptance of the Projects and are expected to reduce our Group's exposure to sales-related risk.

Notwithstanding FYT Land's net liabilities of approximately RM0.43 million as at 31 March 2026, our Board is of the view that the Proposed FYT Land Acquisition remains commercially justifiable, having considered the RNAV of FYT Land and the development potential of the FYT Projects. The FYT Projects have an estimated total GDV of approximately RM1.00 billion and remaining unbilled and unsold GDV of approximately RM953.06 million as at 31 March 2026, while Bayu Damai Residences has achieved sales of 613 units, representing approximately 80.45% of its total units as at the LPD.

Additionally, the Sejati Project is strategically located within close proximity to the Sandakan Airport, which is situated approximately 0.75 kilometres to the northeast of the Sejati Project, and surrounding commercial areas. Meanwhile, the FYT Projects are situated in a mature neighbourhood supported by comprehensive amenities including schools, hospitals, sports facilities, a golf club and established commercial areas. Accordingly, our Group is of the view that the remaining unsold units and future phases of the Projects are expected to be supported by market demand.

Upon completion of the Proposed Acquisitions, our Group will be able to consolidate the financial results of the Target Companies. As the Sejati Project and Bayu Damai Residences have already been launched and sales of units have commenced, the Projects are expected to provide our Group with future revenue visibility through progressive billings, subject to construction progress, continued sales take-up and prevailing market conditions. Going forward, the proposed launch of the remaining phases of the Sejati Project and Luna Damai Residences is expected to contribute positively to the financial performance of our Group as and when they are launched and sold.

4. INDUSTRY OUTLOOK AND PROSPECTS OF OUR GROUP

4.1 Overview and outlook of the Malaysian economy

Economic growth strengthened to 6% in the second quarter of 2026 (1Q 2026: 5.4%), driven by continued domestic demand and robust exports. Household spending was supported by steady income growth and ongoing policy support. Investment growth was underpinned by continued spending on structures and machinery & equipment. On the external front, exports accelerated, driven mainly by the continued strength in electrical & electronics (E&E) products and sustained expansion in services, as well as the rebound in exports of liquefied natural gas (LNG) and non-E&E manufacturing products. Gross imports expanded further amid robust growth in intermediate and consumer goods imports.

On the supply side, growth was underpinned by the expansion in services and manufacturing sectors. The higher growth in the services sector was supported by business-related subsectors, especially the information and communication technology (ICT) subsector from the expanding operationalisation of data centres.

Headline inflation increased to 1.9% (1Q 2026: 1.6%) while core inflation moderated to 1.9% (1Q 2026: 2.1%). The increase in headline inflation mainly reflected higher external cost pressures following the conflict in the Middle East. Fuel prices, particularly RON97 and diesel, increased during the quarter, leading to higher fuel inflation (5%; 1Q 2026: -1.5%).

Credit to the private non-financial sector grew by 6.4% during the second quarter of 2026 (1Q 2026: 5.6%). Outstanding corporate bonds expanded by 8.1% (1Q 2026: 5.9%). It reflected higher bond issuances, mainly in the utilities sector and for working capital purposes. Similarly, outstanding business loans grew by 7.2% (1Q 2026: 5.7%) across both working capital and investment-related purposes. By segment, the growth was driven mainly by loans to non-small and medium enterprises (SME). Meanwhile, SME loans grew by 4.2% (1Q 2026: 5.2%) amid sustained demand for working capital. For households, loans expanded by 5.3% (1Q 2026: 5.4%) amid stable loan growth for the purchase of houses.

Growth for 2026 is expected to be within the forecast range of 4%−5%, with recent developments indicating that overall growth could be around 5%, supported primarily by continued domestic demand and strong exports. Household spending will be driven by steady income growth and continued policy support. Investment activity will be driven by the progress of multi-year projects in both the private and public sectors, continued high realisation of approved investments, as well as the ongoing implementation of national master plans. Exports growth will be supported by robust demand for E&E products, rebound in non-E&E exports as well as sustained tourist spending and ICT services exports. In line with earlier expectations, headline inflation is projected to average between 1.5%–2.5% in 2026.

(Source: Economic and Financial Developments in Malaysia in the Second Quarter of 2026 and Quarterly Bulletin for the Second Quarter of 2026, Bank Negara Malaysia)

4.2 Overview and outlook of the property development industry in East Malaysia

Property market activity

The performance of the East Malaysia Region property market recorded 36,518 transactions worth RM15.41 billion, representing an increase of 0.2% in volume and 1.0% in value as compared to 2024 (36,443 transactions worth RM15.26 billion). The combined total of the three states in this region accounted for 8.8% and 6.4% of the national transaction volume and value, respectively. The performance of market activity in the region witnessed mixed movements. WP Labuan and Sabah experienced better growth, increasing by 62% and 4.1%, respectively. In contrast, Sarawak recorded a slight decline of 2.6%. A similar trend was observed in transaction value. Sarawak recorded an increase of 3%. In contrast, WP Labuan and Sabah registered declines of 17.7% and 1%, respectively.

Residential property

The residential sub-sector remained the dominant segment across all states. The performance of the residential sub-sector in the East Malaysia Region improved in 2025, recording 17,376 transactions, representing an increase of 1.3% in volume compared to 2024. W.P. Labuan recorded more than a twofold increase, while Sabah registered an increase of 4.6%. Sarawak recorded a slight decline of 3.2% in transaction volume. In terms of transaction value, WP Labuan and Sabah recorded an increase of 65.1% and 4.5% respectively. Meanwhile, Sarawak saw a slight decline of 1.3%.

The primary market in the East Malaysia Region experienced mixed movements in new launches. Sabah saw an increase of 17.3% to 3,217 units (2024: 2,743 units), while Sarawak recorded a significant decline of 56.5% to 1,111 units (2024: 2,554 units). In contrast, WP Labuan continued to record no new launch unit. The situation of unsold completed residential units showed mixed movements during the review period. Sabah recorded 2,498 units, representing an increase of 63.9% compared to 2024 (1,524 units). Sarawak recorded 1,464 units, a decrease of 3.2% compared to 2024 (1,512 units). Meanwhile, WP Labuan recorded 41 units in 2025, remains unchanged from 2024.

Commercial property

The market activity witnessed a growth, as more transaction volume was recorded in Sabah and Sarawak, an increase of 14.3% and 2.8%, respectively. However, WP Labuan recorded a decline of 32.6%. In terms of transaction value, all states showed an upward trend except WP Labuan. Sabah recorded an increase of 20.2% and Sarawak 14%, while WP Labuan recorded a decline of 38.6%.

Shops

The shop sub-sector recorded 3,105 transactions valued at RM1.9 billion in 2025, a significant increase of 8.8% in volume and 12.4% in value, as compared with 2024. Sarawak continued to dominate the sub-sector with 2,267 transactions worth RM1.28 billion, accounting for 73% and 67.3% of the shop transaction volume and value, respectively. At the national level, Sarawak contributed 11.6% in volume and 6.4% in value of the total market share. Followed by Sabah which accounted for 4.2% in transaction volume and 3% in transaction value. The shop unsold completed situation improved in Sarawak, recording 1,017 units, representing a decrease of 12.8% compared to 2024 (1,166 units). Meanwhile, Sabah recorded 1,018 units, an increase of 60.1% compared to 2024 (636 units). For unsold units under construction, Sabah and Sarawak recorded increases of 40.3% to 752 units (2024: 536 units) and 3.7% to 392 units (2024: 378 units), respectively.

(Source: East Malaysia Region Property Market Report 2025, Ministry of Finance)

4.3 Prospect of our Group

Following the changes in our Board and management team in December 2024, our Group undertook a review of its existing landbank to identify potential new property development projects, while also rationalising its assets to ensure competitiveness and enhance our Group's growth prospects.

The Proposed Acquisitions are in line with our Group's strategy to scale up its active development portfolio and strengthen its presence in the property development segment in East Malaysia. Upon completion of the Proposed Acquisitions, our Group will be able to consolidate the financial results of the Target Companies as wholly-owned subsidiaries, thereby enabling our Group to participate directly in the development, sales and future earnings of the Projects.

In view of the rationale and benefits as set out in **Section 3, Part A** of this Circular, our Board is cautiously optimistic that the Projects will enhance the financial performance and long-term growth prospects of our enlarged Group moving forward.

4.4 Prospects of the Target Companies

The Target Companies are principally involved in property development, with ongoing development projects in Sandakan and Kota Kinabalu, Sabah. The prospects of the Target Companies are expected to be supported by the existing sales achieved, the remaining unbilled and unsold GDV of the Projects, and the strategic locations of the Projects within established commercial and residential areas.

(a) Sejati Project

Our Group is of the view that the prospects of the Sejati Project remain favourable, supported by its position within a growing suburban commercial area in Sandakan. The Sejati Project is located within proximity to established residential neighbourhoods, nearby commercial developments such as Sejati Walk and Mydin Mall, as well as Sandakan Airport. Commercial activity in Sandakan has expanded towards commercial areas along Jalan Utara, Mile 4, IJM Bandar Utama and Mile 8, which are supported by surrounding residential areas and commercial developments.

As set out in **Section 2.2, Part A** of this Circular, approximately 73.12% of the total units in the first and second phases of the Sejati Project have been sold as at the LPD. The sales achieved to-date provide an indication of market acceptance for the development and are expected to support future revenue visibility through progressive billings, subject to construction progress, continued sales take-up rate and prevailing market conditions.

(b) FYT Projects

Our Group is of the view that the prospects of the FYT Projects remain favourable, supported by demand for high-rise residential developments in established residential localities within Kota Kinabalu and its surrounding areas. The FYT Projects are located within the Dah Yeh Villa locality, approximately 5.6 km from Kota Kinabalu city centre, and are situated adjacent to established residential neighbourhoods, namely Likas, Damai and Luyang. Our Group is of the view that demand for high-rise residential developments in these areas is expected to be supported by, among others, the limited availability of sizeable prime development land within and around Kota Kinabalu city centre, as well as evolving buyer preferences for residential developments with accessibility to amenities, facilities and established neighbourhoods.

As set out in **Section 2.2, Part A** of this Circular, Bayu Damai Residences has achieved sales of approximately 80.45% of its total units as at the LPD. The existing sales achieved, together with the remaining unbilled and unsold GDV of the FYT Projects, are expected to provide our Group with future revenue visibility through progressive billings, subject to construction progress, continued sales take-up and prevailing market conditions.

In view of the above, the Projects are expected to contribute positively to the future earnings and long-term growth of the enlarged Group, subject to the successful development, launch and sale of the remaining phases of the Projects.

5. RISK FACTORS

5.1 Non-completion risk

The Proposed Acquisitions are subject to, among others, the fulfilment of the terms and conditions of the SSAs and the performance by the relevant parties of their respective obligations within the stipulated timeframe as set out in the SSAs. In addition, the Proposed Acquisitions are also conditional upon the approval of our non-interested shareholders. There can be no assurance that our Company will be able to obtain all the requisite approvals or ensure all parties fulfil the respective obligations as set out in the SSAs. If any of the terms and conditions of the SSAs are not fulfilled within the stipulated timeframe set out in the SSAs, the SSAs may be terminated. Consequently, the Proposed Acquisitions will not be completed and the potential benefits arising thereon may not materialise. However, our Company will take reasonable steps to complete the Proposed Acquisitions by inter-alia, ensuring that all conditions of the SSAs which are within our Group's control are met on a timely basis.

5.2 Acquisition risk

The Projects are expected to contribute positively to the future earnings of our Group. However, there can be no assurance that the Projects will generate the expected return on investment and the duration required for our Group to recoup its investment in the Target Companies could be longer than anticipated.

The success and profitability of the Projects depend on various factors, which include, among others, risks inherent to the property sector such as timely completion of the development, price of construction materials, availability and cost of funds, market demand for property products and changes in applicable laws and regulations as well as other risks outside of our Group's control (such as natural disasters). In the event of the occurrence of one or more of such risks, our Group's results of operations and financial condition could be affected.

Notwithstanding the foregoing, in order to mitigate such risks, our Group has and will continue to exercise due care in undertaking the development of the Projects including monitoring and adjusting its development and marketing strategies in response to changing economic conditions and market demand as well as conducting continuous review on the progress of the Projects.

5.3 Capital requirement and funding risk

The Projects are large scale commercial and residential developments requiring substantial capital outlay. Hence, the availability of adequate financing is crucial to our Group to complete the existing and upcoming development projects according to plan and in a timely manner. At present, the Projects are financed via a combination of bank borrowings, internal funds and advances from related parties.

There can be no assurance that our Group will have sufficient internal funds available or that our Group will be able to draw down the existing borrowings or secure additional financing in amounts or on terms acceptable to our Group to fund the development costs of the Projects.

Our Group's ability to secure new borrowings and the cost of such financing are dependent on numerous factors, including general capital market conditions, interest rates, credit availability from banks or other lenders, lenders' confidence in our Group and the political, social and economic conditions in Malaysia. If our Group is unable to secure the necessary financing to undertake the Projects and its future phases or the terms of the financing are not favourable to our Group, this will have an impact on the business growth, financial condition and prospects of our Group.

Nevertheless, our Group, in planning future launches of the Projects, will continuously monitor and review its debt portfolio, taking into consideration the gearing level, interest costs and the cash flow position of our Group.

5.4 Inherent risk affecting the Projects

The success of the Projects is dependent, to a large extent on the performance of the property market in Sandakan and Kota Kinabalu, Sabah. While the development of the Projects is envisaged to embrace a more modern architecture (as compared to what has been offered previously in Sabah) as well as GreenRE certification and practices, demand for the Projects is still dependent on the readiness of local potential home buyers to purchase the products offered under the Projects. Additionally, the availability of commercial and residential properties for sale or lease in close proximity to the Projects may also affect the demand of our Group's development projects.

Other risks that may affect the Projects include, adverse government regulations or policies relating to the property market and foreign direct investment, changes in demand for residential and commercial properties, changes in economic, social and political conditions, delay in completion of the projects, which may result in liquidated ascertained damages and/or compensation being payable to the affected purchasers under the respective sale and purchase agreements, risk of purchaser default, performance of third-party contractors, labour and material supply shortages, fluctuations in the prices of building materials and costs of labour charges, increase in real property gains tax and other applicable taxes.

Whilst our Board intends to reduce the impact of such risks through practising efficient operating procedures and prudent financial management, including reviewing its property development strategies such as concept, product mix, pricing and timing of launches, closely monitoring the construction progress of the Projects and working with the relevant contractors and consultants to address any delays, as well as continuously monitoring the prevailing market conditions, there can be no assurance that any adverse change in the economic, social and political conditions of the country will not have any material adverse effect on our Group.

5.5 Compulsory acquisition by the state authority

Pursuant to the Land Acquisition Ordinance (Sabah Cap. 69) 1950 ("**LO 1950**"), the relevant state authority has the power to compulsorily acquire any land within its jurisdiction in accordance with the LO 1950. In the event of any compulsory acquisition of the Projects' lands or any part thereof, the amount of compensation to be awarded will be determined on the basis prescribed in the LO 1950 and other relevant laws. If all or any portion of the Projects' lands is compulsorily acquired by the relevant state authority at any point in time, the amount of such compensation might be lower than the market value as ascribed by the Independent Valuer.

In such event, our Group may seek to minimise any potential losses from such transaction by invoking the relevant provisions in the LO 1950 in relation to its right to submit an objection in respect of the amount of compensation awarded, where necessary.

6. EFFECTS OF THE PROPOSED ACQUISITIONS

6.1 Issued share capital and substantial shareholders' shareholdings

The Proposed Acquisitions will not have any effect on our issued share capital and our substantial shareholders' shareholdings as the Proposed Acquisitions do not involve any issuance of new BEDI Shares.

6.2 NA and gearing

For illustrative purposes only, based on our latest audited consolidated statement of financial position as at 31 March 2026 and assuming that the Proposed Acquisitions had been effected on that date, the pro forma effects of the Proposed Acquisitions on the NA, NA per BEDI Share and gearing of our Group are as follows:

	Audited as at 31 March 2026 RM'000	Pro forma I After the Proposed Acquisitions RM'000
Share capital	434,682	434,682
Other reserve	149,173	149,173
Merger deficit	(312,039)	(312,039)
(Accumulated losses)	(72,791)	[(1)](73,991)
Total equity	**199,025**	**197,825**
No. of BEDI Shares ('000)	867,149	867,149
NA per Share (RM)	0.23	0.23
Total borrowings	137,525	[(2)]248,264
Gearing ratio (times)	0.69	1.25

Notes:

(1) After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposed Acquisitions.

(2) After consolidating the audited total borrowings of the Target Companies of approximately RM110.74 million as at 31 March 2026 pursuant to the Proposed Acquisitions.

6.3 EPS

The Proposed Acquisitions are expected to contribute positively to the future earnings of our Group which is expected to be realised in stages subject to the progress of the developments of the Projects as well as the sales associated with the corresponding developments.

For illustrative purposes only, based on our latest audited consolidated statement of comprehensive income for the FYE 31 March 2026 and assuming that the Proposed Acquisitions had been effected on 1 April 2025, being the beginning of the FYE 31 March 2026, the pro forma effects of the Proposed Acquisitions on the earnings and EPS of our Group are as follows:

	Audited FYE 31 March 2026 RM'000	Pro forma I After the Proposed Acquisitions RM'000
PATAMI	7,002	13,372
No. of BEDI Shares ('000)	867,149	867,149
EPS (sen)	0.81	1.54

Note:

(i) The pro forma PATAMI of Sejati Sentral and FYT Land after the Proposed Acquisitions was arrived at based on the following:

	RM'000
PATAMI of our Group for FYE 31 March 2026	7,002
Add:	
Audited PATAMI of Sejati Sentral for the FYE 31 March 2026	7,209
Audited PATAMI of FYT Land for the FYE 31 March 2026	361
Less:	
Estimated expenses in relation to the Proposed Acquisitions	(1,200)
Pro forma PATAMI of our Group after the Proposed Acquisitions	**13,372**

6.4 Convertible securities

Save for the 155,000,000 redeemable convertible preference shares ("**RCPS**") as at the LPD, our Company does not have any other convertible securities.

The RCPS was issued on 3 July 2017 at RM1.00 per RCPS with a tenure of 10 years. Each RCPS is redeemable at our option at the redemption price of RM1.00 per RCPS and is convertible at a conversion price of RM0.50 for one new BEDI Share, at any time from the date of issuance up to 2 July 2027, being the date immediately before its maturity date. Upon maturity, any outstanding RCPS will be mandatorily converted, resulting in the issuance of 310,000,000 new BEDI Shares assuming full conversion. As at the LPD, the 155,000,000 RCPS are held by Syarikat Kretam (Far East) Holdings Sdn Bhd, who does not hold any BEDI Shares.

The Proposed Acquisitions will not give rise to any adjustments to the RCPS.

7. HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable to the Proposed Acquisitions pursuant to Paragraph 10.02(g) of the Listing Requirements is 45.40% computed based on the audited total assets of the Target Companies as at 31 March 2025 over the audited total assets of our Group as at 31 March 2025, when the Proposed Acquisitions were first announced on 22 June 2026.

8. APPROVALS REQUIRED

The Proposed Acquisitions are subject to the approval of our non-interested shareholders at the forthcoming EGM to be convened.

The Proposed Acquisitions are not inter-conditional upon each other.

The Proposed Acquisitions are not conditional upon any other corporate exercise undertaken or to be undertaken by our Company, including the Disposal, as our Group may utilise internally generated funds and/or bank borrowings as interim funding pending completion of the Disposal.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of our Directors, Major Shareholders and/or persons connected with them have any interests, whether direct and/or indirect, in the Proposed Acquisitions:

(i) Kong Chung Vui, our Managing Director and our major shareholder, is also a Director and indirect major shareholder of the Target Companies by virtue of his shareholdings in Harapan Borneo, which in turn holds equity interest in BDSB;

(ii) EXSIM Borneo, our major shareholder, is wholly-owned by LAH, LAK and LAF;

(iii) LAH, our major shareholder by virtue of his shareholdings in EXSIM Borneo, is also a Director and indirect major shareholder of the Target Companies via EDSB's equity interest in BDSB. He is the brother of LAK and LAF;

(iv) LAK, our major shareholder by virtue of his shareholdings in EXSIM Borneo, is also a Director and indirect major shareholder of the Target Companies via EDSB's equity interest in BDSB. He is the brother of LAH and LAF; and

(v) LAF, our major shareholder by virtue of his shareholdings in EXSIM Borneo, is also an indirect major shareholder of the Target Companies via EDSB's equity interest in BDSB. He is the brother of LAH and LAK.

In view of the interests of the Interested Parties, the Proposed Acquisitions are deemed as RPTs under Paragraph 10.08 of the Listing Requirements.

Accordingly, Kong Chung Vui, being the Interested Director has abstained and will continue to abstain from deliberating and voting at all relevant board meetings in respect of the Proposed Acquisitions. He will also abstain from voting in respect of his direct and/or indirect shareholdings in our Company, on the resolutions pertaining to the Proposed Acquisitions to be tabled at our Company's EGM to be convened. Further, he will also undertake to ensure that all persons connected with him will abstain from voting in respect of their direct and/or indirect interest, if any, on the resolutions pertaining to the Proposed Acquisitions to be tabled at the forthcoming EGM.

The Interested Parties will abstain from voting in respect of their direct and/or indirect shareholdings in BEDI on the resolutions pertaining to the Proposed Acquisitions to be tabled at our Company's EGM to be convened. The Interested Parties have also undertaken to ensure that persons connected with them shall abstain from voting on the resolutions pertaining to the Proposed Acquisitions to be tabled at the forthcoming EGM.

The shareholdings of the Interested Parties in BEDI as at the LPD are as follows:

	Direct		**Indirect**	
	No. of BEDI Shares	**%**	**No. of BEDI Shares**	**%**
EXSIM Borneo	455,287,853	52.50	-	-
LAH[(1)]	-	-	455,287,853	52.50
LAK[(1)]	-	-	455,287,853	52.50
LAF[(1)]	-	-	455,287,853	52.50
Kong Chung Vui	151,751,084	17.50	-	-

Note:

(1) Deemed interested by virtue of their respective shareholdings in EXSIM Borneo pursuant to Section 8 of the Act.

10. OUTSTANDING CORPORATE PROPOSAL ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Acquisitions (being the subject matter of this Circular) and the Disposal, our Board is not aware of any other outstanding corporate proposals that have been announced by our Company which are not yet completed as at the LPD.

11. TRANSACTIONS WITH THE INTERESTED PARTIES FOR THE PAST 12 MONTHS

There were no other transactions entered into by our Group with the Interested Parties and/or persons connected with them for the preceding 12 months up to the LPD.

12. ARMC'S STATEMENT

Our ARMC (comprising members of our Board who are not interested in the Proposed Acquisitions), after taking into consideration the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposed Acquisitions, is of the opinion that the Proposed Acquisitions are:

(a) in the best interests of our Company;

(b) fair, reasonable and on normal commercial terms; and

(c) not detrimental to the interests of our non-interested shareholders.

In forming its views, our ARMC has taken into consideration, amongst others, the following:

(a) the basis and justification for arriving at the Aggregate Purchase Consideration, including the valuation of the Projects as ascribed by the Independent Valuer;

(b) the rationale and benefits of the Proposed Acquisitions;

(c) the prospects of the Projects;

(d) the financial effects of the Proposed Acquisitions; and

(e) the salient terms of the SSAs.

13. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, save for the Interested Director who has abstained from deliberating and voting in respect of the Proposed Acquisitions, having considered all relevant aspects of the Proposed Acquisitions, including inter-alia, the rationale and benefits of the Proposed Acquisitions, the effects of the Proposed Acquisitions, the prospects of the Projects, the basis and justification for arriving at the Aggregate Purchase Consideration, the salient terms of the SSAs, valuation of the Projects by Knight Frank as well as the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposed Acquisitions, are of the opinion that the Proposed Acquisitions are in the best interests of our Company.

Accordingly, our Board (save for the Interested Director who has abstained from deliberating and voting in respect of the Proposed Acquisitions) recommends that you **vote in favour** of the resolutions pertaining to the Proposed Acquisitions to be tabled at the forthcoming EGM.

14. TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all approvals being obtained, the Proposed Acquisitions are expected to be completed in the 4th quarter of 2026. The tentative timetable for the implementation of the Proposed Acquisitions is set out below:

Tentative Timing	Event
28 September 2026	EGM for the Proposed Acquisitions
September 2026	Fulfilment of conditions precedent of the SSAs
October 2026	Completion of the Proposed Acquisitions

15. ADVISERS

15.1 Principal Adviser

NewParadigm has been appointed as the Principal Adviser for the Proposed Acquisitions.

15.2 Independent Adviser

In view that the Proposed Acquisitions are deemed as RPTs pursuant to the Listing Requirements, MainStreet has been appointed to act as the Independent Adviser on 24 February 2026 to undertake the following:

(i) comment as to whether the Proposed Acquisitions are:

(a) fair and reasonable so far as our non-interested shareholders are concerned; and

(b) not detrimental to our non-interested shareholders;

and such opinion must set out the reasons for the key assumptions made and the factors taken into consideration in forming that opinion;

(ii) advise our non-interested shareholders on whether they should vote in favour of the Proposed Acquisitions; and

(iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in relation to items (i) and (ii) above.

Please refer to the IAL as set out in **Part B** of this Circular.

16. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah on Monday, 28 September 2026 at 10.00 a.m. or immediately upon the conclusion of our 11th AGM to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions to give effect to the Proposed Acquisitions.

A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, participate, speak and vote on his/her behalf. In such event, the completed and signed Form of Proxy must be deposited at the office of our Share Registrar, Symphony Corporate Services Sdn. Bhd. ("**Symphony**"), S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, or alternatively in the case of electronic appointment, the Form of Proxy must be submitted via email to the Poll Administrator's email address at symphonycorporateservices@gmail.com, not less than 48 hours before the time for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude a shareholder from attending, participating, speaking and voting in person at the EGM should the shareholder subsequently wish to do so.

17. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of our Board
BEDI BERHAD

DATUK CHRISTOPHER CHIN SOO YIN, JP
Independent Non-Executive Chairman

PART B

INDEPENDENT ADVICE LETTER FROM MAINSTREET TO OUR NON-INTERESTED SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITIONS

All definitions used in this Executive Summary shall have the same meaning as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL.

All references to "you" or "your" in this IAL are references to the non-interested shareholders of BEDI, whilst references to "we", "us" or "our" in this IAL are references to MainStreet, being the Independent Adviser for the Proposed Acquisitions.

THIS EXECUTIVE SUMMARY SUMMARISES THIS IAL. YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL IN ITS ENTIRETY, TOGETHER WITH THE LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITIONS IN PART A OF THE CIRCULAR AND THE ACCOMPANYING APPENDICES FOR OTHER RELEVANT INFORMATION AND NOT TO RELY SOLELY ON THIS EXECUTIVE SUMMARY IN FORMING AN OPINION ON THE PROPOSED ACQUISITIONS.

YOU ARE ALSO ADVISED TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSED ACQUISITIONS TO BE TABLED AT THE FORTHCOMING EGM.

IF YOU ARE IN DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

1. INTRODUCTION

On 22 June 2026, BEDI entered into the SSAs with BDSB for the:

(i) Proposed Sejati Sentral Acquisition for an indicative cash consideration of RM17.55 million, subject to adjustment in accordance with the terms of the SSA1; and

(ii) Proposed FYT Land Acquisition for an indicative cash consideration of RM21.27 million, subject to adjustment in accordance with the terms of the SSA2.

On 10 August 2026, it was announced that the final purchase consideration for:

(i) Sejati Sentral had been determined at RM17.00 million in accordance with the terms of SSA1; and

(ii) FYT Land had been determined at RM21.87 million in accordance with the terms of SSA2,

after adjustment and finalisation in accordance with the terms of the respective SSAs, based on the audited accounts of the Target Companies as at 31 March 2026 and taking into account the market value of the Projects as determined by the Independent Valuer as at 31 March 2026.

The Proposed Acquisitions are deemed related party transactions pursuant to Paragraph 10.08 of the Listing Requirements, due to the interests of the Interested Parties as set out in Section 9, Part A of the Circular.

Pursuant thereto, MainStreet has been appointed on 24 February 2026 as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of BEDI in relation to the Proposed Acquisitions.

Further details of the Proposed Acquisitions are set out in Section 2, Part A of the Circular.

The purpose of this IAL is for us to provide the non-interested shareholders of BEDI with an independent evaluation on the fairness and reasonableness of the Proposed Acquisitions and whether the Proposed Acquisitions are detrimental to the non-interested shareholders of the Company together with our recommendation on whether they should vote in favour of the resolutions to give effect to the Proposed Acquisitions to be tabled at the forthcoming EGM.

2. EVALUATION OF THE PROPOSED ACQUISITIONS

Section in the IAL	Consideration factors	Our evaluation
3.1	Rationale and benefits of the Proposed Acquisitions	The Proposed Acquisitions are expected to benefit BEDI Group in: (i) strengthening and expanding its existing property development portfolio through the acquisition of ongoing residential and commercial development projects, thereby enlarging its active development pipeline and complementing its existing business focus; (ii) enhancing its future revenue and earnings through the acquisition of the Projects, which have an aggregate remaining unbilled and unsold GDV of approximately RM1.13 billion; (iii) acquiring the Projects that have already demonstrated a degree of market acceptance, as evidenced by the sales achieved for the launched phases of the Sejati Project and Bayu Damai Residences, which may reduce the Group's exposure to sales-related risks; and (iv) leverage its existing experience and capabilities in residential and commercial property development, as the Projects are consistent with the Group's involvement in these property segments and do not require venturing into unfamiliar property sectors. Premised on the above, we view that the rationale and benefits of the Proposed Acquisitions are **reasonable**.

Section in the IAL	Consideration factors	Our evaluation
3.2	Basis and justification for the purchase consideration of the Proposed Acquisitions	In assessing the fairness of the purchase consideration for the Proposed Acquisitions, we have adopted the RNAV methodology as the most appropriate basis of valuation. This methodology takes into consideration any surplus and/or deficit (net of tax) attributable to the owners of the companies arising from the revaluation of material assets of the Target Companies to reflect their market values based on the presumption that the assets are realisable on a willing-buyer willing-seller basis in the open market. The value of the entire equity interest in Sejati Sentral is RM17.00 million while FYT Land is approximately RM21.87 million. The final purchase consideration of the Target Companies is equivalent to their respective final RNAV. In this regard, we are of the view that the purchase considerations for the Proposed Sejati Sentral Acquisition and Proposed FYT Land Acquisition are **fair**.
3.3	Salient terms of the SSA1 and SSA2	Based on our review of the salient terms of the SSA1 and SSA2, we are of the view that the terms are **reasonable** and **not detrimental** to the non-interested shareholders of BEDI.
3.4	Industry outlook and future prospects	Taking into consideration the positive outlook of the Malaysian economy and property development industry in Sabah, we are of the view that the prospects of the Target Companies are favourable in the long-term and the Proposed Acquisitions will be beneficial to BEDI Group, barring unforeseen circumstances.

Section in the IAL	Consideration factors	Our evaluation
3.5	Effects of the Proposed Acquisitions	We noted the following effects of the Proposed Acquisitions from Section 6, Part A of the Circular: (i) will not have any effect on BEDI's issued share capital and its substantial shareholders' shareholdings; (ii) decrease in the NA of the Group as at 31 March 2026 while NA per Share will remain unchanged; (iii) increase in the gearing of the Group as at 31 March 2026 upon completion of the Proposed Acquisitions; (iv) increase in the PAT and EPS of the Group; and (v) will not result in any adjustments to the RCPS. Premised on the above, we are of the view that the effects of the Proposed Acquisitions are **not detrimental** to the non-interested shareholders of BEDI.
3.6	Risk factors of the Proposed Acquisitions	The risk factors are set out in Section 5, Part A of the Circular. We wish to highlight that although efforts and measures would be taken by the Company to mitigate the aforementioned risks, no assurance can be given that the risk factors as stated above will not occur and give rise to material and adverse impact on the financial performance, position or prospects of the Group.

3. CONCLUSION AND RECOMMENDATION

We have assessed and evaluated the Proposed Acquisitions. Based on our evaluation in Section 3 of this IAL, we are of the opinion that, on the basis of the information available to us, the Proposed Acquisitions are **fair and reasonable** and **not detrimental** to the non-interested shareholders of BEDI.

Accordingly, we recommend that the non-interested shareholders of BEDI **vote in favour** of the resolutions to give effect to the Proposed Acquisitions to be tabled at the forthcoming EGM.

MainStreet

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11 September 2026

To: The non-interested shareholders of BEDI Berhad

Dear Sir / Madam,

BEDI BERHAD ("BEDI" OR THE "COMPANY")

INDEPENDENT ADVICE LETTER IN RELATION TO THE PROPOSED ACQUISITIONS

This IAL is prepared for inclusion in the Circular to the shareholders of BEDI. All definitions used in this IAL shall have the same meaning as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to "we", "us" or "our" in this IAL are references to MainStreet, being the Independent Adviser for the Proposed Acquisitions.

1. INTRODUCTION

On 22 June 2026, BEDI entered into the SSAs with BDSB for the:

(i) Proposed Sejati Sentral Acquisition for an indicative cash consideration of RM17.55 million, subject to adjustment in accordance with the terms of the SSA1; and

(ii) Proposed FYT Land Acquisition for an indicative cash consideration of RM21.27 million, subject to adjustment in accordance with the terms of the SSA2.

On 10 August 2026, it was announced that the final purchase consideration for:

(i) Sejati Sentral had been determined at RM17.00 million in accordance with the terms of SSA1; and

(ii) FYT Land had been determined at RM21.87 million in accordance with the terms of SSA2,

after adjustment and finalisation in accordance with the terms of the respective SSAs, based on the audited accounts of the Target Companies as at 31 March 2026 and taking into account the market value of the Projects as determined by the Independent Valuer as at 31 March 2026.

The Proposed Acquisitions are deemed related party transactions pursuant to Paragraph 10.08 of the Listing Requirements, due to the interests of the Interested Parties as set out in Section 9, Part A of the Circular.

Pursuant thereto, MainStreet has been appointed on 24 February 2026 as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of BEDI in relation to the Proposed Acquisitions.

Further details of the Proposed Acquisitions are set out in Section 2, Part A of the Circular.

The purpose of this IAL is for us to provide the non-interested shareholders of BEDI with an independent evaluation on the fairness and reasonableness of the Proposed Acquisitions and whether the Proposed Acquisitions are detrimental to the non-interested shareholders of the Company together with our recommendation on whether they should vote in favour of the resolutions to give effect to the Proposed Acquisitions to be tabled at the forthcoming EGM.

Nonetheless, the non-interested shareholders of BEDI should rely on their own evaluation of the merits of the Proposed Acquisitions before deciding on the course of action to be taken at the forthcoming EGM.

This IAL is prepared solely for the use of the non-interested shareholders of BEDI to consider the Proposed Acquisitions and should not be used or relied upon by any other party for any other purposes whatsoever.

YOU ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND THE LETTER TO SHAREHOLDERS OF BEDI IN RELATION TO THE PROPOSED ACQUISITIONS AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSED ACQUISITIONS TO BE TABLED AT THE FORTHCOMING EGM.

IF YOU ARE IN DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. SCOPE AND LIMITATIONS OF OUR EVALUATION OF THE PROPOSED ACQUISITIONS

MainStreet was not involved in any formulation of or any deliberations and negotiations on the terms and conditions pertaining to the Proposed Acquisitions. The terms of reference of our appointment as the Independent Adviser are in accordance with the requirements relating to independent adviser as set out in Paragraph 10.08(3) of the Listing Requirements and the Best Practice Guide in relation to Independent Advice Letters ("**IAL Guide**") issued by Bursa Securities.

Our scope as the Independent Adviser is limited to expressing an independent opinion on the fairness and reasonableness of the Proposed Acquisitions and whether the Proposed Acquisitions are detrimental to the non-interested shareholders of BEDI, together with our recommendation on whether the non-interested shareholders of the Company should vote in favour of the Proposed Acquisitions, based on information and documents made available to us and making enquiries as were reasonable in the circumstances.

In performing our evaluation, we have relied on the following sources of information:

(i) information contained in Part A of the Circular and the accompanying appendices;

(ii) the SSAs;

(iii) the valuation reports prepared by the Independent Valuer in relation to the real property assets of the Target Companies;

(iv) the audited financial statements of the Target Companies for the 15-month FPE 31 March 2024, FYE 31 March 2025 and FYE 31 March 2026;

(v) the annual reports and audited consolidated financial statements of BEDI for FYE 31 December 2023, 15-month FPE 31 March 2025 and FYE 31 March 2026;

(vi) other relevant information, documents, confirmations and representations furnished to us by the Directors, management and/or representatives of BEDI; and

(vii) other relevant publicly available information.

We have relied on the Directors, management and/or representatives of BEDI to take due care in ensuring that all information, documents, confirmations and representations provided to us to facilitate our evaluation of the Proposed Acquisitions and which had been used, referred to and/or relied upon in this IAL, are accurate, valid and complete in all material aspects.

The Board has seen, reviewed and accepted this IAL. The Board, individually and collectively, accepts full responsibility for the accuracy of the information contained in this IAL (save for the assessment, evaluation and opinion of MainStreet) and confirms that, after having made all reasonable enquiries, that to the best of their knowledge, there are no false or misleading statements and/or other facts not contained in this IAL, the omission of which would make any information in this IAL false or misleading.

The Board has confirmed that all material facts and information required for the purpose of our evaluation of the Proposed Acquisitions and preparation of this IAL have been disclosed to MainStreet and there are no material facts or information, the omission of which would make any information, confirmation and document supplied to us misleading, or would materially affect the evaluation, view and recommendation of MainStreet in this IAL.

We are satisfied that sufficient information has been disclosed to us for us to formulate our recommendation. After making all reasonable enquiries and to the best of our knowledge and belief, the information used is reasonable, accurate, complete and free from material omission.

In rendering our advice, we have taken note of the pertinent matters, which we believe are necessary and important to an assessment of the implications of the Proposed Acquisitions and are of general concern to the non-interested shareholders of BEDI to consider and form their views thereon. Notwithstanding this:

(i) it is not within our terms of reference to express any opinion on the legal, accounting and taxation issues relating to the Proposed Acquisitions; and

(ii) we have not given consideration to the specific investment objectives, risk profiles, financial situations and particular needs of any individual shareholder or any specific group of shareholders. We recommend that any individual shareholder or group of shareholders who is/are in doubt as to the action to be taken or require advice in relation to the Proposed Acquisitions in the context of their investment objectives, risk profiles, financial situations and particular needs should consult their respective stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Our opinion expressed in this IAL are, amongst others, based on economic, market and other conditions prevailing, and the information and/or documents made available to us as at the LPD or such other period as specified herein. It is also based on the assumption that the parties to the respective transactions are able to fulfil their respective obligations thereto in accordance with the terms and conditions therein. Such conditions may change significantly over a short period of time after the date of this IAL.

Further, we have also relied on information obtained from independent sources, where applicable, in formulating our evaluation and opinion. In addition, it should be noted that our evaluation and opinion expressed in this IAL do not take into account the information, events or conditions arising after the LPD or such other period as specified herein, as the case may be.

We shall immediately notify the non-interested shareholders of BEDI by way of an announcement if, after despatching this IAL and until the date of the EGM, we:

(i) become aware of significant change affecting the information contained herein;

(ii) have reasonable grounds to believe that a material statement in this IAL is false, misleading or deceptive; or

(iii) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, we shall send a supplementary IAL to the non-interested shareholders of the Company.

The following are disclosures made pursuant to the IAL Guide:

(i) We confirm that we are not aware of any circumstances that exist or are likely to exist which would give rise to a possible conflict of interest situation that may affect our ability to act independently and objectively as the Independent Adviser for the Proposed Acquisitions;

(ii) Save for the current appointment as the Independent Adviser for the Proposed Acquisitions and our previous appointment as Independent Adviser for the mandatory general offer exercise of the Company (completed on 22 November 2024), we did not have any professional relationship with BEDI in the past 2 years;

(iii) We are a corporate finance advisory firm licensed by the Securities Commission Malaysia to carry out the regulated activity of advising on corporate finance under the Capital Markets and Services Act 2007. Our team comprises experienced personnel with the requisite qualification and experience to provide, amongst others, independent advice and render opinion on the fairness and reasonableness of acquisitions, disposals and take-over offers.

Our experience and credentials as independent adviser in the past year up to the LPD include the following:

(a) proposed acquisition by Rivertree STF Synergies Berhad (formerly known as Sinmah Capital Berhad) ("**RSSB**") of the entire equity interest in Rivertree Landmark Sdn Bhd and Rivertree Signatures Sdn Bhd for cash consideration of RM32.72 million and RM13.57 million respectively, and proposed disposal by RSSB of the entire equity interest in Irama Setia Sdn Bhd for cash consideration of RM12.97 million, as per our independent advice letter dated 11 August 2026;

(b) proposed exemption to Dato' Sri Tan Ooi Han, Oasis Harvest Holdings Sdn Bhd and persons acting in concert with them from the obligation to undertake a mandatory take-over offer for all the remaining ordinary shares and warrants in Oasis Harvest Corporation Berhad not already owned by them arising from the completion of a proposed rights issue with warrants and exercise of the warrants, as per our independent advice letter dated 11 June 2026;

(c) proposed disposal by NTPM (International) Pte Ltd (a wholly-owned subsidiary of NTPM Holdings Berhad) of the entire charter capital in NTPM (Vietnam) Co. Ltd, to Arch Peninsula Sdn Bhd for a total cash consideration of USD32.00 million (subject to adjustments), as per our independent advice letter dated 10 June 2026;

(d) proposed acquisition of an additional 41.0% equity interest in KL City Gateway Sdn Bhd ("**KLCG**") from Suez Capital Sdn Bhd, Scenic Starhill Sdn Bhd, Yedor Holdings Sdn Bhd and Yeoh Ah Tu for a total cash consideration of RM21.46 million and proposed provision of additional financial assistance of up to RM387.00 million to KLCG, as per our independent advice letter dated 13 March 2026;

(e) proposed voluntary withdrawal of Jishan Berhad's ("**Jishan**") listing from the LEAP Market of Bursa Securities as well as the proposed listing and quotation of the entire enlarged issued ordinary shares of Jishan on the ACE Market of Bursa Securities, as per our independent advice letter dated 20 February 2026;

(f) unconditional mandatory take-over offer by Southern Score Builders Berhad ("**SSBB**") through Kenanga Investment Bank Berhad to acquire all the remaining ordinary shares in Nova Pharma Solutions Berhad not already owned by SSBB and persons acting in concert with them, as per our independent advice circular dated 22 January 2026;

(g) proposed selective capital reduction and repayment exercise of Scientex Packaging (Ayer Keroh) Berhad pursuant to Section 116 of the Companies Act 2016, as per our independent advice letter dated 29 October 2025;

(h) proposed disposal by Cloudaron Group Berhad ("**Cloudaron**") of its entire equity interests in Cloudaron Pte. Ltd. and DACS Network Solutions Sdn. Bhd., the wholly-owned subsidiaries of Cloudaron, to Abelco Investment Group AB ("**Abelco**") for a total disposal consideration of EUR7.80 million to be satisfied entirely via the issuance of new ordinary shares in Abelco ("**Abelco Shares**") ("**Proposed Disposal**"); proposed distribution of Abelco Shares to be held by Cloudaron arising from the Proposed Disposal to its entitled shareholders by way of a proposed capital reduction and repayment on an entitlement date to be determined later; and proposed voluntary withdrawal of the company's listing from the official list of LEAP Market of Bursa Securities, as per our independent advice letter dated 27 October 2025;

(i) unconditional mandatory take-over offer by Kintan Prima Sdn Bhd ("**KPSB**") through Maybank Investment Bank Berhad to acquire all the remaining ordinary shares in Jasa Kita Berhad not already owned by KPSB, Abd Azis Bin Mohamad and persons acting in concert with them, as per our independent advice circular dated 13 October 2025;

(j) unconditional mandatory take-over offer by EC Synergy (M) Sdn Bhd through AmInvestment Bank Berhad to acquire all the remaining ordinary shares in Eurospan Holdings Berhad not already owned by Ng Heng Hong and persons acting in concert with them, as per our independent advice circular dated 22 September 2025; and

(k) conditional voluntary take-over offer by Magni Vantage Limited ("**MVL**") through UOB Kay Hian (M) Sdn Bhd (formerly known as UOB Kay Hian Securities (M) Sdn Bhd) to acquire all the 83,882,800 ordinary shares in FACB Industries Incorporated Berhad not already held by the MVL and Chen Yiy Fon, as per our independent advice circular dated 21 August 2025.

3. EVALUATION OF THE PROPOSED ACQUISITIONS

In arriving at our conclusion and recommendation, we have assessed and evaluated the Proposed Acquisitions based on the following pertinent factors:

Consideration factors		Section
(i)	Rationale and benefits of the Proposed Acquisitions	3.1
(ii)	Basis and justification for the purchase considerations for the Proposed Acquisitions	3.2
(iii)	Salient terms of the SSA1 and SSA2	3.3
(iv)	Industry outlook and future prospects	3.4
(v)	Effects of the Proposed Acquisitions	3.5
(vi)	Risk factors of the Proposed Acquisitions	3.6

3.1 Rationale and benefits of the Proposed Acquisitions

We take cognisance of the rationale and benefits of the Proposed Acquisitions as set out in Section 3, Part A of the Circular and our commentaries are as follows:

Our commentaries

BEDI Group is principally involved in the property development business. In July 2026, the Group completed the development of Parklane II, a residential development comprising 2-storey terrace houses in Kota Kinabalu, Sabah with an estimated GDV of RM30.68 million.

The Group's total landbank stood at approximately 656.97 acres as at the LPD, where the Group's development pipeline comprises 4 projects with an estimated combined GDV of more than RM250 million. 2 of the projects have obtained the necessary regulatory approvals, as follows:

(i) Perdagangan Khidmat (Khidmat Business Hub)

A commercial development located at Jalan Nountun Bukit Padang, Kota Kinabalu, Sabah, comprising 15 units of one-storey shop offices and 2 kiosk units, together with one-storey lower ground parking; and

(ii) Vila Dedaun

A residential development located at Taman Mawar, Sandakan, Sabah comprising 168 units of two-storey bungalow houses.

Khidmat Business Hub and Vila Dedaun are expected to be launched by the first quarter of 2027. All 4 of the aforementioned projects form the Group's organic development pipeline and are subject to the relevant approvals, finalisation of development plans and market conditions.

In line with BEDI Group's growth aspirations, the Proposed Acquisitions represent an opportunity for the Group to strengthen and expand its existing property development portfolio through the acquisition of Sejati Sentral and FYT Land.

We noted that the Group's current active development portfolio is relatively limited, while several other projects from its existing landbank remain at the planning and approval stage. In this regard, the Proposed Acquisitions will provide the Group with immediate access to ongoing residential and commercial development projects, thereby enlarging its active development pipeline and complementing its existing business focus.

We further noted that the Projects are consistent with the Group's existing involvement in the residential and commercial property segments and do not require the Group to venture into unfamiliar property sectors. As such, the Proposed Acquisitions are expected to strengthen the Group's development activities while allowing it to leverage on its existing experience and capabilities in property development.

In addition, we noted that the Projects have an aggregate remaining unbilled and unsold GDV of approximately RM1.13 billion as at 31 March 2026 and an estimated aggregate GDP of approximately RM146.94 million. The Projects are expected to be developed progressively over a period of up to 5 years. Accordingly, the Proposed Acquisitions are expected to enhance the Group's future revenue and earnings through progressive billings over the development period.

We also noted that the Projects have already demonstrated a degree of market acceptance. As at the LPD, approximately 73.12% of the launched units under Phase 1 and Phase 2 of the Sejati Project have been sold, while Bayu Damai Residences has achieved sales of approximately 80.45% of its total units. These sales levels indicate existing demand for the Projects and may reduce the Group's exposure to sales-related risks compared to undertaking entirely new developments with no established sales track record.

Based on our discussion with the management of BEDI, the aforementioned projects are expected to complete on time, details as follows:

Projects	Timing of launch	Expected completion	Percentage of completion as at 31 March 2026 (%)
Sejati Project **Phase 1**: 69 units of terraced shop-offices and linked shops	3rd quarter of 2024	1st quarter of 2027	65.0
Phase 2: 24 units of shop-offices	2nd quarter of 2026	4th quarter of 2027	12.0
Phase 3: 26 units of 2-storey terraced shop-offices	4th quarter of 2026	1st quarter of 2028	10.0
Phase 4: 28 units of 2-storey terraced shop-offices, a single-storey drive-thru food and beverage unit, and a 5-storey boutique hotel	2nd quarter of 2027	2nd quarter of 2028	10.0
FYT Projects **Phase 1 (Bayu Damai Residences)**: 762 apartment units	2nd quarter of 2024	4th quarter of 2028	17.5
Phase 2 (Luna Damai Residences): 743 apartment units together with 4 retail units	2nd quarter of 2027	4th quarter of 2031	3.7

As disclosed in Section 2.2.2, Part A of the Circular, the Bayu Damai Residences is currently experiencing a delay in its original construction schedule. However, we took note that the management views this delay to be manageable and that the project can still be completed within the stipulated timeline.

Following completion of the Proposed Acquisitions, the Group will be able to consolidate the financial results of Sejati Sentral and FYT Land. Given that the Projects have already been launched and sales have commenced, the Group is expected to benefit from future revenue recognition arising from progressive billings, subject to construction progress and continued sales take-up. Furthermore, the planned launch of the remaining phases of the Sejati Project and Luna Damai Residences may provide additional earnings contribution to the Group in the future.

Premised on the above, we view that the rationale and benefits of the Proposed Acquisitions are **reasonable**.

3.2 Basis and justification for the purchase considerations for the Proposed Acquisitions

From Section 2.4, Part A of the Circular, we noted that the final purchase consideration for the Proposed Sejati Sentral Acquisition and Proposed FYT Land Acquisition was arrived at on a willing-buyer willing-seller basis after taking into consideration, amongst others, the following:

(i) the valuation based on the final RNAV of Sejati Sentral and FYT Land as at 31 March 2026 of RM17.00 million and RM21.87 million respectively, after taking into consideration the revaluation surplus arising from the valuation of the Projects and the deferred tax amount arising thereof.

The final purchase consideration of the Target Companies is equivalent to their respective final RNAV, which was derived following completion of the audit of these companies for FYE 31 March 2026;

(ii) the rationale and benefits of the Proposed Acquisitions as set out in Section 3, Part A of the Circular; and

(iii) the property market outlook and prospects of BEDI Group as set out in Section 4, Part A of the Circular.

In arriving at the value of the Sejati Sentral Sale Shares and FYT Land Sale Shares, we have adopted the RNAV methodology as the most appropriate basis of valuation. This methodology takes into consideration any surplus and/or deficit (net of tax) attributable to the owners of the companies arising from the revaluation of material assets of the Target Companies to reflect their market values based on the presumption that the assets are realisable on a willing-buyer willing-seller basis in the open market. In this instance, we have selected all real properties held by the Target Companies as at the LPD as the material assets to be revalued.

We did not evaluate the Sejati Sentral Sale Shares and FYT Land Sale Shares using earnings-based valuation methodologies (such as price-to-earnings ratio and enterprise value / earnings before interest, tax, depreciation and amortisation ratio) as both companies have substantial property-related assets that are carried at their historical cost or book values, which may not reflect their current market values.

We view the RNAV methodology (an asset-based valuation method) to be the most appropriate method to estimate the value of the Sejati Sentral Sale Shares and FYT Land Sale Shares for the following reasons:

(i) the Target Companies' assets primarily comprise property development inventories (including development land and construction costs), together with contract assets and contract costs arising from the Projects. The breakdown of the assets of the Target Companies are as follows:

	Sejati Sentral		FYT Land	
Audited as at 31 March 2026	**RM'000**	**%**	**RM'000**	**%**
ASSETS				
Non-current assets				
Deferred tax assets	788	1.6	2,882	2.0
Other investments	-	-	1,193	0.8
Total non-current assets	**788**	**1.6**	**4,075**	**2.8**
Current assets				
Inventories	37,648	75.1	88,118	60.6
Contract assets	-	-	35,685	24.6
Contract costs	1,354	2.7	13,250	9.1
Trade receivables	4,692	9.4	2088	1.4
Other receivables	1,532	3.1	1,171	0.8
Amount due from related companies	2	(1) -	(1) -	(1) -
Cash and bank balances	4,136	8.2	921	0.6
Total current assets	**49,364**	**98.4**	**141,233**	**97.2**
TOTAL ASSETS	**50,152**	**100.0**	**145,308**	**100.0**

Note:
(1) Negligible.

In addition, the remaining asset categories comprise:

(a) liquid assets such as trade and other receivables as well as cash and bank balances; and

(b) deferred tax assets, which represent future tax benefits recoverable against future taxable profits,

and the carrying amounts of these assets are reasonably expected to approximate their respective fair value.

In regard to the Target Companies' assets (apart from land and buildings), we have discussed with the management on whether as at the LPD, there is any evidence for impairment or any material appreciation in value of any of these assets. Based on our discussion, we have not encountered any event or circumstance which indicates that any of these assets ought to be impaired or have materially appreciated in value; and

(ii) the property development business has been the sole revenue contributor to the Target Companies since incorporation.

In applying the RNAV methodology, certain assumptions are made, amongst others:

(i) the Target Companies' businesses will continue to operate on a going concern basis and is expected to sustain its operation in perpetuity;

(ii) the Projects will be implemented / completed and the resulting profits and/or GDV can be achieved as forecasted by the management within the projected time frame;

(iii) the Target Companies will be able to obtain the necessary financing and working capital required in addition to its internally generated funds for its business activities and property development projects without any material adverse effect on its financial results, cash flows or business prospects;

(iv) there will not be any significant or material increase in costs which are expected to have a material adverse effect on the business activities and property development projects of the Target Companies;

(v) there will be ready and committed buyers for each asset at its fully revalued basis and the sale can be conducted efficiently without any timing constraints and other relevant market factors which may affect the sale process;

(vi) there will not be any significant or material changes to the agreements, contracts, property development plans, approvals, licences, permits and regulations governing the business activities and property development projects of the Target Companies;

(vii) there will not be any compulsory acquisition of the Target Companies' land by the relevant state authorities;

(viii) there are no breaches of relevant laws, regulations, rules and requirements on the property assets of the Target Companies;

(ix) all required licenses, certificates of occupancy, legislative or administrative consents or approvals from local and/or state authorities or the government have been or can be obtained for use on which the market value of the revalued property assets of the Target Companies are based on;

(x) insurable risks relating to the Target Companies' assets are and will continue to be appropriately covered by relevant insurance policies and the sums insured are adequate;

(xi) the current accounting policies adopted by the Target Companies will remain relevant and there will not be any significant changes in the accounting policies of the Target Companies which will have a material adverse impact on the financial performance and financial position of the Target Companies;

(xii) there will not be any significant or material changes to the risks inherent to the business of the Target Companies and effective measures will continue to be implemented to mitigate the risks known to the Target Companies; and

(xiii) there will not be any significant or material changes in political, social and economic conditions, monetary and fiscal policies, inflation and regulatory requirements of the industry in which the Target Companies' businesses operate.

In arriving at the opinion of the market value, the Independent Valuer adopted the Income Approach by Residual Method as the only method. The residual method is based on the premise that the price which a purchaser can pay for a property is the surplus of the proceeds from the sales of finished development after deducting the full cost of development and profit. The 3 main components of the residual method are the GDV, GDC and the residual balance.

Upon deducting the GDC from the GDV, the residual balance is then discounted to present value based on the duration to complete the entire development or a specific phase of the development to reflect both the risk and time value of money. This is based on the premise that the residual balances are only fully attainable at the end of the development period.

The Independent Valuer did not adopt a secondary method in assessing the Projects. In particular, the comparison approach was not used in assessing the Projects as there are ongoing construction developments with works currently in progress. Under such circumstances, the required qualitative and quantitative adjustments are difficult to accurately determine and apply, particularly in relation to the amount billed and the value of works completed to date as certified by the relevant consultants.

Accordingly, the residual method has been considered the most reliable and appropriate approach for deriving the market value of the Projects. Nevertheless, the comparison method has been adopted in the determination of the GDV.

The details of the net revaluation surplus of the Projects based on the valuation conducted by the Independent Valuer are set out below:

No.	Description of property	Valuation method / Date of Valuation	(A) (1) Market value RM'000	(B) Audited net book value as at 31 March 2026 RM'000	(C) = (A) – (B) Revaluation surplus RM'000	(D) (2) Deferred taxation RM'000	(E) = (C) + (D) Net revaluation surplus RM'000
1.	**Sejati Project** An ongoing commercial development known as 'Sejati Sentral', sited on land held under Country Lease 075168320, District of Sandakan, Sabah	Valuation method Income Approach by Residual Method Date of valuation 31 March 2026	45,100	39,002	6,098	(1,463)	4,635
2.	**FYT Projects** An ongoing residential development known as 'Bayu Damai Residences' under Phase 1 and 'Luna Damai Residences' under Phase 2, held under Country Lease 015105709, Country Lease 015105727, Country Lease 015105736, Country Lease 015105745 and Country Lease 015110326, all within the District of Kota Kinabalu, Sabah	Valuation method Income Approach by Residual Method Date of valuation 31 March 2026	130,700	101,368	29,332	(7,040)	22,292

Notes:

(1) Based on the Independent Valuer's opinion of the market value in their respective valuation report / certificates.

(2) Deferred tax is calculated at a rate of 24%, the corporate tax rate on the assumption that the properties are realised in the ordinary course of business.

Sejati Project

The key bases and assumptions adopted by the Independent Valuer in arriving at the market value of the Sejati Project and our commentaries are as follows:

Summary of parameters	RM
GDV (A)	175,322,396
GDC (B)	95,050,547
GDP (C)	18,408,851
Residual value (A) – (B) – (C)	**61,862,998**
Development period	Approximately 4 years
Discount rate	8.25%
Present value	45,054,821
Adopted market value	**45,100,000**

GDV refers to the potential sales revenue achievable from the proposed development units. The total estimated GDV is derived as follows:

Description	Valuation method	Adopted GDV (RM)
GDV for unsold units		
2-storey terraced shop-offices 2-storey linked shops	Comparison Approach	122,315,272
Drive-thru	Income Approach by Investment Method	2,500,000
5-storey boutique hotel	Income Approach by Discounted Cash Flow Method ("**DCF**")	14,500,000
		139,315,272
GDV for sold units		
2-storey terraced shop-offices		**36,007,124**
	Total adopted GDV	**175,322,396**

Sold units				
Phase	**Component**	**No. of units**	**Developer's selling price per unit (RM)**	**Total net selling price (RM)**
1	2-storey Terraced Shop-Office (Intermediate)	36	1,331,800	40,100,498
	2-storey Terraced Shop-Office (Corner)	16	1,791,800	24,278,890
	2-storey Linked Shop (Lifestyle Pavilion D1)	2	3,421,800	6,056,586
	2-storey Linked Shop (Lifestyle Pavilion D2)	1	3,785,800	3,331,504
	2-storey Linked Shop (Lifestyle Pavilion D3)	2	3,277,800	5,703,372
2	2-storey Terraced Shop-Office (Intermediate)	2	1,331,800	2,200,000
	2-storey Terraced Shop-Office (Corner)	3	1,821,800	4,693,620
		62 units	Total GDV for sold units	86,364,470
			Less: Net amount billed	(50,357,346)
			GDV for unbilled net amount	**36,007,124**

Unsold units				
Phase	**Component**	**No. of units**	**Adopted net selling price per sq. ft. (RM)**	**Total net selling price (RM)**
1	2-storey Terraced Shop-Office (Intermediate)	7	517	8,511,700
	2-storey Terraced Shop-Office (Corner)	4	582	6,535,174
	2-storey Linked Shop (Lifestyle Pavilion D3)	1	524	2,876,236
2	2-storey Terraced Shop-Office (Intermediate)	14	510	16,779,000
	2-storey Terraced Shop-Office (Corner)	5	575	8,067,250
3	2-storey Terraced Shop-Office (Intermediate)	18	542	22,926,600
	2-storey Terraced Shop-Office (Corner)	8	615	13,794,296
4	2-storey Terraced Shop-Office (Intermediate)	20	593	27,852,200
	2-storey Terraced Shop-Office (Corner)	8	667	14,972,816
		85 units	**Total GDV for unsold units**	**122,315,272**

A summary of the comparable transactions considered by the Independent Valuer in deriving the adopted value for 2-storey terraced shop-offices and 2-storey linked shops are as follows:

Item	Comparable 1	Comparable 2
Legal description	Country Lease 075616125, District of Sandakan, Sabah	Country Lease 075551478, District of Sandakan, Sabah
Location	Lot No. 176, Bandar IJM, One Avenue Phase 9, Mile 6, off Jalan Utara, Sandakan	Lot No. 17, Block C, Utama Place, off Jalan Utara, Sandakan
Type of property	2-storey Intermediate Terraced Shop-Office	2-storey Corner Terraced Shop-Office
Tenure of parent title	Leasehold interest for a term of 99 years, expiring on 31 December 2102, remaining 77 years	
Land area	1,121 sq. ft.	1,183 sq. ft.
Estimated built-up area	2,242 sq. ft.	2,367 sq. ft.
Consideration	RM1,080,000	RM1,100,000
Transaction date	3 December 2025	18 November 2025
Source	Jabatan Penilaian dan Perkhidmatan Harta ("**JPPH**")	
Commentary	General adjustments made for location (10%) tenure (5%) and design (15%). Upward adjustments were made to reflect the comparable being in a more established location, having a 99-year leasehold title tenure and having an older design relative to the subject property.	
Adjusted value for Phase 1	Corner Type: RM699 per sq. ft. Intermediate Type: RM627 per sq. ft.	Corner Type: RM605 per sq. ft. Intermediate Type: RM535 per sq. ft.

Item	Comparable 3	Comparable 4
Legal description	Parent Title Country Lease 075168320, District of Sandakan, Sabah	
Location	Lot No. A1-07, Sejati Sentral, Sandakan	Lot No. A1-02, Sejati Sentral, Sandakan
Type of property	2-storey Corner Terraced Shop-Offices	2-storey Intermediate Terraced Shop-Offices
Tenure of parent title	Leasehold interest for a term of 999 years, expiring on 13 February 2923, remaining 897 years	
Land area Estimated built-up area	1,403 sq. ft. 2,806 sq. ft.	1,175 sq. ft. 2,350 sq. ft.
Consideration Transaction date	RM1,791,800 30 April 2025	RM1,331,800 29 October 2024
Source	Principal sale and purchase agreement of the comparable transactions	
Commentary	As the comparables comprise primary transactions within the same development as the subject property, adjustments have been made for phasing to reflect the respective phases market movement and the varying incentives offered across: - Phases 1 and 2: A downward adjustment of 10% was applied to the developer selling prices, having regard to the pricing pattern observed in the earlier phase - Phase 3: A downward adjustment of 5% was applied to the developer selling prices, reflecting the pricing progression observed across the earlier phases - Phase 4: No adjustment was applied, as it is considered to reflect the most recent pricing basis within the development	
Adjusted value for Phases 1 and 2	Corner Type: RM575 per sq. ft. Intermediate Type: RM479 per sq. ft.	Corner Type: RM595 per sq. ft. Intermediate Type: RM510 per sq. ft.
Adjusted value for Phase 3	Corner Type: RM607 per sq. ft. Intermediate Type: RM511 per sq. ft.	Corner Type: RM624 per sq. ft. Intermediate Type: RM539 per sq. ft.
Adjusted value for Phase 4	Corner Type: RM639 per sq. ft. Intermediate Type: RM543 per sq. ft.	Corner Type: RM652 per sq. ft. Intermediate Type: RM567 per sq. ft.

Both Comparable 3 and Comparable 4 were derived from Sejati Sentral primary transactions and are considered most comparable in terms of development characteristics for the 2-storey corner terraced shop offices and 2-storey intermediate terraced shop offices, respectively. As such, they have been given greater weight in arriving at the opinion of value by the Independent Valuer. Accordingly, we are of the view that the basis of determining the adopted comparables by the Independent Valuer is reasonable.

In determining the GDV for the drive-thru, the Independent Valuer adopted the Income Approach by Investment Method, summarised as follows:

Summary of parameters (drive-thru)	
Annual gross rental	RM188,790. Due to the limited availability of rental evidence for drive-thru properties in Sandakan, the subject property was benchmarked against market rents payable under similar drive-thru tenancy agreements in Kota Kinabalu, the base rent adopted for the subject property is RM15,733 per month or about RM3.50 per sq. ft. per month over 4,495 sq. ft. lettable area.
Void allowance	5.00%. 5.00% was adopted as void allowance to reflect potential vacancy periods between rent reviews, including rent free periods, fitting out periods and the possibility of tenant turnover.
Annual outgoings	RM41,534. The Independent Valuer has estimated the outgoings for the subject property based on the anticipated operating requirements of the completed development, taking into consideration the respective responsibilities of the landlord and tenant, and has adopted an allowance of RM0.77 per sq. ft. per month on the gross floor area.
Capitalisation rate	5.50%. A capitalisation rate / all-risk yield of 5.50% was adopted as in the Independent Valuer's opinion, it is the most probable expected rate of return achievable at the date of valuation for the subject property.

We are of the view that the above assumptions are reasonable and consistent with prevailing market conditions as the Independent Valuer referred to the standard rates within industry practice. Accordingly, we concur with the views of the Independent Valuer.

In determining the GDV for the 5-storey boutique hotel, the Independent Valuer adopted the Income Approach by DCF Method, summarised as follows:

Summary of parameters (5-storey boutique hotel)	
Projected ARR	Year 1: RM165 to Year 10 / Terminal Year: RM225. The Independent Valuer's assessment was benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL, supplemented by market information from Knight Frank, and have adopted an estimated average room rate ("**ARR**") of RM165 as a fair representation for Year 1 of the projection. From Year 1, the ARR is projected to grow at a compounding annual growth rate ("**CAGR**") of 3.15% over the 10-year projection period (10-year CAGR).
Projected occupancy	Year 1: 40.00% to Year 10/ Terminal Year: 66.00%. Benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL, with additional reference to information provided by Tourism Malaysia, a commencement occupancy rate of 40.00% in Year 1 was adopted. The occupancy rate is projected to increase steadily by 5.00% per annum until Year 3, 3.00% per annum from Year 4 to Year 6, 2.00% per annum from Year 7 to Year 9, and 1.00% in Year 10, reaching 66.00% in the Terminal Year. The projected 10-year CAGR is 5.14%.
Departmental expenses / Cost of sale	Year 1: 27.82% to Year 10 / Terminal Year: 25.09%. Benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and adopted an estimated ratio of 27.82% based on total revenue in Year 1, declining to 25.09% in Year 10 / Terminal Year.
Gross operating profit	Year 1: 37.18% to Year 10/ Terminal Year: 44.91%. Benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and adopted a ratio of 37.18% of total revenue for Year 1 and increasing to 44.91% in Year 10 / Terminal Year.

Summary of parameters (5-storey boutique hotel)	
Projected management fee	2.00% of gross operating revenue. Benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and adopted a ratio of 2.00% of gross operating revenue from Year 1 until Year 10.
Projected furniture, fittings and expenditure provision	3.00% of gross operating revenue. Benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and adopted a ratio of 3.00% from Year 1 until Year 10.
Capitalisation rate	5.50%. Adopted a capitalisation rate / all-risk yield of 5.50% as in the Independent Valuer's opinion, it is the most probable expected rate of return achievable at the date of valuation for the subject property.
Discount rate	8.00%. The Independent Valuer's interpretation of discount rate is based on perceived risk versus the return required, looking at the rates of return of similar asset classes. A general way of determining the discount rate is to adopt the 10-year risk free interest (about 3%) (Source: Bank Negara Malaysia) plus additional anticipated risk premium (4% - 6%) associated with the asset class Usually this is higher than the long-term capitalisation rate. With the current environment, a discount rate of 8.00% is adopted for the subject property.
Discount period	10 years.

We are of the view that the above assumptions are reasonable and consistent with prevailing market conditions as the Independent Valuer referred to the standard rates within industry practice. Accordingly, we concur with the views of the Independent Valuer.

In arriving at the GDC of the Sejati Project, we note that the Independent Valuer referred to a certified copy breakdown of total budgetary construction costs by Lembaga Jurukur Bahan Malaysia, cost projection from the client as well as the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties stated in the JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

The analysis for the GDC of Sejati Project is summarised below:

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(1) Statutory charges / contribution / land related charges	3.67% of total GDV	8,286,956	5,120,056	The Independent Valuer referred to the client's provision for actual and budgeted cost including contract awarded, having considered industry average costings.
(2) Preliminaries & infrastructure costs	RM12.55 per sq. ft. over titled land area	8,639,185	5,175,461	
(3) Building construction cost	RM233.09 per sq. ft. over titled floor area	95,928,562	22,713,359	
(4) Professional fees	10.62% of items (2) and (3)	11,101,690	7,229,172	The professional fees to be incurred are for various professionals engaged in different stages of development construction. Client's actual and budgeted cost were adopted, which translate to a rate of 10.62% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rate for the intended development.

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(5) Contingencies	2.00% of items (2) to (4)	1,611,029	-	Adopted a rate of 2.00% of preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development, having considered that the majority of the building works have been awarded with the exception of the hotel and some external works such as the sewerage treatment plant. In addition, the Independent Valuer was informed that these are fixed-sum contracts with contingencies already built-in and no provision for variation orders.
(6) Marketing, agency and legal fees	3.54% of total GDV (inclusive of sold and unsold)	7,987,621	2,703,222	Adopted the client's actual and budgeted cost, which translate to a rate of 3.54% of the total GDV (inclusive of sold and unsold), to be fair and within the acceptable range of rate for the intended development.

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(7) Finance charges	40% of items (2) to (5), capitalised at 6.75% per annum for a period of 2 years	4,436,774	-	Based on the projection provided by the client, the finance charges amount to RM5,492,719 (out of which RM5,171,032 has been paid), leaving a balance of RM321,687. However, after considering the development size and phasing, bridging finance was calculated based on 40% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum for a period of 2 years.
(8) Developer's profit	15.00% of GDV, less profit recognised (10.50% of remaining GDV)	18,408,851	Initial rate: 15% of GDV; Adopted rate: 10.50% of GDV	Developer's profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. The Independent Valuer adopted a base rate of 15% for the Sejati Project and considered the construction work progress of 30% to arrive at an adopted developer's profit of 10.50%, reflecting reduced completion risk.

Based on the above, we are of the view that the above assumptions are reasonable and consistent with prevailing market conditions as the Independent Valuer referred to the standard rates within industry practice. Accordingly, we concur with the views of the Independent Valuer.

We note that based on information provided by Sejati Sentral, the estimated date of completion for Phases 1 and 2 will be first quarter of 2027 and fourth quarter of 2027, respectively. However, the Independent Valuer adopted a development period of 4 years as reasonable after having considered the demand, take-up rates and sales performance of other similar developments, the type and intensity of the development as well as the absorption potential of its product features.

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We note that the Independent Valuer adopted a discount rate of 8.25% for the Sejati Project in their valuation (4.50% to 5.25% being the range of expected returns for development land + 1.50% to 3.30% for inflation).

FYT Projects

The key bases and assumptions adopted by the Independent Valuer in arriving at the market value of the FYT Projects and our commentaries are as follows:

Summary of parameters	RM
Phase 1	
GDV (A)	441,316,163
GDC (B)	289,936,089
GDP (C)	54,639,354
Residual value (A) – (B) – (C)	**96,740,720**
Remaining development period	Approximately 3 years
Discount rate	8.00%
Present value	**76,792,784**
Phase 2	
GDV (A)	511,740,433
GDC (B)	358,652,332
GDP (C)	73,890,201
Residual value (A) – (B) – (C)	**79,197,900**
Remaining development period	Approximately 4 years
Commencement period	Approximately after 1 year
Discount rate	8.00%
Present value	**53,902,091**
Adopted market value	**130,700,000**

Both Phase 1 and Phase 2 of the FYT Projects have a development period of approximately 4 years. However, construction for Phase 1 of the FYT Projects commenced in the second quarter of 2024 while Phase 2 is only expected to launch in the second quarter of 2027. Hence, Phase 1 of the FYT Projects has a remaining development period of approximately 3 years at the date of valuation (i.e. 31 March 2026).

The total estimated GDV is derived as follows:

Sold units					
Phase	**Component**	**No. of units**	**Total floor area (sq. ft.)**	**Average net selling price (per sq. ft.)**	**Total net selling price (GDV) (RM)**
1	Apartment	590	514,693	RM712	366,534,212
				Less: Net amount billed	(47,848,810)
				Sold units GDV (Net unbilled amount)	**318,685,402**

Unsold units						
Phase	**Component**	**No. of units**	**Total floor area (sq. ft.)**	**Average net selling price (per sq. ft.)**	**GDV (RM)**	**Total GDV (RM)**
1	Apartment	172	161,439	RM769	124,146,591	
				Less: Bumiputra discount (24.42% remaining allocation with 5% discount)	(1,515,830)	
				Unsold units GDV (after Bumiputra discount)	**122,630,761**	
					Phase 1 unbilled and unsold GDV	**441,316,163**
2	Apartment	743	644,580	RM768	495,037,440	
				Less: Bumiputra discount (30.00% allocation with 5% discount)	(7,425,562)	
				Unsold units GDV (after Bumiputra discount)	**487,611,878**	
	Retail	4	37,895	RM637	**24,128,555**	
					Phase 2 total GDV	**511,740,433**

A summary of the comparable transactions considered by the Independent Valuer in deriving the adopted value for the apartment component are as follows:

Item	Comparable 1	Comparable 2	Comparable 3
Legal description	Parent Title: Country Lease 015020818, District of Kota Kinabalu	Parent Title: Town Lease 017560897, District of Kota Kinabalu	Parent Title: Town Lease 017563423, District of Kota Kinabalu
Location	Unit No. A-18-03, Level 18, Jesselton Twin Towers	Unit No. C-13-11, Level 13, Alam Damai Condominium	Unit No. C-10-08, Level 10, Maya @ Likas Condominium
Type of property	Apartment unit	Apartment unit	Apartment unit
Tenure of parent title	Leasehold interest for 999 years, expiring on 6 November 2922	Leasehold interest for 99 years, expiring on 31 December 2106	Leasehold interest for 99 years, expiring on 31 December 2113
Built-up area	832 sq. ft.	976 sq. ft.	961 sq. ft.
Consideration	RM600,000	RM488,000	RM585,000
Analysis	RM721 per sq. ft.	RM500 per sq. ft.	RM609 per sq. ft.
Transaction date	27 October 2025	11 August 2025	18 March 2025
Source	JPPH		
Adjustment for Phase 1	General adjustments made for floor level and size	General adjustments made for floor level, location, tenure, view, building age and facilities	General adjustments made for floor level, accessibility, unit positioning, tenure, view, building age and negative features
Adjusted value for Phase 1	RM693 per sq. ft	RM693 per sq. ft	RM757 per sq. ft
Adjustment for Phase 2	General adjustments made for floor level	General adjustments made for floor level, location, size, tenure, building age and facilities	General adjustments made for floor level, accessibility, tenure, building age and negative features
Adjusted value for Phase 2	RM726 per sq. ft	RM689 per sq. ft	RM784 per sq. ft

Item	Comparable 4	Comparable 5
Legal description	Parent Title: Country Lease 015105709 and 4 others, District of Kota Kinabalu	Parent Title: Country Lease 015105709 and 4 others, District of Kota Kinabalu
Location	Unit No. A-23-07, Level 23, Tower A, Bayu Damai Residences	Unit No. B-19-11, Level 19, Tower B, Bayu Damai Residences
Type of property	Apartment unit	Apartment unit
Tenure of parent title	Leasehold interest for 999 years, expiring on 31 December 2907	
Built-up area	963 sq. ft.	834 sq. ft.
Consideration	RM785,800	RM676,800
Analysis	RM816 per sq. ft.	RM812 per sq. ft.
Transaction date	9 October 2025	31 July 2025
Source	JPPH	
Adjustment for Phase 1	General adjustments made for floor level and developer's incentives	General adjustments made for floor level, size, unit positioning, view, and developer's incentives
Adjusted value for Phase 1	RM732 per sq. ft	RM655 per sq. ft
Adjustment for Phase 2	General adjustments made for floor level and developer's incentives	General adjustments made for floor level and developer's incentives
Adjusted value for Phase 2	RM768 per sq. ft	RM773 per sq. ft

We note that the Independent Valuer adopted Comparable 4 as the most preferred comparable due to its similarities to the subject property as it requires the least adjustment. We are of the view that the basis of determining the adopted comparables by the Independent Valuer is reasonable.

A summary of the comparable transactions considered by the Independent Valuer in deriving the adopted value for the retail component are as follows:

Item	Comparable 1	Comparable 2	Comparable 3
Legal description	Subsidiary Title 010593272, District of Kota Kinabalu	Subsidiary Title 010599023, District of Kota Kinabalu	Subsidiary Title 010544902, District of Kota Kinabalu
Location	Lot No. 12, First Floor, Block C, City Mall	Lot No. 36, Ground Floor, Block E, Iramanis Centre	Unit No. A-0-2, Ground Floor, Block A, Damai Plaza Phase 4
Type of property	Retail unit	Retail unit	Retail unit
Tenure of parent title	Leasehold interest for 99 years, expiring on 31 December 2105	Leasehold interest for 99 years, expiring on 31 December 2091	Leasehold interest for 999 years, expiring on 15 January 2914
Built-up area	1,152 sq. ft.	1,119 sq. ft.	1,250 sq. ft.
Consideration	RM920,000	RM1,300,000	RM1,380,000
Analysis	RM799 per sq. ft.	RM1,162 per sq. ft.	RM1,104 per sq. ft.
Transaction date	4 November 2025	21 August 2025	21 June 2024
Source	JPPH		
Adjustment	General adjustments made for location, size, tenure, floor level and building age	General adjustments made for location, unit positioning, size, tenure and building age	General adjustments made for market adjustment, location, size and building age
Adjusted value	RM719 per sq. ft	RM813 per sq. ft	RM753 per sq. ft

We note that the Independent Valuer adopted Comparable 3 as the most preferred comparable due to its similarities to the subject property as it requires the least adjustment. We are of the view that the basis of determining the adopted comparables by the Independent Valuer is reasonable.

In arriving at the GDC of Phase 1 of the FYT Projects, having considered the commencement of the development, the Independent Valuer referred to the awarded contract sum and certified amount as of date of valuation provided by FYT Land and referencing the industry average costing derived from analysis of other awarded contracts of similar projects and average building costs of similar types of properties stated in the JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

The analysis for the GDC of Phase 1 of the FYT Projects is summarised below:

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(1) Statutory charges / contribution / land related charges	1.91% of total GDV	9,368,586	2,314,778	The Independent Valuer referred to the client's provision for actual and budgeted cost including contract awarded, having considered industry average costings.
(2) External works & infrastructure costs	RM57.71 per sq. ft. over net land area	13,342,872	10,598,163	
(3) Building construction cost	RM226.36 per sq. ft. over gross floor area	307,460,833	59,845,810	
(4) Professional fees / consultant fees	9.18% of items (2) and (3)	29,457 318	17,871,267	The professional fees to be incurred are for various professionals engaged in different stages of development construction. Client's actual and budgeted cost were adopted, which translate to a rate of 9.18% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rate for the intended development.

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(5) Contingencies	1.50% of items (2) to (4)	3,929,187	-	Adopted a rate of 1.50% of preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development, having considered that the majority of the building works have been fully awarded. In addition, the Independent Valuer was informed that these are fixed-sum contracts with contingencies already built-in and no provision for variation orders.
(6) Marketing, agency and legal fees	6.08% of total GDV (inclusive of sold and unsold)	29,745,256	20,813,897	Adopted the client's actual and budgeted cost, which translate to a rate of 6.08% of the total GDV (inclusive of sold and unsold), to be fair and within the acceptable range of rate for the intended development.

Description	Analysis	Total amount (RM)	Value of work done / payment made (RM)	Remarks
(7) Financing cost	30% of items (2) to (5), capitalised at 6.75% per annum for a period of 1.5 years	8,075,952	-	Based on the projection provided by the client, the finance charges amount to RM20,604,400 (out of which RM13,581,529 has been paid), leaving a balance of RM7,022,871. However, bridging finance was calculated based on 30% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum for a period of 1.5 years.
(8) Developer's profit	Initial rate: 15.00% of GDV Adopted rate: 12.38% of GDV	54,639,354	-	Developer's profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. The Independent Valuer adopted a base rate of 15% for Phase 1 of the FYT Projects and considered the construction work progress of 17.46% to arrive at an adopted developer's profit of 12.38%, reflecting reduced completion risk.

Based on the above, we are of the view that the above assumptions are reasonable and consistent with prevailing market conditions as the Independent Valuer referred to the standard rates within industry practice. Accordingly, we concur with the views of the Independent Valuer.

In arriving at the GDC of Phase 2 of the FYT Projects, the Independent Valuer referred to the certified preliminary cost appraisal prepared by JUBM Sdn Bhd dated 25 September 2023, provided by FYT Land and referencing the industry average costing derived from analysis of other awarded contracts of similar projects and average building costs of similar types of properties stated in the JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

The analysis for the GDC of Phase 2 of the FYT Projects is summarised below:

Description	Analysis	Total amount (RM)	Remarks
(1) Statutory charges / contribution / land related charges	1.08% of total GDV	5,541,000	The Independent Valuer referred to the client's provision for budgeted cost from the licensed Quantity Surveyor, having considered industry average costings.
(2) External works & infrastructure costs	RM35.07 per sq. ft. over net land area	6,215,957	
(3) Building construction cost	RM209.25 per sq. ft. over gross floor area	272,979,126	
(4) Professional fees / consultant fees	6.00% of items (2) and (3)	16,751,705	The professional fees to be incurred are for various professionals engaged in different stages of development construction. The Independent Valuer adopted a rate of 6.00% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rates for the intended development.
(5) Contingencies	5.00% of items (2) to (4)	14,797,339	Adopted a rate of 5.00% of total preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development.
(6) Marketing, agency and legal fees	5.00% of GDV	25,587,022	Adopted a rate of 5.00% of the GDV as marketing, agency and legal fees to be fair and within the acceptable range of rates for the intended development.

Description	Analysis	Total amount (RM)	Remarks
(7) Financing cost	40% of items (2) to (5), capitalised at 6.75% per annum for a period of 2 years	16,780,183	Bridging finance is based on 40% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum (borrowing cost) for a period of 2 years after taking into consideration of the development.
(8) Developer's profit	Initial rate: 15.00% of GDV Adopted rate: 14.44% of GDV	73,890,201	Developer's profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. The Independent Valuer adopted a base rate of 15% for Phase 2 of the FYT Projects and considered the construction work progress of 3.74% provided by the architect to arrive at an adopted developer's profit of 14.44% reflecting reduced completion risk.

Based on the above, we are of the view that the above assumptions are reasonable and within range of market conditions as the Independent Valuer referred to the standard rates within industry practice. Accordingly, we concur with the views of the Independent Valuer.

Based on information provided by FYT Land, we note that the estimated date of completion for Phases 1 and 2 will be fourth quarter of 2028 and fourth quarter of 2031, respectively. The Independent Valuer adopted a development period of 3 years for Phase 1 (construction ongoing) and 4 years for Phase 2 (yet to be launched), having considered the construction progress and full scale of the development.

We deemed the above to be reasonable after having considered the demand, take-up rates and sales performance of other similar developments, the type and intensity of the development as well as the absorption potential of its product features. Another 1 year is added to the number of periods to be discounted in Phase 2, having considered that the phase launching and construction will only be conducted a year later.

The discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit. We note that the Independent Valuer adopted a discount rate of 8.00% for the FYT Projects in their valuation (4.50% to 5.25% being the range of expected returns for development land + 1.50% to 3.30% for inflation).

Based on the valuation conducted by the Independent Valuer, we are of the view that the valuation methodologies adopted are reasonable, appropriate and consistent with generally applied valuation methodologies.

We have reviewed the key bases and assumptions adopted by the Independent Valuer and are satisfied with their reasonableness. As such, we are satisfied with the reasonableness of the opinion of the market values expressed by the Independent Valuer on the subject properties and have relied upon such market values for the purpose of computing the final RNAV of the Target Companies.

After considering the above, the final RNAV of the Target Companies are as follows:

	Sejati Sentral RM'000	**FYT Land RM'000**
Audited net assets / net liabilities of the Target Companies as at 31 March 2026	12,365	(425)
Add: Net revaluation surplus of Sejati Project	4,635	-
Add: Net revaluation surplus of FYT Projects	-	22,292
Final RNAV	**17,000**	**21,867**
Discount of purchase consideration to final RNAV (RM'000)	**-**	**-**
Discount of purchase consideration to final RNAV (%)	**-**	**-**

As set out above, the value of the entire equity interest in Sejati Sentral is RM17.00 million while FYT Land is approximately RM21.87 million. The final purchase consideration of the Target Companies is equivalent to their respective final RNAV.

In this regard, we are of the view that the purchase considerations for the Proposed Sejati Sentral Acquisition and Proposed FYT Land Acquisition are **fair**.

For your additional information, the Board takes note that FYT Land is in a net liability position and has a cash balance of less than RM1.0 million as at 31 March 2026, based on the audited financial statements of FYT Land for FYE 31 March 2026. While the sales rate for Bayu Damai Residences was recorded at 80.45%, the completion rate only approximates 17.46% as at 31 March 2026. As a result, a significant portion of the sale consideration have not yet been billed or collected.

Nevertheless, the Board is of the view that the Proposed FYT Land Acquisition is beneficial to the Group, due to the following reasons:

(i) the Group will be able to gain immediate access to the development of the FYT Projects. As disclosed in Section 2.2.2, Part A of the Circular, the FYT Projects have a GDV of approximately RM1.00 billion and a GDP of approximately RM128.53 million. Furthermore, the units under Phase 1, Bayu Damai Residences have been 80.45% sold. This is expected to contribute positively to the financial performance of the Group; and

(ii) the FYT Projects (with a GDV of approximately RM1.00 billion) will add to the development portfolio of the Group, which will position the Group to be an important player in the property development industry in Sabah.

Premised on the above, we concur with the Board's view that the Proposed FYT Land Acquisition is beneficial to the Group and in the best interests of the shareholders of BEDI.

3.3 Salient terms of the SSA1 and SSA2

Our commentaries on the salient terms of the SSA1 and SSA2, as set out in Appendix I of the Circular, are as follows:

Salient terms	Our commentaries
1. SALE AND PURCHASE	**Reasonable.**
1.1 Agreement for Sale and Purchase of Sale Shares Subject to the terms and conditions contained in the SSAs, the Vendor, as beneficial and registered owner of the Sale Shares, shall sell, and BEDI (the "**Purchaser**"), relying on the warranties in the SSAs, shall purchase the Sale Shares.	This clause sets out the conditions for the transactions that have been agreed between the Vendor and Purchaser, which is typical for transactions of such nature.
2. CONSIDERATION AND PAYMENT	
2.1 Indicative Purchase Consideration The indicative purchase consideration payable under the respective SSAs for the Sale Shares based on the management accounts ("**Indicative Purchase Consideration**") was arrived at on a willing-buyer willing-seller basis after taking into consideration the total RNAV of the respective Target Companies as at 31 March 2026, as set out in Section 2.4, Part A of the Circular. The Purchaser acknowledges and agrees that the Indicative Purchase Consideration has been determined and the Final Purchase Consideration shall be determined after taking into account the existing financial position of the Target Companies, including any contingent liabilities, outstanding bank borrowings, and shareholders' loans or advances owing by the Target Companies as at 31 March 2026, and that such borrowings and shareholders' loans shall remain liabilities of the Target Companies following completion unless otherwise agreed in writing between the parties.	**Reasonable.** This clause explains that the purchase consideration was determined based on the Target Companies' RNAV as at 31 March 2026 (unaudited) and reflects the parties' commercial agreement on a willing-buyer willing-seller basis. It further sets out how the final purchase consideration may be determined (see more information in the ensuing clause).

Salient terms	Our commentaries
2.2 Final Purchase Consideration (a) The parties agree that the Final Purchase Consideration shall be determined and finalised based on the RNAV of the Target Companies as at 31 March 2026, which shall be determined in the manner as set out in Section 2.4, Part A of the Circular. (b) The revalued market value of the Projects shall be such value ascribed by the Independent Valuer as at 31 March 2026 in the Valuation Reports, subject to clause 2.3. (c) BEDI shall, within 14 days after (1) the issue of the signed Valuation Reports, and (2) the issue of the signed audited financial statements, whichever is the latest, issue to the Vendor a statement in writing of the Final RNAV and Final Purchase Consideration, which shall in the absence of manifest error be final and binding on the parties. (d) The final purchase consideration payable by BEDI for the Sale Shares shall be the Final RNAV. (e) For the avoidance of doubt, the Final RNAV may result in an increase or a decrease of the purchase consideration as compared to the Indicative Purchase Consideration.	**Reasonable.** This clause sets out how the final purchase consideration will be calculated based on the Target Companies' final RNAV as at 31 March 2026 (audited), which may be subject to change. As stated in Section 3.2 of this IAL, the final purchase consideration payable by BEDI is equivalent to the final RNAV of the respective Target Companies, and this is deemed fair. Kindly refer to Section 3.2 of this IAL, for further evaluation of the purchase considerations for the Proposed Acquisitions.

Salient terms	Our commentaries
2.3 Valuation of the Projects (a) The Vendor acknowledges and agrees that the parties have prior to the date of the SSAs engaged the Independent Valuer for the purpose of determining the market value of the Projects. (b) The Valuation Reports will be submitted by BEDI to the relevant authorities in connection with the Proposed Acquisitions. (c) In the event that the assessed market value of the Projects shall be varied/adjusted by the Independent Valuer pursuant to any comments provided by relevant authorities on the Valuation Reports, and such assessed market value of the Projects deviates by more than 10.00% from the market value initially ascribed by the Independent Valuer in the Valuation Reports (prior to variation/adjustment by the Independent Valuer arising from comments provided by the relevant authorities on the Valuation Reports), either party shall be entitled to terminate the SSAs by notice in writing.	**Reasonable.** This clause establishes the valuation process and allows either party to terminate the transaction if the final valuation changes by more than 10%, providing protection against significant valuation changes.
2.4 Mode of Settlement of Purchase Consideration The Purchase Consideration shall be satisfied by the Purchaser by cash to the Vendor in the manner as set out in Section 2.5, Part A of the Circular.	**Reasonable.** This clause sets out the payment method and timing for the purchase considerations for the Proposed Acquisitions, which is customary to facilitate the completion of the Proposed Acquisitions.

Salient terms	Our commentaries
3. CONDITIONS PRECEDENT **3.1 Conditions Precedent** The obligations of the parties that are set out in the SSAs are conditional upon the following conditions precedent ("**Conditions Precedent**") being obtained / fulfilled or waived (as the case may be) before the day falling 6 months from the date of the SSAs or such later date as the parties may mutually agree upon ("**Cut-Off Date**"): (i) BEDI having obtained at its own cost and expense the approval of its shareholders at an EGM to be convened in respect of the Proposed Acquisitions; (ii) BEDI being satisfied with the results of the due diligence in its sole and absolute discretion; (iii) The Final Purchase Consideration having been determined and a statement of the Final RNAV and Final Purchase Consideration having been issued in accordance with the provisions of clause 2.2; (iv) The Vendor having obtained at its own cost and expense the approval or consent of the respective Target Company's financier / creditor, namely Al Rajhi Banking & Investment Corporation in respect of SSA1 and RHB Bank Berhad in respect of SSA2, for the sale and transfer of the Sale Shares in favour of BEDI, upon the terms and subject to the conditions of the SSAs; and (v) The Vendor having obtained at its own cost and expense the approval or consent of any other party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving the relevant Target Company, where required, in each case to the extent that at the Completion Date (as defined in clause 4.1) the same remain to be completed or performed or remain in force, where required.	**Reasonable.** These terms are customary to facilitate the completion of the Proposed Acquisitions. Further, they also set out the obligations of the parties to facilitate the completion of the aforesaid transactions. The conditions precedent are ordinary terms typical to transactions of such nature.

Salient terms	Our commentaries
3.2 Right to terminate If: (i) on or at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been refused and appeal or appeals to the persons against such refusal (where available/applicable) have not been successful; (ii) on or at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been granted subject to terms and conditions which are not acceptable to the Purchaser being terms and conditions which affect BEDI, and further representations to the relevant authorities or persons to vary such terms and conditions have not been successful, and BEDI is not willing to accept such terms and conditions then imposed by the relevant authorities or persons; or (iii) on the expiry of the Cut-Off Date, any of the Conditions Precedent have not been obtained or fulfilled or waived (as the case may be), then BEDI shall be entitled to terminate the SSAs by giving a notice of termination to that effect to the Vendor and thereafter, the parties shall not have any further rights under the SSAs except in respect of – (a) any obligation under the SSAs which is expressed to apply after the termination of the SSAs; and (b) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSAs to either party prior to such termination.	**Reasonable.** This is a customary termination provision where conditions precedent are not satisfied or are unacceptable. The preservation of accrued rights and surviving obligations is consistent with market practice.

Salient terms	Our commentaries
3.3 Unconditional Date The SSAs shall become unconditional on the date when all the Conditions Precedent have been obtained/fulfilled or waived (as the case may be) ("**Unconditional Date**").	**Reasonable.** This is a standard provision defining when the agreements become unconditional upon satisfaction or waiver of the Conditions Precedent.
4. COMPLETION	
4.1 Date and Place of Completion The completion of the sale and purchase of the Sale Shares shall take place upon the performance by the parties of their respective obligations under clause 4.2 below ("**Completion**"), on the date falling 21 Business Days after the Unconditional Date, or on such other date as may be agreed upon between the parties ("**Completion Date**").	**Reasonable.** This is a customary completion provision, providing a clear timeframe for completion following the Unconditional Date, with flexibility for the parties to mutually agree on an alternative date.
4.2 Completion of sale and purchase of Sale Shares On the Completion Date – (i) the Vendor shall deliver to the Purchaser – (a) a duly completed and signed transfer (in such prescribed form under the Companies Act) in favour of the Purchaser, in respect of the Sale Shares, together with the duly sealed original share certificates in relation thereto (or an express indemnity in a form satisfactory to the Purchaser in the case of any certificate found to be missing); (b) a certified true copy or extract of a resolution of the board of directors of the relevant Target Company approving the transfer of the Sale Shares from the Vendor to the Purchaser and directing the secretary of the relevant Target Company to register the same;	**Reasonable**. These are customary completion deliverables in a share sale transaction, ensuring proper transfer of title, corporate control, and delivery of the target company's records and assets to the Purchaser.

Salient terms	Our commentaries
(c) if required by the Purchaser, the undated resignation letters of the directors and secretary of the relevant Target Company from their respective offices in the Target Company with immediate effect from the Completion Date together with a written acknowledgement from each of them that they have no claim against the relevant Target Company in respect of any breach of contract, compensation for loss of office, redundancy or unfair dismissal or on any other grounds whatsoever; (d) the statutory books and records, complete and up-to-date, and all other records and documents of the relevant Target Company, including but not limited to the original share certificates for shares, certificate of incorporation, any certificates of incorporation on change of name or re-registration, licences, share certificate books, minute books, all unused cheque books and the common seals of the relevant Target Company; (e) all documents of title, certificates and other documents evidencing title to the assets of the relevant Target Company; and (f) such other papers and documents as the Purchaser may reasonably require; (ii) the Vendor must procure that a certified true copy or extract of the minutes of meeting of the board of directors of the relevant Target Company is delivered to the Purchaser which includes resolutions that – (a) such persons as the Purchaser may nominate shall be appointed as directors and/or secretaries of the relevant Target Company; (b) the resignations referred to in clause 4.2(a)(3) above shall be submitted and accepted;	Please refer to our commentaries above.

Salient terms	Our commentaries
(c) the mandates (including authorised signatories) given by the relevant Target Company to their bankers are revoked or revised if and as the Purchaser may require; and (d) the execution and completion of any other documents to be entered into by the relevant Target Company under the SSAs are approved.	Please refer to our commentaries above.
4.3 Deferred Completion If any of the requirements of above clauses 4.2(a) or 4.2(b) is not complied with on the Completion Date, BEDI may – (i) subject, where necessary, to the approval of the relevant authorities, defer the Completion Date, wholly or in part, to a date not less than 3 days but not more than 21 Business Days after the respective Completion Dates (in which case the provisions of this clause 4.3 will also apply to the Completion Dates as so deferred); (ii) subject, where necessary, to the approval of the relevant authorities, proceed to Completion so far as practicably possible but without prejudice to any other rights which it may have under the SSAs; or (iii) terminate the SSAs in accordance with the applicable provisions of clause 5.1 below.	**Reasonable.** This is a customary protection provision allowing the Purchaser flexibility to defer, proceed, or terminate in the event of non-compliance with key completion deliverables.
4.4 Further assurance After Completion, the Vendor must execute such documents and take such steps as BEDI may reasonably require to vest the full title to the relevant Sale Shares in BEDI or its nominee and give the Purchaser the full benefit of the SSAs.	**Reasonable.** This is a standard clause requiring assurance from the Vendor to take the necessary steps after completion of the transaction to perfect title and give full effect to the transaction.

Salient terms	Our commentaries
5. TERMINATION **5.1 BEDI's right to terminate** BEDI shall be entitled to issue a notice of termination to the Vendor if, at any time prior to Completion – (i) the Vendor commits any breach of any of its obligations under the SSAs which – (a) is incapable of remedy; or (b) if capable of remedy, is not remedied within 21 Business Days of being given notice to do so; (ii) a petition is presented (and such petition is not stayed or struck-out within 30 Business Days of the petition being served) or an order is made or a resolution is passed for the winding up of the relevant Target Company and/or bankruptcy of the Vendor; (iii) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the relevant Target Company and/or the Vendor; (iv) the relevant Target Company and/or the Vendor becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors; (v) the relevant Target Company ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSAs); or	**Reasonable.** These clauses are normal commercial terms which sets out the circumstances under which the SSAs may be terminated and the rights of each party. The interests of both parties are safeguarded if there is a default by either party pursuant to the SSAs.

Salient terms	Our commentaries
(vi) any of the Warranties given by the Vendor is found at any time to be untrue or incorrect. **5.2 Vendor's right to terminate** The Vendor shall be entitled to issue a notice of termination to BEDI if, at any time prior to Completion – (i) BEDI fails to settle the Final Purchase Consideration (or any part thereof) in accordance with the provisions of the SSAs or breaches any material or fundamental term or condition of the SSAs and fails to remedy the same within 21 Business Days of it being given notice to do so; (ii) a petition is presented (and such petition is not stayed or struck-out within 30 Business Days of the petition being served) or an order is made or a resolution is passed for the winding up of the Purchaser; (iii) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Purchaser; (iv) BEDI becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors; (v) BEDI ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSAs); or (vi) any of the representations or warranties given by BEDI is found at any time to be untrue or incorrect.	Please refer to our commentaries above.

Salient terms	Our commentaries
5.3 Consequences of termination Following the giving of a notice of termination under clauses 3.2 and 5.1 above and if BEDI elects not to pursue the remedies for specific performance as set out in the SSAs, the Vendor shall, within 14 days after receipt of the notice of termination: (i) return to BEDI the Deposit, free of interest, and all documents, if any, delivered to any of them by or on behalf of BEDI; and (ii) procure the relevant Target Company to return to BEDI all such documents, if any. BEDI shall, in exchange for the performance by the Vendor of its obligations above, return to the Vendor all documents, if any, delivered to it by or on behalf of the relevant Target Company or the Vendor. **5.4 Post-termination** Following the giving of a notice of termination under any of the provisions of the SSAs, none of the parties shall thereafter have any further rights or obligations under the SSAs to the other parties, except in respect of – (i) their respective obligations under the applicable provisions of the SSAs; (ii) any rights or obligations under the SSAs which are expressed to apply after the termination of the SSAs; and (iii) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSAs to either party prior to such termination.	Please refer to our commentaries above.

Salient terms	Our commentaries
5.5 Specific performance Notwithstanding the foregoing provisions of this clause 5, BEDI shall be at liberty to take such action in law as may be necessary to compel the Vendor by way of specific performance to complete the transaction contemplated in the SSAs (in which respect the alternative remedy of monetary compensation shall not be regarded as compensation or sufficient compensation for any default of a party in the performance of the terms and conditions herein) or to claim damages for the breach of the Vendor.	Please refer to our commentaries above.

Based on the above, we are of the view that the salient terms of the SSA1 and SSA2 are reasonable and not detrimental to the non-interested shareholders of BEDI.

3.4 Industry outlook and future prospects

3.4.1 Overview and outlook of the Malaysian economy

Malaysia's economy exceeded expectations for a second consecutive quarter, growing 5.4% in the first quarter of 2026 despite heightened global uncertainty arising from the conflict in West Asia. Both the Department of Statistics Malaysia's (DOSM) advance estimate and Bloomberg's median forecast had projected Malaysia's gross domestic product (GDP) growth for the first quarter of 2026 at 5.3%.

Domestic demand and the external sector remained resilient in the first quarter of 2026. Domestic demand expanded by 5.2%, supported by steady household spending amid a buoyant labour market and higher disposable income following the second phase of the Public Service Remuneration System (SSPA), Bantuan Khas Kewangan (BKK) for civil servants, and continued assistance through Sumbangan Asas Rahmah (SARA).

The ringgit's sustained strength as one of Asia's best-performing currency, together with the rebound in the FTSE Bursa Malaysia KLCI Index and net foreign direct investment inflows of RM22.8 billion in the quarter, reflect renewed confidence in Malaysia's economy.

Adjustments to targeted fuel subsidies, together with continued support through BUDI95 and enhanced assistance under BUDI Diesel, are aimed at cushioning the impact of higher global energy prices on eligible households and businesses while supporting broader economic stability. These measures are also expected to improve subsidy efficiency, contain escalating fiscal costs, and further reduce leakages through strengthened enforcement against smuggling.

(Source: Malaysia's Economy Grows 5.4% In Q1 2026, Outpacing Expectations Amid Global Uncertainty, Ministry of Finance Malaysia)

Malaysia continues to demonstrate economic resilience amid global geopolitical uncertainty, securing RM92.8 billion in approved investments for the first quarter of 2026, with Japan emerging as the largest foreign investor, and domestic investment recording its strongest year-on-year growth in the reporting quarter.

The investments comprise 1,249 projects across the services, manufacturing, and primary sectors. While the total value recorded a marginal 0.2% decline compared to RM93.0 billion in Q1 2025, approved projects are expected to create 50,226 new jobs, representing a 46.7% increase from the same period last year, underscoring stronger labour market impact from approved investments. These approved investments will continue to support income opportunities and Malaysia's low unemployment rate, underscoring Malaysia's economic stability amid a challenging global environment.

(Source: Malaysia Attracts RM92.8 Billion in Q1 2026 Approved Investments, Expected to Create Over 50,000 New Jobs; Domestic Investments Up 13%, Malaysian Investment Development Authority)

3.4.2 Overview and outlook of the property development industry in Sabah

Commercial market

As of the first quarter of 2026, the total existing retail space supply in shopping malls in Kota Kinabalu remained steady at approximately 6.1 million sq ft, whilst the overall occupancy rate registered at 78.3%.

During the first half of 2026. Oriental Kopi made its debut in the local dining scene with the opening of its first outlet at Suria Sabah Shopping Mall. Besides that, Fatty Lai Crab Pot, a renowned China-born brand with more than 500 outlets worldwide, launched its first Malaysian outlet at Imago Shopping Mall. The arrival of these notable brands further elevate the malls' food & beverage offerings, reinforcing their appeal as a lifestyle and dining destination.

Average monthly gross rentals in selected shopping malls across Kota Kinabalu City Centre remained stable Ground floor retail rents in the area vary notably, influenced by factors such as unit size, frontage and visibility, with smaller retail units generally achieving higher rental rates on a per sq ft basis compared to larger spaces.

Moving into the second half of 2026, the Sabah retail market is expected to remain broadly stable. Retail performance is likely to remain concentrated within established malls and destination-oriented schemes, particularly those offering strong food & beverage, lifestyle, family entertainment concepts and daily-needs retailers.

Residential market

In the first quarter of 2026, residential transaction volume and value increased by 2.4% and 9.2% respectively, reaching 1,364 transactions worth RM593.3 million. This follows a positive performance in 2025, when residential transaction volume and value increased by 4.6% and 4.5% respectively to 5,678 transactions worth RM2.4 billion. The positive growth in overall transaction volume and value was reflected across both the landed and high-rise residential segments in 1Q2026, with transaction volume increasing by 3.9% and 4.8%, respectively, while transaction value rose by 7.3% and 9.0%, respectively.

As of the first quarter of 2026, Sabah recorded 2,089 unsold completed residential units, with an estimated overhang value of RM1.2 billion. Condominiums and apartments remained the largest contributor to residential overhang, accounting for 75.5% of the total unsold completed units. Despite this, the high-rise residential segment recorded the most significant decline in overhang value, falling by 37.2%. Notably, units priced between RM 500,000 to RM 600,000, and those priced above RM1,000,000, registered the largest reductions in overhang value.

The Kota Kinabalu residential property market is expected to see a more measured pace of new launches, particularly within the high-rise segment, as developers focus on absorbing existing and incoming pipeline supply amid rising construction and logistical costs. Nonetheless, the broader market is anticipated to remain resilient, supported by steady demand for products that are either strategically located, competitively priced, or offer a good balance of both, although buyer activity is expected to remain selective.

(Source: Malaysia Real Estate Highlights - 1H 2026, Knight Frank)

3.4.3 Prospects of the Target Companies

The Proposed Acquisitions are in line with the Group's strategy to strengthen and expand its property development business in East Malaysia. Upon completion of the Proposed Acquisitions, the Group will be able to participate directly in the development, sales and earnings contribution of the Projects, thereby enhancing its active development portfolio and future growth prospects.

The Board believes that the prospects of the Target Companies remain positive, supported by the strategic locations of the Projects within established commercial and residential areas in Sandakan and Kota Kinabalu, as well as the encouraging sales achieved to date. As at the LPD, approximately 73.12% of the launched units under Phase 1 and Phase 2 of the Sejati Project have been sold, while Bayu Damai Residences has achieved sales of approximately 80.45% of its total units.

Further, the Projects have an aggregate remaining unbilled and unsold GDV of approximately RM1.13 billion as at 31 March 2026 and an estimated aggregate GDP of approximately RM146.94 million. This is expected to provide visibility on future revenue and earnings contribution to the Group, subject to construction progress, continued sales take-up and prevailing market conditions.

Nevertheless, the performance of the Projects may be subject to various factors beyond the Group's control, including changes in market conditions, regulatory requirements and economic developments. Nevertheless, the Board is cautiously optimistic that the Proposed Acquisitions will contribute positively to the future financial performance and long-term growth prospects of the Group.

Premised on the above, we view the future prospects of the Group pursuant to the Proposed Acquisitions to be positive, supported by the steady performance of the property development industry in Sabah.

3.5 Effects of the Proposed Acquisitions

We noted the following effects of the Proposed Acquisitions from Section 6, Part A of the Circular:

3.5.1 Share capital and substantial shareholders' shareholdings

The Proposed Acquisitions do not involve any issuance of new BEDI Shares. As such, the Proposed Acquisitions will not have any effect on BEDI's issued share capital and its substantial shareholders' shareholdings. It will also not result in a dilution on the shareholding of all the existing shareholders of BEDI.

3.5.2 NA, NA per Share and gearing

On a pro forma basis, the Group's NA as at 31 March 2026 will decrease from RM199.03 million to RM197.83 million while NA per Share will remain unchanged at RM0.23 upon completion of the Proposed Acquisitions.

The gearing of BEDI Group as at 31 March 2026 will increase from 0.69 times to 1.25 times after consolidating the total borrowings of the Target Companies of approximately RM110.74 million as at 31 March 2026, upon completion of the Proposed Acquisitions.

3.5.3 Earnings and EPS

The Proposed Acquisitions are expected to contribute positively to the Group's future earnings, with earnings realised progressively in line with development progress and project sales.

On a pro forma basis, assuming that the Proposed Acquisitions had been effected on 1 April 2025 (being the beginning of FYE 31 March 2026), the Group's PAT would increase from RM7.00 million to RM13.37 million. The EPS of the Group would accordingly increase from 0.81 sen to 1.54 sen per Share.

3.5.4 Convertible securities

As at the LPD, the Company has no other convertible securities, save for the 155,000,000 RCPS, as detailed in Section 6.4, Part A of the Circular. The Proposed Acquisitions will not result in any adjustments to the RCPS.

Premised on the above, we are of the view that the effect of the Proposed Acquisitions are not detrimental to the non-interested shareholders of BEDI.

We note that the increase in borrowings is attributable to the consolidation of the existing borrowings of the Target Companies, which are the developers of the Projects, rather than additional borrowings raised by BEDI to fund the Aggregate Purchase Consideration.

While the higher gearing will increase BEDI Group's financial leverage and consequently its exposure to financing costs and repayment obligations, the borrowings assumed are associated with the Projects which are expected to generate future revenue and cash flows progressively as the developments progress and sales are recognised.

In particular, the Sejati Project and Bayu Damai Residences have already commenced sales and development activities. Nevertheless, the ability of the Projects to generate sufficient cash flows to service the associated borrowings remains dependent on, amongst others, construction progress, sales take-up and prevailing property market conditions.

3.6 Risk factors of the Proposed Acquisitions

In considering the Proposed Acquisitions, the shareholders of BEDI are advised to give careful consideration to the risk factors as set out in Section 5, Part A of the Circular.

We wish to highlight some of the risk factors in relation to the Proposed Acquisitions to the non-interested shareholders of the Company, as follows:

(i) Non-completion risk

There can be no assurance that the Proposed Acquisitions can be completed within the timeframe set out in the SSAs. If any conditions precedent is not fulfilled / waived or the necessary approval is not obtained within the stipulated time period, the SSAs may be terminated. In such an event, the benefits arising from the Proposed Acquisitions will not be realised.

Notwithstanding this, we noted from the management that the Group will proactively engage with the relevant authorities and third parties to obtain all the necessary approvals and documents required for the completion of the Proposed Acquisitions within the stipulated timeframe.

(ii) Acquisition risk

We noted that the Projects are expected to contribute positively to the future earnings of the Group. However, there can be no assurance that the Projects will generate the expected return on investment and that the duration required for the Group to recoup its investment in the Target Companies could be longer than anticipated.

Nevertheless, the management has represented that the Group will continue to exercise due care in undertaking the development of the Projects in response to changing economic conditions and market demand as well as conducting continuous review on the progress of the Projects.

(iii) Capital requirement and funding risk

There can be no assurance that the Group will have sufficient internal funds available or that the Group will be able to draw down existing borrowings or secure additional financing in amounts or on terms acceptable to the Group to fund the development costs of the Projects.

Notwithstanding this, we noted from the management that the Group, when planning for future launches of the Projects will continuously monitor and review the gearing level, interest costs as well as the cash flow position of the Group.

(iv) Inherent risk affecting the Projects

We note that the success of the Projects is largely dependent on the performance of the property market in Sandakan and Kota Kinabalu, Sabah. Other risks include regulatory changes, market demand shifts, economic and political uncertainties, construction delays, buyer defaults, contractor performance issues, labour and material shortages, cost fluctuations, and potential tax increases.

In response to the above, the Board and management intends to reduce the impact of such risks through the practice of efficient operating procedures and prudent financial management, including reviewing its property development strategies such as concept, product mix, pricing and timing of launches as well as continuously monitoring prevailing market conditions.

Separately, during our discussion with the management, we were informed that the management will closely monitor the progress of the Projects, including through regular meetings with the project management team and proactively addressing issues that may cause delays.

The aforesaid measures are intended to minimise the risk of construction delays and the consequential exposure to liquidated damages or compensation payable to property buyers. However, despite management's best efforts, there can be no assurance that such risks can be fully mitigated.

(v) Compulsory acquisition

If all or any portion of the Projects' land is/are compulsorily acquired by the relevant state authority at any point of time, the amount of such compensation might be lesser than the market value as ascribed by the Independent Valuer.

Nevertheless, the management represented that the Group may seek to minimise potential losses from such transactions by invoking the relevant provisions in the Land Acquisition Ordinance (Sabah Cap.69) 1950 in relation to its right to submit an objection in respect of the amount of compensation awarded, where necessary.

In our view, the corresponding efforts and measures to mitigate the aforementioned risks in relation to the Proposed Acquisitions are reasonable and appropriate.

We wish to highlight that although efforts and measures would be taken by the Group to mitigate the aforementioned risks, no assurance can be given that the risk factors as stated above will not occur and give rise to material and adverse impact on the financial performance, financial position or prospects of the Group.

4. CONCLUSION AND RECOMMENDATION

Before arriving at the decision to vote on the ordinary resolutions to give effect to the Proposed Acquisitions at the forthcoming EGM, it is imperative that the shareholders of BEDI consider all relevant issues and implications raised in this IAL carefully, as well as those highlighted by the Board in the letter to shareholders of the Company in relation to the Proposed Acquisitions, as set out in Part A of the Circular together with the accompanying appendices.

After taking into consideration the pertinent factors highlighted in the preceding sections of this IAL, we are of the opinion that, on the basis of the information available to us, the Proposed Acquisitions are **fair and reasonable** and **not detrimental** to the non-interested shareholders of BEDI.

Accordingly, we recommend that the non-interested shareholders of BEDI **vote in favour** of the resolutions to give effect to the Proposed Acquisitions to be tabled at the forthcoming EGM.

Yours faithfully,
For and on behalf of
MAINSTREET ADVISERS SDN BHD

LAI SWEE SIM
Managing Director

TAN VEE HAN
Head, Corporate Finance

PART C

CIRCULAR IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATES

This Executive Summary highlights only the salient information of the Proposed Shareholders' Mandates. You are advised to read the Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposed Shareholders' Mandates before voting at the forthcoming EGM.

Key information	Description	Reference to Part C of this Circular
Details of the Proposed Shareholders' Mandates	BEDI proposes to seek its shareholders' approval for the following mandates pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements: **(a) Proposed New Shareholders' Mandate under Ordinary Resolution 3** The Proposed New Shareholders' Mandate will enable our Group to enter into the RRPTs set out in **Table 1 of Section 2.8.1, Part C** of this Circular. The Proposed New Shareholders' Mandate is not conditional upon the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition and shall take effect immediately upon the passing of Ordinary Resolution 3. **(b) Proposed Conditional Shareholders' Mandate under Ordinary Resolution 4** The Proposed Conditional Shareholders' Mandate will enable the Enlarged BEDI Group to enter into the RRPTs set out in **Table 2** of **Section 2.8.2, Part C** of this Circular. The Proposed Conditional Shareholders' Mandate is conditional upon: (i) the passing of Ordinary Resolution 1 in relation to the Proposed Sejati Sentral Acquisition; (ii) the passing of Ordinary Resolution 2 in relation to the Proposed FYT Land Acquisition; and (iii) the completion of the Proposed Acquisitions. Accordingly, the Proposed Conditional Shareholders' Mandate shall take effect only upon satisfaction of all the conditions set out in paragraphs (i) to (iii) above.	**Section 2**
Rationale for and benefits of the Proposed Shareholders' Mandates	The Proposed Shareholders' Mandates will:- i. enable our Group and, upon completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition, as applicable, the Enlarged BEDI Group to enter into RRPTs that are necessary for their respective day-to-day operations and undertaken in the ordinary course of business, on an arm's length basis and on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of our Company;	**Section 3**

Key information	Description	Reference to Part C of this Circular
	ii. enable our Group and, where applicable, the Enlarged BEDI Group to leverage on the reliability and expertise of the Related Parties, thereby achieving cost and operational efficiencies and improving administrative effectiveness. In addition, the established business relationships and mutual understanding with the Related Parties may facilitate mutually beneficial transactions, enable our Group and the Enlarged BEDI Group to explore business opportunities and, where applicable, generate additional revenue streams; and iii. enhance the ability of our Group and, where applicable, the Enlarged BEDI Group to pursue business opportunities that may be time-sensitive, while eliminating the need for our Company to convene a separate general meeting to seek shareholders' approval for each RRPT, provided that the RRPT falls within the scope of the relevant mandate.	
Approval required and conditionality	The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of our Company at the forthcoming EGM under **Ordinary Resolution 3**. It is not conditional upon the Proposed FYT Land Acquisition, the Proposed Sejati Sentral Acquisition or Ordinary Resolution 4. The Proposed Conditional Shareholders' Mandate is subject to the approval of the shareholders of our Company at the forthcoming EGM under **Ordinary Resolution 4**. Ordinary Resolution 4 is conditional upon the passing of Ordinary Resolutions 1 and 2, and the authority conferred under Ordinary Resolution 4 shall take effect only upon completion of both the Proposed Sejati Sentral Acquisition and the Proposed FYT Land Acquisition.	**Section 5**
ARMC's statement	Our ARMC has reviewed the guidelines and procedures set out in **Section 2.10, Part C** of this Circular and is of the view that they are sufficient to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandates will be carried out on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and are not detrimental to the interests of our Company and its minority shareholders. Our ARMC is also of the view that our Group has established adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. Such procedures and processes shall be reviewed by our ARMC annually, or more frequently where necessary, to ensure that they remain adequate and effective and that the RRPTs are not detrimental or prejudicial to the minority shareholders of our Company. Notwithstanding that Paramjit Singh is a member of our ARMC, in view of his interest in the Proposed Shareholders' Mandates as disclosed in **Section 6, Part C** of this Circular, Paramjit Singh has abstained and will continue to abstain from all deliberations, discussions, reviews and decisions of our ARMC in relation to the Proposed Shareholders' Mandates, including our ARMC's review and assessment of the adequacy and appropriateness of the	**Section 2.13**

Key information	Description	Reference to Part C of this Circular
	guidelines, procedures and processes governing the RRPTs in which he is interested. Accordingly, the views and conclusions of our ARMC set out in **Section 2.13, Part C** of this Circular, insofar as they relate to such RRPTs, are those of the remaining non-interested members of our ARMC. Our ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.	
Interests of Directors, Major Shareholders and/or Persons Connected with them	Our Interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings (if any) on the resolutions approving the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate at the forthcoming EGM. In this regard, the Interested Major Shareholders have undertaken to ensure that all Persons Connected with them will abstain from voting in respect of their direct and indirect shareholdings (if any) on the resolutions approving the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate at the forthcoming EGM. The Interested Director of BEDI (namely Paramjit Singh) has abstained and will continue to abstain from all Board deliberations. In this regard, the Interested Director has undertaken to ensure that all Persons Connected with him will abstain from voting in respect of their direct and indirect shareholdings (if any) on the resolutions approving the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate at the forthcoming EGM.	**Section 6**
Board's recommendation	Our Board (save for the Interested Director) having considered all aspects of the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate, are of the opinion that the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate are in the best interest of our Group. Accordingly, our Board (save for the Interested Director) recommends that you vote in favour of the resolution in relation to the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate to be tabled at the forthcoming EGM.	**Section 7**

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BEDI BERHAD
Registration No.: 201501041664 (1166985-X)
(Incorporated in Malaysia)

Registered Office:
No. D-09-02, Level 9, EXSIM Tower
Millerz Square @ Old Klang Road, Megan Legasi
No. 357, Jalan Kelang Lama
58000 Kuala Lumpur

11 September 2026

Board of Directors:
Datuk Christopher Chin Soo Yin, JP *(Independent Non-Executive Chairman)*
Kong Chung Vui *(Managing Director)*
Lita *(Executive Director and Chief Operating Officer)*
Paramjit Singh Gill A/L Gurdev Singh *(Non-Independent Non-Executive Director)*
Wan Foung Yin @ Michael Wan *(Independent Non-Executive Director)*
Aun Siew Kuan *(Independent Non-Executive Director)*

To: The Shareholders of BEDI BERHAD

Dear Sir / Madam,

PROPOSED SHAREHOLDERS' MANDATES

---

1. INTRODUCTION

On 20 August 2026, our Board announced that our Company intends to seek shareholders' approval for the following mandates pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements at the forthcoming EGM:

(a) Proposed New Shareholders' Mandate; and
(b) Proposed Conditional Shareholders' Mandate.

THE PURPOSE OF PART C OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED SHAREHOLDERS' MANDATES AND TO SEEK YOUR APPROVAL ON ORDINARY RESOLUTION 3 PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AND ORDINARY RESOLUTION 4 PERTAINING TO THE PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF PART C OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATES AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATES

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, our Company may seek the shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to, among others, 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 prescribed threshold as follows:-

   a. in relation to a listed corporation with a share capital which is less than RM60 million:-

      - the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or

      - the percentage ratio of such RRPT is 1% or more,

      whichever is the lower; or

   b. in relation to a listed corporation with a share capital of RM60 million and above:-

      - the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or

      - the percentage ratio of such RRPT is 1% or more,

      whichever is the higher;

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

iv. in a meeting to obtain a shareholders' mandate, the Interested Director, Interested Major Shareholder(s), Persons Connected with the Interested Director or Interested Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolutions in respect of the RRPTs. An interested Director or Interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolutions in respect of the RRPTs; and

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

2.2 Proposed Shareholders' Mandates

Our Company proposes to seek its shareholders' approval for the following mandates:

(a) Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, to be tabled under **Ordinary Resolution 3**, will enable our Group to enter into the RRPTs with the Related Parties set out in **Table 1 of Section 2.8.1, Part C** of this Circular.

The Proposed New Shareholders' Mandate is not conditional upon the Proposed Sejati Sentral Acquisition or the Proposed FYT Land Acquisition and shall take effect immediately upon the passing of Ordinary Resolution 3.

(b) Proposed Conditional Shareholders' Mandate

The Proposed Conditional Shareholders' Mandate, to be tabled under **Ordinary Resolution 4**, will enable the Enlarged BEDI Group, as enlarged upon completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition, to enter into the RRPTs with the Related Parties set out in **Table 2 of Section 2.8.2, Part C** of this Circular.

The Proposed Conditional Shareholders' Mandate is conditional upon:

(i) the passing of Ordinary Resolution 1 in relation to the Proposed Sejati Sentral Acquisition;
(ii) the passing of Ordinary Resolution 2 in relation to the Proposed FYT Land Acquisition; and
(iii) the completion of the Proposed Acquisitions.

Accordingly, the authority under the Proposed Conditional Shareholders' Mandate shall take effect only upon completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition. The Proposed Acquisitions are targeted to be completed in October 2026. Notwithstanding the targeted completion date, the authority under the Proposed Conditional Shareholders' Mandate shall only take effect upon the actual completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition.

2.3 Nature and frequency of the RRPTs

Our Group, in the ordinary course of its business, is anticipated to continue entering into the RRPTs set out in **Table 1 of Section 2.8.1, Part C** of this Circular.

Upon completion of the Proposed Acquisitions, the Enlarged BEDI Group is also anticipated to enter into the RRPTs set out in **Table 2 of Section 2.8.2, Part C** of this Circular.

The RRPTs contemplated under the Proposed Shareholders' Mandates are expected to occur with some degree of frequency and may arise at any time during the period in which the respective mandates remain in force. Prior to completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition, as applicable, the transactions involving the relevant target companies identified in **Table 2 of Section 2.8.2, Part C** of this Circular will not constitute related party transactions pursuant to Paragraph 10.08 of the Listing Requirements, as relevant target companies have not yet become subsidiaries of our Company and do not form part of our Group. Upon completion of the Proposed Acquisitions, the corresponding target companies identified in **Table 2 of Section 2.8.2, Part C** will become our subsidiaries and form part of the Enlarged BEDI Group. Consequently, the transactions involving those target companies, as set out in **Table 2 of Section 2.8.2, Part C**, will thereafter constitute RRPTs and may be entered into pursuant to the Proposed Conditional Shareholders' Mandate, subject to the terms and scope of the mandate.

2.4 Basis of the RRPTs

The RRPTs contemplated under the Proposed Shareholders' Mandates are necessary for the day-to-day operations of our Group and where applicable, the Enlarged BEDI Group, following completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition.

The RRPTs will be undertaken:

(a) in the ordinary course of business;
(b) on an arm's length basis;
(c) on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
(d) in a manner which is not detrimental to the minority shareholders of our Company.

2.5 Validity Period of the Proposed Shareholders' Mandates

The Proposed New Shareholders' Mandate, if approved by the shareholders at the forthcoming EGM, shall take effect immediately upon the passing of Ordinary Resolution 3 at the forthcoming EGM.

The Proposed Conditional Shareholders' Mandate, if approved by the shareholders at the forthcoming EGM, shall be conditional upon the passing of Ordinary Resolutions 1 and 2 in relation to the Proposed Sejati Sentral Acquisition and the Proposed FYT Land Acquisition, respectively, and shall take effect only upon completion of the Proposed Acquisitions.

Notwithstanding their respective effective dates, each of the Proposed Shareholders' Mandates shall continue to be in force until:

i. the conclusion of the next AGM of our Company following the forthcoming EGM at which the relevant ordinary resolutions for the Proposed Shareholders' Mandates are passed, at which time the relevant mandate shall lapse unless the authority is renewed by a resolution passed at such AGM;

ii. the expiration of the period within which the next AGM of our Company following the forthcoming EGM is required by law to be held pursuant to Section 340(2) of the Act, but shall not extend to any extension allowed pursuant to Section 340(4) of the Act; or

iii. the relevant mandate is revoked or varied by an ordinary resolution passed by the shareholders of our Company at a general meeting,

whichever occurs first.

For avoidance of doubt, the later effective date of the Proposed Conditional Shareholders' Mandate shall not extend its validity period beyond the applicable period set out above.

2.6 Principal Activities of our Group and the Enlarged BEDI Group

The principal activity of our Company is investment holding. As at the LPD, the principal activities of the existing subsidiaries of our Company and the target companies identified in **Table 2 of Section 2.8.2, Part C of this Circular** which will become subsidiaries of our Company upon completion of the Proposed Acquisitions are set out below:-

Name	Effective equity interest (%)	Principal activities
Our Subsidiaries		
Cosmopolitan Company Sdn. Berhad	100.00	Investment holding
Ritai Sdn. Bhd.	100.00	Investment holding
Tekala Corporation Sdn. Bhd.	100.00	Investment holding
Syarikat Far East Development Sdn. Bhd.	32.00	Property development
Velda Development Sdn. Bhd. ("**Velda**")	10.00	Property development
Wah Mie Realty Sdn. Bhd. ("**WMR**")	4.00	Property development and investment holding
Subsidiaries of Cosmopolitan Company Sdn. Berhad		
H.W.E. Sdn. Bhd.	100.00	Property development
Subsidiaries of Ritai Sdn. Bhd.		
Syarikat Far East Development Sdn. Bhd.	68.00	Property development
Velda	90.00	Property development
WMR	96.00	Property development and investment holding
Wilakaya Sdn. Bhd. ("**Wilakaya**")	92.31	Property development
Subsidiary of Tekala Corporation Sdn. Bhd.		
Syarikat Tekala Sdn. Bhd.	100.00	Provision of corporate services
Kalabakan Plywood Sdn. Bhd.	100.00	Property letting
Subsidiary of Kalabakan Plywood Sdn. Bhd.		
Kalabakan Wood Products Sdn. Bhd.	100.00	Property letting
Korsa Plywood Sdn. Bhd.	100.00	Property Holding
Subsidiaries of Wah Mie Realty Sdn. Bhd.		
Asterasia Sdn. Bhd. ("**Asterasia**")	100.00	Property development and property letting
Hajat Melangit Sdn. Bhd.	100.00	Property development
Prosper Entity Sdn. Bhd.	100.00	Property development

Name	Effective equity interest (%)	Principal activities
Ramindah Sdn. Bhd. ("**Ramindah**")	100.00	Property development
Wah Mie Construction Sdn. Bhd.	100.00	Construction contractor
Wah Mie Corporation Sdn. Bhd.	100.00	Investment holding
Wah Mie Trading Sdn. Bhd. ("**WMT**")	100.00	Wholesaling and retailing of hardware, building materials and related goods
WM Property Management Sdn. Bhd.	100.00	Provision of business management services
WM Asset Management Sdn. Bhd.	100.00	Money lending
Wilakaya	7.69	Property development
Proposed target companies which will become our subsidiaries upon completion of the Proposed Acquisitions		
FYT Land	100.00*	Property development
Sejati Sentral	100.00*	Property development

Notes:
(*) Effective equity interest upon completion of the Proposed Acquisitions

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2.7 Classes of Related Parties

The Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate will apply to the RRPTs to be entered into by our Group and upon completion of the Proposed Acquisitions, the Enlarged BEDI Group, respectively, in which the Related Parties specified below have a direct or indirect interest.

As at the LPD, the classes and names of the Related Parties, together with the nature of their respective relationships with BEDI, our Group and/or the Enlarged BEDI Group, as applicable, are set out below.

No.	Name	Principal activities	Relationship
1.	EXSIM Concepto	Provision of specialised fit-out services for hospitality property assets, general contracting business and centralised procurement business	EXSIM Concepto is 100.00% owned by EHB, of which is 69.54% owned by EHHSB. EHHSB is owned by:- i. 37.50% by LAH; ii. 37.50% by LAK; and iii. 25.00% by LAF. LAH, LAK and LAF are brothers and directors of EHHSB and indirect Major Shareholders of the Company, by virtue of their interest in EXSIM Borneo. Paramjit Singh is a Director of our Company and also a director of Exsim Concepto and EHB. He directly holds 1.507% of the issued shares in EHB.
2.	Mana Mana	Operator of hospitality assets and renovation and refurbishment works and other related activities	Mana Mana is 100.00% owned by EHB, of which is 69.54% owned by EHHSB. EHHSB is owned by:- i. 37.50% by LAH; ii. 37.50% by LAK; and iii. 25.00% by LAF. LAH, LAK and LAF are brothers and directors of EHHSB and indirect Major Shareholders of the Company, by virtue of their interest in EXSIM Borneo. Paramjit Singh is a Director of our Company and also a director of Mana Mana and EHB. He directly holds 1.507% of the issued shares in EHB.
3.	FYT Land	Property development	FYT Land is 100.00% owned by BDSB. BDSB is owned by:- i. 75% owned by EDSB; and ii. 25% owned by Harapan Borneo. LAH, LAK and Kong Chung Vui are directors of BDSB. LAH, LAK and LAF are brothers, directors and Major Shareholders of EDSB. By virtue of their respective interests in EDSB and EDSB's 75% equity interest in BDSB, they are indirect Major Shareholders of FYT Land.

No.	Name	Principal activities	Relationship
			Kong Chung Vui is a Director of our Company and Harapan Borneo. He is a Major Shareholder of our Company and Harapan Borneo. By virtue of his interest in Harapan Borneo and Harapan Borneo's 25% equity interest in BDSB, he is an indirect Major Shareholder of FYT Land. Upon completion of the Proposed FYT Land Acquisition, FYT Land will become our wholly-owned subsidiary and form part of the Enlarged BEDI Group. Consequently, the transactions involving FYT Land will constitute RRPTs upon completion of the Proposed Acquisitions.
4.	Sejati Sentral	Property development	Sejati Sentral is 100% owned by BDSB. BDSB is owned by:- i. 75% owned by EDSB; and ii. 25% owned by Harapan Borneo. LAH, LAK and Kong Chung Vui are directors of Sejati Sentral. LAH, LAK and LAF are brothers, directors and Major Shareholders of EDSB. By virtue of their respective interests in EDSB and EDSB's 75% equity interest in BDSB, they are indirect Major Shareholders of Sejati Sentral. Kong Chung Vui is a Director of our Company and Harapan Borneo. He is a Major Shareholder of our Company and Harapan Borneo. By virtue of his interest in Harapan Borneo and Harapan Borneo's 25% equity interest in BDSB, he is an indirect Major Shareholder of Sejati Sentral. Upon completion of the Proposed Sejati Sentral Acquisition, Sejati Sentral will become our wholly-owned subsidiary and form part of the Enlarged BEDI Group. Consequently, the transactions involving Sejati Sentral will constitute RRPTs upon completion of the Proposed Acquisitions.
5.	Milux Group	Trading of gas and home appliances and wholesale of construction materials	Milux is 64.14% owned by ABS Capital. ABS Capital is owned by:- i. 27.50% by LAH; and ii. 27.50% by LAK. LAH and LAK are brothers, directors of ABS Capital, indirect major shareholders of Milux and indirect Major Shareholders of our Company by virtue of their interest in EXSIM Borneo.

No.	Name	Principal activities	Relationship
6.	Causeway	Management and consultancy and manpower outsourcing	Causeway is owned by:- i. 50.00% by EHSB; ii. 25.00% by Paramjit Singh; and iii. 25.00% by Tan Hai Liang. Paramjit Singh is a Director of our Company and also a director and shareholder of Causeway. LAH is a director of Causeway. EHSB is owned by:- i. 37.50% by LAH; ii. 37.50% by LAK; and iii. 25.00% by LAF. LAH, LAK and LAF are brothers and directors of EHSB and indirect Major Shareholders of our Company, by virtue of their interest in EXSIM Borneo.
7.	NPAM	Provision of fund management services	NPAM is 100.00% owned by NPFH, and NPFH is 100.00% owned by NPIG, of which is 27.29% owned by EHSB. EHSB is owned by:- i. 37.50% by LAH; ii. 37.50% by LAK; and iii. 25.00% by LAF. LAH, LAK and LAF are brothers and directors of EHSB and indirect Major Shareholders of our Company, by virtue of their interest in EXSIM Borneo.
8.	IQI Holdings	Provision of technology platform and proptech specialising in real estate sector	IQI Holdings is 100.00% owned by Juwai – IQI Holdings, of which is 48.40% owned by IQI Ventures Sdn. Bhd. ("**IQI Ventures**") IQI Ventures is owned by:- i. 10.00% by LAH; and ii. 10.00% by LAK. LAH and LAK are brothers and indirect Major Shareholders of our Company, by virtue of their interest in EXSIM Borneo.

2.8 Nature of the RRPT contemplated under the Proposed Shareholders' Mandates

2.8.1 Proposed New Shareholders' Mandate

Details of the RRPT to be entered by our Group pursuant to the Proposed New Shareholders' Mandate, including the transacting parties, nature of the RRPTs, interested Related Parties and estimated aggregate values during the validity period of the mandate, are set out in Table 1 below.

For avoidance of doubt, the transactions set out in Table 1 are not conditional upon the Proposed FYT Land Acquisition or the Proposed Sejati Sentral Acquisition.

TABLE 1 - Proposed New Shareholders' Mandate

	Transacting parties				
No.	**BEDI Group**	**Related Parties**	**Nature of RRPT**	**Interested Related Party(ies)**	**Estimated Aggregate Value during the validity period of the mandate*[1] (RM'000)**
1.	Asterasia Ramindah Velda Wilakaya WMR WMT	EXSIM Concepto (service provider)	Renovation, procurement of building material, and general contracting	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	100,000
2.	Asterasia Ramindah Velda Wilakaya WMR WMT	Mana Mana (service provider)	Hospitality, consultancy and design services	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	30,000
3.	Asterasia Ramindah Velda Wilakaya WMR WMT	Milux Group (supplier)	Supply of building and construction products primarily but not limited to household appliances and furnishings, kitchen appliances, and building materials	• ABS Capital • LAH • LAK	50,000

No.	Transacting parties		Nature of RRPT	Interested Related Party(ies)	Estimated Aggregate Value during the validity period of the mandate*1 (RM'000)
	BEDI Group	Related Parties			
4.	BEDI Berhad (recipient)	Causeway (service provider)	Corporate support and outsourced services including, but not limited to investor relations support	• EHSB • LAF • LAH • LAK • Paramjit Singh	500
5.	BEDI Berhad (recipient)	NPAM (service provider)	Investment management services	• EHSB • LAF • LAH • LAK • NPFH • NPIG	100
6.	Asterasia Ramindah Velda Wilakaya WMR	IQI Holdings (service provider)	Sales & marketing services in relation to the marketing and sale of properties including, but not limited to, digital marketing, lead generation, and sales agency services	• IQI Ventures • LAH • LAK	50,000

Note:-

*1 *The validity period of the Proposed New Shareholders' Mandate is described in* ***Section 2.5, Part C*** *of this Circular and the estimated aggregate value of the transactions was determined based on management's best estimates, taking into consideration the expected transaction volumes arising from the project pipelines and business plans of the Related Parties and the Group's anticipated involvement in such projects. Accordingly, the actual value of the transactions may differ from the estimated amount disclosed above.*

2.8.2 Proposed Conditional Shareholders' Mandate

The details of the RRPTs anticipated to be entered into by the Enlarged BEDI Group pursuant to the Proposed Conditional Shareholders' Mandate, including the transacting parties, nature of the RRPTs, interested Related Parties and estimated aggregate values during the validity period of the mandate, are set out in Table 2 below.

The Proposed Conditional Shareholders' Mandate is conditional upon:

i. the passing of Ordinary Resolution 1 in relation to the Proposed Sejati Sentral Acquisition and the completion of the Proposed Sejati Sentral Acquisition;
ii. the passing of Ordinary Resolution 2 in relation to the Proposed FYT Land Acquisition and the completion of the Proposed FYT Land Acquisition; and
iii. the completion of the Proposed Acquisitions.

The Proposed Acquisitions are targeted to be completed in October 2026. The authority under the Proposed Conditional Shareholders' Mandate shall, however, take effect only upon the actual completion of the Proposed Acquisitions.

Prior to completion of the Proposed Acquisitions, the transactions involving the relevant target companies identified in Table 2 below will not constitute related party transactions pursuant to Paragraph 10.08 of the Listing Requirements, as such target companies have not yet become subsidiaries of our Company and do not form part of our Group. Upon completion of the relevant Proposed Acquisition, the corresponding target companies identified in Table 2 below will become subsidiaries of our Company and form part of the Enlarged BEDI Group. Consequently, the transactions involving those target companies, as set out in Table 2 below, will thereafter constitute RRPTs and may be entered into pursuant to the Proposed Conditional Shareholders' Mandate, subject to the terms and scope of the mandate.

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Table 2 - Proposed Conditional Shareholders' Mandate

No.	Proposed Transacting parties		Nature of RRPT	Proposed interested Related Party(ies)	Estimated Aggregate Value during the validity period of the mandate[*2] (RM'000)
	Target companies under the Enlarged BEDI Group	Proposed Related Parties			
1.	FYT Land (recipient)	EXSIM Concepto (service provider)	Renovation, procurement of building material, and general contracting	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	1,500
2.	FYT Land (recipient)	Mana Mana (service provider)	Hospitality, consultancy and design services	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	500
3.	FYT Land (recipient)	Milux Group (supplier)	Supply of building and construction products primarily but not limited to household appliances and furnishings, kitchen appliances, and building materials	• ABS Capital • LAH • LAK	2,000
4.	FYT Land (recipient)	IQI Holdings (service provider)	Sales & marketing services in relation to the marketing and sale of properties including, but not limited to, digital marketing, lead generation, and sales agency services	• IQI Ventures • LAH • LAK • Kong Chung Vui	250

No.	Proposed Transacting parties		Nature of RRPT	Proposed interested Related Party(ies)	Estimated Aggregate Value during the validity period of the mandate[*2] (RM'000)
	Target companies under the Enlarged BEDI Group	Proposed Related Parties			
5.	Sejati Sentral (recipient)	EXSIM Concepto (service provider)	Renovation, procurement of building material, and general contracting	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	2,500
6.	Sejati Sentral (recipient)	Mana Mana (service provider)	Hospitality, consultancy and design services	• EHB • EHHSB • LAF • LAH • LAK • Paramjit Singh	2,000
7.	Sejati Sentral (recipient)	Milux Group (supplier)	Supply of building and construction products primarily but not limited to household appliances and furnishings, kitchen appliances, and building materials	• ABS Capital • LAH • LAK	2,000
8.	Sejati Sentral (recipient)	IQI Holdings (service provider)	Sales & marketing services in relation to the marketing and sale of properties including, but not limited to, digital marketing, lead generation, and sales agency services	• IQI Ventures • LAH • LAK • Kong Chung Vui	150

Note:-

*[*2] The estimated aggregate value represents the estimated value of the RRPTs expected to be entered into from the date of completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition until the expiry of the Proposed Conditional Shareholders' Mandate. The estimated aggregate value is based on management's estimates and the anticipated business requirements of the Enlarged BEDI Group. The actual value of the RRPTs may vary from the estimated value, subject to compliance with Paragraph 10.09 and Practice Note 12 of the Listing Requirements.*

2.9 Amount due and owing by Related Party(ies) pursuant to the RRPT

As at the LPD, the Group has not entered into the RRPT with the Related Party(ies), hence, there is no amount owing by the Related Party(ies) pursuant to the RRPT that has exceeded the credit terms.

2.10 Review Procedures for the RRPT

Our Group has established guidelines and procedures to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandates are undertaken in the ordinary course of business, on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of our Company.

The same guidelines and procedures will apply to the Enlarged BEDI Group upon completion of the Proposed Acquisitions.

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

i. The finance department of our Company will keep the list of Related Parties of our Group duly identified by our Group and make available on our Company's internal portal and circulate periodically to the heads of the respective departments within the Group;

ii. All RRPTs to be entered into will be subject to review by our ARMC and to be reported to our Board to ensure that the transactions are in the best interest of our Company, fair, reasonable and on normal commercial terms, not more favourable to the Related Parties and will not be detrimental to the minority shareholders of our Company. If a member of our Board or ARMC has an interest, he/she will abstain from any decision making by our Board or ARMC in respect of the said transaction;

iii. The transaction prices, terms and conditions which are market driven are to be determined at arm's length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;

iv. Some transactions may be on a cost recovery basis, being the recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;

v. Where practicable and feasible, quotation and/or tenders from at least two (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;

vi. If a quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on its usual business practice to ensure that the RRPTs are entered into on an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders;

vii. The annual internal audit plan should incorporate a review of the RRPTs entered into with Related Parties to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;

viii. Records will be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders' mandate;

ix. The finance department of our Company will closely monitor cumulative value of transactions from time to time to comply with the obligations under the Listing Requirements;

x. Our ARMC will review the adequacy and effectiveness of the procedures and processes governing the RRPTs at least once a year, or more frequently where necessary, to ensure that the RRPTs are properly monitored and carried out in accordance with the terms of the Proposed Shareholders' Mandates and are not detrimental or prejudicial to the interest of our Company and its minority shareholders;

xi. Our Board and our ARMC may, as and when necessary, adopt additional review, monitoring and disclosure procedures and/or amend the existing procedures to ensure that the RRPTs are at all times carried out at arm's length and on normal commercial terms which are consistent with the Group's usual business practices and policies, are not more favourable to the Related Parties involved than those generally available to the public and are not detrimental to the interests of our Company and its minority shareholders;

xii. In the event that a member of ARMC or Board has an interest, whether direct or indirect in any particular RRPT(s), such member shall declare his or her interest in the RRPT(s) and shall abstain from all deliberations, discussions and voting by our ARMC or our Board, as the case may be, in respect of such RRPT;

xiii. Any RRPT in which a member of our ARMC has an interest, whether direct or indirect, shall be reviewed, deliberated upon and considered only by the non-interested members of our ARMC, and the interested member shall not participate in or otherwise influence the review, deliberation or decision-making process in respect of such RRPT.

2.11 Disclosure in Annual Report

Disclosure will be made in the Annual Report of the breakdown of the aggregate value of transactions conducted, types of transactions made, name of the Related Parties involved and their relationship with our Company pursuant to the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate during the financial year, and in the Annual Report for subsequent financial years in which the Proposed Shareholders' Mandates continue to be in force.

For avoidance of doubt, in respect of the Proposed Conditional Shareholders' Mandate, the disclosure will only cover RRPTs entered into from the date on which the Proposed Conditional Shareholders' Mandate becomes effective following completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition.

2.12 Threshold for authority

There are no specific thresholds for approval of RRPTs within the Group. However, all RRPTs are subject to the approval of our Board, subject to the provisions in the Listing Requirements and/or the Act, where necessary. Where any Director has any interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberating and voting on the particular resolution in approving the transaction. If it is determined that the guidelines and/or procedures stipulated in **Section 2.10, Part C** of this Circular are inadequate to ensure that the following steps are undertaken:-

i. RRPTs will be conducted on normal commercial terms, an arm's length basis, on transaction prices which are not more favourable to the Related Parties than those generally available to the public; and

ii. RRPT transactions will not be detrimental to the minority shareholders of our Company.

2.13 Statement by ARMC

Our ARMC has seen and reviewed the guidelines and procedures set out in **Section 2.10, Part C** of this Circular and is of the view that they are sufficient to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandates will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interests of our Company and its minority shareholders.

Our ARMC is of the view that our Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The same procedures and processes will apply to the Enlarged BEDI Group upon completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition.

Notwithstanding that Paramjit Singh is a member of our ARMC, in view of his interest in the Proposed Shareholders' Mandates as disclosed in **Section 6, Part C** of this Circular, Paramjit Singh has abstained and will continue to abstain from all deliberations, discussions, reviews and decisions of our ARMC in relation to the Proposed Shareholders' Mandates, including our ARMC's review and assessment of the adequacy and appropriateness of the guidelines, procedures and processes governing the RRPTs in which he is interested. Accordingly, the views and conclusions of our ARMC set out in this **Section 2.13, Part C** of this Circular insofar as they relate to such RRPTs, are those of the remaining non-interested members of our ARMC.

Our ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of our Company.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATES

The RRPTs contemplated under the Proposed New Shareholders' Mandate and the Proposed Conditional Shareholders' Mandate are transactions of a revenue and/or trading nature which are expected to be entered into in the ordinary course of business. Such transactions are likely to occur with some degree of frequency and may arise from time to time.

The Related Parties involved in the RRPTs have established experience, reliability and expertise in their respective fields. Our Group and, upon completion of the Proposed Acquisitions, the Enlarged BEDI Group may benefit from the expertise, resources and established business relationships of the Related Parties, which may result in cost and operational efficiencies and improve business and administrative effectiveness.

The established relationships and mutual understanding between the relevant parties may also facilitate mutually beneficial transactions, enhance the ability of our Group and the Enlarged BEDI Group, as applicable, to explore business opportunities and, where applicable, contribute additional revenue streams.

The Proposed Shareholders' Mandates will enable the Group and the Enlarged BEDI Group, as applicable, to enter into RRPTs with the Related Parties which:

i. are necessary for their respective day-to-day operations;

ii. are undertaken in the ordinary course of business;

iii. may be time-sensitive in nature;

iv. are carried out on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and

v. are not detrimental to the minority shareholders of our Company.

The Proposed Shareholders' Mandates will also facilitate the efficient conduct of the RRPTs necessary for the business operations of our Group and the Enlarged BEDI Group, as applicable, by eliminating the need for our Company to convene a separate general meeting to seek shareholders' approval each time an RRPT arises.

This will reduce the expenses associated with convening general meetings on an ad hoc basis, improve administrative efficiency and enable our Group's resources to be channelled towards achieving its other corporate objectives, while ensuring that shareholders are kept informed of the extent of the RRPTs undertaken pursuant to the Proposed Shareholders' Mandates through the disclosures required under the Listing Requirements.

For avoidance of doubt, the benefits attributable to the Proposed Conditional Shareholders' Mandate will only arise upon the completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition and when the Proposed Conditional Shareholders' Mandate becomes effective.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATES

The Proposed Shareholders' Mandates relate only to the authority for our Group and, upon completion of the Proposed Acquisitions, the Enlarged BEDI Group to enter into the RRPTs specified in this Circular.

Accordingly, the Proposed Shareholders' Mandates are not expected to have any effect on the issued share capital or substantial shareholders' shareholdings of our Company. They are also not expected to have any material effect on the earnings, gearing or net assets ("**NA**") of the Group for the financial year ending 31 March 2027.

Nevertheless, the actual financial effects arising from the RRPTs will depend on, among others, the nature, value and timing of the transactions entered into pursuant to the Proposed Shareholders' Mandates.

For avoidance of doubt, the effects of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition are set out separately in **Section 6 of Part A** of this Circular and do not arise from the Proposed Conditional Shareholders' Mandate itself.

5. APPROVAL REQUIRED AND CONDITIONALITY

The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of our Company at the forthcoming EGM under **Ordinary Resolution 3**. The Proposed New Shareholders' Mandate is not conditional upon the Proposed Sejati Sentral Acquisition, the Proposed FYT Land Acquisition or the Proposed Conditional Shareholders' Mandate and shall take effect immediately upon the passing of Ordinary Resolution 3.

The Proposed Conditional Shareholders' Mandate is subject to the approval of the shareholders of our Company at the forthcoming EGM under **Ordinary Resolution 4**. Ordinary Resolution 4 is conditional upon:

i. the passing of Ordinary Resolution 1 in relation to the Proposed Sejati Sentral Acquisition;

ii. the passing of Ordinary Resolution 2 in relation to the Proposed FYT Land Acquisition; and

iii. the completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition.

Accordingly, notwithstanding the passing of Ordinary Resolution 4, the authority under the Proposed Conditional Shareholders' Mandate shall only take effect upon the actual completion of the Proposed Acquisitions.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

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

	Shareholdings as at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Major Shareholders				
EXSIM Borneo	455,287,853	52.50	-	-
LAH[(1)]	-	-	455,287,853	52.50
LAK[(1)]	-	-	455,287,853	52.50
LAF[(1)]	-	-	455,287,853	52.50
Interested Director of our Company				
Paramjit Singh	-	-	-	-

Note:

(1) *Deemed interested by virtue of their respective shareholdings in EXSIM Borneo pursuant to Section 8 of the Act.*

The Interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings (if any) on the resolutions approving the Proposed Shareholders' Mandates at the forthcoming EGM. In this regard, the Interested Major Shareholders have undertaken to ensure that all Persons Connected with them will abstain from voting in respect of their direct and indirect shareholdings (if any), deliberating or approving the resolutions pertaining to the Proposed Shareholders' Mandates to be tabled at the forthcoming EGM.

Paramjit Singh (referred to as "**Interested Director**") has abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Shareholders' Mandates. The Interested Director will also abstain from voting in respect of his direct and/or indirect shareholdings (if any) on the resolutions pertaining to the Proposed Shareholders' Mandates to be tabled at the forthcoming EGM. In this regard, the Interested Director has undertaken to ensure that all Persons Connected with him will abstain from voting in respect of their direct and indirect shareholdings (if any), deliberating or approving the resolutions pertaining to the Proposed Shareholders' Mandates to be tabled at the forthcoming EGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the Interested Director) having considered all aspects of the Proposed Shareholders' Mandates, is of the opinion that the Proposed Shareholders' Mandates are in the best interests of the Group.

Accordingly, our Board (save for the Interested Director) recommends that you vote in favour of the resolutions in relation to the Proposed Shareholders' Mandates to be tabled at the forthcoming EGM.

8. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah on Monday, 28 September 2026 at 10.00 a.m. or immediately upon the conclusion of our 11th AGM to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposed Shareholders' Mandates.

A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint proxy(ies) to attend, participate, speak and vote on his/her behalf. In such event, the completed and signed Form of Proxy must be deposited at the office of our Share Registrar, Symphony Corporate Services Sdn. Bhd. ("**Symphony**"), S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, or alternatively in the case of electronic appointment, the Form of Proxy must be submitted via email to the Poll Administrator's email address at symphonycorporateservices@gmail.com, not less than 48 hours before the time for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude a shareholder from attending, participating, speaking and voting in person at the EGM should the shareholder subsequently wish to do so.

9. FURTHER INFORMATION

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

Yours faithfully,

For and on behalf of our Board
BEDI BERHAD

DATUK CHRISTOPHER CHIN SOO YIN, JP
Independent Non-Executive Chairman

SALIENT TERMS OF THE SSA1 AND SSA2

(Unless specifically referred to, words denoting the singular shall include the plural and vice versa)

1. SALE AND PURCHASE

1.1 Agreement for Sale and Purchase of the Sale Shares

Subject to the terms and conditions contained in the SSAs, the Vendor, as beneficial and registered owner of the Sale Shares, shall sell, and BEDI (the "**Purchaser**"), relying on the warranties in the SSAs, shall purchase the Sale Shares.

2. CONSIDERATION AND PAYMENT

2.1 Indicative Purchase Consideration

The indicative purchase consideration payable under the respective SSAs for the Sale Shares based on the management accounts ("**Indicative Purchase Consideration**") was arrived at on a willing buyer-willing seller basis after taking into consideration the total RNAV of the respective Target Companies as at 31 March 2026, as set out in **Section 2.4, Part A** of this Circular.

The Purchaser acknowledges and agrees that the Indicative Purchase Consideration has been determined and the Final Purchase Consideration shall be determined after taking into account the existing financial position of the Target Companies, including any contingent liabilities, outstanding bank borrowings, and shareholders' loans or advances owing by the Target Companies as at 31 March 2026, and that such borrowings and shareholders' loans shall remain liabilities of the Target Companies following completion unless otherwise agreed in writing between the parties.

2.2 Final Purchase Consideration

(a) The parties agree that the Final Purchase Consideration shall be determined and finalised based on the RNAV of the Target Companies as at 31 March 2026, which shall be determined in the manner as set out in **Section 2.4, Part A** of this Circular.

(b) The revalued market value of the Projects shall be such value ascribed by the Independent Valuer as at 31 March 2026 in the Valuation Reports, subject to clause 2.3.

(c) BEDI shall, within 14 days after (1) the issue of the signed Valuation Reports, and (2) the issue of the signed audited financial statements, whichever is the latest, issue to the Vendor a statement in writing of the Final RNAV and Final Purchase Consideration, which shall in the absence of manifest error be final and binding on the parties.

(d) The final purchase consideration payable by BEDI for the Sale Shares shall be the Final RNAV.

(e) For the avoidance of doubt, the Final RNAV may result in an increase or a decrease of the purchase consideration as compared to the Indicative Purchase Consideration.

2.3 Valuation of the Projects

(a) The Vendor acknowledges and agrees that the parties have prior to the date of the SSAs engaged the Independent Valuer for the purpose of determining the market value of the Projects.

(b) The Valuation Reports will be submitted by BEDI to the relevant authorities in connection with the Proposed Acquisitions.

(c) In the event that the assessed market value of the Projects shall be varied/adjusted by the Independent Valuer pursuant to any comments provided by relevant authorities on the Valuation Reports, and such assessed market value of the Projects deviates by more than 10.00% from the market value initially ascribed by the Independent Valuer in the Valuation Reports (prior to variation/adjustment by the Independent Valuer arising from comments provided by the relevant authorities on the Valuation Reports), either party shall be entitled to terminate the SSAs by notice in writing.

2.4 Mode of Settlement of Purchase Consideration

The Purchase Consideration shall be satisfied by the Purchaser in cash to the Vendor in the manner as set out in **Section 2.5, Part A** of this Circular.

3. CONDITIONS PRECEDENT

3.1 Conditions Precedent

The obligations of the parties that are set out in the SSAs are conditional upon the following conditions precedent ("**Conditions Precedent**") being obtained/fulfilled or waived (as the case may be) before the day falling 6 months from the date of the SSAs or such later date as the parties may mutually agree upon ("**Cut-Off Date**"):

(i) BEDI having obtained at its own cost and expense the approval of its shareholders at an EGM to be convened in respect of the Proposed Acquisitions;

(ii) BEDI being satisfied with the results of the due diligence in its sole and absolute discretion;

(iii) The Final Purchase Consideration having been determined and a statement of the Final RNAV and Final Purchase Consideration having been issued in accordance with the provisions of clause 2.2;

(iv) The Vendor having obtained at its own cost and expense the approval or consent of the respective Target Company's financier/creditor, namely Al Rajhi Banking & Investment Corporation (Malaysia) Bhd in respect of SSA1 and RHB Bank Berhad in respect of SSA2, for the sale and transfer of the Sale Shares in favour of BEDI, upon the terms and subject to the conditions of the SSAs; and

(v) The Vendor having obtained at its own cost and expense the approval or consent of any other party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving the relevant Target Company, where required, in each case to the extent that at the Completion Date (as defined in clause 4.1) the same remain to be completed or performed or remain in force, where required.

As at the LPD, save for the Condition Precedent set out in clause (i) above which is the subject matter of Part A of this Circular, all other Conditions Precedent have been fulfilled.

3.2 Right to terminate

If:

(a) on or at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been refused and appeal or appeals to the persons against such refusal (where available/applicable) have not been successful;

(b) on or at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been granted subject to terms and conditions which are not acceptable to the Purchaser being terms and conditions which affect BEDI, and further representations to the relevant authorities or persons to vary such terms and conditions have not been successful, and BEDI is not willing to accept such terms and conditions then imposed by the relevant authorities or persons; or

(c) on the expiry of the Cut-Off Date, any of the Conditions Precedent have not been obtained or fulfilled or waived (as the case may be),

then BEDI shall be entitled to terminate the SSAs by giving a notice of termination to that effect to the Vendor and thereafter, the parties shall not have any further rights under the SSAs except in respect of –

(1) any obligation under the SSAs which is expressed to apply after the termination of the SSAs; and

(2) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSAs to either party prior to such termination.

3.3 Unconditional Date

The SSAs shall become unconditional on the date when all the Conditions Precedent have been obtained/fulfilled or waived (as the case may be) ("**Unconditional Date**").

4. COMPLETION

4.1 Date and Place of Completion

The completion of the sale and purchase of the Sale Shares shall take place upon the performance by the parties of their respective obligations under clause 4.2 below ("**Completion**"), on the date falling 21 Business Days after the Unconditional Date, or on such other date as may be agreed upon between the parties ("**Completion Date**").

4.2 Completion of sale and purchase of Sale Shares

On the Completion Date –

(a) the Vendor shall deliver to the Purchaser –

(1) a duly completed and signed transfer (in such prescribed form under the Companies Act) in favour of the Purchaser, in respect of the Sale Shares, together with the duly sealed original share certificates in relation thereto (or an express indemnity in a form satisfactory to the Purchaser in the case of any certificate found to be missing);

(2) a certified true copy or extract of a resolution of the board of directors of the relevant Target Company approving the transfer of the Sale Shares from the Vendor to the Purchaser and directing the secretary of the relevant Target Company to register the same;

(3) if required by the Purchaser, the undated resignation letters of the directors and secretary of the relevant Target Company from their respective offices in the Target Company with immediate effect from the Completion Date together with a written acknowledgement from each of them that they have no claim against the relevant Target Company in respect of any breach of contract, compensation for loss of office, redundancy or unfair dismissal or on any other grounds whatsoever;

(4) the statutory books and records, complete and up-to-date, and all other records and documents of the relevant Target Company, including but not limited to the original share certificates for shares, certificate of incorporation, any certificates of incorporation on change of name or re-registration, licences, share certificate books, minute books, all unused cheque books and the common seals of the relevant Target Company;

(5) all documents of title, certificates and other documents evidencing title to the assets of the relevant Target Company; and

(6) such other papers and documents as the Purchaser may reasonably require;

(b) the Vendor must procure that a certified true copy or extract of the minutes of meeting of the board of directors of the relevant Target Company is delivered to the Purchaser which includes resolutions that –

(1) such persons as the Purchaser may nominate shall be appointed as directors and/or secretaries of the relevant Target Company;

(2) the resignations referred to in clause 4.2(a)(3) above shall be submitted and accepted;

(3) the mandates (including authorised signatories) given by the relevant Target Company to their bankers are revoked or revised if and as the Purchaser may require; and

(4) the execution and completion of any other documents to be entered into by the relevant Target Company under the SSAs are approved.

4.3 Deferred Completion

If any of the requirements of above clauses 4.2(a) or 4.2(b) is not complied with on the Completion Date, BEDI may –

(a) subject, where necessary, to the approval of the relevant authorities, defer the Completion Date, wholly or in part, to a date not less than 3 days but not more than 21 Business Days after the respective Completion Dates (in which case the provisions of this clause 4.3 will also apply to the Completion Dates as so deferred);

(b) subject, where necessary, to the approval of the relevant authorities, proceed to Completion so far as practicably possible but without prejudice to any other rights which it may have under the SSAs; or

(c) terminate the SSAs in accordance with the applicable provisions of clause 5.1 below.

4.4 Further assurance

After Completion, the Vendor must execute such documents and take such steps as BEDI may reasonably require to vest the full title to the relevant Sale Shares in BEDI or its nominee and give the Purchaser the full benefit of the SSAs.

5. TERMINATION

5.1 BEDI's right to terminate

BEDI shall be entitled to issue a notice of termination to the Vendor if, at any time prior to Completion –

(a) the Vendor commits any breach of any of its obligations under the SSAs which –

(1) is incapable of remedy; or

(2) if capable of remedy, is not remedied within 21 Business Days of being given notice to do so;

(b) a petition is presented (and such petition is not stayed or struck-out within 30 Business Days of the petition being served) or an order is made or a resolution is passed for the winding up of the relevant Target Company and/or bankruptcy of the Vendor;

(c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the relevant Target Company and/or the Vendor;

(d) the relevant Target Company and/or the Vendor becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;

(e) the relevant Target Company ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSAs); or

(f) any of the Warranties given by the Vendor is found at any time to be untrue or incorrect.

5.2 Vendor's right to terminate

The Vendor shall be entitled to issue a notice of termination to BEDI if, at any time prior to Completion –

(a) BEDI fails to settle the Final Purchase Consideration (or any part thereof) in accordance with the provisions of the SSAs or breaches any material or fundamental term or condition of the SSAs and fails to remedy the same within 21 Business Days of it being given notice to do so;

(b) a petition is presented (and such petition is not stayed or struck-out within 30 Business Days of the petition being served) or an order is made or a resolution is passed for the winding up of the Purchaser;

(c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the Purchaser;

(d) BEDI becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enters into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;

(e) BEDI ceases or threatens to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSAs); or

(f) any of the representations or warranties given by BEDI is found at any time to be untrue or incorrect.

5.3 Consequences of termination

Following the giving of a notice of termination under clauses 3.2 and 5.1 above and if BEDI elects not to pursue the remedies for specific performance as set out in the SSAs, the Vendor shall, within 14 days after receipt of the notice of termination:

(a) return to BEDI the Deposit, free of interest, and all documents, if any, delivered to any of them by or on behalf of BEDI; and

(b) procure the relevant Target Company to return to BEDI all such documents, if any.

BEDI shall, in exchange for the performance by the Vendor of its obligations above, return to the Vendor all documents, if any, delivered to it by or on behalf of the relevant Target Company or the Vendor.

5.4 Post-termination

Following the giving of a notice of termination under any of the provisions of the SSAs, none of the parties shall thereafter have any further rights or obligations under the SSAs to the other parties, except in respect of –

(a) their respective obligations under the applicable provisions of the SSAs;

(b) any rights or obligations under the SSAs which are expressed to apply after the termination of the SSAs; and

(c) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSAs to either party prior to such termination.

5.5 Specific performance

Notwithstanding the foregoing provisions of this clause 5, BEDI shall be at liberty to take such action in law as may be necessary to compel the Vendor by way of specific performance to complete the transaction contemplated in the SSAs (in which respect the alternative remedy of monetary compensation shall not be regarded as compensation or sufficient compensation for any default of a party in the performance of the terms and conditions herein) or to claim damages for the breach of the Vendor.

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FURTHER INFORMATION ON SEJATI SENTRAL

1. HISTORY AND PRINCIPAL ACTIVITIES

Sejati Sentral was incorporated in Malaysia as a private limited company under the Act on 18 August 2022 and commenced operations on the same date.

Sejati Sentral is principally involved in property development and it is the landowner and developer of the Sejati Project. Sejati Project constitutes Sejati Sentral's sole major asset.

Further details on the Sejati Project are as set out in **Section 2.2, Part A** of this Circular.

2. SHARE CAPITAL

As at the LPD, the issued share capital of Sejati Sentral is RM5,000,000 comprising 5,000,000 Sejati Sentral Shares.

3. SHAREHOLDERS

As at the LPD, the shareholders of Sejati Sentral and their respective shareholdings are as follows:

		Direct		Indirect	
	Place of incorporation / Nationality	**No. of Sejati Sentral Shares**	**%**	**No. of Sejati Sentral Shares**	**%**
BDSB	Malaysia	5,000,000	100.00	-	-
EDSB	Malaysia	-	-	5,000,000(1)	100.00
Harapan Borneo	Malaysia	-	-	5,000,000(1)	100.00
LAH	Malaysian	-	-	5,000,000(2)	100.00
LAK	Malaysian	-	-	5,000,000(2)	100.00
LAF	Malaysian	-	-	5,000,000(2)	100.00
Kong Chung Vui	Malaysian	-	-	5,000,000(3)	100.00

Notes:

(1) Deemed interested by virtue of its shareholdings in BDSB pursuant to Section 8 of the Act.

(2) Deemed interested by virtue of their respective shareholdings in EDSB pursuant to Section 8 of the Act.

(3) Deemed interested by virtue of his shareholdings in Harapan Borneo pursuant to Section 8 of the Act.

4. DIRECTORS

As at the LPD, the directors of Sejati Sentral are as follows:

Name of director	**Designation**
LAH	Director
LAK	Director
Kong Chung Vui	Director

Please refer to **Section 3** above for their respective shareholdings.

5. SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the LPD, Sejati Sentral does not have any subsidiaries or associated companies.

6. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, there are no material commitments incurred or known to be incurred by Sejati Sentral which, upon becoming enforceable, may have a material impact on the financial results or position of Sejati Sentral:

	RM'000
Authorised and contracted but not provided for:	
- Property development expenditure in respect of the main building works for the Sejati Project	6,041
TOTAL	**6,041**

7. MATERIAL CONTRACTS

As at the LPD, Sejati Sentral has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years preceding the LPD.

8. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by Sejati Sentral which, upon becoming enforceable, may have a material impact on the financial results or position of Sejati Sentral.

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9. HISTORICAL FINANCIAL INFORMATION OF SEJATI SENTRAL

A summary of Sejati Sentral's audited financial information for the FPE 31 December 2022, 15-month FPE 31 March 2024, FYE 31 March 2025 and FYE 31 March 2026 is as follows:

	Audited			
	FPE 31 December 2022[1]	**15-month FPE 31 March 2024**	**FYE 31 March 2025**	**FYE 31 March 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	-	-	8,507	34,218
Gross profit	-	-	3,456	12,047
(LBT) / PBT	(40)	(1,493)	1,736	9,551
(LATAMI) / PATAMI	(40)	(1,441)	1,638	7,209
Total borrowings	-	20,000	30,668	14,142
Shareholders' advances[2]	556	2,189	4,260	3,263
Current assets	618	25,977	45,994	49,364
Current liabilities	658	580	6,527	20,381
(NL) / NA	(40)	3,519	5,156	12,365
Share capital (RM)	[3]~	5,000	5,000	5,000
No. of Sejati Sentral Shares ('000)	[3]~	5,000	5,000	5,000
(Loss) / Earnings per Sejati Sentral Share (RM)	(403.15)	(0.29)	0.33	1.44
(NL) / NA per Sejati Sentral Share (RM)	(402.15)	0.70	1.03	2.47
PATAMI margin (%)	N/A	N/A	19.25	21.07
Current ratio (times)	0.94	44.82	7.05	2.42
Gearing ratio (times)	N/A	5.68	5.94	1.14

Notes:

~ Less than RM1,000.00.

(1) The financial information for the FPE 31 December 2022 covers the period from 18 August 2022 (being the date of incorporation of Sejati Sentral) to 31 December 2022.

(2) The shareholders' advances comprise an amount due to holding company and/or ultimate holding company.

(3) Comprising 100 shares of RM1.00 each.

Commentaries

(i) <u>15-month FPE 31 March 2024 vs FPE 31 December 2022</u>

There was no revenue generated by Sejati Sentral during FPE 31 December 2022 and 15-month FPE 31 March 2024 as Phase 1 of the Sejati Project had yet to commence revenue recognition. LATAMI increased from RM40,315 in FPE 31 December 2022 to RM1.44 million in 15-month FPE 31 March 2024. The higher LATAMI for the 15-month FPE 31 March 2024 was mainly due to administrative expenses and financing-related costs in connection with the preparation and commencement of Phase 1 of the Sejati Project.

During the 15-month FPE 31 March 2024, Sejati Sentral obtained bank borrowings of RM20.00 million to finance the acquisition of land held for future project development.

FURTHER INFORMATION ON SEJATI SENTRAL *(CONT'D)*

(ii) FYE 31 March 2025 vs 15-month FPE 31 March 2024

For FYE 31 March 2025, Sejati Sentral recorded a revenue of RM8.51 million mainly derived from the launch and sale of units in Phase 1 of the Sejati Project. This resulted in an improvement in Sejati Sentral's financial performance as compared to the preceding financial period, during which the Sejati Project had yet to generate revenue.

Sejati Sentral recorded PATAMI of RM1.64 million in FYE 31 March 2025 as compared to LATAMI of RM1.44 million in the 15-month FPE 31 March 2024. The improvement was mainly attributable to the gross profit generated from Phase 1 of the Sejati Project, which was partially offset by administrative expenses and finance costs incurred on bank borrowings.

(iii) FYE 31 March 2026 vs FYE 31 March 2025

During the FYE 31 March 2026, Sejati Sentral recorded a significant increase in revenue to RM34.22 million as compared to RM8.51 million for FYE 31 March 2025, mainly attributable to higher progressive revenue recognised as Phase 1 of the Sejati Project progressed. The increase in revenue resulted in higher gross profit of RM12.05 million and PATAMI of RM7.21 million for FYE 31 March 2026, notwithstanding the administrative expenses and finance costs incurred during the financial year.

In addition, Sejati Sentral's bank borrowings declined from RM30.67 million as at 31 March 2025 to RM14.14 million as at 31 March 2026, primarily due to repayments made during the financial year, supported by cash inflows from the higher sales and progressive billings of properties under Phase 1 of the Sejati Project.

During the financial periods/years under review:

(i) there were no exceptional or extraordinary items;

(ii) there were no accounting policies adopted by Sejati Sentral which are peculiar to Sejati Sentral due to the nature of its business or the industry in which it is involved, which had effects on the determination of income or financial position of Sejati Sentral; and

(iii) there were no audit qualifications to the financial statements of Sejati Sentral.

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Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

REPORTS AND FINANCIAL STATEMENTS

31 MARCH 2026

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

CONTENTS **PAGES**

- Corporate Information 2
- Directors' Report 3-6
- Statement by Directors and Statutory Declaration 7
- Independent Auditors' Report 8-11
- Statement of Financial Position 12
- Statement of Profit or Loss and Other Comprehensive Income 13
- Statement of Changes in Equity 14
- Statement of Cash Flows 15-16
- Notes to the Financial Statements 17-34

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.
(Incorporated in Malaysia)

CORPORATE INFORMATION

DIRECTORS	Lim Aik Hoe Lim Aik Kiat Kong Chung Vui
SECRETARY	Lai Wei Yen (MAICSA 7044687)
REGISTERED OFFICE	Lot A7.09, 7th Floor, Wisma Merdeka Jalan Tun Razak 88000 Kota Kinabalu Sabah
PRINCIPAL PLACE OF BUSINESS	G-07, Ground Floor JQ Central, Coastal Highway Off Jalan Tun Fuad Stephen 88400 Kota Kinabalu Sabah
AUDITORS	Grant Thornton Malaysia PLT (Member Firm of Grant Thornton International Ltd.) Chartered Accountants Level 11, Sheraton Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Company for the financial year ended 31 March 2026.

PRINCIPAL ACTIVITY

The principal activity of the Company is property developer.

There has been no significant change in the nature of this activity during the financial year.

FINANCIAL RESULT

	RM
Net profit for the financial year	7,209,010

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the end of previous financial year.

HOLDING COMPANIES

The immediate holding company is BEDI Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia.

The Directors regard Exsim Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia as its ultimate holding company.

Registration No: 202201030660 (1476357 - T)

DIRECTORS

The Directors who held office during the financial year and up to the date of this report are as follows:

Lim Aik Hoe
Lim Aik Kiat
Kong Chung Vui

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016, the interests and deemed interests in the shares of the Company and its related corporation of those who were Directors at the end of the financial year are as follows:

	Number of ordinary shares			
	At 1.4.2025	Bought	Sold	At 31.3.2026
Indirect interest				
Ultimate Holding Company				
Exsim Development Sdn. Bhd.				
Lim Aik Hoe	193,912,500	-	-	193,912,500
Lim Aik Kiat	193,912,500	-	-	193,912,500
Indirect interest				
Harapan Borneo Sdn. Bhd.				
Kong Chung Vui	50	50	-	100

By virtue of their interests in the shares of Exsim Development Sdn. Bhd. and Harapan Borneo Sdn. Bhd., Lim Aik Hoe, Lim Aik Kiat and Kong Chung Vui are also deemed to have interests in the ordinary shares of the Company to the extent that these companies have an interest.

DIRECTORS' BENEFITS

During the financial year, no arrangements subsisted to which the Company is a party with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

Since the end of previous financial year, no Director has received or become entitled to receive any benefits by reason of a contract made by the Company with the Director or with a firm of which the Director is a member, or with a company or related corporation in which the Director has a substantial financial interest, except as disclosed in Note 23 to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

There was no indemnity coverage and insurance premium paid for the Directors and any Officers of the Company during the financial year.

Registration No: 202201030660 (1476357 - T)

ISSUE OF SHARES AND DEBENTURES

There were no issuance of shares and debentures during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements of the Company were made out, the Directors took reasonable steps:

(a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no bad debts to be written off and no provision for doubtful debts was required; and

(b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

(a) which would render it necessary to write off for any bad debts or to make any provision for doubtful debts in the financial statements of the Company; or

(b) which would render the values attributed to current assets in the financial statements of the Company misleading; or

(c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate; or

(d) not otherwise dealt with this report or the financial statements which would render any amount stated in the financial statements misleading.

At the date of this report, there does not exist:

(a) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(b) any contingent liability of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:

(a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Company to meet its obligations as and when they fall due;

(b) the result of the operation of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

(c) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the result of the operation of the Company for the financial year in which this report is made.

Registration No: 202201030660 (1476357 - T)

AUDITORS

The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

The amount of audit fee paid or payable to the Auditors by the Company for the financial year ended 31 March 2026 amounted to RM15,000.

The Company has agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

Signed on behalf of the Directors in accordance with a resolution of the Board of Directors.



.....)
LIM AIK HOE)
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) DIRECTORS
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.....)
KONG CHUNG VUI)

Kuala Lumpur
31 July 2026

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 12 to 34 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Company as at 31 March 2026 and of its financial performance and cash flows for the financial year then ended.

Signed on behalf of the Directors in accordance with a resolution of the Board of Directors.





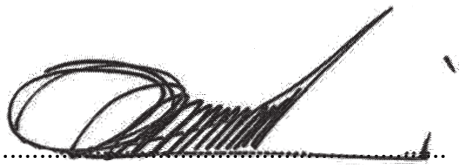
....
LIM AIK HOE KONG CHUNG VUI

Kuala Lumpur
31 July 2026

STATUTORY DECLARATION

I, Kong Chung Vui, being the Director primarily responsible for the financial management of Sejati Sentral (Sandakan) Sdn. Bhd., do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 12 to 34 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in)
the Federal Territory this day of)
31 July 2026)



.....
KONG CHUNG VUI

Before me:



Commissioner for Oaths
Tingkat 5 Wisma Harwant
Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur

Grant Thornton

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)
Registration No: 202201030660 (1476357 - T)

Grant Thornton Malaysia PLT
Level 11, Sheraton Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

T +603 2692 4022
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Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sejati Sentral (Sandakan) Sdn. Bhd., which comprise the statement of financial position as at 31 March 2026, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended and notes to the financial statements including material accounting policies information as set out on pages 12 to 34.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2026, and of its financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis of Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Chartered Accountants
Grant Thornton Malaysia PLT [201906003682 [LLP0022494-LCA] & AF 0737] is a Limited Liability Partnership and is a member firm of Grant Thornton International Ltd (GTIL), a private company limited by guarantee incorporated in England and Wales.

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Registration No: 202201030660 (1476357 - T)

Report on the Audit of the Financial Statements (cont'd)

Information other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises Directors' Report, but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the Directors' Report is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Company, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Grant Thornton

Registration No: 202201030660 (1476357 - T)

Report on the Audit of the Financial Statements (cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Grant Thornton

Registration No: 202201030660 (1476357 - T)

Other Matter

This report is made solely to the member of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

LEE SHEAU WEI
(NO: 03539/12/2026 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
31 July 2026

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2026

	Note	2026	2025
		RM	RM
ASSETS			
Non-current asset			
Deferred tax asset	4	788,000	618,000
Total non-current asset		788,000	618,000
Current assets			
Inventories	5	37,648,321	35,300,888
Contract costs	6	1,353,880	849,789
Trade receivables	7	4,692,277	1,966,980
Other receivables	8	1,532,489	1,555,036
Amount due from immediate holding company	9	-	1,170,916
Amount due from a related company	10	1,500	-
Cash and bank balances		4,135,430	5,150,611
Total current assets		49,363,897	45,994,220
Total assets		50,151,897	46,612,220
EQUITY AND LIABILITIES			
EQUITY			
Share capital	11	5,000,000	5,000,000
Retained earnings		7,365,441	156,431
Total equity		12,365,441	5,156,431
LIABILITIES			
Non-current liabilities			
Borrowing	12	14,142,066	30,668,349
Amount due to ultimate holding company	13	1,045,062	4,260,002
Amount due to immediate holding company	9	2,218,208	-
Total non-current liabilities		17,405,336	34,928,351
Current liabilities			
Trade payables	14	10,274,290	3,656,947
Other payables	15	272,319	100,942
Contract liabilities	16	8,261,481	2,105,901
Tax payables		1,573,030	663,648
Total current liabilities		20,381,120	6,527,438
Total liabilities		37,786,456	41,455,789
Total equity and liabilities		50,151,897	46,612,220

The accompanying notes form an integral part of the financial statements

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	2026 RM	2025 RM
Revenue	17	34,217,884	8,507,301
Cost of sales		(22,170,406)	(5,051,450)
Gross profit		12,047,478	3,455,851
Finance income	18	8,324	62,164
Administrative expenses		(878,062)	(452,131)
Finance costs	19	(1,626,289)	(1,330,046)
Profit before tax	20	9,551,451	1,735,838
Tax expense	21	(2,342,441)	(97,948)
Net profit/total comprehensive income for the financial year		7,209,010	1,637,890

The accompanying notes form an integral part of the financial statements

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Share capital RM	(Accumulated losses)/ Retained earnings RM	Total equity RM
Balance at 1 April 2024	5,000,000	(1,481,459)	3,518,541
Total comprehensive profit for the financial year	-	1,637,890	1,637,890
Balance at 31 March 2025	5,000,000	156,431	5,156,431
Total comprehensive profit for the financial year	-	7,209,010	7,209,010
Balance at 31 March 2026	5,000,000	7,365,441	12,365,441

The accompanying notes form an integral part of the financial statements

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	2026 RM	2025 RM
OPERATING ACTIVITIES			
Profit before tax		9,551,451	1,735,838
Adjustments for:			
Finance costs		1,626,289	1,330,046
Finance income		(8,324)	(62,164)
Operating profit before working capital		11,169,416	3,003,720
Changes in working capital:			
Inventories		(2,347,433)	(9,800,264)
Contract liabilities		6,155,580	2,105,901
Contract costs		(504,091)	(849,789)
Receivables		(2,702,750)	(3,517,516)
Payables		6,788,720	3,436,985
Cash generated from/(used in) operations		18,559,442	(5,620,963)
Finance costs paid		(1,626,289)	(1,330,046)
Finance income received		8,324	62,164
Tax paid		(1,603,059)	(300)
Net cash from/(used in) operating activities		15,338,418	(6,889,145)
INVESTING ACTIVITIES			
Repayments from/(advances to) immediate holding company		1,170,916	(1,170,916)
Advances to a related company		(1,500)	-
Net cash from/(used in) investing activities		1,169,416	(1,170,916)
FINANCING ACTIVITIES			
(Repayments to)/advances from ultimate holding company		(3,214,940)	2,329,640
Advances from/(repayments to) immediate holding company		2,218,208	(258,748)
Drawdown of borrowing		2,375,131	12,624,869
Repayment of borrowing		(18,901,414)	(1,956,520)
Net cash (used in)/from financing activities	**A**	(17,523,015)	12,739,241

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 (CONT'D)

	Note	2026 RM	2025 RM
CASH AND CASH EQUIVALENTS			
Net changes		(1,015,181)	4,679,180
At beginning of financial year		5,150,611	471,431
At end of financial year		4,135,430	5,150,611

NOTES TO THE STATEMENT OF CASH FLOWS

A. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	At beginning of financial year RM	Cash flows RM	At end of financial year RM
2026			
Amount due to ultimate holding company	4,260,002	(3,214,940)	1,045,062
Amount due to immediate holding company	-	2,218,208	2,218,208
Amount due to a Director (Note 15)	3,000	-	3,000
Borrowing	30,668,349	(16,526,283)	14,142,066
2025			
Amount due to ultimate holding company	1,930,362	2,329,640	4,260,002
Amount due to/(from) immediate holding company	258,748	(258,748)	-
Amount due to a Director (Note 15)	3,000	-	3,000
Borrowing	20,000,000	10,668,349	30,668,349

The accompanying notes form an integral part of the financial statements

Registration No: 202201030660 (1476357 - T)

SEJATI SENTRAL (SANDAKAN) SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS – 31 MARCH 2026

1. GENERAL INFORMATION

The Company is a private limited liability company, incorporated and domiciled in Malaysia. The addresses of the registered office and principal place of business of the Company are disclosed on page 2.

The principal activity of the Company is property developer. There has been no significant change in the nature of this activity during the financial year.

The immediate holding company is BEDI Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia.

The Directors regard Exsim Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia as its ultimate holding company.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors passed on 31 July 2026.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

2.2 Basis of measurement

The financial statements of the Company are prepared under the historical cost convention, unless otherwise indicated in the material accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.3 Functional and presentation currency

The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency and all values are rounded to the nearest RM.

Registration No: 202201030660 (1476357 - T)

2. **BASIS OF PREPARATION (CONT'D)**

2.4 **Adoption of amendments to MFRS**

At the beginning of the financial year, the Company adopted the amendments to MFRS which are mandatory for the current financial year. Initial application for the above amendments to MFRS did not have any material impacts to the financial statements of the Company.

2.5 **Standards issued but not yet effective**

The new and amended standards that are issued, but not yet effective are disclosed below.

Amendments to MFRSs effective 1 January 2026:

Amendments to MFRS 9 and MFRS 7	Financial Instruments and Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments and Contracts Referencing Nature-dependent Electricity

Amendments that are part of Annual Improvement – Volume 11:

Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	First-time Adoption of Malaysian Financial Reporting Standards, Financial Instruments: Disclosures, Financial Instruments, Consolidated Financial Statements and Statement of Cash Flows

MFRSs and amendments to MFRSs effective 1 January 2027:

MFRS 18	Presentation and Disclosure in Financial Statements
MFRS 19 and Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures
Amendments to MFRS 121	The Effects of Changes in Foreign Exchange Rates - Translation to a Hyperinflationary Presentation Currency

Amendments to MFRSs - effective date deferred indefinitely:

Amendments to MFRS 10 and MFRS 128	Consolidated Financial Statements and Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The Company intends to adopt these new and amended standards, if applicable, when they become effective. The initial application of the above standards/amendments to MFRS is not expected to have any material impact to the financial statements of the Company upon adoption, except for MFRS 18 Presentation and Disclosure in Financial Statements.

MFRS 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, there are consequential amendments to MFRS 107 Statement of Cash Flows and MFRS 134 Interim Financial Reporting.

The amendments will have an impact on the Company's presentation of statement of profit or loss and other comprehensive income, statement of cash flows and additional disclosures in the notes to the financial statements but not on the measurement or recognition of any items in the Company's financial statements.

Registration No: 202201030660 (1476357 - T)

2. **BASIS OF PREPARATION (CONT'D)**

2.5 **Standards issued but not yet effective (cont'd)**

The Company is currently assessing the impact of MFRS 18 and plans to adopt the new standard on the required effective date.

2.6 **Significant accounting estimates and judgements**

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual result may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

2.6.1 **Estimation uncertainty**

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The Company's core business is subject to economical changes which may cause selling prices to change rapidly and the Company's net profit to change.

Provision for expected credit losses ("ECLs") of financial assets

Credit losses are difference between all contractual cash flow due to the Company and the cash flow that it actually expected to receive. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit loss. An expected credit loss is the probability-weighted estimate of credit losses which requires the Company's judgement.

Property development activities

As revenue from ongoing property development activities is recognised over time, the amount of revenue recognised at the reporting date depends on the extent to which the performance obligation has been satisfied. This is done by determining the stage of completion. The stage of completion determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Registration No: 202201030660 (1476357 - T)

2. BASIS OF PREPARATION (CONT'D)

2.6 Significant accounting estimates and judgements (cont'd)

2.6.1 Estimation uncertainty (cont'd)

Property development activities (cont'd)

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the property development costs. In making the judgement, the Company evaluates based on past experience and by relying on the work of specialists.

Income taxes

Significant judgment is involved in determining the Company's provision for income tax. There are certain transactions and computation for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax provision in the year in which such determination is made.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

3. MATERIAL ACCOUNTING POLICIES

The Company applies the material accounting policies, as summarised below, consistently throughout all year presented in the financial statements.

3.1 Inventories

Inventories comprise of property development costs and are valued at the lower of cost and net realisable value.

Land on which development has commenced and is expected to be completed within the normal operating cycle is included in property development costs. The property development costs of the Company represent expenditures incurred in relation to the mixed residential and commercial developments.

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

Registration No: 202201030660 (1476357 - T)

3. **MATERIAL ACCOUNTING POLICIES (CONT'D)**

3.1 **Inventories (cont'd)**

The cost of inventory recognised in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and any non-specific costs allocated based on the relative size of the property sold.

3.2 **Financial instruments**

3.2.1 **Financial assets**

The Company's financial assets at amortised cost include trade and other receivables, amounts due from immediate holding company and a related company and cash and bank balances.

3.2.2 **Financial liabilities**

The Company's financial liabilities at amortised cost include trade and other payables, borrowing and amounts due to ultimate holding company and immediate holding company.

3.3 **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended sale. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended sale. Other borrowing costs are expensed in the period in which they incurred.

3.4 **Revenue recognition**

3.4.1 **Property development revenue**

The Company recognises revenue from property development over time if it creates an asset with no alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation.

Revenue from property development is recognised over the period of the contract using the input method by reference to the costs incurred for work performed to date against the estimated costs to completion if control of the asset transfers over time.

3.4.2 **Finance income**

Finance income is recognised on a time proportion basis, by reference to the principal outstanding and at the interest rate applicable and personal financing schemes using the effective interest rate ("EIR") method.

Registration No: 202201030660 (1476357 - T)

4. **DEFERRED TAX ASSET**

	2026 RM	2025 RM
At beginning of financial year	618,000	52,000
Recognised in profit or loss (Note 21)	170,000	566,000
At end of financial year	788,000	618,000

Deferred tax asset arose from the tax impact on temporary differences between the manner in which property development profit is recognised for tax and accounting purposes.

5. **INVENTORIES**

Property development costs

	Leasehold land RM	Development cost RM	Total RM
At cost:			
At 1 April 2024	22,913,908	2,586,716	25,500,624
Addition	1,191,500	13,527,133	14,718,633
At 31 March 2025	24,105,408	16,113,849	40,219,257
Addition	-	23,955,640	23,955,640
At 31 March 2026	24,105,408	40,069,489	64,174,897
Accumulated cost recognised in the profit or loss:			
At 1 April 2024	-	-	-
Charge to profit or loss	2,904,713	2,013,656	4,918,369
At 31 March 2025	2,904,713	2,013,656	4,918,369
Charge to profit or loss	1,917,042	19,691,165	21,608,207
At 31 March 2026	4,821,755	21,704,821	26,526,576
Carrying amount			
At 31 March 2026	19,283,653	18,364,668	37,648,321
At 31 March 2025	21,200,695	14,100,193	35,300,888

The inventories are pledged to financial institution for banking facilities granted to the Company as disclosed in Note 12 to the financial statements.

In previous financial year, included in addition of property development costs was RM454,000 related to capitalisation of borrowing cost.

Registration No: 202201030660 (1476357 - T)

6. CONTRACT COSTS

	2026 RM	2025 RM
Contract costs		
Cost to obtain contracts	1,353,880	849,789

Cost to obtain contracts comprises the following costs which were resulted from obtaining contracts:

- sales commission paid to intermediaries; and
- other expenses (i.e. legal fees).

Sales commission paid to intermediaries and other expenses are amortised to cost of sales when the related revenues are recognised.

During the financial year, RM562,199 (2025: RM133,081) was amortised to cost of sales.

7. TRADE RECEIVABLES

Trade receivables represent progress billings made to purchasers and are required to be settled within 14 (2025: 14) days in accordance with the sale and purchase agreements.

8. OTHER RECEIVABLES

	2026 RM	2025 RM
Other receivable	1,437,889	1,323,175
Deposits	94,600	231,861
	1,532,489	1,555,036

Included in other receivable is an amount of RM1,437,889 (2025: RM1,323,175) due from a Company with certain Director has interest. This amount is unsecured, interest free and repayable on demand.

9. AMOUNT DUE FROM/(TO) IMMEDIATE HOLDING COMPANY

Amount due to immediate holding company is non-trade in nature, unsecured, bears interest at 4.68% (2025: Nil) per annum and is not expected to be repaid within the next 12 months.

In previous financial year, amount due from immediate holding company is non-trade in nature, unsecured, bore interest at 5.03% per annum and receivable on demand.

Registration No: 202201030660 (1476357 - T)

10. **AMOUNT DUE FROM A RELATED COMPANY**

Related company refers to a subsidiary of BEDI Development Sdn. Bhd..

Amount due from a related company is non-trade in nature, unsecured, interest free and receivable on demand.

11. **SHARE CAPITAL**

	Number of ordinary shares		Amount	
	2026	2025	2026	2025
	Units	Units	RM	RM
Issued and fully paid with no par value:				
At beginning/end of financial year	5,000,000	5,000,000	5,000,000	5,000,000

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

12. **BORROWING**

	2026	2025
	RM	RM
Secured:		
Non-current		
- Term loan	14,142,066	30,668,349

The term loan is secured by the following:

(a) Inventories as disclosed in Note 5 to the financial statements;
(b) Corporate guarantee by its ultimate holding company;
(c) Joint and several guarantee by all Directors of the Company;
(d) Specific debenture over the Commercial Development and the property; and
(e) Assignment of sales proceeds from the Commercial Development.

The term loan bears interest at rate of 2.50% (2025: 2.50%) above the bank's cost of funding.

13. **AMOUNT DUE TO ULTIMATE HOLDING COMPANY**

Amount due to ultimate holding company is non-trade in nature, unsecured, bears interest at 4.68% (2025: 5.03%) per annum and not expect to be repaid within the next 12 months.

Registration No: 202201030660 (1476357 - T)

14. **TRADE PAYABLES**

	2026 RM	2025 RM
Trade payables	7,510,959	2,704,847
Retention sums	2,763,331	952,100
	10,274,290	3,656,947

The credit term granted by the trade payables to the Company is 30 to 60 (2025: 30 to 60) days. The retention sums are repayable upon the expiry of the defect liability period.

15. **OTHER PAYABLES**

Included in other payables is an amount of RM3,000 (2025: RM3,000) due to a Director of the Company which is unsecured, interest free and repayable on demand.

16. **CONTRACT LIABILITIES**

	2026 RM	2025 RM
At beginning of financial year	(2,105,901)	-
Revenue recognised during the financial year	34,217,884	8,507,301
Progress billings issued during the financial year	(40,373,464)	(10,613,202)
At end of financial year	(8,261,481)	(2,105,901)

The Company issues progress billings to purchasers when the billings milestones are attained and recognises revenue when performance obligation are satisfied. The contract liabilities represent progress billings received for property development for which performance obligation have yet to be satisfied. The significant increase in contract liabilities was mainly attributable to higher progress billings issued to the purchasers during the financial year, in accordance with the progress billing schedule as stipulated in the Sales and Purchase Agreements. These billings are based on the achievement of specified construction milestones, which may not necessarily align with the level of construction costs incurred during the financial year.

17. **REVENUE**

	2026 RM	2025 RM
Revenue recognised over time		
- Property development revenue	34,217,884	8,507,301

Registration No: 202201030660 (1476357 - T)

17. **REVENUE (CONT'D)**

All of the Company's revenue were generated from Malaysia.

For sale of development properties under construction, the performance obligation is satisfied over time as the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

The payment terms for progress billings made to purchasers are disclosed in Note 7 to the financial statements.

The nature of the properties that the Company has promised to transfer to purchasers are of commercial shoplots.

The Company's properties are subject to Defects Liability Period of generally six (6) months from the sale. This requires the Company to make good on any defects which may appear and which are due to design, materials, goods, workmanship or equipment not in accordance with the sale and purchase agreements.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at the reporting date are RM44,009,215 (2025: RM38,494,431).

The remaining performance obligations are expected to be recognised within 1 year (2025: 2 years) which are in accordance with the agreed time frames stated in the sale and purchase agreements signed with purchasers.

18. **FINANCE INCOME**

	2026 RM	2025 RM
Interest income	8,324	2,729
Interest income charged to immediate holding company	-	59,435
	8,324	62,164

19. **FINANCE COSTS**

	2026 RM	2025 RM
Interest expenses on:		
- Immediate holding company	42,233	-
- Ultimate holding company	47,000	204,000
- Term loan	1,537,056	1,126,046
	1,626,289	1,330,046

Registration No: 202201030660 (1476357 - T)

20. **PROFIT BEFORE TAX**

Profit before tax has been determined after charging amongst others, the following item:

	2026 RM	2025 RM
Auditors' remuneration	15,000	12,000

21. **TAX EXPENSE**

	2026 RM	2025 RM
Current tax:		
- current year	2,505,551	663,498
- underprovision in prior financial year	6,890	-
	2,512,441	663,498
Deferred tax: (Note 4)		
- current year	(189,000)	(250,000)
- over/(under)provision in prior financial year	19,000	(316,000)
	(170,000)	(566,000)
	2,342,441	97,948

Malaysian income tax is calculated at the statutory rate of 24% (2025: 24%) of the estimated assessable profit for the financial year.

A reconciliation of income tax expenses on profit before tax with the applicable statutory income tax rate is as follows:

	2026 RM	2025 RM
Profit before tax	9,551,451	1,735,838
Tax at statutory tax rate of 24% (2025: 24%)	2,292,348	416,601
Expenses not allowable for tax purposes	24,203	11,310
Origination and reversal of temporary difference	-	(13,963)
Underprovision of current tax in prior financial year	6,890	-
Over/(Under)provision of deferred tax in prior financial year	19,000	(316,000)
	2,342,441	97,948

Registration No: 202201030660 (1476357 - T)

22. EMPLOYEE BENEFITS EXPENSE

No employee benefits expense was incurred during the financial year as the Company did not have any employee.

23. RELATED PARTY DISCLOSURES

23.1 Related party transactions

Significant related party transactions during the financial year are as follows:

	2026 RM	2025 RM
A company in which a Director has interest:		
- Payment on behalf by	7,495	15,200
- Service fee charged by	1,555,200	1,555,200
Ultimate holding company:		
- Advances from	2,000,000	3,525,640
- Interest expenses charged by	47,000	204,000
Immediate holding company:		
- Advances to	(1,942,709)	(1,440,358)
- Interest expenses charged by/(to)	42,233	(59,435)
- Management fees charged by	30,203	70,129
Related company:		
- Advances to	1,500	-

23.2 Related party balances

The outstanding balances arising from related party transactions at the reporting date are disclosed in Note 8, Note 9, Note 10, Note 13 and Note 15 to the financial statements.

23.3 Compensation of key management personnel

The Company has no other members of key management personnel apart from the Board. There was no Director's remuneration paid during the financial year.

24. FINANCIAL INSTRUMENTS

24.1 Financial risk management objectives and policies

The Company's financial risk management policies seek to ensure that adequate financial resources are available for the development of the Company's businesses whilst managing its risks. The Company operates within policies that are approved by the Board to ensure the effectiveness of the risk management process.

Registration No: 202201030660 (1476357 - T)

24. **FINANCIAL INSTRUMENTS (CONT'D)**

24.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows:

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Company's policy to enter into financial instrument with a diversity of creditworthy counterparties. The Company does not expect to incur material credit losses of its financial assets or other financial instruments.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increase credit risk exposure. The Company extends credit only to recognised and credit worthy third parties. It is the Company's policy that all customers are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

i. Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

In respect of trade receivables arising from the sale of development properties, the Company mitigates its credit risk by maintaining its name as the registered owner of the development properties until full settlement by the purchaser of the self-financed portion of the purchase consideration and upon undertaking of end-financing by the purchaser's end-financier.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., customer type and rating and coverage by collateral). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if the Board deem them uncollectable. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

Collateral is considered integral part of trade receivables and considered in the calculation of impairment. At the reporting date, all of the Company's trade receivables are covered by collateral. As such, no expected credit losses are required at the reporting date.

Registration No: 202201030660 (1476357 - T)

24. **FINANCIAL INSTRUMENTS (CONT'D)**

24.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(a) Credit risk (cont'd)

i. Trade receivables (cont'd)

Set out below is the information about the credit risk exposure on the Company's trade receivables using a provision matrix:

	Gross carrying amount RM	**Loss allowance** RM	**Net carrying amount** RM
2026			
Not past due	2,299,715	-	2,299,715
Past due 1-30 days	998,480	-	998,480
Past due 31-60 days	1,383,065	-	1,383,065
Past due more than 120 days	11,017	-	11,017
	4,692,277	-	4,692,277
2025			
Not past due	810,462	-	810,462
Past due 1-30 days	1,023,398	-	1,023,398
Past due 91-120 days	133,120	-	133,120
	1,966,980	-	1,966,980

ii. Other receivables

Credit risks on other receivables are mainly arising from other receivable and deposit paid in relation to the Company's normal course of business. At the reporting date, the maximum exposure to credit risk is represented by the carrying amounts in the statement of financial position and the Company did not recognise any allowance for impairment losses.

iii. Intercompany balances

The maximum exposure to credit risk for intercompany balance is represented by the carrying amount in the statement of financial position.

The Company provides unsecured advances to immediate holding company and a related company and monitors their results regularly. At the reporting date, there was no indication that the advances to these companies are not recoverable.

Registration No: 202201030660 (1476357 - T)

24. **FINANCIAL INSTRUMENTS (CONT'D)**

24.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(a) Credit risk (cont'd)

iv. Cash and cash equivalents

The credit risk for cash and cash equivalents is considered negligible as the cash and cash equivalents are placed with reputable banks which have high quality external credit rating.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due, due to shortage of funds.

In managing its exposure to liquidity risk which arises principally from its various payables, the Company maintains a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as and when they fall due. In the event of additional funds required to operate the Company, advances from its ultimate holding company are available.

The summary of the maturity profile based on the contractual undiscounted repayment obligations of non-derivative financial liabilities are as follow:

			← Maturity →	
	Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 5 years
	RM	RM	RM	RM
2026				
Trade payables	10,274,290	10,274,290	10,274,290	-
Other payables	272,319	272,319	272,319	-
Amount due to ultimate holding company	1,045,062	1,289,607	48,909	1,240,698
Amount due to immediate holding company	2,218,208	2,737,268	103,812	2,633,456
Borrowings	14,142,066	15,791,607	963,075	14,828,532
	27,951,945	30,365,091	11,662,405	18,702,686

Registration No: 202201030660 (1476357 - T)

24. **FINANCIAL INSTRUMENTS (CONT'D)**

24.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(b) Liquidity risk (cont'd)

The summary of the maturity profile based on the contractual undiscounted repayment obligations of non-derivative financial liabilities are as follow: (cont'd)

			← Maturity →	
	Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 5 years
	RM	RM	RM	RM
2025				
Trade payables	3,656,947	3,656,947	3,656,947	-
Other payables	100,942	100,942	100,942	-
Amount due to ultimate holding company	4,260,002	5,331,392	214,278	5,117,114
Borrowings	30,668,349	36,394,418	2,088,515	34,305,903
	38,686,240	45,483,699	6,060,682	39,423,017

(c) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company's fixed rate instruments are exposed to a risk of change in their fair value due to changes in interest rates. The Company's variable rate instrument are exposed to a risk of change in cash flows to changes in interest rates.

The Company's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Company targets a mix of fixed and floating debts based on assessment of its existing exposure and desired interest rate profile.

The interest rate profile of the Company's significant interest-bearing financial assets/(liabilities) based on carrying amounts at reporting date are as follows:

	2026	2025
	RM	RM
Fixed rate instruments		
Amount due to ultimate holding company	(1,045,062)	(4,260,002)
Amount due (to)/from immediate holding company	(2,218,208)	1,170,916
Floating rate instrument		
Borrowing	(14,142,066)	(30,668,349)

Registration No: 202201030660 (1476357 - T)

24. **FINANCIAL INSTRUMENTS (CONT'D)**

24.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(c) Interest rate risk (cont'd)

Fair value sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial assets and financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instrument

The following table illustrates the sensitivity of profit to a reasonably possible change in interest rates of +/-0.5%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rates for each period and the financial instrument held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	Effect on profit before tax/ Total equity	
	RM	RM
	+0.5%	-0.5%
Floating rate instrument		
2026	(70,710)	70,710
2025	(153,342)	153,342

24.2 **Fair value of financial instruments**

The carrying amounts of financial assets and financial liabilities of the Company at the reporting date approximate their fair values due to their short-term nature that they are floating rate instrument that are re-priced to market interest rates or near the reporting dates or insignificant impact on discounting.

24.3 **Fair value hierarchy**

No fair value hierarchy has been disclosed as the Company does not have financial instruments measured at fair value.

Registration No: 202201030660 (1476357 - T)

25. CAPITAL MANAGEMENT

The Company manages its capital to ensure that the Company will be able to continue as going concern in order to provide returns for shareholders and to sustain future development of the business.

The Company sets the amount of capital in proportion to its overall financing structure, that is equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares to reduce debts.

There were no changes in the Company's approach to capital management during the current financial year.

FURTHER INFORMATION ON FYT LAND

1. HISTORY AND PRINCIPAL ACTIVITIES

FYT Land was incorporated in Malaysia as a private limited company under the Act on 18 August 2022 and commenced operations on the same date.

FYT Land is principally involved in property development and is the landowner and developer of the FYT Projects. The FYT Projects constitute FYT Land's sole major assets. The development of the FYT Projects will be undertaken in two phases. Phase 1, Bayu Damai Residences is expected to be completed by the 4th quarter of 2028 whilst Phase 2, Luna Damai Residences, has yet to be launched and is expected to be developed progressively over the next 5 years.

Further details on FYT Land are as set out in **Section 2.2, Part A** of this Circular.

2. SHARE CAPITAL

As at the LPD, the issued share capital of FYT Land is RM1,000,000 comprising 1,000,000 FYT Land Shares.

3. SHAREHOLDERS

As at the LPD, the shareholders of FYT Land and their respective shareholdings are as follows:

		Direct		Indirect	
	Place of incorporation/ Nationality	**No. of FYT Land Shares**	**%**	**No. of FYT Land Shares**	**%**
BDSB	Malaysia	1,000,000	100.00	-	-
EDSB	Malaysia	-	-	1,000,000(1)	100.00
Harapan Borneo	Malaysia	-	-	1,000,000(1)	100.00
LAH	Malaysian	-	-	1,000,000(2)	100.00
LAK	Malaysian	-	-	1,000,000(2)	100.00
LAF	Malaysian	-	-	1,000,000(2)	100.00
Kong Chung Vui	Malaysian	-	-	1,000,000(3)	100.00

Notes:

(1) Deemed interested by virtue of its shareholdings in BDSB pursuant to Section 8 of the Act.

(2) Deemed interested by virtue of their respective shareholdings in EDSB pursuant to Section 8 of the Act.

(3) Deemed interested by virtue of his shareholding in Harapan Borneo pursuant to Section 8 of the Act.

4. DIRECTORS

As at the LPD, the directors of FYT Land are as follows:

Name of director	**Designation**
LAH	Director
LAK	Director
Kong Chung Vui	Director

Please refer to **Section 3** above for their respective shareholdings.

5. SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the LPD, FYT Land does not have any subsidiaries or associated companies.

6. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, there are no material commitments incurred or known to be incurred by FYT Land which, upon becoming enforceable, may have a material impact on the financial results or position of FYT Land:

	RM'000
Authorised and contracted but not provided for:	
- Property development expenditure in respect of the main building works for Bayu Damai Residences	11,455
TOTAL	**11,455**

7. MATERIAL CONTRACTS

As at the LPD, FYT Land has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years preceding the LPD.

8. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by FYT Land which, upon becoming enforceable, may have a material impact on the financial results or position of FYT Land.

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9. HISTORICAL FINANCIAL INFORMATION OF FYT LAND

A summary of FYT Land's audited financial information for the FPE 31 December 2022, 15-month FPE 31 March 2024, FYE 31 March 2025 and FYE 31 March 2026 is as follows:

	Audited			
	FPE 31 December 2022[1]	**15-month FPE 31 March 2024**	**FYE 31 March 2025**	**FYE 31 March 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	-	-	37,912	45,622
Gross profit	-	-	7,377	8,440
(LBT) / PBT	(96)	(1,984)	(210)	582
(LATAMI) / PATAMI	(96)	(1,872)	182	361
Total borrowings	-	-	83,417	96,597
Shareholders' advances[2]	1,454	12,991	26,743	30,957
Current assets	1,623	16,873	121,610	141,233
Current liabilities	1,719	11,672	20,445	60,704
(NL)	(96)	(969)	(786)	(425)
Share capital	[3]~	1,000	1,000	1,000
No. of FYT Land Shares ('000)	[3]~	1,000	1,000	1,000
(Loss) / Earnings per FYT Land Share (RM)	(963.58)	(1.87)	0.18	0.36
(NL) per FYT Land Share (RM)	(962.58)	(0.97)	(0.79)	(0.43)
PATAMI margin (%)	N/A	N/A	0.48	0.79
Current ratio (times)	0.94	1.45	5.95	2.33
Gearing ratio (times)	N/A	N/A	N/A	N/A

Notes:

~ Less than RM1,000.00.

(1) The financial information for the FPE 31 December 2022 covers the period from 18 August 2022 (being the date of incorporation of FYT Land) to 31 December 2022.

(2) The shareholders' advances comprise an amount due to holding company and/or ultimate holding company.

(3) Comprising 100 shares of RM1.00 each.

Commentaries

(i) <u>15-month FPE 31 March 2024 vs FPE 31 December 2022</u>

There was no revenue generated by FYT Land during FPE 31 December 2022 and 15-month FPE 31 March 2024. LATAMI increased from RM96,358 in FPE 31 December 2022 to RM1.87 million in 15-month FPE 31 March 2024. The higher LATAMI for the 15-month FPE 31 March 2024 was mainly due to expenses incurred in preparation for the commencement of the development of Bayu Damai Residences, including administrative and financing-related costs.

(ii) FYE 31 March 2025 vs 15-month FPE 31 March 2024

For FYE 31 March 2025, FYT Land recorded revenue of RM37.91 million, mainly derived from the launch and sale of units in Bayu Damai Residences with revenue recognised progressively as the development progressed. This resulted in an improvement in FYT Land's financial performance as compared to the preceding financial period, during which Bayu Damai Residences had yet to generate revenue. The improvement was mainly attributable to gross profit generated from Bayu Damai Residences, which was partially offset by administrative expenses and finance costs incurred during the financial year. Notwithstanding that FYT Land recorded a loss before tax of RM0.21 million for FYE 31 March 2025, it recorded profit after tax of RM0.18 million mainly due to tax income of RM0.39 million recognised during the financial year.

(iii) FYE 31 March 2026 vs FYE 31 March 2025

During the FYE 31 March 2026, FYT Land's revenue increased by RM7.71 million as compared to the preceding financial year, mainly attributable to higher progressive revenue recognised from the sales of units in Bayu Damai Residences as the development progressed. FYT Land recorded PATAMI of RM0.36 million in FYE 31 March 2026 as compared to PATAMI of RM0.18 million in FYE 31 March 2025. The improvement was mainly attributable to higher gross profit generated from Bayu Damai Residences.

During the financial periods/years under review:

(i) there were no exceptional or extraordinary items;

(ii) there were no accounting policies adopted by FYT Land which are peculiar to FYT Land due to the nature of its business or the industry in which it is involved, which had effects on the determination of income or financial position of FYT Land; and

(iii) there were no audit qualifications to the financial statements of FYT Land.

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Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.
(Incorporated in Malaysia)

REPORTS AND FINANCIAL STATEMENTS

31 MARCH 2026

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

CONTENTS **PAGES**

- Corporate Information 2
- Directors' Report 3-6
- Statement by Directors and Statutory Declaration 7
- Independent Auditors' Report 8-11
- Statement of Financial Position 12
- Statement of Profit or Loss and Other Comprehensive Income 13
- Statement of Changes in Equity 14
- Statement of Cash Flows 15-16
- Notes to the Financial Statements 17-35

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

CORPORATE INFORMATION

DIRECTORS	Lim Aik Hoe Lim Aik Kiat Kong Chung Vui
SECRETARY	Lai Wei Yen (MAICSA 7044687)
REGISTERED OFFICE	Lot A7.09, 7th Floor, Wisma Merdeka Jalan Tun Razak 88000 Kota Kinabalu Sabah
PRINCIPAL PLACE OF BUSINESS	G-07, Ground Floor JQ Central, Coastal Highway Off Jalan Tun Fuad Stephen 88400 Kota Kinabalu Sabah
AUDITORS	Grant Thornton Malaysia PLT (Member Firm of Grant Thornton International Ltd.) Chartered Accountants Level 11, Sheraton Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Company for the financial year ended 31 March 2026.

PRINCIPAL ACTIVITY

The principal activity of the Company is property developer.

There has been no significant change in the nature of this activity during the financial year.

FINANCIAL RESULT

	RM
Net profit for the financial year	361,472

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the previous financial year.

HOLDING COMPANIES

The immediate holding company is BEDI Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia.

The Directors regard Exsim Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia as its ultimate holding company.

Registration No: 202201030645 (1476342 - H)

DIRECTORS

The Directors who held office during the financial year and up to the date of this report are as follows:

Lim Aik Hoe
Lim Aik Kiat
Kong Chung Vui

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016, the interests and deemed interests in the shares of the Company and its related corporation of those who were Directors at the end of the financial year are as follows:

	Number of ordinary shares			
	At 1.4.2025	Bought	Sold	At 31.3.2026
Indirect interest				
Ultimate holding company				
Exsim Development Sdn. Bhd.				
Lim Aik Hoe	193,912,500	-	-	193,912,500
Lim Aik Kiat	193,912,500	-	-	193,912,500
Indirect interest				
Harapan Borneo Sdn. Bhd.				
Kong Chung Vui	50	50	-	100

By virtue of their interests in the shares of Exsim Development Sdn. Bhd. and Harapan Borneo Sdn. Bhd., Lim Aik Hoe, Lim Aik Kiat and Kong Chung Vui are also deemed to have interest in the shares of the Company to the extent that these companies have interest.

DIRECTORS' BENEFITS

During the financial year, no arrangements subsisted to which the Company is a party with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

Since the end of previous financial year, no Director has received or become entitled to receive any benefits by reason of a contract made by the Company with the Director or with a firm of which the Director is a member, or with a company or related corporation in which the Director has a substantial financial interest other than those disclosed in the Note 24 to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

There was no indemnity coverage and insurance premium paid for the Directors and any officers of the Company during the financial year.

Registration No: 202201030645 (1476342 - H)

ISSUE OF SHARES AND DEBENTURES

There were no issuance of shares and debentures during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements of the Company were made out, the Directors took reasonable steps:

(a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no bad debts to be written off and no provision for doubtful debts was required; and

(b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

(a) which would render it necessary to write off for any bad debts or to make any provision for doubtful debts in the financial statements of the Company; or

(b) which would render the values attributed to current assets in the financial statements of the Company misleading; or

(c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate; or

(d) not otherwise dealt with this report or the financial statements which would render any amount stated in the financial statements misleading.

At the date of this report, there does not exist:

(a) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(b) any contingent liability of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:

(a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Company to meet its obligations as and when they fall due;

(b) the result of the operation of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

(c) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the result of the operation of the Company for the financial year in which this report is made.

Registration No: 202201030645 (1476342 - H)

AUDITORS

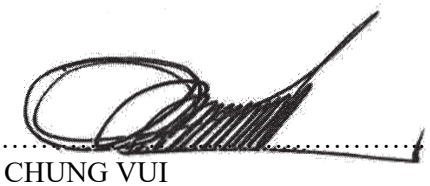
The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

The amount of audit fee paid to or payable to the Auditors by the Company for the financial year ended 31 March 2026 amounted to RM20,000.

The Company has agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

Signed on behalf of the Directors in accordance with a resolution of the Board of Directors.



.....)
LIM AIK HOE)
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) DIRECTORS
)
)
)
)
)
)

)
KONG CHUNG VUI)

Kuala Lumpur
31 July 2026

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 12 to 35 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial statements of the Company as at 31 March 2026 and of its financial performance and cash flows for the financial year then ended.

Signed on behalf of the Directors in accordance with a resolution of the Board of Directors.





....

LIM AIK HOE KONG CHUNG VUI

Kuala Lumpur
31 July 2026

STATUTORY DECLARATION

I, Kong Chung Vui, being the Director primarily responsible for the financial management of FYT Land (KK) Sdn. Bhd., do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 12 to 35 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in)
the Federal Territory this day of)
31 July 2026)



.....

KONG CHUNG VUI

Before me,



Commissioner for Oaths

Tingkat 5 Wisma Harwant
Jalan Tuanku Abdul Rahman
50100 Kuala Lumpur

Grant Thornton

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)
Registration No: 202201030645 (1476342 - H)

Grant Thornton Malaysia PLT
Level 11, Sheraton Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

T +603 2692 4022
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Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of FYT Land (KK) Sdn. Bhd., which comprise the statement of financial position as at 31 March 2026, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended and notes to the financial statements including material accounting policies information as set out on pages 12 to 35.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2026, its financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis of Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Chartered Accountants
Grant Thornton Malaysia PLT [201906003682 [LLP0022494-LCA] & AF 0737] is a Limited Liability Partnership and is a member firm of Grant Thornton International Ltd (GTIL), a private company limited by guarantee incorporated in England and Wales.

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Registration No: 202201030645 (1476342 - H)

Report on the Audit of the Financial Statements (cont'd)

Information other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises Directors' Report, but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Company, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Grant Thornton

Registration No: 202201030645 (1476342 - H)

Report on the Audit of the Financial Statements (cont'd)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Grant Thornton

Registration No: 202201030645 (1476342 - H)

Other Matter

This report is made solely to the member of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

LEE SHEAU WEI
(NO: 03539/12/2026 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
31 July 2026

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2026

	Note	2026 RM	2025 RM
ASSETS			
Non-current assets			
Deferred tax asset	5	2,882,000	1,512,000
Other investment	6	1,193,015	1,113,140
Total non-current assets		4,075,015	2,625,140
Current assets			
Inventories	7	88,118,184	80,913,332
Contract assets	8	35,684,936	29,647,586
Contract costs	9	13,249,466	7,555,159
Trade receivables	10	2,088,280	-
Other receivables	11	1,170,663	1,399,265
Amount due from related companies	12	368	-
Cash and bank balances	13	921,383	2,095,122
Total current assets		141,233,280	121,610,464
Total assets		145,308,295	124,235,604
EQUITY AND LIABILITIES			
EQUITY			
Share capital	14	1,000,000	1,000,000
Accumulated losses		(1,424,970)	(1,786,442)
Total equity		(424,970)	(786,442)
LIABILITIES			
Non-current liabilities			
Borrowings	15	82,613,152	83,153,381
Amount due to ultimate holding company	12	2,416,109	21,423,178
Total non-current liabilities		85,029,261	104,576,559
Current liabilities			
Trade payables	16	16,645,373	13,910,541
Other payables	17	1,105,721	484,280
Amount due to immediate holding company	12	28,541,324	5,319,400
Borrowings	15	13,983,618	263,812
Tax payable		427,968	467,454
Total current liabilities		60,704,004	20,445,487
Total liabilities		145,733,265	125,022,046
Total equity and liabilities		145,308,295	124,235,604

The accompanying notes form an integral part of the financial statements

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	2026 RM	2025 RM
Revenue	18	45,621,674	37,912,071
Cost of sales		(37,181,616)	(30,535,496)
Gross profit		8,440,058	7,376,575
Other income		100	-
Finance income	19	95,512	57,874
Administrative expenses		(1,994,060)	(3,293,685)
Finance costs	20	(5,959,117)	(4,351,136)
Profit/(Loss) before tax	21	582,493	(210,372)
Tax (expense)/income	22	(221,021)	392,546
Net profit/total comprehensive income for the financial year		361,472	182,174

The accompanying notes form an integral part of the financial statements

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Share capital RM	Accumulated losses RM	Total equity RM
Balance at 1 April 2024	1,000,000	(1,968,616)	(968,616)
Total comprehensive income for the financial year	-	182,174	182,174
Balance at 31 March 2025	1,000,000	(1,786,442)	(786,442)
Total comprehensive income for the financial year	-	361,472	361,472
Balance at 31 March 2026	1,000,000	(1,424,970)	(424,970)

The accompanying notes form an integral part of the financial statements

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	2026	2025
		RM	RM
OPERATING ACTIVITIES			
Profit/(Loss) before tax		582,493	(210,372)
Adjustments for:			
Finance costs		5,959,117	4,351,136
Finance income		(15,637)	(5,475)
Unwinding of discount on financial assets		(79,875)	(52,399)
Operating profit before working capital		6,446,098	4,082,890
Changes in working capital:			
Receivables		(1,859,678)	(1,025,063)
Payables		3,356,273	9,432,101
Inventories		(7,204,852)	(65,616,980)
Contract costs		(5,694,307)	(7,555,159)
Contract assets		(6,037,350)	(29,647,586)
Cash used in operations		(10,993,816)	(90,329,797)
Finance costs paid		(5,959,117)	(3,911,877)
Finance income received		15,637	5,475
Tax paid		(1,630,507)	(540,000)
Net cash used in operating activities		(18,567,803)	(94,776,199)
INVESTING ACTIVITIES			
Advances to related companies		(368)	-
Purchase of other investments		-	(1,500,000)
Net cash used in investing activities		(368)	(1,500,000)
FINANCING ACTIVITIES			
(Repayment to)/Advances from ultimate holding company		(19,007,069)	15,141,626
Advances from/(Repayment to) immediate holding company		23,221,924	(1,389,654)
Drawdown of term loan		38,906,606	87,109,683
Repayment of term loan		(25,727,029)	(3,692,490)
Net cash from financing activities	**A**	17,394,432	97,169,165

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 (CONT'D)

	Note	2026	2025
		RM	RM
CASH AND CASH EQUIVALENTS			
Net changes		(1,173,739)	892,966
At beginning of financial year		2,095,122	1,202,156
At end of financial year		921,383	2,095,122

NOTE TO THE STATEMENT OF CASH FLOWS

A. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	At beginning of financial year	Cash flows	At end of financial year
	RM	RM	RM
2026			
Amount due to ultimate holding company	21,423,178	(19,007,069)	2,416,109
Amount due to immediate holding company	5,319,400	23,221,924	28,541,324
Amount due to a Director	3,000	-	3,000
Borrowings	83,417,193	13,179,577	96,596,770
2025			
Amount due to ultimate holding company	6,281,552	15,141,626	21,423,178
Amount due to immediate holding company	6,709,054	(1,389,654)	5,319,400
Amount due to a Director	3,000	-	3,000
Borrowings	-	83,417,193	83,417,193

The accompanying notes form an integral part of the financial statements

Registration No: 202201030645 (1476342 - H)

FYT LAND (KK) SDN. BHD.

(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS – 31 MARCH 2026

1. GENERAL INFORMATION

The Company is a private limited liability company, incorporated and domiciled in Malaysia. The addresses of the registered office and principal place of business of the Company are disclosed on page 2.

The principal activity of the Company is property developer.

There has been no significant change in the nature of this activity during the financial year.

The immediate holding company is BEDI Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia.

The Directors regard Exsim Development Sdn. Bhd., a private limited liability company, incorporated and domiciled in Malaysia as its ultimate holding company.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors passed on 31 July 2026.

2. GOING CONCERN

As at 31 March 2026, the Company had a capital deficiency of RM424,970 and it generated negative operating cash flow of RM18,567,803 during the financial year. These conditions indicate the existence of a material uncertainty which may cast doubt on the Company's ability to continue as a going concern.

The ultimate holding company has agreed to provide continuing financial support for the Company to meet its liabilities as and when they fall due and to operate as a going concern in the foreseeable future.

In view of the foregoing, the Directors consider that it is appropriate to prepare the financial statements of the Company on a going concern basis, and accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts and classification of liabilities that may be necessary should the going concern basis for the preparation of the financial statements of the Company be not appropriate.

3. BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Registration No: 202201030645 (1476342 - H)

3. **BASIS OF PREPARATION (CONT'D)**

3.2 **Basis of measurement**

The financial statements of the Company are prepared under the historical cost convention, unless otherwise indicated in material accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3.3 **Functional and presentation currency**

The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency and all values are rounded to the nearest RM.

3.4 **Adoption of amendments to MFRS**

At the beginning of the current financial year, the Company adopted the amendments to MFRS which are mandatory for the current financial year. Initial application for the amendments to MFRS did not have any material impact to the financial statements of the Company.

3.5 **Standards issued but not yet effective**

The new and amended standards that are issued, but not yet effective are disclosed below.

Amendments to MFRSs effective 1 January 2026:

Amendments to MFRS 9 and MFRS 7	Financial Instruments and Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments and Contracts Referencing Nature - Dependent Electricity

Amendments that are part of Annual Improvement - Volume 11

Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	First-time Adoption of Malaysian Financial Reporting Accounting Standards, Financial Instruments: Disclosures, Financial Instruments, Consolidated Financial Statement and Statement of Cash Flows

MFRSs and amendments to MFRSs effective 1 January 2027:

MFRS 18	Presentation and Disclosure in Financial Statements
MFRS 19 and Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures
Amendments to MFRS 121	The Effects of Changes in Foreign Exchange Rates - Translation to a Hyperinflationary Presentation Currency

Amendments to MFRSs – effective date deferred indefinitely:-

Amendments to MFRS 10 and MFRS 128	Consolidated Financial Statements and Investments in Associate and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Registration No: 202201030645 (1476342 - H)

3. **BASIS OF PREPARATION (CONT'D)**

3.5 **Standards issued but not yet effective (cont'd)**

The Company intends to adopt these new and amended standards, if applicable, when they become effective. The initial application of the above standards/amendments to MFRS is not expected to have any material impact to the financial statements of the Company upon adoption, except for MFRS 18 Presentation and Disclosure in Financial Statements.

MFRS 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, there are consequential amendments to MFRS 107 Statement of Cash Flows and MFRS 134 Interim Financial Reporting.

The amendments will have an impact on the Company's presentation of statement of profit or loss and other comprehensive income, statement of cash flows and additional disclosures in the notes to the financial statements but not on the measurement or recognition of any items in the Company's financial statements.

The Company is currently assessing the impact of MFRS 18 and plans to adopt the new standard on the required effective date.

3.6 **Significant accounting estimates and judgements**

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual result may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

3.6.1 **Estimation uncertainty**

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The Company's core business is subject to economical changes which may cause selling prices to change rapidly and the Company's net profit to change.

Registration No: 202201030645 (1476342 - H)

3. **BASIS OF PREPARATION (CONT'D)**

3.6 **Significant accounting estimates and judgements (cont'd)**

3.6.1 **Estimation uncertainty (cont'd)**

Provision for expected credit losses ("ECLs") of financial assets and contract assets

Credit losses are difference between all contractual cash flow due to the Company and the cash flow that it actually expected to receive. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit loss. An expected credit loss is the probability-weighted estimate of credit losses which requires the Company's judgement.

Property development activities

As revenue from ongoing property development activities is recognised over time, the amount of revenue recognised at the reporting date depends on the extent to which the performance obligation has been satisfied. This is done by determining the stage of completion. The stage of completion determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the property development costs. In making the judgement, the Company evaluates based on past experience and by relying on the work of specialists.

Income tax

Significant judgment is involved in determining the Company's provision for income tax. There are certain transactions and computation for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax provision in the year in which such determination is made.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Registration No: 202201030645 (1476342 - H)

4. MATERIAL ACCOUNTING POLICIES

The Company applies the material accounting policies, as summarised below unless otherwise stated.

4.1 Inventories

Inventories comprise only property development costs and are valued at the lower of cost and net realisable value.

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities. The property development costs of the Company represent expenditures incurred in relation to the residential developments.

The cost of inventory recognised in profit or loss on disposal is determined with reference to the specific cost incurred on the property sold and any non-specific costs allocated based on the relative size of the property sold.

4.2 Financial instruments

4.2.1 Financial assets

The Company's financial assets at amortised cost include other investment, trade and other receivables, amount due from related companies, cash and bank balances.

4.2.2 Financial liabilities

The Company's financial liabilities at amortised cost included trade and other payables, borrowings, amounts due to ultimate holding company and immediate holding company.

4.3 Revenue recognition

4.3.1 Property development revenue

The Company recognises revenue from property development over time if it creates an asset with no alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation.

Revenue from property development is recognised over the period of the contract using the input method by reference to the costs incurred for work performed to date against the estimated costs to completion if control of the asset transfers over time.

4.3.2 Finance income

Finance income is recognised on a time proportion basis, by reference to the principal outstanding and at the interest rate applicable and personal financing schemes using the effective interest rate ("EIR") method.

Registration No: 202201030645 (1476342 - H)

4. **MATERIAL ACCOUNTING POLICIES (CONT'D)**

4.3 **Revenue recognition (cont'd)**

4.3.3 **Unwinding of discount on financial asset**

Unwinding of discount on financial asset is recognised based on effective interest method.

4.4 **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended sale. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended sale. Other borrowing costs are expensed in the period in which they incurred.

5. **DEFERRED TAX ASSET**

	2026 RM	2025 RM
At beginning of financial year	1,512,000	112,000
Recognised in profit or loss (Note 22)	1,370,000	1,400,000
At end of financial year	2,882,000	1,512,000

The deferred tax assets arose from the tax impact on temporary differences between the manner in which property development profits are recognised for tax and accounting purposes.

6. **OTHER INVESTMENT**

	2026 RM	2025 RM
Nominal value		
At beginning of financial year	1,500,000	-
Addition	-	1,500,000
At end of financial year	1,500,000	1,500,000
Less: Discount		
At beginning of financial year	386,860	-
Amortisation on financial asset	-	439,259
Unwinding of discount on financial asset	(79,875)	(52,399)
At end of financial year	306,985	386,860
Carrying amount	1,193,015	1,113,140

Registration No: 202201030645 (1476342 - H)

6. **OTHER INVESTMENT (CONT'D)**

This represents a refundable premium of key man insurance plan for the Directors. This financial asset is measured at amortised cost using the effective interest rate of 6.95% (2025: 6.95%) per annum and is expected to be refunded on 5 November 2034 at its nominal amount of RM1,500,000.

7. **INVENTORIES**

Property development costs

	Leasehold land costs	Development costs	Total
	RM	RM	RM
At cost:			
At 1 April 2024	2,314,162	9,442,190	11,756,352
Addition	58,505,000	39,974,898	98,479,898
At 31 March 2025	60,819,162	49,417,088	110,236,250
Addition	-	41,433,335	41,433,335
At 31 March 2026	60,819,162	90,850,423	151,669,585
Accumulated cost recognised in the profit or loss:			
At 1 April 2024	-	-	-
Charge to profit or loss	11,267,488	18,055,430	29,322,918
At 31 March 2025	11,267,488	18,055,430	29,322,918
Charge to profit or loss	2,806,092	31,422,391	34,228,483
At 31 March 2026	14,073,580	49,477,821	63,551,401
Carrying amount			
At 31 March 2026	46,745,582	41,372,602	88,118,184
At 31 March 2025	49,551,674	31,361,658	80,913,332

Included in addition of property development costs is RM1,368,006 (2025: RM1,320,255) related to capitalisation of borrowing cost.

The inventories are pledged to a licensed bank as securities for bank facilities granted to the Company as disclosed in Note 15 to the financial statements.

Registration No: 202201030645 (1476342 - H)

8. **CONTRACT ASSETS**

	2026 RM	2025 RM
At beginning of financial year	29,647,586	-
Revenue recognised during the financial year	45,621,674	37,912,071
Progress billings issued during the financial year	(39,584,324)	(8,264,485)
At end of financial year	35,684,936	29,647,586

The Company issues progress billings to purchasers when the billing milestones are attained and recognises revenue when performance obligations are satisfied. The significant increase in contract assets is the result of significant progress in development properties where the actual progress was higher than the amount billed to customers.

9. **CONTRACT COSTS**

	2026 RM	2025 RM
Contract costs		
Cost to obtain contracts	13,249,466	7,555,159

Cost to obtain contracts comprises the following costs which were resulted from obtaining contracts:

- sales commission paid to intermediaries; and
- other expenses (i.e. legal fees).

Sales commission paid to intermediaries and other expenses are amortised to cost of sales when the related revenues are recognised.

During the financial year, RM2,953,133 (2025: RM1,212,578) was amortised to cost of sales.

10. **TRADE RECEIVABLES**

Trade receivables represent progress billings made to purchasers and are required to be settled within 14 days (2025: Nil) in accordance with the sale and purchase agreements.

Registration No: 202201030645 (1476342 - H)

11. **OTHER RECEIVABLES**

	2026 RM	2025 RM
Prepayment	811,310	1,067,512
Deposits	359,353	331,753
	1,170,663	1,399,265

12. **AMOUNT DUE FROM/(TO) RELATED COMPANIES AND HOLDING COMPANIES**

Related companies refer to other subsidiaries of Exsim Development Sdn. Bhd..

Amount due from related companies are non-trade in nature, unsecured, interest free and receivable on demand.

Amounts due to immediate holding company is non-trade in nature, unsecured, bear interest at 4.68% (2025: 5.03%) per annum and repayable on demand.

Amounts due to ultimate holding company is non-trade in nature, unsecured, bear interest at 4.68% (2025: 5.03%) per annum and not expect to be received within the next 12 months.

13. **CASH AND BANK BALANCES**

Included in the cash at bank of the Company was an amount RM779,375 (2024: RM35,563) held under Housing Development Accounts pursuant to Housing Development (Control and Licensing) Act, 1966 and are restricted from use in other operations.

14. **SHARE CAPITAL**

	Number of ordinary shares		**Amount**	
	2026 Units	2025 Units	2026 RM	2025 RM
Issued and fully paid with no par value:				
At beginning /end of financial year	1,000,000	1,000,000	1,000,000	1,000,000

The holder of ordinary shares is entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Registration No: 202201030645 (1476342 - H)

15. **BORROWINGS**

	2026 RM	2025 RM
Non-current		
Term loans	41,867,817	64,315,321
Bridging loan	40,745,335	18,838,060
	82,613,152	83,153,381
Current		
Term loans	6,983,618	263,812
Bridging loan	7,000,000	-
	13,983,618	263,812
Total borrowings	96,596,770	83,417,193
Repayment terms:		
- not later than 1 year	13,983,618	263,812
- between 2 to 5 years	82,613,152	83,153,381
	96,596,770	83,417,193

The borrowings are secured by the following:

(i) Inventories as disclosed in Note 7 to the financial statements;
(ii) Joint and several guarantee by the Directors of the Company; and
(iii) Corporate guarantee by its ultimate holding company.

The borrowings bear interest at 0.25% (2025: 0.25%) above Bank's Base Lending (BLR) per annum.

16. **TRADE PAYABLES**

	2026 RM	2025 RM
Trade payables	13,550,738	12,295,486
Retention sums	3,094,635	1,615,055
	16,645,373	13,910,541

The credit term granted by the trade payables to the Company is 30 to 60 (2025: 30 to 60) days. The retention sums are repayable upon the expiry of the defect liability period.

Included in trade payables is an amount of RM563,926 (2025: RM433,573) due to a company in which certain Director of the Company has interest. This amount is unsecured, interest free and repayable on demand.

Registration No: 202201030645 (1476342 - H)

17. **OTHER PAYABLES**

	2026 RM	2025 RM
Other payables	1,105,721	484,280

Included in other payables is an amount of RM3,000 (2025: RM3,000) due to a Director of the Company which is unsecured, interest free and repayable on demand.

18. **REVENUE**

	2026 RM	2025 RM
Revenue recognised over time		
- Property development revenue	45,621,674	37,912,071

All of the Company's revenue were generated from Malaysia.

For sale of development properties under construction, the performance obligation is satisfied over time as the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

The nature of the properties that the Company has promised to transfer to purchasers are of residential units.

The Company's properties are subject to Defects Liability Period of generally eighteen (18) months from the sale. This requires the Company to make good on any defects which may appear and which are due to design, materials, goods, workmanship or equipment not in accordance with the sale and purchase agreements.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at the reporting date are RM282,980,856 (2025: RM249,809,487).

The remaining performance obligations are expected to be recognised within 2 years (2025: 3 years) which are in accordance with the agreed time frames stated in the sale and purchase agreements signed with purchasers.

19. **FINANCE INCOME**

	2026 RM	2025 RM
Interest income	15,637	5,475
Unwinding of discount on financial assets	79,875	52,399
	95,512	57,874

Registration No: 202201030645 (1476342 - H)

20. **FINANCE COSTS**

	2026 RM	2025 RM
Finance costs on:		
- Ultimate holding company	108,000	1,026,000
- Immediate holding company	542,090	239,785
- Term loan	3,116,828	2,538,353
- Bridging loan	2,192,185	107,739
- Amortised interest on financial assets	-	439,259
- Late payment interest	14	-
	5,959,117	4,351,136

21. **PROFIT/(LOSS) BEFORE TAX**

Profit/(Loss) before tax has been determined after charging amongst others, the following item:

	2026 RM	2025 RM
Auditors' remuneration	20,000	12,000

22. **TAX EXPENSE/(INCOME)**

	2026 RM	2025 RM
Current tax:		
- current year	1,455,968	1,007,454
- underprovision in prior year	135,053	-
	1,591,021	1,007,454
Deferred tax: (Note 5)		
- current year	(1,313,900)	(1,019,600)
- underprovision in prior year	(56,100)	(380,400)
	(1,370,000)	(1,400,000)
	221,021	(392,546)

Malaysian income tax is calculated at the statutory rate of 24% (2025: 24%) of the estimated assessable profit/(loss) for the financial year.

Registration No: 202201030645 (1476342 - H)

22. **TAX EXPENSE/(INCOME) (CONT'D)**

A reconciliation of income tax expenses on profit/(loss) before tax with the applicable statutory income tax rate is as follows:

	2026 RM	2025 RM
Profit/(Loss) before tax	582,493	(210,372)
Tax at the statutory tax rate of 24% (2025: 24%)	139,798	(50,489)
Non-allowable expenses	21,440	50,919
Income not subject to tax	(19,170)	(12,576)
Underprovision of current tax in prior year	135,053	-
Underprovision of deferred tax in prior year	(56,100)	(380,400)
	221,021	(392,546)

23. **EMPLOYEE BENEFITS EXPENSE**

No employee benefits expense was incurred during the financial year as the Company did not have any employee.

24. **RELATED PARTY DISCLOSURES**

24.1 **Related party transactions**

Significant related party transactions during the financial year are as follows:

	2026 RM	2025 RM
A company in which certain Director has interest:		
- Payment on behalf by	1,546	76,872
- Service fee charged by	3,045,600	2,754,000
Ultimate holding company:		
- Advances from	2,007,000	28,876,276
- Payment on behalf by	859	-
- Interest expenses charged by	108,000	1,026,000
Immediate holding company:		
- Advances to	2,330,000	6,947,366
- Management fee charged	42,755	312,523
- Payment on behalf to	3,728	-
- Interest expenses charged	542,090	239,785
Related companies:		
- Payment on behalf to	368	-

Registration No: 202201030645 (1476342 - H)

24. RELATED PARTY DISCLOSURES (CONT'D)

24.2 Related party balances

The outstanding balances arising from related party transactions at the reporting date are disclosed in Note 12, Note 16 and Note 17 to the financial statements.

24.3 Compensation of key management personnel

The Company has no other members of key management personnel apart from the Board of Directors. There was no Director's remuneration paid during the financial year.

25. FINANCIAL INSTRUMENTS

25.1 Financial risk management objectives and policies

The Company's financial risk management policies seek to ensure that adequate financial resources are available for the development of the Company's businesses whilst managing its risks. The Company operates within policies that are approved by the Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows:

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not expect to incur material credit losses of its financial assets or other financial instruments.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increase credit risk exposure. Receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

Following are the areas where the Company is exposed to credit risk:

i. Trade receivables and contract assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

In respect of trade receivables arising from the sale of development properties, the Company mitigates its credit risk by maintaining its name as the registered owner of the development properties until full settlement by the purchaser of the self-financed portion of the purchase consideration and upon undertaking of end-financing by the purchaser's end-financier.

Registration No: 202201030645 (1476342 - H)

25. **FINANCIAL INSTRUMENTS (CONT'D)**

25.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(a) Credit risk (cont'd)

Following are the areas where the Company is exposed to credit risk: (cont'd)

i. Trade receivables and contract assets (cont'd)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. customer type and rating and coverage by collateral). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic condition. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

Collateral is considered integral part of trade receivables and considered in the calculation of impairment. At the reporting date, all of the Company's trade receivables are covered by collateral. As such, no expected credit losses are required at the reporting date.

Set out below is the information about the credit risk exposure on the Company's trade receivables using a provision matrix:

	Gross carrying amount RM	**Loss allowance** RM	**Net carrying amount** RM
2026			
Not past due	237,218	-	237,218
Past due 1-30 days	264,431	-	264,431
Past due 31-60 days	200,235	-	200,235
Past due more than 90 days	1,386,396	-	1,386,396
	2,088,280	-	2,088,280
Contract assets	35,684,936	-	35,684,936
2025			
Contract assets	29,647,586	-	29,647,586

Registration No: 202201030645 (1476342 - H)

25. **FINANCIAL INSTRUMENTS (CONT'D)**

25.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(a) Credit risk (cont'd)

Following are the areas where the Company is exposed to credit risk: (cont'd)

ii. Other receivables

Credit risks on other receivables are mainly arising from deposits paid in relation to the Company's normal course of business.

The main areas of financial risks faced by the Company. At the reporting date, the maximum exposure to credit risk is represented by the carrying amounts in the statement of financial position and the Company did not recognise any allowance for impairment losses.

iii. Cash and cash equivalents

The credit risk for cash and cash equivalents is considered negligible as the cash and cash equivalents are placed with reputable banks which have high quality external credit rating.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due, due to shortage of funds.

In managing its exposure to liquidity risk which arises principally from its various payables, the Company maintains a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as and when they fall due. In the event of additional funds required to operate the Company, advances from its ultimate holding company and immediate holding company are available.

Registration No: 202201030645 (1476342 - H)

25. **FINANCIAL INSTRUMENTS (CONT'D)**

25.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(b) Liquidity risk (cont'd)

The summary of the maturity profile of non-derivative financial liabilities based on the contractual undiscounted repayment obligations is as follow:

			← Maturity →	
	Carrying amount	Contractual cash flows	Less than 1 year	Between 1 to 5 years
	RM	RM	RM	RM
2026				
Borrowings	96,596,770	110,355,240	20,845,368	89,509,872
Trade payables	16,645,373	16,645,373	16,645,373	-
Other payables	1,105,721	1,105,721	1,105,721	-
Amount due to:				
- ultimate holding company	2,416,109	2,529,183	2,529,183	-
- immediate holding company	28,541,324	35,219,994	1,335,734	33,884,260
Total	145,305,297	165,855,511	42,461,379	123,394,132
2025				
Borrowings	83,417,193	105,186,578	6,390,262	98,796,316
Trade payables	13,910,541	13,910,541	13,910,541	-
Other payables	484,280	484,280	484,280	-
Amount due to:				
- ultimate holding company	21,423,178	26,811,107	1,077,586	25,733,521
- immediate holding company	5,319,400	5,586,966	5,586,966	-
Total	124,554,592	151,979,472	27,449,635	124,529,837

Registration No: 202201030645 (1476342 - H)

25. **FINANCIAL INSTRUMENTS (CONT'D)**

25.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(c) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company's fixed rate instruments are exposed to a risk of change in their fair value due to changes in interest rates. The Company's variable rate instrument is exposed to a risk of change in cash flows to changes in interest rates.

The Company's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Company targets a mix of fixed and floating debts based on assessment of its existing exposure and desired interest rate profile.

The interest rate profile of the Company's significant interest-bearing financial instrument based on carrying amounts as at reporting date is as follows:

	2026 RM	2025 RM
Fixed rate instruments		
Financial liabilities		
Amount due to ultimate holding company	2,416,109	21,423,178
Amount due to immediate holding company	28,541,324	5,319,400
Floating rate instrument		
Financial liability		
Borrowings	96,596,770	83,417,193

Fair value sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instrument

The following table illustrates the sensitivity of profit/(loss) to a reasonably possible change in interest rate of +/- 0.5%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each year, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

Registration No: 202201030645 (1476342 - H)

25. **FINANCIAL INSTRUMENTS (CONT'D)**

25.1 **Financial risk management objectives and policies (cont'd)**

The main areas of financial risks faced by the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

(c) Interest rate risk (cont'd)

	Effect on profit/(loss) before tax/ Total equity	
	RM	RM
	+0.5%	-0.5%
Floating rate instruments		
2026	(482,984)	482,984
2025	(417,086)	417,086

25.2 **Fair value of financial instruments**

The carrying amounts of financial assets and financial liabilities of the Company at the reporting date approximate their fair values due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates or near the reporting date or insignificant impact on discounting.

25.3 **Fair value hierarchy**

No fair value hierarchy has been disclosed as the Company does not have financial instruments measured at fair value.

26. **CAPITAL MANAGEMENT**

The Company manages its capital to ensure that the Company will be able to continue as going concern in order to provide returns for shareholders and to sustain future development of the business.

The Company sets the amount of capital in proportion to its overall financing structure, that is equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares to reduce debts.

There were no changes in the Company's approach to capital management during the current financial year.

VALUATION CERTIFICATE

PRIVATE & CONFIDENTIAL

BEDI BERHAD
D-09-02, Level 9, EXSIM Tower
Millerz Square @ Old Klang Road, Megan Legasi
No. 357, Jalan Kelang Lama
58000 Kuala Lumpur

Date: 8 June 2026

Reference Nos: V/KK/23/136BEDI-26/sc & V/KK/23/380BEDI-26/bc

Dear Sir / Madam,

VALUATION CERTIFICATE FOR

Asset 1) AN ONGOING COMMERCIAL DEVELOPMENT KNOWN AS 'SEJATI SENTRAL', SITED ON LAND HELD UNDER COUNTRY LEASE 075168320, DISTRICT OF SANDAKAN, SABAH

Asset 2) AN ONGOING RESIDENTIAL DEVELOPMENT KNOWN AS 'BAYU DAMAI RESIDENCES' UNDER PHASE 1 AND 'LUNA DAMAI RESIDENCES' UNDER PHASE 2, HELD UNDER COUNTRY LEASE 015105709, COUNTRY LEASE 015105727, COUNTRY LEASE 015105736, COUNTRY LEASE 015105745 AND COUNTRY LEASE 015110326, ALL WITHIN THE DISTRICT OF KOTA KINABALU, SABAH

(COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SUBJECT PROPERTIES")

We were instructed by BEDI Berhad (hereinafter referred to as the "Client") for our firm to ascertain the Market Value of the legal interests in the Subject Properties stated herein.

This Valuation Certificate is prepared for the **purpose of Submission to Bursa Malaysia Securities Berhad and for the inclusion into the circular to shareholders of the proposed acquisition by BEDI Berhad of Sejati Sentral (Sandakan) Sdn Bhd and FYT Land (KK) Sdn Bhd from BEDI Development Sdn Bhd.**

This Valuation Certificate is prepared in conformity with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards published by the Board of Valuers, Appraisers, Estate Agents and Property Managers, Malaysia.

This Valuation Certificate is prepared in accordance with the general principles adopted and limiting conditions as enclosed at the end of our formal valuation reports. For all intents and purposes, this Valuation Certificate should be read in conjunction with our formal valuation reports.

We have conducted the site inspections for each of the Subject Properties on various occasions. The date of inspection for Asset 1 is **3 March 2026** and **26 February 2026** for Asset 2**.** We have been specifically instructed by the Client to assess the Market Values of the Subject Properties at the material date of valuation as of **31 March 2026**.

The basis of valuation adopted is the **Market Value** which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

In arriving at our opinion of the Market Value(s) of the Subject Properties, we have adopted the **Income Approach by Residual Method** as the only preferred method.

VALUATION CERTIFICATE *(CONT'D)*

Brief details of the methodology adopted are defined below.

Income Approach by Residual Method
This approach is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting out the full cost of development (Gross Development Cost) and profit from the sales proceeds (Gross Development Value) of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the current Market Value.

A summary of the Subject Properties is as attached below.

Asset	Reference No.	Identification of Property	Market Value
1	V/KK/23/136BEDI-26/sc	An ongoing commercial development known as 'Sejati Sentral', sited on land held under Country Lease 075168320, District of Sandakan, Sabah	RM45,100,000
2	V/KK/23/380BEDI-26/bc	An ongoing residential development known as 'Bayu Damai Residences' under Phase 1 and 'Luna Damai Residences' under Phase 2, held under Country Lease 015105709, Country Lease 015105727, Country Lease 015105736, Country Lease 015105745 and Country Lease 015110326, all within the District of Kota Kinabalu, Sabah	RM130,700,000
		Total Market Value	**RM175,800,000**

For and on behalf of
KNIGHT FRANK MALAYSIA SDN BHD
(signed and sealed by)

Knight Frank Malaysia Sdn Bhd
Knight Frank
VE(1)014/1/3
200201017616 (1585479-M)

Sr Chen Yun Ngen
Registered Valuer, V-665
RICS Registered Valuer, 1268683
MRICS, MRISM, MMIPFM

Date: 8 June 2026

Notes: -

i) Please note that this certificate shall only be valid provided always that a signature of our authorised signatory and an official seal have been affixed hereto.

ii) The above valuation is peer reviewed by Knight Frank Malaysia Sdn Bhd (Head Office), Mr. Justin Chee Ting Hwang (Registered Valuer, V-774).

1.0 V/KK/23/136BEDI-26/sc – SEJATI SENTRAL

1.1 IDENTIFICATION OF PROPERTY

Interest Valued / Type of Property	Legal interest in an ongoing Commercial Development known as 'Sejati Sentral', sited on land held under Country Lease 075168320, District of Sandakan, Sabah.
Property Location	Located immediately to the east of Taman Sejati Ujana along Jalan Airport. Sandakan Airport is located approximately 0.75 kilometres to the northeast of the Subject Property.

Title Particulars

Summary of Title Particulars	
Title No.	Country Lease 075168320.
District / State	District of Sandakan, Sabah.
Tenure	Leasehold interest for a term of 999 years, commencing from 14 February 1924. Unexpired term of about 897 years.
Land Area	16.85 acres (6.819 hectares).
Annual Rent	RM104.00.
Registered Proprietor(s)	Sejati Sentral (Sandakan) Sdn Bhd.
Special Clause	Subject to the provisions and conditions contained in the Land Ordinance (Amendment), 1913. The rent reserved herein is subject to periodical revision as provided by Section 6 of the Land Ordinance (Amendment), 1913, which reads as follows: - **Section 6.** i) Subject to the provisions of the following subsections, the rent of all State land sold or alienated after the coming into force of this Ordinance shall be liable to periodical revisions, which may result in either enhancement or reduction. ii) The first revision under this section may take place on or after the 1st January 1940, and subsequent revisions may take place at successive intervals of not less than thirty years. iii) At each such revision the rent reserved to the State in respect of any such land may be revised by the Collector but in making such revision no improvements made by the landowner, or his predecessors in title, shall be taken into account.
Encumbrance(s)	Charged to Al Rajhi Banking & Investment Corporation (Malaysia) Bhd.
Endorsement(s)	Nil.
Remarks	An offer consequent to an application for the amalgamation, conversion and subdivision of the Subject Property has been made by the Lands and Surveys Department vide letter JTU(P):800/702.51.261/35(SS/km) dated 5 July 2024 to the Registered Proprietor. As an acceptance of the offer, payment of 100% of the total premium had been made by the Registered Proprietor. We were given to understand that the original documents of title deeds of the Subject Property have been surrendered to the Lands and Surveys Department for purposes related to the aforementioned offer. Based on the abovementioned offer letter, the land use under the title condition is predominantly commercial and supported by utility and reserve.

1.2 PROPERTY DESCRIPTION

Site Description

The Subject Property comprises a titled land area of 16.85 acres (6.819 hectares) held under Country Lease 075168320, District of Sandakan, Sabah.

It is trapezoidal in shape with an indentation along its south-eastern portion and lies slightly below the level of the surrounding roads. The Subject Property enjoys wide frontage onto sealed roads along most of its boundaries. Approximately 0.20 kilometres of its eastern boundary fronts Jalan Airport, a main road leading south from Sandakan Airport, whilst Jalan Merpati runs along its entire northern boundary. The remaining southern and western boundaries front internal service roads. Adjacent to the south-eastern boundary of the Subject Property is a furniture store and warehouse. A project billboard relating to the proposed development was also observed erected within the north-eastern portion of the site during the date of inspection.

At the date of inspection, construction works were observed to have commenced on the western and southern portions of the Subject Property.

Planning

Based on the approved development and building plans dated 20 June 2024 prepared by Konsultan Arca Cipta, the Subject Property is being developed as an integrated commercial development comprising 2-storey terraced shop-offices, a drive-thru, 2-storey linked shops (detached lifestyle pavilion) and a 5-storey boutique hotel together with supporting car parks and related facilities, with individual titles to be applied for.

The abovementioned plans were approved by Majlis Perbandaran Sandakan on 12 June 2024 and 9 August 2024.

Pursuant to the Draft Sandakan Local Plan (Plan No. 07150081/F), the Subject Property is currently zoned C(M) – Mixed Development. No specific land use is stated in the title document for the Subject Property, and it is therefore deemed to be for agricultural use pursuant to Section 54 of the Land Ordinance (Sabah Cap. 68).

However, based on letters from the Land and Surveys Department and Lai & U Advocates & Solicitors, the original documents of title deed of the Subject Property have been surrendered for the purpose in relation to amalgamation, conversion and subdivision of the Subject Property, subject to the terms and conditions stipulated therein.

Floor Area

Type	Description	No. of Unit	Floor Area Per Unit (Square Feet)	Total Floor Area (Square Feet)
A	2-storey Terraced Shop-Offices (Intermediate)	97	2,350	227,950
B	2-storey Terraced Shop-Offices (Corner)	44	2,806	123,464
C	Drive-thru	1	4,495	4,495
D1	2-storey Linked Shops (Detached Lifestyle Pavilion) (P1 & P3)	2	5,745	11,490
D2	2-storey Linked Shops (Detached Lifestyle Pavilion) (P2)	1	6,324	6,324
D3	2-storey Linked Shops (Detached Lifestyle Pavilion) (P3A – P6)	3	5,489	16,467
E1	5-Storey Boutique Hotel	1	21,366	21,366
			TOTAL	**411,556 (38,235 square metre)**

Building Progress

As of 31 March 2026, the overall state of completion of Sejati Sentral is estimated to be about 30% completed based on a letter dated 8 June 2026 provided by the Konsultant Arca Cipta.

VALUATION CERTIFICATE *(CONT'D)*

1.3 MARKET VALUE

Valuation Methodology

In arriving at our opinion of the Market Value of the Subject Property, we have adopted the **Income Approach by Residual Method** as the only preferred method.

This approach is based on the premise that the price which a purchaser can pay for a property is the present value of the surplus amount or residual value after deducting out the full cost of development (Gross Development Cost) and profit from the sales proceeds (Gross Development Value) of the completed development, which is then discounted at an appropriate rate to reflect the inherent risk and holding cost for the period of development to arrive at the current Market Value.

We have not adopted the Comparison Approach on the assessment of the Subject Property as a whole. The Subject Property is an ongoing construction project (where construction works are in progress), qualitative and quantitative adjustments are more difficult to compute or gauge to reflect the differences (in terms of amount billed and value of works done to-date certified by relevant consultants), therefore, we have considered the Residual Method as the most reliable and appropriate method to derive our opinion for the Market Value of the Subject Property. However, the Comparison Method has been adopted to in the derivation of the GDV.

Income Approach by Residual Method

Summary of Parameters	
Gross Development Value (GDV) (A)	RM175,322,396
Gross Development Cost (GDC) (B)	RM95,050,547
Developer's Profit (C)	RM18,408,851
Residual Value (A) – (B) – (C)	RM61,862,998
Development Period	Approximately 4.0 years
Present Value (Discount Rate)	8.25%
Residual Value after Present Value	RM45,054,821

Gross Development Value (GDV) (A)

Summary of valuation methods and GDV adopted in undertaking our valuation assessment

Description	Valuation Method	Adopted GDV
GDV for Unsold Units		
2-storey Terraced Shop-Offices	Comparison Approach	RM122,315,272
2-storey Linked Shops (Detached Lifestyle Pavilion)		
Drive-thru	Income Approach by Investment Method	RM2,500,000
5-Storey Boutique Hotel	Income Approach by Discounted Cash Flow (DCF) Method	RM14,500,000
		RM139,315,272
GDV for Sold Units		
2-storey Terraced Shop-Offices		**RM36,007,124**
	Total adopted GDV	**RM175,322,396**

VALUATION CERTIFICATE *(CONT'D)*

1.3 MARKET VALUE (CONT'D)

Summaries of GDV adopted for Phases 1 to 4 (2-storey Terraced Shop-Office and 2-storey Linked Shop) are as follows: -

Sold Units

Phase	Component	No. of Unit	Net Selling Price Per Unit	Total Net Selling Price
1	2-storey Terraced Shop-Office (Intermediate)	36	RM1,113,903	RM40,100,498
	2-storey Terraced Shop-Office (Corner)	16	RM1,517,431	RM24,278,890
	2-storey Linked Shop (Lifestyle Pavilion D1)	2	RM3,028,293	RM6,056,586
	2-storey Linked Shop (Lifestyle Pavilion D2)	1	RM3,331,504	RM3,331,504
	2-storey Linked Shop (Lifestyle Pavilion D3)	2	RM2,851,686	RM5,703,372
2	2-storey Terraced Shop-Office (Intermediate)	2	RM1,100,000	RM2,200,000
	2-storey Terraced Shop-Office (Corner)	3	RM1,564,540	RM4,693,620
		62 units	Total GDV for Sold Units	RM86,364,470
			Less Net Amount Billed	-RM50,357,346
			GDV for Unbilled Net Amount	**RM36,007,124**

Unsold Units

Phase	Component	No. of Unit	Adopted Selling Price Per Unit	Total Adopted Selling Price
1	2-storey Terraced Shop-Office (Intermediate)	7	RM1,215,957	RM8,511,700
	2-storey Terraced Shop-Office (Corner)	4	RM1,633,794	RM6,535,174
	2-storey Linked Shop (Lifestyle Pavilion D3)	1	RM2,876,236	RM2,876,236
2	2-storey Terraced Shop-Office (Intermediate)	14	RM1,198,500	RM16,779,000
	2-storey Terraced Shop-Office (Corner)	5	RM1,613,450	RM8,067,250
3	2-storey Terraced Shop-Office (Intermediate)	18	RM1,273,700	RM22,926,600
	2-storey Terraced Shop-Office (Corner)	8	RM1,724,287	RM13,794,296
4	2-storey Terraced Shop-Office (Intermediate)	20	RM1,392,610	RM27,852,200
	2-storey Terraced Shop-Office (Corner)	8	RM1,871,602	RM14,972,816
		85 units	Total GDV for Unsold Units	RM122,315,272
TOTAL		**147 units**	**Total GDV (Unbilled and Unsold Units)**	**RM158,322,396**

Note: Pursuant to information provided by the Client, Phase 1 of Sejati Sentral recorded a sales rate of 83%, while Phase 2 recorded a sales rate of 21% as at the date of valuation.

Derivation of GDV - 2-storey Terraced Shop-Offices and 2-storey Linked Shops (Detached Lifestyle Pavilion)

Comparison Approach — This approach considers the sales of similar or substitute properties and related market data and establishes a value estimate by adjustments made for differences in factors that affect value. In general, a property being valued (Subject Property) is compared with sales of similar properties that have been transacted in the open market. Listings and offers may also be considered.

1.3 MARKET VALUE (CONT'D)

Sales Comparable Analysis (2-storey Terraced Shop-Offices and 2-storey Linked Shops (Detached Lifestyle Pavilion))		
Item	**Comparable 1**	**Comparable 2**
Legal Description	Country Lease 075616125, District of Sandakan, Sabah	Country Lease 075551478, District of Sandakan, Sabah
Location	Lot No. 176, Bandar IJM, One Avenue Phase 9, Mile 6, off Jalan Utara, Sandakan	Lot No. 17, Block C, Utama Place, off Jalan Utara, Sandakan
Type of Property	2-storey Intermediate Terraced Shop-Office	2-storey Corner Terraced Shop-Office
Tenure of Parent Title	Leasehold interest for a term of 99 years, expiring on 31 December 2102, remaining 77 years	
Land Area	1,121 Square Feet	1,183 Square Feet
Estimated Built-Up Area	2,242 Square Feet	2,367 Square Feet
Consideration	RM1,080,000	RM1,100,000
Transaction Date	3 December 2025	18 November 2025
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)	
Commentary	General adjustments made for location (10%) tenure (5%) and design (15%). Upward adjustments were made to reflect the Comparable being in a more established location, having a 99-year leasehold title tenure and having an older design relative to the Subject Property.	
Adjusted Value for Phase 1	Corner Type: RM699 per square foot Intermediate Type: RM627 per square foot	Corner Type: RM605 per square foot Intermediate Type: RM535 per square foot

Sales Comparable Analysis (2-storey Terraced Shop-Offices and 2-storey Linked Shops (Detached Lifestyle Pavilion)) (Cont'd)		
Item	**Comparable 3**	**Comparable 4**
Legal Description	Parent Title Country Lease 075168320, District of Sandakan, Sabah	
Location	Lot No. A1-07, Sejati Sentral, Sandakan	Lot No. A1-02, Sejati Sentral, Sandakan
Type of Property	2-storey Corner Terraced Shop-Offices	2-storey Intermediate Terraced Shop-Offices
Tenure of Parent Title	Leasehold interest for a term of 999 years, expiring on 13 February 2923, remaining 897 years	
Land Area	1,403 Square Feet	1,175 Square Feet
Estimated Built-Up Area	2,806 Square Feet	2,350 Square Feet
Consideration	RM1,791,800	RM1,331,800
Transaction Date	30 April 2025	29 October 2024
Source	Principal Sale and Purchase Agreement	
Commentary	As the Comparables comprise primary transactions within the same development as the Subject Property, adjustments have been made for phasing to reflect market movement and the varying incentives offered across the respective phases. • Phases 1 and 2: A downward adjustment of 10% was applied to the developer selling prices, having regard to the pricing pattern observed in the earlier phase. • Phase 3: A downward adjustment of 5% was applied to the developer selling prices, reflecting the pricing progression observed across the earlier phases. • Phase 4: No adjustment was applied, as it is considered to reflect the most recent pricing basis within the development.	
Adjusted Value for Phases 1 and 2	Corner Type: RM575 per square foot Intermediate Type: RM479 per square foot	Corner Type: RM595 per square foot Intermediate Type: RM510 per square foot
Adjusted Value for Phase 3	Corner Type: RM607 per square foot Intermediate Type: RM511 per square foot	Corner Type: RM624 per square foot Intermediate Type: RM539 per square foot
Adjusted Value for Phase 4	Corner Type: RM639 per square foot Intermediate Type: RM543 per square foot	Corner Type: RM652 per square foot Intermediate Type: RM567 per square foot

1.3 MARKET VALUE (CONT'D)

Valuation Justification

Having considered the relevant comparables and after making the necessary adjustments for differences, we note that the adjusted value range for the two-storey intermediate terraced shop office component is between RM479 per square foot and RM627 per square foot. We have adopted Comparable 4 as the preferred comparable, as it is considered most similar to the Subject Property in terms of development characteristics and requires the least adjustment. For the two-storey corner terraced shop office component, the adjusted value range is between RM575 per square foot and RM699 per square foot. We have adopted Comparable 3 as the preferred comparable, as it is considered most similar to the Subject Property and requires the least adjustment.

Both Comparable 3 and Comparable 4 are derived from Sejati Sentral primary transactions and are considered most comparable to the Subject Property in terms of development characteristics. As such, they have been given greater weight in arriving at our opinion of value.

In deriving the GDV for the unsold units under Phases 1 to 4, we have adopted the transacted prices of the respective comparables, the adjusted base value is benchmarked using one of the unsold units. Necessary adjustments (including prevailing property market condition and differences including location / establishment, accessibility / infrastructure, exposure / frontage, type of property, tenure, land size, built-up area and building specifications / condition and other relevant factors have been made from the abovementioned base value.

Derivation of GDV - Drive-thru

Income Approach by Investment Method

This method involves capitalisation of the net annual income stream that is expected to be received from the property after deducting the annual outgoings and other operating expenses incidental to the property with allowance for void by using an appropriate market derived capitalisation rate.

Summary of Parameters (Drive-thru)	
Annual Gross Rental:	**RM188,790**. There is no publicly available supporting evidence relating specifically to drive-thru developments. As such, we have relied on Knight Frank's proprietary database in the assessment and adoption of the appropriate gross rental, outgoings and capitalisation rate. After having analysed and adjusted for the differences in the gross rental rates of the selected comparables, we have adopted RM3.50 per sq ft per month as fair and reasonable having considered the relevant characteristics of Sejati Sentral.
Void Allowance:	**5.00%** We have adopted 5.00% as void allowance to reflect potential vacancy periods between rent reviews, including rent free periods, fitting out periods and the possibility of tenant turnover.
Annual Outgoings:	**RM41,534** As the proposed drive-through development has yet to be constructed and has no historical operating expenditure, the adopted outgoings of RM0.77 per sq ft per month have been estimated based on the anticipated operating requirements of the completed development, including the respective responsibilities of the landlord and tenant.
Capitalisation Rate:	**5.50%** Publicly available transaction evidence relating specifically to drive-thru developments was not available. As such, we have relied on the capitalisation rates derived from commercial shoplot developments in the vicinity. Having regard to the available market evidence and the nature and characteristics of Sejati Sentral, a capitalisation rate of 5.50% has been adopted as fair and reasonable.

1.3 MARKET VALUE (CONT'D)

Derivation of GDV - 5-storey Boutique Hotel

Income Approach by Discounted Cash Flow (DCF) Method	This method incorporates the estimation of future annual cash flows over an investment horizon (5 to 10-year) from the valuation date by reference to expected revenue growth rates, operating expenses and terminal value. The present value of future cash flow is then determined by the application of an appropriate discount rate to derive a net present value of the property as at the valuation date.

Summary of Parameters (5-storey Boutique Hotel)	
Projected ARR	**Year 1: RM165 to Year 10 / Terminal Year: RM225** We have benchmarked our assessment against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL, supplemented by market information from Knight Frank, and have adopted an estimated ARR of RM165 as a fair representation for Year 1 of our projection. From Year 1, the ARR is projected to grow at a compounding annual growth rate of 3.15% over the 10-year projection period (10-year CAGR).
Projected Occupancy	**Year 1: 40.00% to Year 10 / Terminal Year: 66.00%** Having benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL, with additional reference to information provided by Tourism Malaysia, we have adopted a commencement occupancy rate of 40.00% in Year 1. The occupancy rate is projected to increase steadily by 5.00% per annum until Year 3, 3.00% per annum from Year 4 to Year 6, 2.00% per annum from Year 7 to Year 9, and 1.00% in Year 10, reaching 66.00% in the Terminal Year. The projected compounding annual growth rate is 5.14% over the 10-year projection period (10-year CAGR).
Departmental Expenses / Cost of Sale	**Year 1: 27.82% to Year 10 / Terminal Year: 25.09 %** We have benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and have adopted an estimated ratio of 27.82% based on total revenue in Year 1, declining to 25.09% in until Year 10 / Terminal Year.
Gross Operating Profit	**Year 1: 37.18% to Year 10 / Terminal Year: 44.91%** We have benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and have adopted a ratio of 37.45% of total revenue for Year 1 and increasing to 44.27% in Year 10 / Terminal Year.
Projected Management Fee	**2.00% of Gross Operating Revenue** We have benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and have adopted a ratio of 2.00% of gross operating revenue from Year 1 until Year 10.
Projected FF&E Provision	**3.00% of Gross Operating Revenue** We have benchmarked against the Malaysia Hotel Industry Survey of Operations issued by Horwath HTL and have adopted a ratio of 3.00% from Year 1 until Year 10.
Capitalisation Rate	**5.50%** We have adopted a capitalisation rate / all-risk yield of 5.50%; as in our opinion, it is the most probable expected rate of return achievable at the date of valuation for the subject property.
Discount Rate (PV)	**8.00%** Our interpretation of discount rate is based on our perceived risk versus the return required, looking at the rates of return of similar asset classes. A general way of determining the discount rate is to adopt the 10-year risk free interest (about 3%) (Source: Bank Negara Malaysia) plus additional anticipated risk premium (4% - 6%) associated with the asset class. Usually this is higher than the long-term capitalisation rate. With the current environment, a discount rate of 8.00% is adopted for the Subject Property.
Discount Period	**10 years**

1.3 MARKET VALUE (CONT'D)

Gross Development Cost (GDC) (B)

In arriving at the Gross Development Cost (GDC), we have made reference to a certified copy breakdown of total budgetary construction costs by Lembaga Jurukur Bahan Malaysia, Client's cost projection as well as the industry average costing as derived from analysis of other awarded contracts of similar projects and average building costs of similar type of properties published by JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

The following tables outline the contract sum awarded and the amount certified to date, as well as the estimated total cost and value of work completed, based on information provided by the Client and extracted from the abovementioned development cost details.

Contract Awarded and Certified Amount

Description	Contractor	Construction Costs	Design and Construction Contingencies	Total Construction Cost	Value of Work Done as at Date of Valuation
Piling Works	KM Enterprise	RM2,529,577	RM140,000	RM2,669,577	RM1,528,428
Associated External Works	Akas Permai Sdn Bhd	RM18,240,666	-	RM18,240,666	RM21,184,931
Main Building Works (Excluding Hotel)		RM60,340,835	RM2,600,000	RM62,940,835	
External Works Outside Boundaries	S.K. Engineering Works Sdn Bhd	RM3,863,329	RM360,000	RM4,223,329	RM2,911,834
Earthworks and Mitigation Works		RM3,248,372	RM80,000	RM3,328,372	RM2,263,627
Total of Awarded Contract Sum		**RM88,222,779**	**RM3,180,000**	**RM91,402,779**	
Main Building Works (Hotel)		RM11,677,484	RM400,000	RM12,077,484	RM133,467
External Works Outside Boundaries (Sewerage Treatment Plant)		RM1,087,484	-	RM1,087,484	-
Total of Unawarded Sum		**RM12,764,968**	**RM400,000**		
Total of Hard Construction Costs				**RM104,567,747**	**RM28,022,287**

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1.3 MARKET VALUE (CONT'D)

The summary of parameters of the GDC adopted in the Income Approach by Residual Method is as follows: -

Summary of Parameters				
Description	**Analysis**	**Total Amount**	**Value of Work Done / Payment Made**	**Remarks**
(1) Statutory Charges / Contribution / Land Related Charges	3.67% of Total GDV.	RM8,286,956	RM5,120,056	We have made reference to the Client's provision for actual and budgeted cost including contract awarded, having considered industry average costings.
(2) Preliminaries & Infrastructure Costs	RM12.55 per square feet over gross land area.	RM8,639,185	RM5,175,461	
(3) Building Construction Cost	RM233.09 per square feet over titled floor area.	RM95,928,562	RM22,713,359	
(4) Professional Fees	10.62% of items (2) and (3).	RM11,101,690	RM7,229,172	The professional fees to be incurred are for various professionals engaged in different stages of development construction. We have adopted the Client's actual and budgeted cost, which translate to a rate of 10.62% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rate for the intended development.
(5) Contingencies	2.00% of items (2) to (4).	RM1,611,029	-	We have adopted a rate of 2.00% of preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development, having considered that the majority of the building works have been awarded with the exception of the hotel and some external works such as the sewerage treatment plant. Additionally, the Client has informed us that these are fixed-sum contracts with contingencies already built-in and no provision for variation orders.
(6) Marketing, Agency and Legal Fees	3.54% of total GDV (inclusive of sold and unsold).	RM7,987,621	RM2,703,222	We have adopted the Client's actual and budgeted cost, which translate to a rate of 3.54% of the total GDV (inclusive of sold and unsold), to be fair and within the acceptable range of rate for the intended development.
(7) Finance Charges	40% of items (2) to (5), capitalised at 6.75% per annum for a period of 2.00 years.	RM4,436,774	-	Based on the projection provided by the Client, the finance charges amount to RM5,492,719, of which RM5,171,032 has been paid, leaving a balance of RM321,687. However, after consideration of the development size and phasing, we have calculated the Bridging finance based on 40% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum for a period of 2.00 years.
(C) Developer's Profit	15.00% of GDV; less profit recognised (10.50% of remaining GDV)	RM18,408,851	Initial rate: 15% of GDV, Adopted rate: 10.50% of GDV	Developer's Profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. We have thus adopted a base rate of 15% for the Subject Property. We have considered the construction work progress of 30% to arrive at an adopted Developer's Profit of 10.50% reflecting reduced completion risk.

1.3 MARKET VALUE (CONT'D)

Valuation Justification

Development Period

Based on information provided by the Client, the estimated date of completion for Phases 1 and 2 will be Q4 2027. However, we have adopted a development period of 4.00 years as reasonable after having considered the demand, take-up rates and sales performance of other similar developments, the type and intensity of the development as well as the absorption potential of its product features.

Present Value (Discount Rate)

Present value is the value on a given date of a future payment or series of future payments, discounted to adequately reflect and adjust for both risk and time value of money. In accordance with the Malaysian Valuation Standards, the discount rate used in the valuation should be market derived. To account for the market uncertainty in our valuation, we have adopted a discount rate of 8.25% in our Valuation.

Discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit.

Our interpretation of the discount rate is based on the premise that the value of a dollar to be received in the future is equal to a dollar today minus some factor to account for the risk that the future dollar may not materialize (which can also be explained as opportunity cost, expected return of capital when invested elsewhere). A general way of determining the discount rate is to adopt the capitalisation rate together with the long-term growth rate or expected average annual appreciation of the asset.

In general, the long-term growth rate adopted will be the annual appreciation of an asset (whether in terms of values, rentals or any other measurable parameter). As a rule of thumb, the annual appreciation of an asset can also be assumed to be equal to the rate of inflation.

As such, a discount rate of 8.25% is adopted for the Subject Property in our valuation (4.50% to 5.25% being the range of expected returns for development land + 1.50% to 3.3% for inflation).

Based on the foregoing, we have thus adopted **RM45,100,000** in our valuation as a fair representation using the Income Approach by Residual Method.

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2.0 V/KK/23/380BEDI-26/bc –- BAYU DAMAI RESIDENCES AND LUNA DAMAI RESIDENCES

2.1 IDENTIFICATION OF PROPERTY

Interest Valued / Type of Property

Legal interest in an ongoing residential development known as 'Bayu Damai Residences' under Phase 1 and 'Luna Damai Residences' under Phase 2, held under Country Lease 015105709, Country Lease 015105727, Country Lease 015105736, Country Lease 015105745 and Country Lease 015110326, all within the District of Kota Kinabalu, Sabah.

Property Location

Located within the Dah Yeh Villa locality, along Jalan Fung Yei Ting, 88300 Kota Kinabalu, Sabah.

Title Particulars

Summary of Title Particulars

Title No.	Titled Land Area (Acres)	Annual Rent
Country Lease 015105709	1.64	RM 2.00
Country Lease 015105727	2.04	RM 2.50
Country Lease 015105736	1.66	RM 2.00
Country Lease 015105745	2.22	RM 2.50
Country Lease 015110326	2.64	RM 2.50
Total	**10.20 (4.13 hectares)**	**RM11.50**

The following title particulars are common unless otherwise stated:

District / State	District of Kota Kinabalu, Sabah.
Tenure	Leasehold interest for a term of 999 years, with effect from 1 January 1909 (unexpired term of about 882 years).
Registered Proprietor(s)	FYT Land (KK) Sdn Bhd.
Special Terms	Subject to the provisions and conditions contained in the Land Ordinance, 1903.
Encumbrance(s)	Charged to RHB Bank Berhad.
Endorsement	Nil.
Remarks	An offer consequent to an application for the amalgamation, conversion and subdivision of the Subject Property has been made by the Lands and Surveys Department vide letter Ref: JTU(P):800/102.51.767(M)/(76) (WS/ws) dated 13 May 2024 to the Registered Proprietor. As an acceptance of the offer, payment of 100% of the total premium had been made by the Registered Proprietor. We were given to understand that the original documents of title deeds of the Subject Property have been surrendered to the Lands and Surveys Department for purposes related to the aforementioned offer. Based on the abovementioned offer letter, the land use under the title condition is predominantly residential and supported by reserve and utility.

2.2 PROPERTY DESCRIPTION

Site Description

The Subject Property comprises 5 adjoining parcels of development lands held under Country Lease 015105709, Country Lease 015105727, Country Lease 015105736, Country Lease 015105745 and Country Lease 015110326, all within the District of Kota Kinabalu, Sabah.

Collectively, the Subject Property has a combined titled land area of 10.20 acres. It is irregular in shape, having terrain of mostly flat with some waterlogged areas within Country Lease 015110326 and hilly towards Country Lease 015105736. The elevations range from approximately 4 metres to 35 metres above mean sea level.

2.2 PROPERTY DESCRIPTION (CONT'D)

Site Description (Cont'd)

At the date of inspection, the Subject Property has been mostly cleared and levelled with construction works ongoing within the eastern region whilst majority of Country Lease 015105736 remains undeveloped and grown with vegetations. A gallery and show unit have been constructed within the western portion of Country Lease 015105745 whilst labour's quarters have been erected within the south-western portion of Country Lease 015110326, both being demarcated with metal sheet fencing.

Roads leading to the Subject Property are Jalan Fung Yei Ting, which runs along the northern boundary of Country Lease 015105709, being supported by retaining walls and demarcated with metal sheet fencing; and an additional road, which runs along the western boundary of Country Lease 015105745 and part of Country Lease 015110326, connecting Lorong Kenawai 1 and Lorong Kenawai 2.

Planning

Based on the Development Plans dated April 2024, prepared by Kenneth Tan Design Architect, we noted that the Subject Property was approved by Dewan Bandaraya Kota Kinabalu on 10 May 2024 for a 2-phase apartment development with supporting facilities; comprising 762 apartment units in Phase 1, and 743 apartment units together with 4 retail units in Phase 2, with subsidiary titles to be applied for.

It is noted that the building plans for Phase 1 has been approved by Dewan Bandaraya Kota Kinabalu on 23 May 2024.

Based on the Draft Kota Kinabalu Local Plan 2020 (South Region), the Subject Property is designated under R(H) – High Density Residential. However, the stipulated conditions of the Subject Property is as per the abovementioned Offer Letter issued by the Lands and Surveys Department.

Total Saleable Area and Gross Floor Area

Phase	Total Saleable Area (square feet)	Gross Floor Area (square feet)
1	676,132	1,358,301
2	682,475	1,304,551
Total	**1,358,607 (126,219 square metres)**	**2,662,852 (247,387 square metres)**

Building Progress

At the date of inspection, the Subject Property is under construction. Based on a letter from Kenneth Tan Design Architect, the state of completion for Phase 1 and Phase 2 as of date of valuation are 17.46% and 3.736%, respectively. Based on information provided by the Client, some of the works attributed to Phase 2 had already been undertaken during the construction of Phase 1.

2.3 MARKET VALUE

Valuation Methodology

In arriving at our opinion of the Market Value of the Subject Property, we have adopted the **Income Approach by Residual Method** as the only preferred method.

We have not adopted the Comparison Approach on the assessment of the Subject Property as a whole. The Subject Property is an ongoing construction project (where construction works are in progress), qualitative and quantitative adjustments are more difficult to compute or gauge to reflect the differences (in terms of amount billed and value of works done to-date certified by relevant consultants), therefore, we have considered the Residual Method as the most reliable and appropriate method to derive our opinion for the Market Value of the Subject Property. However, the Comparison Method has been adopted to in the derivation of the GDV.

2.3 MARKET VALUE (CONT'D)

Income Approach by Residual Method

Summary of Parameters	
Phase 1	
Gross Development Value (A)	RM441,316,163
Gross Development Cost (B)	RM289,936,089
Developer's Profit (C)	RM54,639,354
Residual Value (A) – (B) – (C)	RM96,740,720
Development Period	Approximately 3 years
Present Value (Discount Rate)	8.00%
Residual Value after Present Value	RM76,792,784
Phase 2	
Gross Development Value (A)	RM511,740,433
Gross Development Cost (B)	RM358,652,332
Developer's Profit (C)	RM73,890,201
Residual Value (A) – (B) – (C)	RM79,197,900
Development Period	Approximately 4 years
Commencement Period	Approximately after 1 year
Present Value (Discount Rate)	8.00%
Residual Value after Present Value	RM53,902,091

Gross Development Value (GDV) (A)

Summary of GDV adopted is as follows: -

Sold Units

Phase	Component	No. of Unit	Total Floor Area (square feet)	Average Net Selling Price (per square foot)	Total Net Selling Price (GDV)	
1	Apartment	590[1]	514,693	RM712	RM366,534,212	
Less Net Amount Billed					-RM47,848,810	
Sold Units GDV (Net Unbilled Amount)					**RM318,685,402**	

Unsold Units

Phase	Component	No. of Unit	Total Floor Area (square feet)	Average Selling Price (per square foot)	GDV	Total GDV
1	Apartment	172	161,439	RM769	RM124,146,591	
		Less: Bumiputra discount (24.42% remaining allocation with 5% discount)			-RM1,515,830	
		Unsold Units GDV (after Bumiputra discount)			**RM122,630,761**	
	Phase 1 Unbilled and Unsold GDV					**RM441,316,163**
2	Apartment	743	644,580	RM768	RM495,037,440	
		Less: Bumiputra discount (30% allocation with 5% discount)			-RM7,425,562	
		Unsold Units GDV (after Bumiputra discount)			**RM487,611,878**	
	Retail	4	37,895	RM637	**RM24,128,555**	
	Phase 2 Total GDV					**RM511,740,433**

Note(s):

(1) The total sold units of 590 units recorded a 77% sales rate from the total number of units under Phase 1 (762 units) as of date of valuation, pursuant to the Sales Status Report provided by the Client. Based on the information provided by the Client, 30% of the total units, amounting to 229 units, are allocated for bumi discount whereby 187 of those units were sold.

Comparison Approach — This approach considers the sales of similar or substitute properties and related market data and establishes a value estimate by adjustments made for differences in factors that affect value. In general, a property being valued (Subject Property) is compared with sales of similar properties that have been transacted in the open market. Listings and offers may also be considered.

VALUATION CERTIFICATE *(CONT'D)*

2.3 MARKET VALUE (CONT'D)

Derivation of GDV - Apartment

Sales Comparable Analysis (Apartment Component) (Cont'd)

Item	Comparable 1	Comparable 2	Comparable 3
Legal Description	Parent Title: Country Lease 015020818, District of Kota Kinabalu	Parent Title: Town Lease 017560897, District of Kota Kinabalu	Parent Title: Town Lease 017563423, District of Kota Kinabalu
Location	Unit No. A-18-03, Level 18, Jesselton Twin Towers	Unit No. C-13-11, Level 13, Alam Damai Condominium	Unit No. C-10-08, Level 10, Maya @ Likas Condominium
Type of Property	Apartment Unit	Apartment Unit	Apartment Unit
Tenure of Parent Title	Leasehold interest for 999 years, expiring on 6 November 2922	Leasehold interest for 99 years, expiring on 31 December 2106	Leasehold interest for 99 years, expiring on 31 December 2113
Built-up Area	832 sq. ft.	976 sq. ft.	961 sq. ft.
Consideration	RM600,000	RM488,000	RM585,000
Analysis	RM721 per sq. ft.	RM500 per sq. ft.	RM609 per sq. ft.
Transaction Date	27 October 2025	11 August 2025	18 March 2025
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)		
Adjustment for Phase 1	General adjustments made for floor level and size	General adjustments made for floor level, location, tenure, view, building age and facilities	General adjustments made for floor level, accessibility, unit positioning, tenure, view, building age and negative features
Adjusted Value for Phase 1	RM693 per sq. ft.	RM693 per sq. ft.	RM757 per sq. ft.
Adjustment for Phase 2	General adjustments made for floor level	General adjustments made for floor level, location, size, tenure, building age and facilities	General adjustments made for floor level, accessibility, tenure, building age and negative features
Adjusted Value for Phase 2	RM726 per sq. ft.	RM689 per sq. ft.	RM784 per sq. ft.

Item	Comparable 4	Comparable 5
Legal Description	Parent Title: Country Lease 015105709 and 4 others, District of Kota Kinabalu	Parent Title: Country Lease 015105709 and 4 others, District of Kota Kinabalu
Location	Unit No. A-23-07, Level 23, Tower A, Bayu Damai Residences	Unit No. B-19-11, Level 19, Tower B, Bayu Damai Residences
Type of Property	Apartment Unit	Apartment Unit
Tenure of Parent Title	Leasehold interest for 999 years, expiring on 31 December 2907	
Built-up Area	963 sq. ft.	834 sq. ft.
Consideration	RM785,800	RM676,800
Analysis	RM816 per sq. ft.	RM812 per sq. ft.
Transaction Date	9 October 2025	31 July 2025
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)	
Adjustment for Phase 1	General adjustments made for floor level and developer's incentives	General adjustments made for floor level, size, unit positioning, view and developer's incentives
Adjusted Value for Phase 1	RM732 per sq. ft.	RM655 per sq. ft.
Adjustment for Phase 2	General adjustments made for floor level and developer's incentives	General adjustments made for floor level and developer's incentives
Adjusted Value for Phase 2	RM768 per sq. ft.	RM773 per sq. ft.

2.3 MARKET VALUE (CONT'D)

Valuation Justification

In estimating the GDV of the apartment component, we have made diligent adjustments taking into consideration the prevailing market conditions and differences including the location/establishment, accessibility, floor level, size, remaining tenure, unit positioning, views, age, facilities, negative features and other relevant factors.

Having considered the relevant comparables with necessary adjustments made for the differences, we note that the adjusted value per square foot range is RM655 to RM757 for Phase 1 unsold apartment units and RM689 to RM784 for Phase 2 apartment component. We have adopted Comparable 4 as the most preferred comparable due to its similarities to the Subject Property as it requires the least adjustment.

For Phase 1 assessment, the adjusted base value is benchmarked using one of the unsold units, Unit No. B-22-06 (Floor Area: 963 square feet), as a basis for the assessment. Necessary adjustments (including floor area, unit positioning, view and floor level) have been made from the abovementioned base value of RM732 per square foot to derive average value of the remaining unsold apartment units at RM769 per square foot.

For Phase 2 assessment, considering the development phase has yet to be launched and sold, average size with median floor level is adopted as the basis for the assessment in which RM768 per square foot is adopted as the average value for the apartment component.

Derivation of GDV - Retail Component

Sales Comparable Analysis (Retail Component)			
Item	**Comparable 1**	**Comparable 2**	**Comparable 3**
Legal Description	Subsidiary Title 010593272, District of Kota Kinabalu	Subsidiary Title 010599023, District of Kota Kinabalu	Subsidiary Title 010544902, District of Kota Kinabalu
Location	Lot No. 12, First Floor, Block C, City Mall	Lot No. 36, Ground Floor, Block E, Iramanis Centre	Unit No. A-0-2, Ground Floor, Block A, Damai Plaza Phase 4
Type of Property	Retail Unit	Retail Unit	Retail Unit
Tenure of Parent Title	Leasehold interest for 99 years, expiring on 31 December 2105	Leasehold interest for 99 years, expiring on 31 December 2091	Leasehold interest for 999 years, expiring on 15 January 2914
Built-up Area	1,152 sq. ft.	1,119 sq. ft.	1,250 sq. ft.
Consideration	RM920,000	RM1,300,000	RM1,380,000
Analysis	RM799 per sq. ft.	RM1,162 per sq. ft.	RM1,104 per sq. ft.
Transaction Date	4 November 2025	21 August 2025	21 June 2024
Source	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)		
Adjustment	General adjustments made for location, size, tenure, floor level and building age	General adjustments made for location, unit positioning, size, tenure and building age	General adjustments made for market adjustment, location, size and building age
Adjusted Value	RM719 per sq. ft.	RM813 per sq. ft.	RM753 per sq. ft.

2.3 MARKET VALUE (CONT'D)

Valuation Justification

In estimating the GDV of the retail component, we have made diligent adjustments taking into consideration the prevailing market conditions and differences including the location/establishment, accessibility, visibility, unit positioning, size, remaining tenure, floor level, age and other relevant factors.

Having considered the relevant comparables with necessary adjustments made for the differences, we note that the adjusted value per square foot range is RM719 to RM813. We have adopted Comparable 3 as the most preferred comparable due to its similarities to the Subject Property as it requires the least number of adjustments.

The adjusted value is benchmarked using one of the retail units, Shoplot 2 (Floor Area: 9,687 square feet), as a basis for the assessment. Necessary adjustments (including size and floor level) have been made from the abovementioned base value of RM753 per square foot to derive the average value of the retail component at RM637 per square foot.

Gross Development Cost (GDC) (B)

Phase 1

In arriving at the GDC of Phase 1, having considered the commencement of the development, we have made reference to the awarded contract sum and certified amount as of date of valuation provided by the Client and referencing the industry average costing derived from analysis of other awarded contracts of similar projects and average building costs of similar types of properties published by JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

The following tables outline the contract sum awarded and the amount certified to date, as well as the estimated total cost and value of work completed, based on information provided by the Client.

Contract Awarded and Certified Amount

Description	Contractor	Awarded Contract Sum	Value of Work Done as at Date of Valuation
Main Building Works	Binastra Builders Sdn Bhd	RM279,622,793	RM42,250,397
Piling Works	Binastra Builders Sdn Bhd	RM12,300,746	RM12,300,746
External Works Outside Site Boundary	Binastra Builders Sdn Bhd	RM11,176,461	RM9,329,710
Earthworks & Mitigation Works	JV Champion Sdn Bhd	RM2,166,411	RM1,268,453
Design and Construction Contingencies	Binastra Builders Sdn Bhd	RM10,600,000	RM726,676
	JV Champion Sdn Bhd	RM258,400	-
Total		**RM316,124,811**	**RM65,875,982**

Summary of GDC for Phase 1 adopted in the Income Approach by Residual Method is as follows:-

Summary of Parameters (Phase 1)

Description	Analysis	Total Amount	Value of Work Done / Payment Made	Remarks
(1) Statutory Charges / Contribution / Land Related Charges	1.91% of total GDV.	RM9,368,586	RM2,314,778	We have made reference to the Client's provision for actual and budgeted cost including contract awarded, having considered industry average costings.
(2) External Works & Infrastructure Costs	RM57.71 per square foot over net land area.	RM13,342,872	RM10,598,163	
(3) Building Construction Costs	RM226.36 per square foot over gross floor area.	RM307,460,833	RM59,845,810	

2.3 MARKET VALUE (CONT'D)

Summary of Parameters (Phase 1) (Cont'd)				
Description	**Analysis**	**Total Amount**	**Value of Work Done / Payment Made**	**Remarks**
(4) Professional Fees / Consultant Fees	9.18% of items (2) and (3).	RM29,457,318	RM17,871,267	The professional fees to be incurred are for various professionals engaged in different stages of development construction. We have adopted the Client's actual and budgeted cost, which translate to a rate of 9.18% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rate for the intended development.
(5) Contingencies	1.50% of items (2) to (4).	RM3,929,187	-	We have adopted a rate of 1.50% of preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development, having considered that the building works have been fully awarded. Additionally, the Client has informed us that these are fixed-sum contracts with contingencies already built-in and no provision for variation orders.
(6) Marketing, Agency & Legal Fees	6.08% of total GDV (inclusive of sold and unsold).	RM29,745,256	RM20,813,897	We have adopted the Client's actual and budgeted cost, which translate to a rate of 6.08% of the total GDV (inclusive of sold and unsold), to be fair and within the acceptable range of rate for the intended development.
(7) Financing Cost	30% of items (2) to (5), capitalised at 6.75% per annum for a period of 1.5 years.	RM8,075,952	-	Based on the projection provided by the Client, the finance charges amount to RM20,604,400 of which RM13,581,529 has been paid, leaving a balance of RM7,022,871. However, we have calculated the bridging finance based on 30% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum for a period of 1.50 years.
(C) Developer's Profit	Initial rate: 15.00% of GDV; Adopted rate: 12.38% of GDV.	RM54,639,354	-	Developer's Profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. We have thus adopted a base rate of 15% for the Subject Property. We have considered the construction work progress of 17.46% provided by the architect to arrive at an adopted Developer's Profit of 12.38% reflecting reduced completion risk.

2.3 MARKET VALUE (CONT'D)

Phase 2

In arriving at the GDC of Phase 2, we have made reference to the certified preliminary cost appraisal prepared by JUBM Sdn Bhd dated 25 September 2023, provided by the Client and referencing the industry average costing derived from analysis of other awarded contracts of similar projects and average building costs of similar types of properties published by JUBM and Arcadis Construction Cost Handbook Malaysia 2025 and BCISM Costbook 2025.

Summary of GDC for Phase 2 adopted in the Income Approach by Residual Method is as follows: -

Summary of Parameters (Phase 2)

Description	Analysis	Total Amount	Remarks
(1) Statutory Charges / Contribution / Land Related Charges	1.08% of GDV.	RM5,541,000	We have made reference to the Client's provision for budgeted cost from the licensed Quantity Surveyor, having considered industry average costings.
(2) External Works & Infrastructure Costs	RM35.07 per square foot over net land area.	RM6,215,957	
(3) Building Construction Costs	RM209.25 per square foot over gross floor area.	RM272,979,126	
(4) Professional Fees / Consultant Fees	6.00% of items (2) and (3).	RM16,751,705	The professional fees to be incurred are for various professionals engaged in different stages of development construction. We have adopted a rate of 6.00% of total preliminaries, infrastructure costs and building construction costs as fair representation within the acceptable range of rate for the intended development.
(5) Contingencies	5.00% of items (2) to (4).	RM14,797,339	We have adopted a rate of 5.00% of total preliminaries, infrastructure costs, building construction costs and professional fees as contingencies to be fair representation within the acceptable allowance for the intended development.
(6) Marketing, Agency & Legal Fees	5.00% of GDV.	RM25,587,022	We have adopted 5.00% of the GDV as marketing, agency and legal fees to be fair and within the acceptable range of rate for the intended development.
(7) Financing Cost	40% of items (2) to (5), capitalised at 6.75% per annum for a period of 2 years.	RM16,780,183	Bridging finance is based on 40% of total preliminaries, infrastructure costs, building construction cost, professional fees and contingencies, capitalised at 6.75% per annum (borrowing cost) for a period of 2 years after taking into consideration of the development size and phasing.
(C) Developer's Profit	RM73,890,201	Initial rate: 15.00% of GDV; Adopted rate: 14.44% of GDV.	Developer's Profit is the allowance for the developer's required return, reflecting the risks associated with the development project with a typical rate of 10% to 20% of GDV. We have thus adopted a base rate of 15% for the Subject Property. We have considered the construction work progress of 3.74% provided by the architect to arrive at an adopted Developer's Profit of 14.44% reflecting reduced completion risk.

Valuation Justification

Development Period

Based on information provided by the Client, the estimated date of completion for Phase 1 and Phase 2 will be Q4 2028 and Q4 2031, respectively. For our valuation, we have adopted a development period of 3.00 years for Phase 1 (construction ongoing) and 4.00 years for Phase 2 (yet to be launched), having considered the construction progress and full scale of the development. This is deemed reasonable after having considered the demand, take-up rates and sales performance of other similar developments, the type and intensity of the development as well as the absorption potential of its product features. Another 1.00 year is added to the number of periods to be discounted in Phase 2, having considered that the phase launching and construction will only be conducted a year later.

2.3 MARKET VALUE (CONT'D)

Valuation Justification (Cont'd)

Present Value (Discount Rate)

Present value is the value on a given date of a future payment or series of future payments, discounted to adequately reflect and adjust for both risk and time value of money. In accordance to the Malaysian Valuation Standards, the discount rate used in the valuation should be market derived, thus we have adopted a discount rate of 8.00% in our Valuation.

Discount rate is a risk-weighted factor used to calculate the net present value of the future cash flows from the asset till the time of exit.

Our interpretation of the discount rate is based on the premise that the value of a dollar to be received in the future is equal to a dollar today minus some factor to account for the risk that the future dollar may not materialize (which can also be explained as opportunity cost, expected return of capital when invested elsewhere). A general way of determining the discount rate is to adopt the capitalisation rate together with the long-term growth rate or expected average annual appreciation of the asset.

In general, the long-term growth rate adopted will be the annual appreciation of an asset (whether in terms of values, rentals or any other measurable parameter). As a rule of thumb, the annual appreciation of an asset can also be assumed to be equal to the rate of inflation.
As such, a discount rate of 8.00% is adopted for the Subject Property in our valuation (4.50% to 5.25% being the range of expected returns for development land + 1.50% to 3.3% for inflation).

Based on the foregoing, we have thus adopted **RM130,700,000** in our valuation as a fair representation using the Income Approach by Residual Method.

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BEDI BERHAD (formerly known as WMG HOLDINGS BHD.)
(Company No.: 201501041664 (1166985-X))
(Incorporated in Malaysia)

PRO FORMA CONSOLIDATED
STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026



Grant Thornton Malaysia PLT
Level 11, Sheraton Imperial Court
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REPORTING ACCOUNTANTS' LETTER ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2026
(Prepared for inclusion in the Circular to Shareholders)

Date: 10 August 2026

The Board of Directors
BEDI BERHAD (formerly known as WMG HOLDINGS BHD.)
D-09-02, Level 9, EXSIM Tower
Millerz Square @ Old Klang Road, Megan Legasi
No. 357, Jalan Kelang Lama
58000 Kuala Lumpur

Dear Sirs,

BEDI BERHAD (formerly known as WMG HOLDINGS BHD.) ("BEDI" OR THE "COMPANY")

REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

We have completed our assurance engagement to report on the compilation of the pro forma consolidated statements of financial position of the Company and its subsidiaries (collectively known as the "Group") as at 31 March 2026 together with the notes and assumptions thereto (as set out in Appendix A for which we have stamped for the purpose of identification), prepared by the Directors of the Company for inclusion in the Circular to Shareholders of the Company ("Circular to Shareholders") in connection with the proposed acquisitions by BEDI of the entire equity interest in Sejati Sentral (Sandakan) Sdn. Bhd. and FYT Land (KK) Sdn. Bhd. from Bedi Development Sdn. Bhd. ("BDSB or the "Vendor") for an aggregate cash consideration of RM38.87 million.

The applicable criteria on the basis of which the Directors have compiled the pro forma consolidated statements of financial position are described in the notes to the pro forma consolidated statements of financial position.

The pro forma consolidated statements of financial position as at 31 March 2026 have been compiled by the Directors of the Company for inclusion in the Circular to shareholders solely to illustrate the effects of the Proposed Acquisitions as if the Proposed Acquisitions have been implemented and completed on 31 March 2026. As part of this process, information about the Group's financial position as at 31 March 2026 has been extracted by the Directors of the Company from the Group's audited consolidated statements of financial position as at 31 March 2026, on which an auditors' report dated 22 July 2026 has been issued without any modification.

Directors' responsibilities for the Pro forma consolidated statements of financial Position

The Directors of the Company are responsible for compiling the pro forma consolidated statements of financial position as at 31 March 2026 on the basis set out in the notes to the pro forma consolidated statements of financial position and in accordance with the Malaysian Institute of Accountants'("MIA") Guidance Note for Issuers of Pro Forma Financial Information.

Chartered Accountants
Grant Thornton Malaysia PLT [201906003682 [LLP0022494-LCA] & AF 0737] is a Limited Liability Partnership and is a member firm of Grant Thornton International Ltd (GTIL), a private company limited by guarantee incorporated in England and Wales.

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Reporting Accountants' Independence and Quality Control

We are independent in accordance with By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board of Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Our firm applies International Standard on Quality Management 1 ("ISQM 1"), *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, about whether the pro forma consolidated statements of financial position have been compiled, in all material respects, by the Directors of the Company on the basis set out in the notes to the pro forma consolidated statements of financial position and in accordance with the MIA's Guidance Note for Issuers of Pro Forma Financial Information.

We conducted our engagement in accordance with *International Standard on Assurance Engagements ("ISAE") 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the pro forma consolidated statements of financial position on the basis set out in the notes to the pro forma consolidated statements of financial position and in accordance with the MIA's Guidance Note for Issuers of Pro Forma Financial Information.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated statements of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated statements of financial position.

The purpose of the pro forma consolidated statements of financial position included in the Circular to Shareholders is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at that date would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated statements of financial position have been compiled, in all material aspects, on basis of the applicable criteria, involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma consolidated statements of financial position provides a reasonable basis for presenting the significant effects directly attributable to the events or transactions enumerated in the notes thereto, and to obtain sufficient appropriate evidence about whether:-

- The related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma consolidated statements of financial position reflect the proper application of those adjustments to the Company's audited consolidated statements of financial position as at 31 March 2026.

Reporting Accountants' Responsibilities (cont'd)

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the pro forma consolidated statements of financial position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated statements of financial position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma consolidated statements of financial position of the Group have been properly compiled, in all material respects, on the basis as set out in the notes to the pro forma consolidated statements of financial position and in accordance with the MIA's Guidance Note for Issuers of Pro Forma Financial Information.

Other Matter

This report has been prepared solely for the purpose of inclusion in the Circular to Shareholders in connection with the Proposed Acquisitions. As such, this letter should not be used or relied upon for any other purpose without the prior written consent from us. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

APPENDIX A

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

The pro forma consolidated statements of financial position as at 31 March 2026 has been compiled for illustrative purposes only to show the effects on the audited consolidated statements of financial position of the Company as at 31 March 2026 had the Proposed Acquisitions as set out in Note 2 been effected on 31 March 2026, and should be read in conjunction with the notes accompanying the pro forma consolidated statements of financial position.

	Note	Audited as at 31 March 2026 RM'000	Effect of Proposed Acquisitions RM'000	Pro forma I RM'000
ASSETS				
Non-current assets				
Property, plant and equipment		21,164		21,164
Investment properties		26,489		26,489
Other investments	3.1	-	1,193	1,193
Deferred tax assets	3.2	1,695	3,670	5,365
Inventory properties	3.3	113,481		113,481
Total non-current assets		162,829		167,692
Current assets				
Inventory properties	3.3	39,879	161,196	201,075
Trade and other receivables	3.4	24,569	9,486	34,055
Contract cost assets	3.5	59	14,603	14,662
Contract assets	3.6	4,316	35,685	40,001
Income tax refundable		1,043		1,043
Cash and bank balances	3.7	73,298	(35,010)	38,288
Total current assets		143,164		329,124
Assets held for sale		58,224		58,224
Total assets		364,217		555,040
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company:				
Share capital		434,682		434,682
Redeemable convertible preference shares		149,173		149,173
Merger deficit		(312,039)		(312,039)
Accumulated losses	3.8	(72,791)	(1,200)	(73,991)
Total equity		199,025		197,825

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

The pro forma consolidated statements of financial position as at 31 March 2026 has been compiled for illustrative purposes only to show the effects on the audited consolidated statements of financial position of the Company as at 31 March 2026 had the Proposed Acquisitions as set out in Note 2 been effected on 31 March 2026 and should be read in conjunction with the notes accompanying the pro forma consolidated statements of financial position (cont'd).

	Note	Audited as at 31 March 2026 RM'000	Effect of Proposed Acquisitions RM'000	Pro forma I RM'000
LIABILITIES				
Non-current liabilities				
Loans and borrowings	3.9	44,773	96,755	141,528
Lease liabilities		576		576
Deferred tax liabilities	3.10	2,777	8,503	11,280
Trade and other payables	3.11	-	5,680	5,680
Total non-current liabilities		48,126		159,064
Current liabilities				
Loans and borrowings	3.9	92,752	13,984	106,736
Lease liabilities		369		369
Trade and other payables	3.11	21,457	56,839	78,296
Contract liabilities	3.12	-	8,261	8,261
Income tax payable	3.13	2,488	2,001	4,489
Total current liabilities		117,066		198,151
Total liabilities		165,192		357,215
Total equity and liabilities		364,217		555,040
Number of issued ordinary shares (Unit'000)		867,149		867,149
Net assets per share (RM)		0.23		0.23

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.) PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 MARCH 2026

NOTES TO THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

1. BASIS OF PREPARATION

The pro forma consolidated statements of financial position of BEDI Berhad (formerly known as WMG Holdings Bhd.) (the "Company") and its subsidiaries (the "Group") as at 31 March 2026 together with the notes to the pro forma consolidated statements of financial position, for which the Directors are solely responsible, has been compiled for illustrative purpose only, in connection with the proposed acquisitions by the Company of the entire equity interest in Sejati Sentral (Sandakan) Sdn. Bhd. ("Sejati Sentral") and FYT Land (KK) Sdn. Bhd. ("FYT Land") (collectively known as "Target Companies") from Bedi Development Sdn. Bhd. ("BDSB" or the "Vendor") for an aggregate cash consideration of RM38.87 million (collectively known as "Proposed Acquisitions").

The pro forma consolidated statements of financial position as at 31 March 2026 and the notes thereon have been compiled based on the assumptions that the Proposed Acquisitions as set out in Note 2 had been effected on 31 March 2026.

Applicable criteria

The pro forma consolidated statements of financial position as at 31 March 2026 have been compiled by the Directors in accordance with the Malaysian Institute of Accountants' Guidance Note for Issuers of Pro Forma Financial Information for illustrative purposes only to show the effects of the Proposed Acquisitions as set out in Note 2 on the audited consolidated statements of financial position of the Group as at 31 March 2026, and should be read in conjunction with the notes in this section.

The pro forma consolidated statements of financial position are not necessarily indicative of the financial position that would have been attained had the events and transactions actually occurred at the respective dates. Such information, because of its hypothetical nature, may not give a true picture of the actual financial position of the Group. Furthermore, such information does not purport to predict the Group's future financial position.

The pro forma consolidated statements of financial position as at 31 March 2026 have been compiled based on the audited consolidated statements of financial position of the Group as at 31 March 2026, which have been prepared in accordance with Malaysian Financial Reporting Standards and IFRS Accounting Standards, and in a manner consistent with the format of the consolidated statements of financial position and the accounting policies adopted by the Group.

The auditors' report of the audited consolidated statements of financial position of the Group as at 31 March 2026 was not subject to any qualification, modification or disclaimer of opinion.

The historical financial information of the Group is presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency. All financial information has been rounded to nearest RM'000, unless otherwise stated.

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BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

2. **PRO FORMA ADJUSTMENT**

2.1 **Proposed Acquisitions**

On 22 June 2026, the Company had entered into conditional share sale agreements ("SSAs") with BDSB for the proposed acquisitions by the Company of 100.00% equity interests in Sejati Sentral and FYT Land ("Target Companies") for an indicative aggregate cash consideration of RM38.82 million, subject to adjustment.

On 10 August 2026, NewParadigm had on behalf of the Company, announced that the aggregate cash consideration had been adjusted to RM38.87 million. Sejati Sentral and FYT Land will become wholly-owned subsidiaries of the Company upon completion of the proposed acquisitions.

Basis and justification for the Aggregate Purchase Consideration

The Aggregate Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration, inter-alia, the following:

The valuation of the Target Companies based on the revalued net asset value ("RNAV") as at 31 March 2026 is RM38.87 million, after taking into consideration the revaluation surplus arising from the valuation of the Projects and the deferred tax amount arising thereof. The Aggregate Purchase Consideration is equivalent to the total RNAV of the Target Companies.

The computations of the RNAV of the Target Companies are as follows:

	Sejati Sentral RM'000	**FYT Land RM'000**
Audited NA/(NL) of the Target Companies as at 31 March 2026	12,365	(425)
Add: Net revaluation surplus of the Projects[(1)]	4,635	22,292
RNAV of the Target Companies	17,000	21,867

Note:

(1) The net revaluation surplus of the Projects was computed as follows:

	Sejati Sentral RM'000	**FYT Land RM'000**
Market value of Projects [(a)]	45,100	130,700
Less: Carrying amount of inventory properties and contract cost assets based on the audited financial statements of the Target Companies as at 31 March 2026	(39,002)	(101,368)
Revaluation surplus	6,098	29,332
Less: Deferred tax liabilities on the revaluation surplus [(b)]	(1,463)	(7,040)
Net revaluation surplus	**4,635**	**22,292**

Note:

(a) Market value of Projects were determined based on valuation reports dated 8 June 2026 issued by the independent professional valuer, Knight Frank Malaysia Sdn. Bhd..

(b) Based on corporate income tax rate of 24.00%.

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

3.1 OTHER INVESTMENTS

The movements of the other investments are as follows:

	RM'000
Audited as at 31 March 2026	-
Proposed Acquisitions	1,193
Pro Forma I	1,193

3.2 DEFERRED TAX ASSETS

The movements of the deferred tax assets are as follows:

	RM'000
Audited as at 31 March 2026	1,695
Proposed Acquisitions	3,670
Pro Forma I	5,365

3.3 INVENTORY PROPERTIES

The movements of the inventory properties which consist of property development costs are as follows:

	Non-current RM'000	Current RM'000	Total RM'000
Audited as at 31 March 2026	113,481	39,879	153,360
Proposed Acquisitions	-	125,766	125,766
Revaluation surplus on inventory properties of Target Companies	-	35,430	35,430
Pro Forma I	113,481	201,075	314,556

3.4 TRADE AND OTHER RECEIVABLES

The movements of trade and other receivables are as follows:

	Trade RM'000	Non - trade RM'000	Total RM'000
Audited as at 31 March 2026	6,796	17,773	24,569
Proposed Acquisitions	6,781	2,705	9,486
Pro Forma I	13,577	20,478	34,055

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.5 CONTRACT COST ASSETS

The movements of the contract cost assets are as follows:

	RM'000
Audited as at 31 March 2026	59
Proposed Acquisitions	14,603
Pro Forma I	14,662

3.6 CONTRACT ASSETS

The movements of the contract assets are as follows:

	RM'000
Audited as at 31 March 2026	4,316
Proposed Acquisitions	35,685
Pro Forma I	40,001

3.7 CASH AND BANK BALANCES

The movements of the cash and bank balances are as follows:

	RM'000
Audited as at 31 March 2026	73,298
Proposed Acquisitions	5,057
Aggregate Purchase Consideration	(38,867)
Estimated expenses for the Proposed Acquisitions	(1,200)
Pro Forma I	38,288

3.8 ACCUMULATED LOSSES

The movements of accumulated losses are as follows:

	RM'000
Audited as at 31 March 2026	(72,791)
Estimated expenses for the Proposed Acquisitions	(1,200)
Pro Forma I	(73,991)

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.9 LOANS AND BORROWINGS

The movements of loans and borrowings are as follows:

	Non-current RM'000	Current RM'000	Total RM'000
Audited as at 31 March 2026	44,773	92,752	137,525
Proposed Acquisitions	96,755	13,984	110,739
Pro Forma I	141,528	106,736	248,264

3.10 DEFERRED TAX LIABILITIES

The movements of deferred tax liabilities are as follows:

	RM'000
Audited as at 31 March 2026	2,777
Arising from revaluation surplus on inventory properties of Target companies	8,503
Pro Forma I	11,280

3.11 TRADE AND OTHER PAYABLES

The movements of trade and other payables are as follows:

	Trade RM'000	Non - trade RM'000	Total RM'000
Non-current			
Audited as at 31 March 2026	-	-	-
Proposed Acquisitions	-	5,680	5,680
Pro Forma I	-	5,680	5,680
Current			
Audited as at 31 March 2026	12,014	9,443	21,457
Proposed Acquisitions	26,920	29,919	56,839
Pro Forma I	38,934	39,362	78,296
Total trade and other payables	38,934	45,042	83,976

Included in non-trade payables are:
- RM30,759,532 being amount due to immediate holding company of the Target Companies, Bedi Development Sdn. Bhd., and
- RM3,461,171 being amount due to ultimate holding company of the Target Companies, EXSIM Development Sdn. Bhd..

Both above amounts, are unsecured and bear interest at 4.68% per annum.

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APPENDIX A (CONT'D)

BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.)
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2026

3. EFFECTS ON THE PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.12 CONTRACT LIABILITIES

The movements of the contract liabilities are as follows:

	RM'000
Audited as at 31 March 2026	-
Proposed Acquisitions	8,261
Pro Forma I	8,261

3.13 INCOME TAX PAYABLE

The movements of the income tax payable are as follows:

	RM'000
Audited as at 31 March 2026	2,488
Proposed Acquisitions	2,001
Pro Forma I	4,489

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GRANT THORNTON MALAYSIA PLT

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. CONSENTS AND DECLARATION OF CONFLICT OF INTEREST

2.1 NewParadigm

NewParadigm, being the Principal Adviser for the Proposed Acquisitions, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

NewParadigm is principally involved in stockbroking and corporate advisory services and, in the ordinary course of its business, may from time to time enter into transactions with and/or provide services to the Group.

NewParadigm is wholly-owned by NPFH, which in turn is wholly-owned by NPIG. EHSB holds a 27.29% equity interest in NPIG. EHSB is owned by LAH, LAK and LAF as to 37.50%, 37.50% and 25.00%, respectively. LAH, LAK and LAF are brothers and directors of EHSB and are also indirect Major Shareholders of BEDI by virtue of their interests in EXSIM Borneo. Accordingly, NewParadigm and BEDI are related through the interests of LAH, LAK and LAF.

Notwithstanding the above, NewParadigm is of the view that the aforesaid business relationship does not give rise to a conflict of interest which exists or is likely to exist in relation to its role as the Principal Adviser for the Proposed Acquisitions on the following bases:

(a) the provision of such services to BEDI is undertaken in the ordinary course of NewParadigm's business and on normal commercial terms;

(b) the margin financing facilities extended to LAH, LAK and LAF were granted in the ordinary course of NewParadigm's stockbroking business and on normal commercial terms, are not related to BEDI, the Target Companies or the Proposed Acquisitions, and the aggregate outstanding amount under such facilities as at the LPD is immaterial relative to NewParadigm's total margin financing outstanding;

(c) NewParadigm's appointment as the Principal Adviser for the Proposed Acquisitions is in the ordinary course of its business and NewParadigm does not have any interest in the Proposed Acquisitions other than the professional fees receivable pursuant to its appointment; and

(d) NewParadigm has in place appropriate internal controls, policies and procedures to ensure that it is able to discharge its duties independently and objectively in its capacity as the Principal Adviser for the Proposed Acquisitions.

Save as disclosed above, NewParadigm has confirmed that it is not aware of any other circumstances which exist or are likely to exist that would give rise to a conflict of interest in its capacity as the Principal Adviser for the Proposed Acquisitions.

2.2 MainStreet

MainStreet, being the Independent Adviser to our non-interested shareholders in relation to the Proposed Acquisitions, has given and has not subsequently withdrawn its written consent to the inclusion of its name, IAL and all references thereto in the form and context in which they appear in this Circular.

MainStreet has confirmed that it is not aware of any conflict of interest that exists or is likely to exist in its capacity as the Independent Adviser to our non-interested shareholders for the Proposed Acquisitions.

2.3 Knight Frank

Knight Frank, being the Independent Valuer of the Projects in respect of the Proposed Acquisitions, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and the Valuation Certificate as set out in **Appendix VI** of this Circular and all references thereto in the form and context in which they appear in this Circular.

Knight Frank has confirmed that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Independent Valuer of the Projects for the Proposed Acquisitions.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

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

As at the LPD, the Target Companies are not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board of the Target Companies has confirmed that there are no proceedings pending or threatened against the Target Companies, or of any facts that are likely to give rise to any proceedings, which may materially and adversely affect the financial position or business of the Target Companies.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material commitments

As at the LPD, there are no material commitments incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on our Group's financial position.

4.2 Contingent liabilities

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

5. MATERIAL CONTRACTS

Save as disclosed below, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) during the past 2 years preceding the LPD:-

(i) Sale and purchase agreement dated 13 November 2025 entered into between Asterasia Sdn. Bhd., a wholly-owned subsidiary of BEDI (as vendor) and Mydin Wholesale Cash and Carry Sdn. Bhd. (as purchaser) for the Disposal. As at the LPD, the transaction is pending completion in accordance with its terms and conditions;

(ii) Sale and purchase agreement dated 23 February 2026 entered into between Lee Fui Chen, Lee Vun Yeng, Lee Vun Lee, Lee Tien Rui and Lee Sheng Chieh (collectively, as vendors) and Wah Mie Realty Sdn. Bhd., a wholly-owned subsidiary of BEDI (as purchaser) for the sale and purchase of an undivided share of 54389/99999 in the land held under country lease 215113714 located at Jalan Kolam Minintod in the District of Penampang, Kota Kinabalu, Sabah for a total consideration of RM15,916,824.00. The transaction was completed on 27 April 2026;

(iii) Sale and purchase agreement dated 11 May 2026 entered into between Wah Mie Realty Sdn. Bhd., a wholly-owned subsidiary of BEDI (as vendor) and S.W.E Elektrikal Sdn. Bhd. (as purchaser) for the sale and purchase of a parcel of land together with 2 warehouses and 1 office block erected thereon held under country lease 015379487 located at Mile 5, Tuaran Road in the District of Kota Kinabalu, Sabah for a total consideration of RM14,300,000.00. As at the LPD, the transaction is pending completion in accordance with its terms and conditions; and

(iv) the SSAs.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Company's registered office at No. D-09-02, Level 9, EXSIM Tower, Millerz Square @ Old Klang Road, Megan Legasi, No. 357, Jalan Kelang Lama, 58000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur during business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

(i) our constitution;

(ii) the constitution of FYT Land;

(iii) our audited consolidated financial statements for the 15-month FPE 31 March 2025 and FYE 31 March 2026;

(iv) our latest unaudited quarterly financial results for the FPE ended 30 June 2026;

(v) the audited financial statements of the Target Companies for the past 2 FYEs 31 March 2025 and 31 March 2026;

(vi) letters of consent and declaration of conflict of interest as referred to in **Section 2** above;

(vii) material contracts referred to in **Section 5** above, including the SSAs;

(viii) the Valuation Certificate as set out in **Appendix VI** of this Circular;

(ix) the Valuation Reports; and

(x) the reporting accountants' report on the pro forma consolidated statements of financial position as at 31 March 2026 of BEDI.

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("**EGM**") of BEDI Berhad ("**BEDI**" or the "**Company**") will be held at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah ("**Main Venue**") on Monday, 28 September 2026 at 10.00 a.m. or immediately upon the conclusion of the 11th Annual General Meeting of BEDI to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY BEDI OF THE ENTIRE EQUITY INTEREST IN SEJATI SENTRAL (SANDAKAN) SDN. BHD. ("SEJATI SENTRAL") FROM BEDI DEVELOPMENT SDN. BHD. ("BDSB") FOR A PURCHASE CONSIDERATION OF APPROXIMATELY RM17.00 MILLION ("PROPOSED SEJATI SENTRAL ACQUISITION")

THAT subject to the approvals of all relevant authorities and/or parties (where required), and the conditions precedent as set out in the conditional share sale agreement dated 22 June 2026 entered into between the Company (as purchaser) and BDSB (as vendor) for the Proposed Sejati Sentral Acquisition ("**SSA1**") being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to acquire the entire equity interest in Sejati Sentral for a purchase consideration of approximately RM17.00 million, in accordance with the terms and conditions of the SSA1.

THAT the Board of Directors of the Company ("**Board**") (save for Mr. Kong Chung Vui, being the interested director in respect of the Proposed Sejati Sentral Acquisition) be and is hereby authorised and empowered to give effect to the Proposed Sejati Sentral Acquisition with full powers and authority to:

(i) execute, sign and deliver all such documents and/or agreements with any party or parties, and take all necessary steps for and on behalf of the Company as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect and to complete the Proposed Sejati Sentral Acquisition;

(ii) assent to and/or give effect, at the Board's discretion, to any conditions, modifications, variations and/or amendments as may be required and/or imposed or permitted by the relevant authorities and/or parties, and to deal with all matters relating thereto and/or as the Board may in its absolute discretion deem fit in the best interest of the Company; and

(iii) take all such steps and do all such acts, deeds and things and make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in connection with or to give full effect to the Proposed Sejati Sentral Acquisition.

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY BEDI OF THE ENTIRE EQUITY INTEREST IN FYT LAND (KK) SDN. BHD. ("FYT LAND") FROM BDSB FOR A PURCHASE CONSIDERATION OF APPROXIMATELY RM21.87 MILLION ("PROPOSED FYT LAND ACQUISITION")

THAT subject to the approvals of all relevant authorities and/or parties (where required), and the conditions precedent as set out in the conditional share sale agreement dated 22 June 2026 entered into between the Company (as purchaser) and BDSB (as vendor) for the Proposed FYT Land Acquisition ("**SSA2**") being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to acquire the entire equity interest in FYT Land for a purchase consideration of approximately RM21.87 million, in accordance with the terms and conditions of the SSA2;

THAT the Board (save for Mr. Kong Chung Vui, being the interested director in respect of the Proposed FYT Land Acquisition) be and is hereby authorised and empowered to give effect to the Proposed FYT Land Acquisition with full powers and authority to:

(i) execute, sign and deliver all such documents and/or agreements with any party or parties, and take all necessary steps for and on behalf of the Company as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect and to complete the Proposed FYT Land Acquisition;

(ii) assent to and/or give effect, at the Board's discretion, to any conditions, modifications, variations and/or amendments as may be required and/or imposed or permitted by the relevant authorities and/or parties and to deal with all matters relating thereto and/or as the Board may in its absolute discretion deem fit in the best interest of the Company; and

(iii) take all such steps and do all such acts, deeds and things and make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in connection with or to give full effect to the Proposed FYT Land Acquisition.

ORDINARY RESOLUTION 3

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

THAT authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for BEDI Group to enter into any of the recurrent related party transactions with the related party(ies) as set out in **Table 1 of Section 2.8.1, Part C** of the circular to shareholders dated 11 September 2026 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of BEDI Group within the ordinary course of business of BEDI Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

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

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

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

whichever is the earlier.

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

ORDINARY RESOLUTION 4

PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE UPON COMPLETION OF THE PROPOSED ACQUISITIONS ("PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE")

THAT, subject to:
(a) the passing of Ordinary Resolution 1 in relation to the Proposed Sejati Sentral Acquisition;
(b) the passing of Ordinary Resolution 2 in relation to the Proposed FYT Land Acquisition; and
(c) the completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition,

authority be and is hereby given, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for BEDI Group, as enlarged upon completion of the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition ("**Enlarged BEDI Group**"), to enter into the recurrent related party transactions of a revenue and/or trading nature with the related party(ies) as set out in **Table 2 of Section 2.8.2, Part C** of the circular to shareholders dated 11 September 2026 in relation to the Proposed Conditional Shareholders' Mandate, provided that such transactions:

(a) are necessary for the day-to-day operations of the Enlarged BEDI Group;
(b) are undertaken in the ordinary course of business of the Enlarged BEDI Group;
(c) are carried out on an arm's length basis and on normal commercial terms which are not more favourable to the related party(ies) than those generally available to the public; and
(d) are not detrimental to the minority shareholders of the Company.

THAT the authority conferred by this resolution shall take effect only upon completion of both the Proposed FYT Land Acquisition and the Proposed Sejati Sentral Acquisition and shall continue to be in force until:

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

(ii) the expiration of the period within which the next AGM is required by law to be held pursuant to Section 340(2) of the Act, but shall not extend to any extension allowed pursuant to Section 340(4) of the Act; or

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

whichever occurs first.

AND THAT the Directors of the Company, (save for Mr. Paramjit Singh Gill A/L Gurdev Singh, being the interested director in respect of the Proposed Conditional Shareholders' Mandate) be and are hereby authorised to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate to implement and give full effect to the Proposed Conditional Shareholders' Mandate, with full power to:

(a) assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as they may consider necessary or expedient;
(b) deal with all matters relating thereto;
(c) take all necessary steps; and
(d) execute, sign and deliver, for and on behalf of the Company, all documents, agreements, arrangements and/or undertakings with any party or parties,

as may be required to implement, finalise and complete, and give full effect to the Proposed Conditional Shareholders' Mandate in the best interests of the Company.

By Order of the Board,

TEO SOON MEI (SSM PC NO. 201908000235) (MAICSA 7018590)
TEE WAN TING (SSM PC NO. 202208000388) (MAICSA 7077906)
Company Secretaries

Kuala Lumpur
11 September 2026

Notes:

(1) The EGM of the Company will be held at the Main Venue. Members and proxies will have to attend physically in person at the Main Venue.

(2) A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.

(3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

(4) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*

(5) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.*

(6) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof: -*

(i) <u>In Hardcopy Form</u>

The Form of Proxy shall be deposited at the Share Registrar's office, Symphony Corporate Services Sdn. Bhd. at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.

(ii) <u>By Electronic Means</u>

The Proxy Form shall be electronically submitted via Symphony Corporate Services Sdn. Bhd.'s Online website at https://www.symphonycorporateservices.com.my (Domain Registration No. D1C534619-MYNIC).

Please refer to the Administrative Guide for further information on the electronic submission.

(7) Pursuant to Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of EGM will be put to vote by poll.

(8) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 September 2026 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.

(9) Those forms of proxy which are indicated with "x" or "✓" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.

(10) The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his/her name in the Register and/or subject to the Company's Constitution in relation to the General Meeting Record of Depositors made available to the Company.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

*(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");*

(ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")

Day and Date	:	Monday, 28 September 2026
Time	:	10.00 a.m. or immediately upon the conclusion of the 11th Annual General Meeting of BEDI Berhad to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof
Main Venue	:	Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah

REGISTRATION ON THE DAY OF EGM

The registration counter will be opened at **8.00 a.m.** on **Monday, 28 September 2026** at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah.

Attendees are requested to produce/show their original MyKAD or Passport (for non-Malaysian) to the registration personnel for verification purposes. Kindly ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.

PARKING

Vehicles may be parked at the designated location at your convenience. Please be advised that the parking fees are to be borne by the individual parking the vehicle.

NO DOOR GIFT OR FOOD VOUCHERS

Please be informed that no door gift or food voucher will be provided to members/proxies at the Main Venue. Light refreshments will be provided.

MOBILE DEVICES

Please ensure that all mobile devices (i.e. phones/other sound-emitting devices) are switched off or put in silent mode during the Meeting to ensure smooth and uninterrupted proceedings.

Photography and recording of the Meeting proceedings, either vocal and/or audio-visual, are strictly prohibited.

ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only a shareholder whose name appears on the Record of Depositors as at **22 September 2026** is entitled to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that time.

APPOINTMENT OF PROXY(IES)

A shareholder who is unable to attend the EGM on **28 September 2026** may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

If you wish to appoint proxy/proxies to participate in the EGM, the Form of Proxy **must be completed and deposited** at the Share Registrar Office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before convening the EGM, otherwise the Form of Proxy shall be treated as invalid.

You may also submit the proxy appointment electronically ("**E-Proxy**") via the Share Registrar website at https://www.symphonycorporateservices.com.my (Domain Registration No. D1C534619-MYNIC) ("**SYMPHONY Portal**"). For E-Proxy Lodgement, the individual shareholder is required to register as a user of the SYMPHONY Portal ("**the Registration**"). The procedures for the Registration and the E-Proxy Lodgement are outlined in Appendix I.

The last date and time for lodging the Form of Proxy is on **Saturday, 26 September 2026 at 10.00 a.m**.

Kindly note that if you wish to attend the EGM in person, you are advised not to submit a Form of Proxy. If you attend the meeting yourself, your appointed proxy will not be allowed to attend on your behalf.

REVOCATION OF PROXY

If you have submitted your Form of Proxy either in hard copy or by electronic means prior to the EGM, and subsequently, you have decided to appoint another person or wish to participate in the EGM yourself, please write to Poll Administrator's email at symphonycorporateservices@gmail.com to revoke your earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM or proceed to the Help Desk counter on the EGM day to do your proxy(ies) revocation.

VOTING PROCEDURE

Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the EGM will be conducted by poll. The Company has appointed Symphony Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll voting and Propoll Solutions Sdn. Bhd. as Independent Scrutineers to verify and validate the poll results.

SUBMISSION OF QUESTIONS FOR THE EGM

1. Prior to the Meeting

   Shareholders may submit questions in relation to the agenda items of the EGM at symphonycorporateservices@gmail.com. Please submit your questions no later than 10.00 a.m. on Saturday, 26 September 2026. The responses to these questions will be shared at the EGM.

2. During the Meeting

   You may also speak or raise questions during the meeting.

HEALTH AND SAFETY MEASURES

1. All physical attendees at the Main Venue must be medically fit to attend the EGM. If you have symptoms of being unwell with sore throat, flu, fever, cough or other common symptoms of Covid-19, you are advised not to attend the EGM or you are encouraged to keep your mask on during the Meeting.

2. The Company will take the necessary measures against any of the attendees who do not meet the foregoing health protocols.

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

PERSONAL BELONGINGS

Please take care of your personal belongings. The Company will not be held responsible for any missing personal belongings.

ENQUIRY

If you have any enquiries prior to the EGM, please contact our Share Registrar during office hours on Monday to Friday, from 9.00 a.m. to 5.00 p.m. (except public holidays), details are stated below:

SYMPHONY CORPORATE SERVICES SDN. BHD.

Address	:	S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan.
General Line	:	016-439 7718
Fax Number	:	03- 5131 9134
Email	:	symphonycorporateservices@gmail.com
Website	:	https://www.symphonycorporateservices.com.my

PERSONAL DATA PRIVACY:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

Appendix I

E-Proxy Lodgement

Steps (applicable for individual shareholder ONLY)

1. Registration as a User of the SYMPHONY Portal

- *Access the **SYMPHONY Portal** at https://www.symphonycorporateservices.com.my (*Domain Registration No. D1C534619-MYNIC).
- *Click <Login/Register> followed by <Register New User> to register as a new user.*
- *Please complete your registration by filling up the information required and upload a clear copy of your MyKAD (both front and back) or passport.*
- *You are required to read and agree to the terms and conditions before clicking on <Submit> on the registration page.*
- *Please enter a valid email address in order for you to receive a verification email from **SYMPHONY Portal**.*
- *An email notification will be sent to you once your registration is verified and approved by **SYMPHONY Portal**.*
- *If you are an existing registered user of the **SYMPHONY Portal**, you do not need to register again.*

2. E-Proxy Lodgement via SYMPHONY Portal

- *An individual shareholder who has registered with **SYMPHONY Portal** will be able to lodge the E-Proxy Form by logging onto the **SYMPHONY Portal**.*
- *Login to the **SYMPHONY Portal** at https://www.symphonycorporateservices.com.my with your User ID and password.*
- *Click <E-Proxy Lodgement>, search for the BEDI Berhad – Extraordinary General Meeting and click <Choose>.*
- *Fill up the E-Proxy Form by inserting your CDS Account number, number of shares for each of your proxy(ies) and indicate your voting by selecting <For> or <Against>. If no specific direction is given, the proxy will vote or abstain from voting at his/her discretion.*
- *Kindly review and check your completed E-Proxy Form and agree to the terms and conditions before clicking on <Submit> for submission of the E-Proxy Form.*

BEDI BERHAD
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

FORM OF PROXY
(before completing this Form of Proxy, please refer to the notes below)

Number of Shares Held		**CDS Account No.**	

*I/We _____ NRIC No./Passport No./Company No. _____
(FULL NAME IN BLOCK LETTER)

of _____
(FULL ADDRESS)

, being a *member/members of **BEDI BERHAD,** do hereby appoint(s):

Full Name (in Block) [Proxy 1]	**NRIC/Passport No.**	**Proportion of shareholding**	
		No. of shares	**%**
Address:			
Email Address:			
Mobile Phone No.:			

And (if appoint more than 1 proxy) or failing *him/her,

Full Name (in Block) [Proxy 2]	**NRIC/Passport No.**	**Proportion of shareholding**	
		No. of shares	**%**
Address:			
Email Address:			
Mobile Phone No.:			

or failing whom, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at Jesselton Docklands Live Lab, Jalan Haji Saman, Pusat Bandar Kota Kinabalu, 88000 Kota Kinabalu, Sabah ("**Main Venue**") on Monday, 28 September 2026 at 10.00 a.m., or immediately upon the conclusion of the 11th Annual General Meeting of BEDI to be held at the same venue and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof.

Please indicate with an "X" or "✓" in the spaces provided below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy(ies) will vote or abstain from voting at his/her discretion.

RESOLUTIONS	**FOR**	**AGAINST**
ORDINARY RESOLUTION 1 – PROPOSED SEJATI SENTRAL ACQUISITION		
ORDINARY RESOLUTION 2 – PROPOSED FYT LAND ACQUISITION		
ORDINARY RESOLUTION 3 – PROPOSED NEW SHAREHOLDERS' MANDATE		
ORDINARY RESOLUTION 4 – PROPOSED CONDITIONAL SHAREHOLDERS' MANDATE		

Dated this _____day of _____ 2026

_____
Signature of Member/Common Seal

**Strike out whichever is not desired.*

Notes:

(1) The EGM of the Company will be held at the Main Venue. Members and proxies will have to attend physically in person at the Main Venue.

(2) A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.

(3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

*(4) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*

(5) The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.

(6) The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:

(i) In Hardcopy Form

The Form of Proxy shall be deposited at the Share Registrar's office, Symphony Corporate Services Sdn. Bhd. at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.

(ii) By Electronic Means

The Proxy Form shall be electronically submitted via Symphony Corporate Services Sdn. Bhd.'s Online website at https://www.symphonycorporateservices.com.my (Domain Registration No. D1C534619-MYNIC).

Please refer to the Administrative Guide for further information on the electronic submission.

(7) Pursuant to Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of EGM will be put to vote by poll.

(8) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 September 2026 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.

(9) Those forms of proxy which are indicated with "x" or "✓" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.

(10) The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his/her name in the Register and/or subject to the Company's Constitution in relation to the General Meeting Records of Depositors made available to the Company.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the EGM dated **11 September 2026**.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar of
BEDI BERHAD
[Registration No. 201501041664 (1166985-X)]

c/o: Symphony Corporate Services Sdn. Bhd.
[Registration No.: 201201037454 (1021936-V)]
S-4-04, The Gamuda Biz Suites,
Jalan Anggerik Vanilla 31/99,
Kota Kemuning, 40460 Shah Alam,
Selangor Darul Ehsan, Malaysia.

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