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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 any other professional adviser immediately.

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**JIANKUN INTERNATIONAL BERHAD**  
Registration No. 198301015973 (111365-U)  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS**

**IN RELATION TO**

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

The resolution in respect of the above proposal will be tabled as a Special Business at the Thirty-Ninth Annual General Meeting (“39<sup>th</sup> AGM”) of JIANKUN INTERNATIONAL BERHAD (“JIANKUN” or “the Company”) to be held on a virtual basis via remote participation and voting through online meeting platform at <https://rebrand.ly/JKI-AGM> operated by Mlabs Research Sdn Bhd from the Broadcast Venue at L21-03, Level 21, PJX-HM Shah Tower, No.16A, Persiaran Barat, 46050 Petaling Jaya, Selangor on Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof. The notice of the 39<sup>th</sup> AGM and the Form of Proxy are set out in the Annual Report 2022 dispatched together with this Statement which are also available to be downloaded from the Company’s website at [www.jki.com.my](http://www.jki.com.my).

The Form of Proxy must be lodged at the Company's Share Registrar office, Aldpro Corporate Services Sdn Bhd, B-21-1, Level 21, Tower B, Northpoint Mid Valley City No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not later than forty-eight (48) hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Tuesday, 13 June 2023 at 10.00 a.m.

Date and time of 39<sup>th</sup> AGM : Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof.

Broadcast Venue of the 39<sup>th</sup> AGM : L21-03, Level 21, PJX-HM Shah Tower, No.16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan

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## DEFINITIONS

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For the purposes of this Statement, except where the context otherwise requires, the following definitions shall apply:

“Act”	:	The Companies Act, 2016 and any amendments made thereto from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“AGM”	:	Annual General Meeting
“Board”	:	The Board of Directors of Jiankun
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CDS”	:	Central Depository System
“CMSA”	:	Capital Markets and Services Act, 2007
“Code”	:	Malaysia Code on Take-overs and Mergers, 2016 issued by the SC and as may be amended, modified and re-enacted from time to time
“Director”	:	Shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of Jiankun or any other company which is a subsidiary of Jiankun or a holding of Jiankun
“EPS”	:	Earnings per Share
“Jiankun” or “the Company”	:	Jiankun International Berhad [Registration No. 198301015973 (111365-U)]
“Jiankun Group” or “the Group”	:	Jiankun and its subsidiaries
“Jiankun Share(s)” or “Share(s)”	:	Ordinary share(s) of Jiankun
“LPD”	:	30 March 2023, being the latest practicable date prior to the printing and dispatch of this Circular
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“Major Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:  (a) 10% or more of the total number of all the voting shares in the Company; or  (b) 5% or more of the total number of all the voting shares in the Company where such person is the largest shareholder of the Company,

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**DEFINITIONS (CONT'D)**

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“Major Shareholder(s)” (Cont’d)	:	and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company
“Market Day”	:	A day which Bursa Securities is open for the trading of securities, which may include a Surprise Holiday.
“NA”	:	Net assets attributable to ordinary equity holders of Jiankun
“Purchased Jiankun Shares”	:	Shares purchase by Jiankun pursuant to Section 127 of the Act
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of authority for the Company to purchase its ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company at any given point in time
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“SC”	:	Securities Commission Malaysia
“Shareholders”	:	Shareholders of Jiankun
“Substantial Shareholder(s)”	:	A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company
“Surprise Holiday”	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**JIANKUN INTERNATIONAL BERHAD**  
Registration No. 198301015973 (111365-U)  
(Incorporated in Malaysia)

**Registered Office:**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

28 April 2023

**Board of Directors:**

Tan Sri Dato' Sri Haji Mohamed Apandi Bin Haji Ali	<i>(Independent Non-Executive Chairman)</i>
Dato' Saiful Nizam Bin Mohd Yusoff	<i>(President)</i>
Edwin Silvester Das	<i>(Executive Director / Chief Executive Officer)</i>
Dato' Ir Lim Siang Chai	<i>(Executive Director)</i>
Azmi Bin Osman	<i>(Non-Independent Non-Executive Director)</i>
Dato' Yong Chong Long	<i>(Non-Independent Non-Executive Director)</i>
Chew Huey Yen	<i>(Independent Non-Executive Director)</i>
P Ellango A/L Ponramu	<i>(Independent Non-Executive Director)</i>
Terence Cheah Eu Lee	<i>(Independent Non-Executive Director)</i>

**To: The Shareholders of Jiankun International Berhad**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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**1. INTRODUCTION**

On 12 April 2023, the Board announced that the Company proposes to seek the shareholders' approval on the Proposed Renewal of Share Buy-Back Authority at the forthcoming 39<sup>th</sup> AGM of the Company.

The purpose of this Statement is to provide you with the information of the proposal and seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back to be tabled as a Special Business at the forthcoming 39<sup>th</sup> AGM of the Company, which to be held on Thursday, 15 June 2023. The Notice of the 39<sup>th</sup> AGM containing the above ordinary resolution under Special Business, together with the Form of Proxy is available at the Company's website at [www.jki.com.my](http://www.jki.com.my).

**SHAREHOLDERS OF JIANKUN ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE ABOVE PROPOSAL.**

## **2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

### **2.1 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Board of Jiankun had, during the AGM held on 27 June 2022 obtained its shareholders' approval to its proposed share buy-back authority to purchase up to 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase. In accordance with the Listing Requirements governing a listed company's purchase of its own shares, the aforesaid approval will lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from the shareholders.

In connection thereto, the Company had on 12 April 2023 announced its intention to seek approval of its shareholders on the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company which will be held on 15 June 2023.

The Board proposes to seek approval from the Company's shareholders for a renewal of authority to enable Jiankun to purchase up to 10% of its total number of issued shares as quoted on Bursa Securities as at the point of purchase.

For illustrative purposes, as at LPD, the total number of issued shares of Jiankun stood at 360,514,069 ordinary shares. Assuming that no further Jiankun Shares are issued and none of the SIS are exercised. As at LPD, the maximum number of shares that can be purchased pursuant to the Proposed Share Buy-Back Authority is 36,051,406 Jiankun Shares. The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority will be limited to the amount of the audited retained profits of the Company as at 31 December 2022.

The Proposed Renewal of Share Buy-Back Authority, once approved by the shareholders, shall be effective upon the passing of the ordinary resolution pertaining thereto at the forthcoming 39th AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

The shareholders' approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares on Bursa Securities. The actual number of shares to be purchased, the total amount of funds involved for each purchase and the funding of the purchase will depend on the market conditions and sentiments of the stock market as well as the financial resources available to the Company.

Nevertheless, the Board will ensure that the Company satisfies the solvency test as stated under the Act before executing any buy-back of its own shares.

### **2.1.1 MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND THE SOURCE OF FUNDS**

In accordance with the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority must be made wholly out of retained profits of the Company. The maximum amount of funds to be allocated by the Company for the Proposed Renewal Share Buy-Back Authority shall not exceed the retained profits of the Company.

Based on the latest audited financial statements of Jiankun as at 31 December 2022, the Company's audited accumulated loss is RM23,081,444.

The Proposed Share Buy-Back Authority will be funded by internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of Jiankun Shares to be purchased and other relevant factors. The actual number of Jiankun Shares to be purchased and/or held, and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock markets as well as the retained profits and financial resources available to the Company. In the event that the Proposed Share Buy-Back Authority is to be partly financed by external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the cash flow of the Group.

### **2.1.2 TREATMENT OF THE PURCHASED JIANKUN SHARES**

In accordance with Section 127(4) of the Act, the Directors may, at their discretion, deal with Jiankun Shares in the following manners:

- (i) to cancel the Shares so purchased; or
- (ii) to retain the Shares so purchased as treasury shares which may be distributed as share dividends to the shareholders of Jiankun and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of items (i) and (ii) above.

As at the date of this Statement, the Board has yet to decide on the treatment of the Shares so purchased and will take into consideration the effects of such treatment on the Company in arriving at its decision. An immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

If such Purchased Jiankun Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended and the Purchased Jiankun Shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purpose including determination of Substantial Shareholders, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of the shareholders.

### **2.1.3 PURCHASE/RESALE PRICE**

Pursuant to the Listing Requirements, Jiankun shall purchase its own shares or resale its treasury shares (if applicable) only on the market of Bursa Securities at a price which is not be more than fifteen percent (15%) above the weighted average share price of Jiankun Shares for the five (5) Market Days immediately preceding the date of the purchase.

In the case of resale of treasury shares, the Company may only resell the Shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price of Jiankun Shares for the five (5) Market Days immediately prior to the resale; or
- (b) at a discount of not more than five percent (5%) to the weighted average market price of Jiankun Shares for the five (5) Market Days immediately prior to the resale provided that:
  - (i) the resale takes place not earlier than 30 days from the date of the purchase; and
  - (ii) the resale price is not less than the cost of purchase of the shares being resold.

The aforesaid Treasury Shares shall not be entitled to any of the right attached to the existing Shares of the Company as to voting, dividends and participation in other distribution or otherwise, are suspended and shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127(8) of the Act, the Constitution of the Company or the Listing Requirements on substantial shareholdings, takeovers, notices, the requisitioning of Meetings, the quorum for meetings and the result of a vote on a resolution of a Meeting.

### **2.1.4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority would allow the Company to utilise its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Renewal of Share Buy-Back Authority will also provide the Company opportunities for potential capital gains if the Purchased Jiankun Shares which are retained as treasury shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or to be distributed as dividends to shareholders; and
- (c) In the event the treasury shares may distributed as share dividends to the shareholders, it will serve to reward the shareholders of Jiankun.
- (d) The Proposed Renewal Share Buy-Back Authority may also stabilise the supply and demand of Jiankun Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of Jiankun Shares price is important to maintain investors' confidence in order to facilitate future fund raising exercises of the Company via the equity market.



#### **2.1.4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (CONT'D)**

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority, if implemented, will reduce the amount of financial resources available for distribution to the shareholders of the Company.
- (b) If the Company decides to utilise bank borrowings to finance the Proposed Renewal of Share Buy-Back Authority, the Company's cash flow may be affected to the extent of the interest costs associated with such borrowings.
- (c) The funds allocated for the Proposed Renewal of Share Buy-Back could be used for other better investment opportunities which may emerge in the future.
- (d) As the Proposed Renewal of Share Buy-Back Authority can only be made wholly out of the Company's retained profits, it may result in the reduction of distributable reserves available for distribution to the shareholders.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after in-depth consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent with respect to the above exercise.

#### **2.1.5 PUBLIC SHAREHOLDING SPREAD OF JIANKUN**

Pursuant to the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance of twenty-five (25%) public shareholdings spread. Based on the Company's Record of Depositors as at LPD, the public shareholding spread of the Company was 61.45%. The Board will endeavor to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirements not being met.

#### **2.1.6 IMPLICATION RELATING TO THE CODE**

Pursuant to the Code, a person and any parties acting in concert with him will be required to make a mandatory offer for the remaining Jiankun Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33.0% or if his/her/their shareholdings is between 33.0% and 50.0% and increases by another 2.0% in any six (6) months period.

However, an exemption from mandatory offer obligation may be granted by the SC under the Code subject to the parties acting in concern complying with the conditions stipulated in the Code.

The Company intends to implement the Proposed Share Buy-Back Authority in the manner that will not result in any of the shareholders having to undertake a mandatory offer pursuant to the Code. In this respect, the Board will be mindful of the requirements of the Code when implementing the Proposed Share Buy-Back Authority.

### **2.1.6 IMPLICATION RELATING TO THE CODE (CONT'D)**

Based on the shareholdings of the substantial shareholders of the Company as at LPD and assuming the Proposed Share Buy-Back Authority is carried out in full, none of the substantial shareholder together with any person acting in concert with them will trigger a mandatory general offer under the Code.

### **2.1.7 PURCHASE, RESALE AND CANCELLATION OF SHARES MADE IN PREVIOUS TWELVE (12) MONTHS**

There have not been any previous purchases of Jiankun Shares, resale, transfer and/or cancellation of treasury shares by the Company in the previous twelve (12) months preceding the date of this Statement as the Company has yet to purchase any of its shares. As at the date of this Statement, the Company does not hold any treasury shares.

### **2.2 RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority will enable the Company to utilise its surplus financial resources more effectively. It may also assist in stabilising the supply and demand as well as the market price of its Shares traded on Bursa Securities.

In addition, the Purchased Jiankun Shares may be held as Treasury Shares and resold on Bursa Securities with the intention of realizing a potential gain without affecting the total number of issued shares of the Company. In the event the Treasury Shares are distributed as share dividends to shareholders, this would serve as a reward to the shareholders of the Company.

Nevertheless, the Board will be mindful of the interest of Jiankun and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent cancellation to the Purchased Shares.

### **2.3 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Assuming that the Company purchases Shares representing ten percent (10%) of its total number of issued shares as at LPD, the effects of the Proposed Renewal of Share Buy-Back Authority on share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company, are set out below:

#### **2.3.1 SHARE CAPITAL**

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued share capital of the Company if the Purchased Shares are cancelled.

In the event that the maximum number of Jiankun Shares (of up to 10% of the latest total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and retained as treasury shares, there would be no effect to the issued share capital of Jiankun.

However, assuming that the maximum number of Jiankun Shares (of up to 10% of the latest total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and cancelled, the effects of the Proposed Share Buy-Back are set out below:-

**Minimum Scenario:** Assuming none of the outstanding SIS is exercised into new Shares.

**Maximum Scenario:** Assuming all the outstanding SIS is exercised into new Shares.

	<b>Minimum Scenario</b>	<b>Maximum Scenario</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>
Total number of Jiankun Shares as at LPD	360,514,069	360,514,069
To be issued assuming full exercise of the total outstanding SIS issued pursuant to the conversion of SIS	-	5,269,110
Enlarged Total number of Issued Shares	360,514,069	365,783,179
Less: Maximum number of Jiankun Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back	(36,051,406)	(36,578,317)
<b>Resultant Total issued number of shares</b>	<b>308,598,183</b>	<b>329,204,862</b>

However, the Proposed Renewal of Share Buy-Back Authority will not have effect on the total number of issued shares of Jiankun, assuming the Purchased Jiankun Shares are to be retained shares, resold on Bursa Securities or distributed as share dividends to shareholders.

### 2.3.2 NET ASSETS

The effect of the Proposed Renewal of Share Buy-Back Authority on the Net Assets of the Group will depend on the number and the purchase prices of the Purchased Shares, the effective funding cost to the Group to finance the purchase of shares or any loss in interest income to the Group.

Depending on the purchase price and the number of Shares purchased, the Proposed Share Buy-Back will reduce the consolidated Net Assets per share at the time of purchase if the purchase price exceeds the consolidated Net Assets per share and conversely will increase the consolidated Net Assets per share at the time of purchase if the purchase price is less than the consolidated Net Assets per share.

Should the Purchased Jiankun Shares be resold, the consolidated Net Assets per Share will increase if the Company realizes a gain from the resale, and vice versa.

If the Purchased Jiankun Shares which were held as Treasury Shares, are distributed as share dividends, the consolidated Net Assets per share will decrease by the cost of the Treasury Shares.

### **2.3.3 WORKING CAPITAL**

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will result in an outflow of cash and thereby reduce the working capital and cash flow of Jiankun Group. The quantum of reduction in working capital is dependent on the purchase price and number of Jiankun Shares purchased.

However, for Jiankun Shares so purchased and kept as treasury shares, upon its resale at a higher selling price than the initial purchase price, the working capital and the cash flow of Jiankun Group will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

### **2.3.4 EARNINGS PER SHARE**

The effects of the Proposed Renewal of Share Buy-Back Authority on the consolidated earnings of Jiankun would depend on the purchase price and number of shares purchased as well as the effective funding cost to the Company in implementing the Proposed Renewal of Share Buy-Back Authority.

### **2.3.5 DIVIDENDS**

Assuming the Proposed Share Buy-Back Authority is implemented in full, the Proposed Renewal of Share Buy-Back Authority will have an effect of increasing the dividend rate per ordinary share of the Company as a result of the reduction in the total number of issued shares of Jiankun.

Nevertheless, the decision to declare and pay dividends in the future would depend on the performance, cash flow position and financing requirements of Jiankun Group. The Board may have the option to distribute future dividends in the form of the Treasury Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

## **2.4 INTEREST OF DIRECTORS, MAJOR AND/OR SUBSTANTIAL SHAREHOLDERS AND PERSON CONNECTED TO THEM**

Save for the proportionate increase in the percentage of shareholding and/or voting rights in their capacity as the shareholders of the Company pursuant to the Proposed Renewal of Share Buy-Back Authority, none of the Directors, Major/Substantial Shareholders and/or person connected to them have any interest, direct or indirect, in the Proposed Renewal of Share-Buy Back Authority or resale of Treasury Shares.

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## 2.4 INTEREST OF DIRECTORS, MAJOR AND/OR SUBSTANTIAL SHAREHOLDERS AND PERSON CONNECTED TO THEM (CONT'D)

For illustration purposes only, based on the Record of Directors' Shareholding and Substantial Shareholders as at the LPD and assuming the repurchase of Jiankun Shares by the Company pursuant to the Proposed Share Buy-Back is carried out in full, the pro forma effect of such purchase on the shareholdings of the substantial shares and directors' of Jiankun are as follows:-

### 2.4.1 Minimum Scenario: Assuming none of the 2,625,030 outstanding SIS ("Outstanding SISs") is exercised into new Shares.

	As at LPD <sup>(a)</sup>						After the Proposed Renewal of Share Buy Back Authority <sup>(b)</sup>					
	Direct			Indirect			Direct			Indirect		
	No. of Shares	%		No. of Shares	%		No. of Shares	%		No. of Shares	%	
<b>Directors</b>												
Tan Sri Dato' Sri Haji Mohamed Apandi Bin Haji Ali	-	-		-	-		-	-		-	-	
Dato' Saiful Nizam Bin Mohd Yusoff	23,500,000	6.52		-	-		23,500,000	7.62		-	-	
Edwin Silvester Das	20,626,400	5.72		-	-		20,626,400	6.68		-	-	
Dato' Ir Lim Siang Chai	-	-		-	-		-	-		-	-	
Azmi Bin Osman	5,125,000	1.42		-	-		5,125,000	1.66		-	-	
Dato' Yong Chong Long	24,000,000	6.66		-	-		24,000,000	7.78		-	-	
Chew Huey Yen	-	-		-	-		-	-		-	-	
P Ellango A/L Ponramu	-	-		-	-		-	-		-	-	
Terence Cheah Eu Lee	1,117,100	0.31		-	-		1,117,100	0.36		-	-	
<b>Substantial Shareholder</b>												
Dato' Saiful Nizam Bin Mohd Yusoff	23,500,000	6.52		-	-		23,500,000	7.62		-	-	
Edwin Silvester Das	20,626,400	5.72		-	-		20,626,400	6.68		-	-	
Dato' Yong Chong Long	24,000,000	6.66		-	-		24,000,000	7.78		-	-	
Tai Tean Seng	22,100,000	6.13		-	-		22,100,000	7.16		-	-	
Teh Hooi Tyug	25,000,000	6.93		-	-		25,000,000	8.10		-	-	

Notes:-

(a) Based on the issued share capital of 360,514,069 ordinary shares.

(b) Based on the issued share capital of 308,598,183 ordinary shares under the Minimum Scenario.

**2.4.2 Maximum Scenario: Assuming all Outstanding SIS is exercised into new Shares**

	As at LPD <sup>(a)</sup>						After the Proposed Renewal of Share Buy Back Authority <sup>(b)</sup>						
	Direct			Indirect			Direct			Indirect			
	No. of Shares	%		No. of Shares	%		No. of Shares	%		No. of Shares	%		
<b><u>Directors</u></b>													
Tan Sri Dato' Sri Haji Mohamed Apandi Bin Haji Ali	-	-		-	-		-	-		-	-		-
Dato' Saiful Nizam Bin Mohd Yusoff	23,500,000	6.47		-	-		23,500,000	7.13		-	-		-
Edwin Silvester Das	20,626,400	5.68		-	-		20,626,400	6.27		-	-		-
Dato' Ir Lim Siang Chai	-	-		-	-		-	-		-	-		-
Azmi Bin Osman	5,125,000	1.41		-	-		5,125,000	1.56		-	-		-
Dato' Yong Chong Long	24,000,000	6.61		-	-		24,000,000	7.29		-	-		-
Chew Huey Yen	-	-		-	-		-	-		-	-		-
P Ellango A/L Ponramu	-	-		-	-		-	-		-	-		-
<b><u>Substantial Shareholder</u></b>													
Dato' Saiful Nizam Bin Mohd Yusoff	23,500,000	6.47		-	-		23,500,000	7.14		-	-		-
Edwin Silvester Das	20,626,400	5.68		-	-		20,626,400	6.27		-	-		-
Dato' Yong Chong Long	24,000,000	6.61		-	-		24,000,000	7.29		-	-		-
Tai Tean Seng	22,100,000	6.09		-	-		22,100,000	6.71		-	-		-
Teh Hooi Tyug	25,000,000	6.88		-	-		25,000,000	7.59		-	-		-

Notes:-

(a) Based on the issued share capital of 363,139,099 ordinary shares.

(b) Based on the issued share capital of 329,204,862 ordinary shares under the Maximum Scenario.

## 2.4 INTEREST OF DIRECTORS, MAJOR AND/OR SUBSTANTIAL SHAREHOLDERS AND PERSON CONNECTED TO THEM (CONT'D)

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, Major and/or Substantial Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any, in the future.

## 2.5 HISTORICAL SHARE PRICES

The following table sets out the monthly highest and lowest prices of Jiankun Shares traded on Bursa Securities for the preceding twelve (12) months from April 2022 up to March 2023:-

	<u>Highest (RM)</u>	<u>Lowest (RM)</u>
<b>2022:</b>		
April	0.230	0.195
May	0.275	0.195
June	0.270	0.215
July	0.240	0.205
August	0.230	0.205
September	0.240	0.190
October	0.240	0.195
November	0.270	0.205
December	0.335	0.225
<b>2023:</b>		
January	0.250	0.200
February	0.230	0.200
March	0.220	0.190

The last transacted price of Jiankun Shares on 30 March 2023, being the LPD, was RM0.21 per share.

(Source : <https://www.investing.com/equities/jiankun-international-bhd-historical-data>)

## 3. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of Jiankun at the forthcoming 39<sup>th</sup> AGM to be convened.

## 4. DIRECTORS' RECOMMENDATION

The Directors, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, are of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company. Accordingly, the Directors recommend that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the Company's forthcoming 39<sup>th</sup> AGM.

**5. AGM**

The ordinary resolution to approve the Proposed Renewal of Share Buy-Back Authority is set as Special Business in the Notice of 39<sup>th</sup> AGM, which is sent to you together with this Statement. The 39<sup>th</sup> AGM will be held on a virtual basis via remote participation and voting through online meeting platform at <https://rebrand.ly/JKI-AGM> operated by Mlabs Research Sdn Bhd from the Broadcast Venue at L21-03, Level 21, PJX-HM Shah Tower, No.16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof.

The Form of Proxy must be lodged at the Company's Share Registrar Office, Aldpro Corporate Services Sdn Bhd, B-21-1, Level 21, Tower B, Northpoint Mid Valley City No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not later than forty-eight (48) hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

**6. FURTHER INFORMATION**

Shareholders are advised to refer to Appendix I in this Statement for additional information.

Yours faithfully  
For and on behalf of the Board  
**JIANKUN INTERNATIONAL BERHAD**

**TAN SRI DATO' SRI HAJI MOHAMED APANDI BIN HAJI ALI**  
Independent Non-Executive Chairman

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**APPENDIX I – FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been seen and approved by the Directors of Jiankun who individually and collectively accept full responsibility for the accuracy of the information contained in this Statement and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection by the shareholders of Jiankun at the Registered Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during normal office hours from Monday to Friday (except public holidays) from the date of this Circular/Statement up to and including the date of the AGM:

- (i) The Constitution of Jiankun; and
- (ii) The audited financial statements of the Company for the past two (2) financial years ended 31 December 2021 and 31 December 2022 and the latest unaudited results since the last audited financial statements.

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