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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 other professional advisers immediately.

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## **Property**

### **KERJAYA PROSPEK PROPERTY BERHAD**

(Registration No. 199401001358 (287036-X))

(Incorporated in Malaysia)

#### **CIRCULAR TO SHAREHOLDERS**

##### **IN RELATION TO THE**

- (A) **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 273,820,769 ORDINARY SHARES IN KERJAYA PROSPEK PROPERTY BERHAD ("KPPROP" OR "COMPANY") ("KPPROP SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING KPPROP SHARES HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF SHARES"); AND**
- (B) **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 410,731,154 8-YEAR 4.2% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS IN KPPROP ("RCULS") AT 100% OF ITS NOMINAL VALUE OF RM0.2250 EACH ON THE BASIS OF THREE (3) RCULS FOR EVERY FOUR (4) EXISTING KPPROP SHARES HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF RCULS")**

##### **AND**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

##### ***Principal Adviser***



#### **Investment Bank**

**Company Registration No. 197301002412**

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of the Company will be conducted on Thursday, 28 August 2025 at 12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32<sup>nd</sup> Annual General Meeting of the Company, which is scheduled on the same day at 11.00 a.m. and at the same venue, namely, Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or at any adjournment thereof. The Notice of EGM and the Form of Proxy are enclosed in this Circular.

A member entitled to attend, participate, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/her behalf. In such event, the completed and signed Form of Proxy should be lodged at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, at the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than 48 hours before the time appointed for holding the EGM. The lodging of the Form of Proxy will not preclude you from attending and voting at the EGM should subsequently wish to.

Last day, date and time for lodging the Form of Proxy : Tuesday, 26 August 2025 at 12.00 p.m.  
Day, date and time of the EGM : Thursday, 28 August 2025 at 12.00 p.m.

This Circular is dated 5 August 2025

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## DEFINITIONS

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

Act	: Companies Act 2016
Board	: Board of Directors of KPPROP
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	: This circular to Shareholders in relation to the Proposals dated 5 August 2025
Conversion Period	: A period of 8 years commencing from the RCULS Issue Date until the Maturity Date, both dates inclusive, during which the RCULS may be converted into new KPPROP Shares by the RCULS Holders
Conversion Price	: Being RM0.2250, the conversion price of one (1) RCULS into one (1) new Share, subject to any applicable adjustments in accordance with the terms of the Trust Deed
Conversion Rights	: The right of the RCULS Holders to convert, at any time during the Conversion Period, all or any part of the RCULS held by them into new Shares at the Conversion Price by surrendering the RCULS with an aggregate nominal value of the RCULS equivalent to the Conversion Price, subject to the provisions of the Trust Deed
Coupon Rate	: Fixed rate of 4.2% per annum calculated on the nominal value of the RCULS payable on a semi-annual basis in arrears from the RCULS Issue Date except that the last coupon payment shall be made on the Maturity Date
EGM	: Extraordinary general meeting of the Company
Entitled Shareholders	: Shareholders whose names appear in KPPROP's Record of Depositors as at 5.00 p.m. on the Entitlement Date and are entitled to participate in the Proposals
Entitlement Date	: A date to be determined by the Board and announced later on which the names of Shareholders must appear in KPPROP's Record of Depositors as at 5.00 p.m. on that date in order to be entitled to participate in the Proposals
EPS	: Earnings per Share
Excess RCULS	: Such RCULS not taken up or not validly taken up by the Entitled Shareholders and/or their renouncee(s) and/or transferee(s)
Excess Rights Shares	: Such Rights Shares not taken up or not validly taken up by the Entitled Shareholders and/or their renouncee(s) and/or transferee(s)
FPE	: Financial period ended
FYE	: Financial year ended/ending, as the case may be
Jawawana	: Jawawana Sdn Bhd (Registration No. 201501036375 (1161696-A))

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**DEFINITIONS (CONT'D)**

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Jawawana Undertaking Letter	:	A written irrevocable and unconditional undertaking from Jawawana via its letter dated 28 March 2025 to (i) subscribe in full for its entitlement under the Proposed Rights Issue of Shares amounting to RM40,585,005; and (ii) subscribe in full for its entitlement under the Proposed Rights Issue of RCULS as well as to apply for all Excess RCULS not subscribed by the other Entitled Shareholders by way of excess application up to the extent that the aggregate subscription proceeds amounts to not less than RM92,414,510 for the Proposed Rights Issue of RCULS.  Under the Jawawana Undertaking Letter, Jawawana has also irrevocably agreed, covenanted and undertaken that it shall not convert and not be entitled to convert, any part or all of its RCULS and had agreed for the Company to reject its conversion of RCULS, if upon the conversion of such RCULS, the Company will not be in compliance with the Public Spread Requirement
KPPROP or Company	:	Kerjaya Prospek Property Berhad (Registration No. 199401001358 (287036-X))
KPPROP Group or Group	:	Collectively, KPPROP and its subsidiaries
KPPROP Share(s) or Share(s)	:	Ordinary share(s) in KPPROP
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	18 July 2025, being the latest practicable date prior to the printing of this Circular
LTD	:	27 March 2025, being the last trading day prior to the announcement of the Proposals
M&A VP	:	M & A Value Partners Asset Management Malaysia Sdn Bhd (Registration No. 201801020486 (1282505-P))
Market Day	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
Maturity Date	:	The Market Day immediately preceding the 8th anniversary from the RCULS Issue Date unless the tenure of the RCULS, if permitted by law, is extended by KPPROP and the RCULS Holders
Maybank IB or Principal Adviser	:	Maybank Investment Bank Berhad (Registration No. 197301002412)
NA	:	Net assets
Other Undertaking Shareholders	:	Collectively, ONE IFC Residence Sdn Bhd and M&A VP
Para 6.50	:	Paragraph 6.50 of the Listing Requirements
PAT	:	Profit after tax
Proposals	:	Collectively, the Proposed Rights Issue of Shares and the Proposed Rights Issue of RCULS

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## DEFINITIONS (CONT'D)

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Proposed Rights Issue of RCULS	:	Proposed renounceable rights issue of 410,731,154 RCULS at 100% of its nominal value of RM0.2250 each on the basis of three (3) RCULS for every four (4) existing KPPROP Shares held by the Entitled Shareholders on the Entitlement Date
Proposed Rights Issue of Shares	:	Proposed renounceable rights issue of 273,820,769 Rights Shares at the Rights Shares Issue Price on the basis of one (1) Rights Share for every two (2) existing KPPROP Shares held by the Entitled Shareholders on the Entitlement Date
Public Requirement	Spread	: The requirement pursuant to Paragraph 8.02(1) of the Listing Requirements where at least 25% of a listed issuer's total listed shares (excluding treasury shares) or such lower percentage accepted by Bursa Securities if it is satisfied that such lower percentage is sufficient for liquid market in such securities, are required to be held by public shareholders
RCPS	:	Redeemable convertible preference shares
RCULS	:	8-year 4.2% redeemable convertible unsecured loan stocks
RCULS Holder(s)	:	Holders of the RCULS
RCULS Issue Date	:	The issue date of the RCULS which shall be a Market Day to be mutually agreed between the Company and the Principal Adviser
RCULS Issue Price	:	Being RM0.2250 per RCULS, being the nominal value per RCULS
RCULS Undertaking	:	Javawana's irrevocable and unconditional undertaking to subscribe in full for its entitlement under the Proposed Rights Issue of RCULS as well as to apply for all Excess RCULS not subscribed by the other Entitled Shareholders by way of excess application up to the extent that the aggregate subscription proceeds amounts to not less than RM92,414,510
Record of Depositors	:	The record of securities holders established and maintained by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991
Rights Share(s)	:	New KPPROP Shares to be issued pursuant to the Proposed Rights Issue of Shares
Rights Shares Issue Price	:	Being RM0.20 per Rights Share
Rights Undertakings	Shares	: Collectively: <ul style="list-style-type: none"> <li>(i) Javawana's irrevocable and unconditional undertaking to subscribe in full for its entitlement under the Proposed Rights Issue of Shares; and</li> <li>(ii) the Other Undertaking Shareholders' irrevocable and unconditional undertaking to subscribe in full for their respective entitlements under the Proposed Rights Issue of Shares as well as to apply for all Excess Rights Shares not subscribed by the other Entitled Shareholders by way of excess application,</li> </ul> <p>with aggregate subscription proceeds amounting to RM54,764,154</p>

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**DEFINITIONS (CONT'D)**

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Rights Undertaking Letters	Shares	: Collectively, the Javawana Undertaking Letter and the irrevocable and unconditional undertaking letters dated 3 June 2025 obtained from the Other Undertaking Shareholders in relation to the Rights Shares Undertakings
Rights Undertaking Shareholders	Shares	: Collectively, Javawana and the Other Undertaking Shareholders
RM and sen		: Ringgit Malaysia and sen
Rules		: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC		: Securities Commission Malaysia
Shareholders		: Shareholders of the Company
Share Registrar		: Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H))
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
TEAP		: Theoretical ex-all price
Trust Deed		: The trust deed constituting the RCULS to be executed between the Company and the Trustee
Trustee		: MTrustee Berhad (Registration No. 198701004362 (163032-V))
VWAP		: Volume weighted average market price

All references to “you” in this Circular are to the Shareholders.

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

Any reference in this Circular to any enactment is a reference to that enactment currently enforced and as may be amended from time to time and any re-enactment thereof.

All references to the time of day in this Circular are references to Malaysian time, unless otherwise stated.

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

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates, indications and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that KPPROP’s plans and objectives will be achieved.

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## EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION ON THE PROPOSALS. PLEASE READ THIS CIRCULAR CAREFULLY FOR FURTHER DETAILS ON THE PROPOSALS BEFORE VOTING AT THE FORTHCOMING EGM.

No.	Key Information	Summary	Reference to this Circular												
1.	Proposed Rights Issue of Shares	The Proposed Rights Issue of Shares entails the renounceable rights issue of 273,820,769 Rights Shares at the Rights Shares Issue Price.	Section 2												
2.	Proposed Rights Issue of RCULS	The Proposed Rights Issue of RCULS entails the renounceable rights issue of RM92,414,510 nominal value of 410,731,154 8-year 4.2% RCULS at the RCULS Issue Price.	Section 3												
3.	Utilisation of proceeds	<div><p>The gross proceeds of approximately RM147.18 million to be raised from the Proposals will be utilised in the following manner:</p><table><tr><th>Description of the utilisation</th><th>RM'000</th><th>Expected timeframe for utilisation from the listing of the RCULS and Rights Shares</th></tr><tr><td>Funding property development activities</td><td>121,029</td><td>Within 24 months</td></tr><tr><td>Repayment of bank borrowings</td><td>25,000</td><td>Within 3 months</td></tr><tr><td>Defray estimated expenses relating to the Proposals</td><td>1,150</td><td>Immediate</td></tr></table></div>	Description of the utilisation	RM'000	Expected timeframe for utilisation from the listing of the RCULS and Rights Shares	Funding property development activities	121,029	Within 24 months	Repayment of bank borrowings	25,000	Within 3 months	Defray estimated expenses relating to the Proposals	1,150	Immediate	Section 6
Description of the utilisation	RM'000	Expected timeframe for utilisation from the listing of the RCULS and Rights Shares													
Funding property development activities	121,029	Within 24 months													
Repayment of bank borrowings	25,000	Within 3 months													
Defray estimated expenses relating to the Proposals	1,150	Immediate													
4.	Rationale and justification for the Proposals	<div><p>(i) The Proposals will enable the Group to manage and conserve its cash flow for reinvestment and/or operational purposes for future growth upon considering the RCULS coupon rate of 4.2% which is lower than the Group's average effective borrowing cost of 4.40% as at the LPD as well as the fact that the Proposed Rights Issue of Shares would enable the Group to raise additional funds without having to incur interest expense or service principal repayment as compared to conventional bank borrowings or issuance of debt securities. In addition, the fixed funding cost of the RCULS also reduces the Group's exposure to interest rate fluctuations, allowing the Group to manage its cash flows more efficiently;</p></div>	Section 8												

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**EXECUTIVE SUMMARY (CONT'D)**


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No.	Key Information	Summary	Reference to this Circular
		<p>(ii) for the avoidance of doubt, the Board is cognisant that the conversion of the RCULS into new Shares would not give rise to any proceeds as no cash payments will be required to be paid by the RCULS Holders upon conversion of the RCULS. Nonetheless, the Proposed Rights Issue of RCULS is still a preferred mode of fund raising as it will provide the Group with an opportunity to raise the funds required upfront while offering the Entitled Shareholders with an additional equity investment option that has both a convertible and coupon feature as well as mitigates the dilution effect on the EPS as the RCULS are expected to be converted over the Conversion Period and hence minimise the immediate dilution effect on the EPS following the issuance of the Rights Shares;</p> <p>(iii) The Proposals provide the Entitled Shareholders with an opportunity to further increase their equity participation in the Company on a pro-rata basis without diluting their respective equity interest assuming that all Entitled Shareholders subscribe in full their respective entitlements under the Proposals and fully convert their RCULS;</p> <p>(iv) the Proposals will enable the Company to strengthen its capital base upon issuance of the Rights Shares and the RCULS, thereby strengthening the Group's NA and improving its gearing level which provides greater financial flexibility to meet its funding requirements in the future; and</p> <p>(v) the implementation of the Proposed Rights Issue of RCULS together with the Proposed Rights Issue of Shares at their respective entitlement basis is intended to provide certainty on the funds to be raised for purposes as set out in Section 6 of this Circular while maintaining the Company's compliance with the Public Spread Requirement by leveraging on the maximum number of RCULS that can be issued by the Company pursuant to Para 6.50 of the Listing Requirements. In the event the intended funds are raised either solely or from a higher proportion via the Proposed Rights Issue of Shares, this would necessitate procuring Javawana to increase its undertaking amount under the Proposed Rights Issue of Shares. If Javawana subscribes to the Rights Shares based on a higher undertaking amount and in the absence of the other Entitled Shareholders subscribing to the Rights Shares, the Company may not be in compliance with the Public Spread Requirement.</p>	
5.	<b>Approvals/consents required and conditionality</b>	<p>The Proposals are subject to the following approvals/consents being obtained:</p> <p>(i) the SC for the issuance of the RCULS, which was obtained vide its letter dated 11 June 2025, subject to compliance with the standard conditions and continuing obligations as stipulated in the Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors issued by the SC;</p>	Sections 11 and 12



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**EXECUTIVE SUMMARY (CONT'D)**


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<b>No.</b>	<b>Key Information</b>	<b>Summary</b>	<b>Reference to this Circular</b>
		<p>(ii) Bursa Securities for the following, which was obtained vide Bursa Securities' letter dated 23 July 2025 and subject to the conditions as set out in Section 11 of this Circular:</p> <ul style="list-style-type: none"> <li>(a) admission of the RCULS to the Official List of Bursa Securities;</li> <li>(b) listing and quotation of the Rights Shares on the Main Market of Bursa Securities;</li> <li>(c) listing and quotation of the RCULS on the Main Market of Bursa Securities; and</li> <li>(d) listing and quotation of new KPPROP Shares to be issued upon conversion of the RCULS on the Main Market of Bursa Securities; and</li> </ul> <p>(iii) the Shareholders at the forthcoming EGM.</p> <p>The Proposed Rights Issue of Shares and the Proposed Rights Issue of RCULS are inter-conditional upon each other.</p> <p>Save for the above, the Proposals are not conditional upon any other corporate exercise/scheme of the Company.</p>	
<b>6.</b>	<b>Interests of directors, major Shareholders, chief executive and/or persons connected with them</b>	None of the directors, major shareholders, chief executive of the Company and/or persons connected with them have any direct or indirect interest in the Proposals, save for their respective entitlements under the Proposals and their right to apply for Excess Rights Shares and Excess RCULS, which are also available to the other Shareholders.	Section 13
<b>7.</b>	<b>Directors' statement and recommendation</b>	<p>The Board, having considered all aspects of the Proposals (including but not limited to the rationale and justification, effects and utilisation of proceeds to be raised from the Proposals), is of the opinion that the Proposals are in the best interest of the Company.</p> <p>Accordingly, the Board recommends that you <b>vote in favour</b> of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.</p>	Section 14



## Property

**KERJAYA PROSPEK PROPERTY BERHAD**  
(Registration No. 199401001358 (287036-X))  
(Incorporated in Malaysia)

**Registered Office**  
802, 8th Floor, Block C  
Kelana Square  
17 Jalan SS7/26  
47301 Petaling Jaya  
Selangor Darul Ehsan

5 August 2025

### Board of Directors

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

**To: The Shareholders**

Dear Sir/Madam,

- (I) PROPOSED RIGHTS ISSUE OF SHARES; AND**
  - (II) PROPOSED RIGHTS ISSUE OF RCULS**
- 

### 1. INTRODUCTION

On 5 March 2025, Maybank IB had, on behalf of the Board, announced that the Company had proposed to undertake a renounceable rights issue of up to RM324,879,710 nominal value of 1,160,284,678 RCULS at 100% of its nominal value of RM0.28 each on the basis of two (2) RCULS for every one (1) existing KPPROP Share(s) held by the shareholders of KPPROP (**"Initial Proposal"**).

Subsequent thereto, on 14 March 2025, Maybank IB had, on behalf of the Board, announced that the Company has decided not to proceed with the Initial Proposal, after taking into consideration the maximum limit of new KPPROP Shares that can be issued from the exercise of convertible securities pursuant to Para 6.50, and will be considering other forms of fund raising proposals.

On 28 March 2025, Maybank IB had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Rights Issue of Shares and the Proposed Rights Issue of RCULS.

The Proposed Rights Issue of Shares and the Proposed Rights Issue of RCULS will be implemented concurrently. For the avoidance of doubt, the subscription of the Rights Shares will not result in an entitlement to subscribe for the RCULS to be issued pursuant to the Proposed Rights Issue of RCULS.

On 12 June 2025, Maybank IB had, on behalf of the Board, announced that the SC had, vide its letter dated 11 June 2025, granted its approval under Section 214(1) of the Capital Markets and Services Act 2007 for the issuance of the RCULS pursuant to the Proposed Rights Issue of RCULS. The approval of the SC is subject to the conditions as set out in Section 11 of this Circular.

On 23 July 2025, Maybank IB had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 23 July 2025, granted its approval for the following:

- (i) admission of 410,731,154 RCULS to the Official List of Bursa Securities; and
- (ii) listing and quotation of the following on the Main Market of Bursa Securities:
  - (a) 410,731,154 RCULS to be issued pursuant to the Proposed Rights Issue of RCULS;
  - (b) up to 273,820,769 Rights Shares to be issued pursuant to the Proposed Rights Issue of Shares; and
  - (c) up to 410,731,154 new Shares to be issued arising from the conversion of the RCULS.

The approval of Bursa Securities is subject to the conditions as set out in Section 11 of this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS, TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.**

**SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.**

## **2. PROPOSED RIGHTS ISSUE OF SHARES**

### **2.1 Details of the Proposed Rights Issue of Shares**

The Proposed Rights Issue of Shares entails a renounceable rights issue of 273,820,769 Rights Shares at the Rights Shares Issue Price on the basis of one (1) Rights Share for every two (2) existing KPPROP Shares held by the Entitled Shareholders on the Entitlement Date.

As at the LPD, the issued share capital of KPPROP is RM352,768,117.89 comprising 580,142,339 KPPROP Shares (including 32,500,800 treasury shares).

For the purpose of implementation of the Proposed Rights Issue of Shares, it is the Company's intention not to purchase any KPPROP Shares and sell or cancel any KPPROP Shares currently being held as treasury shares pursuant to the Company's share buy-back scheme until the completion of the Proposals.

The basis of one (1) Rights Share for every two (2) existing KPPROP Shares held by the Entitled Shareholders was arrived at after taking into consideration, among others, the following:

- (i) the Rights Shares Issue Price;
- (ii) the funding requirements of the Group, the details of which are set out in Section 6 of this Circular; and
- (iii) compliance with the Public Spread Requirement after taking into consideration the quantum to be subscribed by Javawana and each of the Other Undertaking Shareholders pursuant to the Rights Shares Undertakings.

The Proposed Rights Issue of Shares is renounceable in full or in part. Accordingly, the Entitled Shareholders can subscribe for and/or renounce their respective entitlements under the Proposed Rights Issue of Shares in full or in part. For the avoidance of doubt, the Entitled Shareholders have the right to subscribe and/or renounce their respective entitlements under each of the Proposed Rights Issue of Shares or the Proposed Rights Issue of RCULS, separately.

Excess Rights Shares, if any, shall be made available for excess application by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s).

It is the intention of the Board to allocate the Excess Rights Shares, if any, in a fair and equitable manner. For the avoidance of doubt, notwithstanding the Rights Shares Undertaking Letters, in the event the total excess applications by the Entitled Shareholders and/or their renouncees/transferees exceed the amount of the Excess Rights Shares, the Board intends to allot the Excess Rights Shares on a fair and equitable basis in the following priority:

- (a) firstly, to minimise the incidence of odd lots;
- (b) secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro rata basis and in board lots, calculated based on their respective shareholdings in the Company as per their central depository system accounts as at the Entitlement Date;
- (c) thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares, on a pro rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares applied for; and
- (d) fourthly, for allocation to renouncee(s)/transferee(s) of the Entitled Shareholders (if applicable) who have applied for Excess Rights Shares, on a pro rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares applied for.

In the event there is any remaining balance of Excess Rights Shares after the above allocations, steps (b) to (d) will be repeated in the same sequence to allocate the remaining balance of the Excess Rights Shares to the Entitled Shareholders and/or renouncee(s) and/or transferee(s) who have applied for the Excess Rights Shares until such balance is fully allocated.

Fractional entitlements arising from the Proposed Rights Issue of Shares, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company.

## 2.2 Basis and justification for the Rights Shares Issue Price

The Board has fixed the Rights Shares Issue Price after taking into consideration, among others, the following:

- (i) prevailing market price of KPPROP Shares;
- (ii) the TEAP of KPPROP Shares of RM0.3162, calculated based on the 5-day VWAP of KPPROP Shares up to and including the LTD of RM0.4426; and
- (iii) the prevailing market conditions which include, among others, market sentiment and performance of the Malaysian stock market.

The Rights Shares Issue Price of RM0.20 represents a discount of approximately RM0.1162 or 36.75% to the TEAP of KPPROP Shares as at the LTD of RM0.3162.

For information purposes, the TEAP of KPPROP Shares, computed based on the 5-day VWAP of KPPROP Shares up to and including the LPD of RM0.3864, is RM0.2912. The Rights Shares Issue Price represents a discount of approximately RM0.0912 or 31.31% to the TEAP of KPPROP Shares as at the LPD.

## 2.3 Ranking of the Rights Shares

The Rights Shares will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such Rights Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares.

## 2.4 Shareholders' undertakings for the Proposed Rights Issue of Shares

The Proposed Rights Issue of Shares will be undertaken on a full subscription basis which will enable the Company to raise gross proceeds of approximately RM54.76 million.

To this end, the Company has procured the Rights Shares Undertaking Letters from Javawana and the Other Undertaking Shareholders, whereby the aggregate subscription amount by Javawana and the Other Undertaking Shareholders amount to approximately RM54.76 million.

The details of the Rights Shares Undertakings are as follows:

Shareholder	Subscription amount under the Rights Shares Undertaking (RM)	Subscription amount for Excess Rights Shares under the Rights Shares Undertaking (RM)	Number of Rights Shares to be subscribed under the Rights Shares Undertaking	Percentage of Rights Shares to be subscribed under the Rights Shares Undertaking <sup>(1)</sup> (%)
Javawana <sup>(3)</sup>	40,585,005	-	202,925,024	74.11
ONE IFC Residence Sdn Bhd <sup>(4)</sup>	7,089,575	7,079,575	35,447,875	12.95
M&A VP <sup>(5)</sup>	7,089,574 <sup>(2)</sup>	7,069,574	35,447,870	12.94
<b>Total</b>	<b>54,764,154</b>	<b>14,149,149</b>	<b>273,820,769</b>	<b>100.00</b>

### Notes:

- (1) Based on 273,820,769 Rights Shares to be issued pursuant to the Proposed Rights Issue of Shares.
- (2) The Rights Shares Undertaking by M&A VP is given in its capacity as the fund manager of M&A Value Partners Asset Management Malaysia Sdn Bhd (Clients' Account) and M & A Value Partners IPO Equity Fund, being the respective holders of 100,000 KPPROP Shares each as at the LPD.

- (3) Javawana was incorporated in Malaysia under the Companies Act, 1965 on 8 October 2015 as a private limited company and is deemed registered under the Act. It is principally involved in investment holding. As at the LPD, the issued share capital of Javawana is RM10,000,000 comprising 10,000,000 ordinary shares.

As at the LPD, the directors and shareholders of Javawana as well as their respective shareholding in Javawana are as follows:

<b>Name</b>	<b>Designation</b>	<b>No. of ordinary shares</b>	<b>%</b>
Dato' Seri Tee Eng Ho	Director and shareholder	2,500,000	25.00
Dato' Tee Eng Seng	Director and shareholder	5,000,000	50.00
Datin Seri Toh Siew Chuon	Director and shareholder	2,500,000	25.00

- (4) ONE IFC Residence Sdn Bhd was incorporated in Malaysia under the Companies Act, 1965 on 13 September 2007 as a private limited company and is deemed registered under the Act. It is principally involved in property development. As at the LPD, the issued share capital of ONE IFC Residence Sdn Bhd is RM136,000,000 comprising 3,000,000 ordinary shares and 133,000,000 preference shares.

As at the LPD, the directors and shareholder of ONE IFC Residence Sdn Bhd as well as their respective shareholding in ONE IFC Residence Sdn Bhd are as follows:

<b>Name</b>	<b>Designation</b>	<b>No. of ordinary shares</b>	<b>%</b>
Tan Sri Dato' Chua Ma Yu	Director	-	-
Chua Carmen	Director	-	-
Chua Carmey	Director	-	-
Datuk Chua Sai Men	Director	-	-
ONE IFC Sdn Bhd	Shareholder	3,000,000	100.00

ONE IFC Sdn Bhd is also the shareholder of the 133,000,000 preference shares in ONE IFC Residence Sdn Bhd.

The substantial shareholders of ONE IFC Sdn Bhd are as follows:

- (i) CMY Capital Sdn Bhd (90% direct shareholding in ONE IFC Sdn Bhd)

The substantial shareholders of CMY Capital Sdn Bhd are as follows:

- (a) Tan Sri Dato' Chua Ma Yu (16% direct shareholding in CMY Capital Sdn Bhd);
- (b) CMY Family Office Sdn Bhd (65% direct shareholding in CMY Capital Sdn Bhd). The substantial shareholder of CMY Family Office Sdn Bhd is Tan Sri Dato' Chua Ma Yu holding 99.99% ordinary shares in CMY Family Office Sdn Bhd; and
- (c) CMY Nominees Sdn Bhd (19% direct shareholding in CMY Capital Sdn Bhd held in trust on behalf of Tan Sri Dato' Chua Ma Yu).

- (ii) Jitra Perkasa Sdn Bhd (10%) direct shareholding in ONE IFC Sdn Bhd. The ultimate shareholders of Jitra Perkasa Sdn Bhd are not persons connected to the directors and major shareholders of KPPROP.

For information purposes, ONE IFC Residence Sdn Bhd is a "public" shareholder (as defined in the Listing Requirements) of the Company.

- (5) M&A VP was incorporated in Malaysia under the Act on 5 June 2018 as a private limited company. It is principally involved in business management consultancy services, asset/portfolio management and investment advisory services. As at the LPD, the issued share capital of M&A VP is RM13,600,000 comprising 13,600,000 ordinary shares.

As at the LPD, the directors and shareholders of M&A VP as well as their respective shareholding in M&A VP are as follows:

<b>Name</b>	<b>Designation</b>	<b>No. of ordinary shares</b>	<b>%</b>
Lee Siang Korn @ Lee Siang Chin	Director	-	-
Tan Choon Peow	Director	-	-
Yap Shon Leong	Director	-	-
Laftah Noni Binti Latif	Director	-	-
Ng Chuk Fa	Director	-	-
M & A Equity Holdings Berhad	Shareholder	10,200,000	75.00
Value Partners Group Limited	Shareholder	3,400,000	25.00

M&A Equity Holdings Berhad is listed on the Main Market of Bursa Securities. Based on its latest annual report for the FYE 30 June 2024, the substantial shareholders of M&A Equity Holdings Berhad are as follows:

	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of ordinary shares</b>	<b>%</b>	<b>No. of ordinary shares</b>	<b>%</b>
Insas Berhad	1,009,090,909	50.49	118,127,756 <sup>(a)</sup>	5.91
Siti Nur Aishah Binti Ishak	120,152,800	6.01	-	-
Insas Plaza Sdn Bhd	118,127,756	5.91	-	-
Dato' Sri Thong Khok Khoo	-	-	1,127,218,665 <sup>(b)</sup>	56.40

**Notes:**

- (a) Deemed interest by virtue of its interest held by Insas Plaza Sdn Bhd, a wholly-owned subsidiary of Insas Berhad pursuant to Section 8 of the Act.
- (b) Deemed interest by virtue of his substantial interest in Insas Berhad pursuant to Section 8 of the Act.

Value Partners Group Limited is listed on the Hong Kong Stock Exchange. Based on its latest annual report for the FYE 31 December 2024, the substantial shareholders of Value Partners Group Limited are as follows:

	<b>No. of ordinary shares</b>	<b>%</b>
GF Securities Co., Ltd <sup>(a)</sup>	366,000,000	20.04
GF Holdings (Hong Kong) Corporation Limited <sup>(a)</sup>	366,000,000	20.04
Ms. To Hau Yin <sup>(b)</sup>	250,871,219	13.73
Cheah Capital Management Limited <sup>(c)</sup>	180,983,292	9.9
Cheah Company Limited <sup>(c)</sup>	180,983,292	9.9
Zedra Jersey Nominee Company Limited <sup>(c)</sup>	180,983,292	9.9
Zedra Jersey Trust Corporation Limited <sup>(c)</sup>	180,983,292	9.9
Mr. Yeh V-Nee <sup>(d)</sup>	163,072,715	8.93
Mrs. Yeh Mira <sup>(d)</sup>	163,072,715	8.93

**Notes:**

- (a) GF Holdings (Hong Kong) Corporation Limited is wholly owned by GF Securities Co., Ltd., a joint stock company incorporated in the People's Republic of China.
- (b) Ms. To Hau Yin is the spouse of Dato' Seri Cheah Cheng Hye.
- (c) Cheah Capital Management Limited is wholly-owned by Cheah Company Limited ("CCL") which in turn is wholly-owned by Zedra Jersey Nominee Company Limited, a company incorporated in Jersey, Channel Islands, holding the shares in CCL as nominee for Zedra Jersey Trust Corporation Limited as trustee for a discretionary trust, the discretionary objects of which include Dato' Seri Cheah Cheng Hye and certain members of his family. For the purposes of the Securities and Futures Ordinance, Dato' Seri Cheah Cheng Hye is the founder of this trust. The ultimate holding company of Zedra Jersey Trust Corporation Limited is Zedra SA.
- (d) Mrs. Yeh Mira is the spouse of Mr. Yeh V-Nee.

For information purposes, M&A VP is a "public" shareholder (as defined in the Listing Requirements) of the Company.



For illustrative purposes only, based on the shareholdings of the Rights Shares Undertaking Shareholders as at the LPD, the details of the Rights Shares Undertakings are as follows:

	As at the LPD		Rights Shares to be subscribed and applied for pursuant to the Rights Shares Undertakings <sup>(2)</sup>					Shareholding after the Proposed Rights Issue of Shares		
	No. of Shares	% <sup>(1)</sup>	Entitlement		Excess application		Total no. of Rights Shares <sup>(3)</sup>	Total subscription amount (RM) <sup>(3)</sup>	No. of Shares	% <sup>(4)</sup>
			No. of Rights Shares	% <sup>(2)</sup>	No. of Rights Shares	% <sup>(2)</sup>				
Jawawana	405,850,048	74.11	202,925,024	74.11	-	-	202,925,024	40,585,005	608,775,072	74.11
ONE IFC Residence Sdn Bhd	100,000	0.02	50,000	0.02	35,397,875	12.93	35,447,875	7,089,575	35,547,875	4.33
M&A VP	200,000 <sup>(5)</sup>	0.04	100,000	0.04	35,347,870	12.90	35,447,870	7,089,574	35,647,870	4.34
<b>Total</b>	<b>406,150,048</b>	<b>74.17</b>	<b>203,075,024</b>	<b>74.17</b>	<b>70,745,745</b>	<b>25.83</b>	<b>273,820,769</b>	<b>54,764,154</b>	<b>679,970,817</b>	<b>82.78</b>

**Notes:**

- (1) Based on the issued Shares as at the LPD comprising of 547,641,539 KPPROP Shares (excluding treasury shares).
- (2) Based on 273,820,769 Rights Shares to be issued pursuant to the Proposed Rights Issue of Shares and assuming none of the Entitled Shareholders and/or renouncee(s) and/or transferee(s) (other than the Rights Shares Undertaking Shareholders) subscribe for the Rights Shares under the Proposed Rights Issue of Shares.
- (3) Represents the total number of Rights Shares to be subscribed by the Rights Shares Undertaking Shareholders as well as the total subscription amount based on the Rights Shares Undertakings.
- (4) Based on the enlarged number of KPPROP Shares after the Proposed Rights Issue of Shares of 821,462,308 (excluding treasury shares).
- (5) Held through M&A Value Partners Asset Management Malaysia Sdn Bhd (Clients' Account) and M & A Value Partners IPO Equity Fund, being the respective holders of 100,000 KPPROP Shares each as at the LPD.

In view of the Rights Shares Undertakings, there will be no underwriting arrangement for the Proposed Rights Issue of Shares. The Rights Shares Undertaking Shareholders have confirmed via their respective Rights Shares Undertaking Letters that they have sufficient financial resources to fulfil the obligations under their Rights Shares Undertakings. Maybank IB has verified and ensured that the Rights Shares Undertaking Shareholders have sufficient financial resources to fulfill their commitments pursuant to the Rights Shares Undertakings.

In the event that any of the Rights Shares Undertaking Shareholders fail to observe its obligation under its Rights Shares Undertaking ("Non Fulfilment of Rights Shares Undertaking"), KPPROP may enforce the Rights Shares Undertaking by way of specific performance (i.e. seeking an order from the court requiring the relevant Rights Shares Undertaking Shareholder to perform its contractual obligations) and/or such other remedies available under the laws of Malaysia, including but not limited to claiming monetary compensation against the relevant Rights Shares Undertaking Shareholder for losses suffered by KPPROP arising from breach of the Rights Shares Undertaking by the Rights Shares Undertaking Shareholder.



In accordance with Paragraph 6.18(4) of the Listing Requirements, in the event of a failure to complete the Proposed Rights Issue of Shares on a full subscription basis by reason of Non Fulfilment of Rights Shares Undertaking or any other reason, the Proposed Rights Issue of Shares will be terminated. In such instance, all application money received pursuant to the Proposed Rights Issue of Shares will be refunded to the Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have subscribed for the Proposed Rights Issue of Shares without interest.

### **3. PROPOSED RIGHTS ISSUE OF RCULS**

#### **3.1 Details of the Proposed Rights Issue of RCULS**

The Proposed Rights Issue of RCULS entails the issuance of RM92,414,510 nominal value of 410,731,154 8-year 4.2% RCULS at the RCULS Issue Price on the basis of three (3) RCULS for every four (4) existing KPPROP Shares held by the Entitled Shareholders on the Entitlement Date. The number of RCULS to be issued pursuant to the Proposed Rights Issue of RCULS is based on the issued Shares as at the LPD comprising of 547,641,539 KPPROP Shares (excluding treasury shares).

For the purposes of the implementation of the Proposed Rights Issue of RCULS and taking into account Para 6.50, it is the Company's intention not to purchase any KPPROP Shares and sell or cancel any KPPROP Shares currently being held as treasury shares pursuant to the Company's share buy-back scheme until the completion of the Proposals.

The basis of three (3) RCULS for every four (4) existing KPPROP Shares held by the Entitled Shareholders was arrived at after taking into consideration, among others, the following:

- (i) the RCULS Issue Price;
- (ii) the funding requirements of the Group, the details of which are set out in Section 6 of this Circular; and
- (iii) compliance with Para 6.50 whereby the total number of new Shares which will arise from the conversion of all outstanding RCULS will not exceed 50% of the total number of issued Shares (excluding treasury shares and before the exercise of the convertible securities) at all times, as follows:

	Reference	No. of Shares
As at the LPD		547,641,539
Rights Shares to be issued		273,820,769
Enlarged number of Shares after the Proposed Rights Issue of Shares	[A]	821,462,308
Number of new Shares which will arise from the conversion of all 410,731,154 RCULS	[B]	410,731,154
Percentage of [B] over [A]		50.00%

The Proposed Rights Issue of RCULS is renounceable in full or in part. Accordingly, the Entitled Shareholders can subscribe for and/or renounce their respective entitlements to the RCULS in full or in part. For the avoidance of doubt, the Entitled Shareholders have the right to subscribe and/or renounce their respective entitlements under each of the Proposed Rights Issue of Shares or the Proposed Rights Issue of RCULS, separately.

Excess RCULS, if any, shall be made available for excess application by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s). It is the intention of the Board to allocate the Excess RCULS, if any, in a fair and equitable manner. For the avoidance of doubt, notwithstanding the Jawawana Undertaking Letter, in the event the total excess applications by the Entitled Shareholders and/or their renouncees/transferees exceed the amount of the Excess RCULS, the Board intends to allot the Excess RCULS on a fair and equitable basis in the following priority:

- (a) firstly, to minimise the incidence of odd lots;
- (b) secondly, for allocation to Entitled Shareholders who have applied for the Excess RCULS, on a pro rata basis and in board lots, calculated based on their respective shareholdings in the Company as per their central depository system accounts as at the Entitlement Date;
- (c) thirdly, for allocation to Entitled Shareholders who have applied for Excess RCULS, on a pro rata basis and in board lots, calculated based on the quantum of their respective Excess RCULS applied for; and
- (d) fourthly, for allocation to renouncee(s)/transferee(s) of the Entitled Shareholders (if applicable) who have applied for Excess RCULS, on a pro rata basis and in board lots, calculated based on the quantum of their respective Excess RCULS applied for.

In the event there is any remaining balance of Excess RCULS after the above allocations, steps (b) to (d) will be repeated in the same sequence to allocate the remaining balance of the Excess RCULS to the Entitled Shareholders and/or renouncee(s) and/or transferee(s) who have applied for the Excess RCULS until such balance is fully allocated.

Fractional entitlements arising from the Proposed Rights Issue of RCULS, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company.

The RCULS will be issued in registrable form and constituted by the Trust Deed to be executed by the Company and administered by the Trustee acting for the benefits of the RCULS Holders.

The Group intends to fund the coupon payments of the RCULS via sales proceeds from its property development projects as well as earnings from the Group's hospitality business. However, there is no assurance that the financial performance of the Group would be favourable to generate sufficient cash flows to service the coupon payments as and when they fall due as well as to redeem the RCULS upon maturity (if any). In the event of any delays and/or inability to service the coupon payments as well as the redemption payments for the outstanding RCULS on the Maturity Date (if any) for any particular reason ("**Indebtedness**"), such Indebtedness shall constitute a debt due and owing by the Company to the respective RCULS Holders. Interest shall accrue on the Indebtedness at the default rate (being the aggregate of the Coupon Rate and 5.00% per annum) commencing from the due date of the respective payments up to the repayment thereof. In this respect, the Group will endeavour to maintain prudent cash flow management and will monitor its financial position regularly to enable it to fulfil its obligations pursuant to the issuance of the RCULS.

Please refer to Appendix I of this Circular for the indicative salient terms of the RCULS.

### **3.2 Basis and justification for the RCULS Issue Price and the Conversion Price**

The RCULS shall be issued at 100% of its nominal value of RM0.2250 each. The nominal value was fixed after taking into consideration the total proceeds that may be raised together with the Proposed Rights Issue of Shares to meet the funding requirements of the Group as set out in Section 6 of this Circular.

The Conversion Price has been fixed at RM0.2250 per RCULS after taking into consideration, among others, the TEAP of KPPROP Shares of RM0.3162, calculated based on the 5-day VWAP of KPPROP Shares up to and including the LTD of RM0.4426. The Conversion Price represents a discount of RM0.0912 or 28.84% to the TEAP of KPPROP Shares as at the LTD of RM0.3162.

For information purposes, the TEAP of KPPROP Shares, computed based on the 5-day VWAP of KPPROP Shares up to and including the LPD of RM0.3864, is RM0.2912. The Conversion Price represents a discount of approximately RM0.0662 or 22.73% to the TEAP of KPPROP Shares as at the LPD. For the avoidance of doubt, based on the Conversion Price, no cash proceeds will be required to be paid by the RCULS Holders upon the conversion of the RCULS into new Shares. Please refer to Appendix I of this Circular for the mode of conversion of the RCULS.

The Coupon Rate has been fixed at 4.2% per annum after taking into consideration the average effective borrowing cost of KPPROP Group as at the LPD of 4.40% and the prevailing overnight policy rate as at the date of the announcement of the Proposals of 3.00% that acts as a basis for fixed deposit rates offered by financial institutions in Malaysia.

The Company has proposed an 8-year tenure for the RCULS to allow an extended gestation period for its property development projects, ensuring sufficient time for the development projects to contribute positively to the financial performance of the Group, amidst the current global and local economic volatility and uncertainty which has an impact on the local property market. This longer tenure may also encourage RCULS Holders to adopt a long-term investment perspective, focusing on the Group's sustained growth rather than short-term market fluctuations, while mitigating refinancing risks and aligning debt maturity with projected cash flows from the Group's property development projects.

The 8-year RCULS maturity takes into consideration the typical property cycle of the Group's projects which takes an average of 5 years to complete as well as providing sufficient buffer given the present volatile global market conditions which have affected the local property market.

### **3.3 Ranking of the RCULS and new KPPROP Shares to be issued upon conversion of the RCULS**

The RCULS constitute direct, unconditional, unsecured and unsubordinated obligations of the Company and shall at all times rank equally and without discrimination, preference or priority between themselves and all present and future direct, unconditional, unsecured and unsubordinated debts and obligations of the Company except those which are preferred by law and not by reason of any encumbrance, notarisation, registration or any other act.

The new KPPROP Shares to be issued upon conversion of the RCULS will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such new KPPROP Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new KPPROP Shares.

### 3.4 Shareholder's undertaking for the Proposed Rights Issue of RCULS

The Proposed Rights Issue of RCULS will be undertaken on a full subscription basis which will enable the Company to raise gross proceeds of approximately RM92.41 million.

In doing so, the Company has procured the Javawana Undertaking Letter in which Javawana has undertaken to subscribe in full for its entitlement under the Proposed Rights Issue of RCULS as well as to apply for all Excess RCULS not subscribed by the other Entitled Shareholders by way of excess application up to the extent that the aggregate subscription proceeds amounts to not less than RM92,414,510.

For illustrative purposes only, based on the shareholding of Javawana as at the LPD, the details of the RCULS Undertaking are as follows:

As at the LPD		Entitlement		Excess RCULS		Amount to be raised
No. of Shares	% <sup>(1)</sup>	No. of RCULS	% <sup>(2)</sup>	No. of RCULS	%	RM <sup>(3)</sup>
405,850,048	74.11	304,387,536	74.11	106,343,618	25.89	92,414,510

**Notes:**

- (1) Based on the issued Shares as at the LPD comprising of 547,641,539 KPPROP Shares (excluding treasury shares).
- (2) Based on 410,731,154 RCULS to be issued pursuant to the Proposed Rights Issue of RCULS.
- (3) Computed based on the RCULS Issue Price.

In view of the RCULS Undertaking, there will be no underwriting arrangement for the Proposed Rights Issue of RCULS. Javawana has confirmed, via the Javawana Undertaking Letter, that it has sufficient financial resources to fulfil its obligations under the RCULS Undertaking. Maybank IB has verified and ensured that Javawana has sufficient financial resources to fulfill its commitment pursuant to the RCULS Undertaking.

In the event that Javawana fails to observe its obligation under the RCULS Undertaking ("**Non Fulfilment of RCULS Undertaking**"), KPPROP may enforce the RCULS Undertaking by way of specific performance (i.e. seeking an order from the court requiring Javawana to perform its contractual obligations) and/or such other remedies available under the laws of Malaysia, including but not limited to claiming monetary compensation against Javawana for losses suffered by KPPROP arising from Javawana's breach of the RCULS Undertaking.

In accordance with Paragraph 6.18(4) of the Listing Requirements, in the event of a failure to complete the Proposed Rights Issue of RCULS on a full subscription basis by reason of Non Fulfilment of RCULS Undertaking or any other reason, the Proposed Rights Issue of RCULS will be terminated. In such instance, all application money received pursuant to the Proposed Rights Issue of RCULS will be refunded to the Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have subscribed for the Proposed Rights Issue of RCULS without interest.

#### 4. MANDATORY TAKE-OVER OFFER IMPLICATION

The fulfilment of the RCULS Undertaking and Rights Shares Undertakings are not expected to give rise to any mandatory take-over offer obligation on Javawana pursuant to the Rules after taking into consideration that Javawana's shareholding in KPPROP as at the LPD is already more than 50% and hence, the creeping threshold under the Rules (i.e. an increase by more than 2% of the enlarged issued Shares within a six (6)-month period) will not be triggered. Javawana had also via the Javawana Undertaking Letter undertaken to observe and comply at all times with the provisions of the Rules.

The fulfilment of the Rights Shares Undertakings by the Other Undertaking Shareholders is also not expected to give rise to any mandatory take-over offer obligation on the respective Other Undertaking Shareholders pursuant to the Rules, after taking into consideration each of the Other Undertaking Shareholders is deemed as "public" shareholder of KPPROP (i.e. each holding less than 5% equity interests in KPPROP) following the completion of the Proposals. The Other Undertaking Shareholders had also via their respective Rights Shares Undertaking Letters undertaken to observe and comply at all times with the provisions of the Rules.

#### 5. PUBLIC SHAREHOLDING SPREAD

As at the LPD, the public shareholding spread of KPPROP is approximately 25.79%. Upon completion of the Proposed Rights Issue of Shares, assuming only the Rights Shares Undertaking Shareholders subscribe in full for their respective entitlement under the Proposed Rights Issue of Shares as well as apply for Excess Rights Shares pursuant to their respective Rights Shares Undertakings, the public shareholding spread of KPPROP will still be in compliance with Paragraph 8.02(1) of the Listing Requirements.

In respect of the Proposed Rights Issue of RCULS, based on the assumption that only Javawana subscribes in full for its RCULS entitlement and all Excess RCULS pursuant to the RCULS Undertaking as well as assuming the conversion of all the RCULS into new KPPROP Shares in accordance with the Conversion Requirement (as defined below), KPPROP will still comply with the Public Spread Requirement, after taking into consideration the following:

- (a) pursuant to the RCULS Undertaking, Javawana shall not convert any or all of its RCULS if upon the conversion of such RCULS, the Company will not be in compliance with the Public Spread Requirement;
- (b) Javawana (via the RCULS Undertaking) agreeing that the Company is entitled to reject any conversion notice issued by Javawana to the extent that the Company will not be in compliance with the Public Spread Requirement arising from such conversion of the RCULS; and
- (c) in the event any such RCULS are converted into new KPPROP Shares during the tenure of the RCULS as well as on the Maturity Date, such conversions are also subject to KPPROP still being in compliance with the Public Spread Requirement, as highlighted under the terms of the RCULS (as set out in **Appendix I** of this Circular) with regards to the Conversion Rights and automatic conversion or redemption at Maturity Date ("**Conversion Requirement**"). As part of the Company's planned efforts to monitor compliance with the Public Spread Requirement arising from such conversion of the RCULS, it will, throughout the entire duration of the RCULS i.e. until redemption and/or maturity of the RCULS, take into consideration the shareholding of such converting RCULS Holders in determining whether to accept or reject, in full or in part, the conversion notices received from the RCULS Holders (through the Share Registrar) at such point in time.

The salient terms of the RCULS including the Conversion Requirement are set out in Appendix I of this Circular and will be included in the abridged prospectus to be issued by the Company for the Proposals which can be readily accessible from Bursa Securities' website. Additionally, the Company will include the details in relation to the Conversion Requirement as part of the disclosure of the salient terms of the RCULS in its annual report throughout the tenure of the RCULS. Furthermore, the Company will also ensure that information regarding the Conversion Requirement is disclosed in relevant announcements pertaining to the issuance of new securities by the Company in regards to the disclosure on compliance with Public Spread Requirements. A copy of the Trust Deed which contains, inter-alia, the Conversion Requirement will also be available at the registered office of the Trustee.

For illustrative purposes, in consideration of the Conversion Requirement and assuming (i) no other Entitled Shareholders subscribe for their entitlements save for Javawana which will subscribe in full its RCULS entitlement and apply for all the Excess RCULS under the Proposed Rights Issue of RCULS; and (ii) only the Rights Shares Undertaking Shareholders subscribe for the Rights Shares under the Proposed Rights Issue of Shares, the pro forma effect of the Proposals on the public shareholding spread of the Company is as follows:

			(I)		(II)		(III)	
	As at the LPD		After the Proposed Rights Issue of Shares		After (I) and the Proposed Rights Issue of RCULS		After (II) and assuming conversion of the RCULS in accordance with the Conversion Requirement	
	No. of Shares	%(1)	No. of Shares	%(2)	No. of Shares	%(2)	No. of Shares	%(3)
<b>Substantial shareholder:</b>								
Javawana	405,850,048	74.11	608,775,072	74.11	608,775,072	74.11	608,775,072	74.11
<b>Other Entitled Shareholders:</b>								
Non-public shareholders <sup>(4)</sup>	577,300	0.10	577,300	0.07	577,300	0.07	577,300	0.07
Public shareholders	141,214,191	25.79	212,109,936	25.82	212,109,936	25.82	212,109,936	25.82
<b>Total</b>	<b>547,641,539</b>	<b>100.00</b>	<b>821,462,308</b>	<b>100.00</b>	<b>821,462,308</b>	<b>100.00</b>	<b>821,462,308</b>	<b>100.00</b>
<b>Public shareholding spread</b>		25.79		25.82		25.82		25.82

**Notes:**

- (1) Based on the issued Shares as at the LPD comprising of 547,641,539 KPPROP Shares (excluding 32,500,800 treasury shares).
- (2) Based on the enlarged issued Shares after the Proposed Rights Issue of Shares of 821,462,308 (excluding 32,500,800 treasury shares).
- (3) Assuming the entire 410,731,154 RCULS are issued to Javawana pursuant to the RCULS Undertaking and taking into consideration that pursuant to the terms of the RCULS (to comply with the Conversion Requirement as set out in Section 5 of this Circular, for purposes of meeting the Public Spread Requirement), all such RCULS held by Javawana shall be fully redeemed.
- (4) Comprise of Tee Sun Ee, being an Independent Non-Executive Director of the Company and Yong Kah Hu, being a director of certain subsidiaries of the Company.



## 6. UTILISATION OF PROCEEDS

Based on the Rights Shares Issue Price and the RCULS Issue Price, the Proposals will raise total gross proceeds of approximately RM147.18 million, as follows:

	RM
Proposed Rights Issue of RCULS	92,414,510
Proposed Rights Issue of Shares	54,764,154
<b>Total</b>	<b>147,178,664</b>

The total gross proceeds will be utilised in the following manner:

Description <sup>(i)</sup>	Notes	Proposed Rights Issue of RCULS (RM)	Proposed Rights Issue of Shares (RM)	Expected timeframe for utilisation from the listing of the RCULS and Rights Shares <sup>(ii)</sup>	
				Total (RM)	%
Funding property development activities	(a)	92,414,510	28,614,154	121,028,664	82.23
Repayment of bank borrowings <sup>(iii)</sup>	(b)	-	25,000,000	25,000,000	16.99
Defray estimated expenses relating to the Proposals <sup>(iii)</sup>	(c)	-	1,150,000	1,150,000	0.78
<b>Total</b>		<b>92,414,510</b>	<b>54,764,154</b>	<b>147,178,664</b>	<b>100.00</b>

### Footnotes:

- (i) Pursuant to Paragraph 8.22 of the Listing Requirements, KPPROP is required to seek its Shareholders' approval if it proposes to make a material change (i.e. 25% or more of the total proceeds raised) to the utilisation of proceeds raised from the Proposals. Additionally, pursuant to Paragraph 9.19 of the Listing Requirements, KPPROP is required to make an announcement if there is any change to the utilisation of proceeds raised from the Proposals that deviates by 5% or more from the total proceeds raised. In the event of any variation to the manner of utilisation of proceeds to be raised from the Proposals, the Company will ensure that it complies with, where applicable, the relevant requirements of Capital Markets and Services Act 2007, Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors issued by the SC, Listing Requirements, the terms of the Trust Deed and any other relevant guidelines, laws, rules and regulations, including to seek the approval of the Shareholders in accordance with Paragraph 8.22 of the Listing Requirements.
- (ii) In the event the proceeds raised from the Proposals cannot be utilised within the expected timeframe, an announcement will be made by the Company on the revised timeframe to utilise any remaining proceeds.
- (iii) For the avoidance of doubt, the repayment of bank borrowings and the defrayment of estimated expenses relating to the Proposals will be funded entirely by the Proposed Rights Issue of Shares.

**Notes:**

**(a) Funding property development activities**

The Group (via its subsidiaries) is principally involved in property development and the hospitality industry. The principal property development activities of the subsidiaries of the Group are, inter-alia, project design, submission of building plans to relevant authorities, sales and marketing of the projects as well as delivery of vacant possession of the properties to end buyer whilst KPPROP (as an investment holding company) will provide financial support as well as facilitate fund raising activities for its subsidiaries involved in property development.

The Group's property development and hospitality portfolio spans across several localities, namely Kuala Lumpur, Selangor, Penang, Johor and Melaka. The Group intends to utilise approximately RM121.03 million to fund, among others, construction costs, professional fees, statutory charges, advertising, sales and marketing expenditures, interest charges as well as administrative costs of the Group's existing and future property development projects. For information purposes, the Group's property development projects as at the LPD are as follows:

No	Project Name	Description	Construction commencement date	Estimated completion date <sup>(i)</sup>	Estimated gross development value (RM'million)	Percentage of completion as at the LPD (%)	Estimated balance gross development cost ("GDC") as at the LPD <sup>(ii)</sup> (RM'million)	Estimated balance other cost <sup>(iii)</sup> (RM'million)	Estimated balance total cost (RM'million)	Expected utilisation of proceeds from the Proposals <sup>(iv)</sup> (RM'million)
1.	Vox Residence	1 block of serviced apartment comprising of 587 units located in Sentul, Kuala Lumpur	March 2022	May 2027	370	18.4	161	32	193	12
2.	Viera 15 Shah Alam	1 block of serviced apartment comprising of 479 units located in Shah Alam, Selangor	August 2024	April 2029	290	8.1	131	22	153	18
3.	Damansara Damai	2 blocks of serviced apartments comprising of 780 units located in Damansara Damai, Selangor	November 2024	October 2029	500	2.7	262	43	305	22



No	Project Name	Description	Construction commencement date	Estimated completion date <sup>(i)</sup>	Estimated gross development value (RM'million)	Percentage of completion as at the LPD (%)	Estimated gross development cost ("GDC") as at the LPD <sup>(ii)</sup> (RM'million)	Estimated balance other cost <sup>(iii)</sup> (RM'million)	Estimated balance total cost (RM'million)	Expected utilisation of proceeds from the Proposals <sup>(iv)</sup> (RM'million)
4.	Batu Kawan	2 blocks of serviced apartments comprising of 1406 units located in Seberang Perai Selatan, Pulau Pinang	November 2024	February 2030	720	1.2	397	65	462	69
<b>Total</b>					<b>1,880</b>		<b>951</b>	<b>162</b>	<b>1,113</b>	<b>121</b>

For information purposes, all the on-going property development projects of the Group are solely developed by the Group.

**Notes:**

- (i) *The aforementioned estimated completion date is based on the current construction progress of each project. As at the LPD, the Company does not expect any delays for the expected completion date for each of the existing projects mentioned above.*
- (ii) *The estimated balance GDC comprises of the following components:*
- (1) *Construction costs: Includes contractor services and payment to suppliers for earthworks, piling works and main building works.*
  - (2) *Professional fees: Includes architect fees, civil and structural engineers fees, mechanical and electrical engineers fees and landscaping consultancy fees.*
  - (3) *Statutory charges: Includes development charges by local city councils and fees for electricity and water supply installation by utilities companies.*
  - (4) *Contingencies costs: Incorporated for each project's GDC to act as a buffer for any unforeseen increases in project costs and are generally based on a percentage of the project's construction costs.*
- (iii) *Other costs represent advertising, sales and marketing expenditures, interest charges as well as administrative costs.*
- (iv) *For the avoidance of doubt, the allocation of proceeds amongst the existing projects is based on the current requirements of the Group at this juncture. As these projects are currently on-going, the allocation of these proceeds will be dependent on the progress of each project at that material point in time. If required, the Group will reassess the funding requirements of the Group's projects from time to time, and if necessary, reallocate the proceeds raised from the Proposals amongst the Group's current on-going projects and/or any future property development projects, as and when the need arises.*

The Group intends to finance the aggregate balance GDC and other costs of the Group's on-going projects via a combination of bank borrowings, internally generated funds and other fund raising alternatives, where available. Internally generated funds include, inter-alia, sales proceeds from the Group's property development projects as well as earnings from the Group's hospitality business.

As the projects above are expected to incur costs based on their respective development milestones across different timeframes, the exact breakdown and source of funding cannot be ascertained at this juncture. This is in view that the Group will take into consideration various factors such as:

- (a) the internally generated funds available to the Group which is subject to, among others, the take-up rate of the Group's projects and sale of the Group's landbanks to other developers as and when the opportunity arises;
- (b) interest rates offered by financiers; and
- (c) availability of any other fund raising alternatives in the future.

At this juncture, the Group intends to utilise the proceeds from the Proposed Rights Issue of RCULS and the Proposed Rights Issue of Shares (in part) for the Group's on-going property development projects (as set out in the table above) given that the Group has yet to identify and/or launch any other property development projects as at the LPD. Notwithstanding the above, the Group is continuously exploring viable investment opportunities to expand its property development activities, and may from time to time undertake, among others, the acquisition of landbanks, development rights and/or joint venture for property development projects. Should such opportunities arise, the Group may utilise part of the proceeds initially allocated for the abovementioned on-going property development projects to fund such investments. Nevertheless, no investment has been finalised at this juncture and in the event any investment opportunity materialises, the Group will make the requisite announcement and seek Shareholders' approval, where required, in compliance with the Listing Requirements.

The Group has allocated the highest expected utilisation of proceeds from the Proposals to the Batu Kawan project (i.e. 46.88% of the total gross proceeds) after taking into consideration that it has the highest balance GDC as at the LPD (i.e. 42% of the aggregate balance GDC of all on-going projects). Notwithstanding the Batu Kawan project's expected completion date will be in 2030, the Group is expected to incur a relatively substantial amount of costs for this project mainly comprising of sub-structure (i.e. foundation works) and podium works of approximately RM102.53 million within the next 2 financial years.

#### (b) Repayment of bank borrowings

As at the LPD, the Group's total borrowings which are denominated in Ringgit Malaysia stood at RM510.88 million which comprises term loans and revolving credit facilities, as follows:

Type of borrowing	Purpose of the facility	Average effective interest rate per annum	Loan tenure	Outstanding amount as at the LPD (RM'million)	Proposed repayment amount (RM'million)
Term loans	To fund the Group's development costs of property development projects and land acquisition costs	4.69%	7 to 16 years	210.88	-
Revolving credit facilities	To redeem the Company's 1,718,054,651 RCPS and to finance the general working capital requirements of the Group	4.20%	<ul style="list-style-type: none"> <li>• Repayable on demand; and</li> <li>• Up to a maximum of 5 years</li> </ul>	300.00 <sup>(i)</sup>	25.00
<b>Total</b>				<b>510.88</b>	<b>25.00</b>

**Note:**

- (i) *The revolving credit facilities comprises of a revolving credit facility of RM290.00 million secured by the Company to redeem its 1,718,054,651 RCPS. Please refer to the Company's announcement dated 12 December 2024 for information relating to the redemption of the said RCPS.*

As at the LPD, the total sum payable monthly in servicing the interest on the Group's total borrowings amounts to RM1.87 million.

The Company intends to utilise approximately RM25.00 million to repay the Group's revolving credit facilities which carry an average interest rate of 4.29% per annum. The repayment of the abovementioned facilities is expected to result in an annual gross interest saving of approximately RM1.07 million and reduce the Group's pro forma gearing ratio from 1.19 times (as set out in Section 10.2 of this Circular) to 0.91 times. Whilst the Company takes cognisance that the pro forma gearing of the Group will increase assuming full redemption of the RCULS, the Proposed Rights Issue of RCULS is necessary as it will enable the Company to raise the intended gross proceeds upfront and taking into consideration the RCULS Undertaking provided by Jawavana which will provide certainty of such funds being raised as well as not giving rise to a shortfall in the Company's public shareholding spread. Additionally the Company is confident that the Group is able to manage the level of borrowings/gearing over the tenure of the RCULS, taking into consideration the Group's cash balances of RM62.75 million as at the LPD, future cashflows to be generated from the KPPROP Group's ongoing and future projects as well as its hospitality business.

The Group's intention to utilise the proceeds for the repayment of revolving credit facilities was arrived at after taking into consideration that term loans have longer tenures and its own identified repayment source as the term loans were used to fund specific projects of the Group. On the contrary, the repayment of the Group's revolving credit facilities will be subject to the availability of the Group's residual cash flow from the projects as well as after the payment of term loans.

Further, the Group intends to only allocate RM25.00 million towards repayment of bank borrowings taking into consideration the existing numerous on-going projects of the Group. In the event additional proceeds are allocated towards repayment of borrowings, the Group is still required to source for additional financing to fund the development costs of these on-going projects. Hence, the Group intends to prioritise the allocation of proceeds towards funding its property development activities as there can be no assurance that new financing can be obtained on a timely manner and in the amounts and on terms which are acceptable to the Group.

**(c) Defray estimated expenses relating to the Proposals**

The estimated expenses relating to the Proposals comprise of professional fees, fees payable to the authorities, printing and despatch costs of, among others, this Circular and the abridged prospectus to be issued by the Company and other incidental expenses, the breakdown of which is as follows:

Details	RM'000
Professional fees	861
Regulatory fees	105
Miscellaneous expenses (printing costs, advertisement, etc.)	184
<b>Total</b>	<b>1,150</b>

The total estimated expenses of RM1.15 million shall be allocated in the following manner:

- (i) RM0.43 million to be deducted from share capital incidental to the Proposed Rights Issue of Shares;
- (ii) RM0.53 million to be deducted from the equity component of RCULS arising from the Proposed Rights Issue of RCULS; and
- (iii) RM0.19 million to be deducted from the liability component of the RCULS arising from the Proposed Rights Issue of RCULS.

Any shortfall in actual expenses for the Proposals will be funded via internally generated funds. If the actual expenses for the Proposals are lower than the estimated expenses for the Proposals, such surplus of funds will be adjusted to the proceeds allocated to fund the Group's property development activities.

Pending utilisation of the proceeds from the Proposals, the proceeds will be placed in interest/profit-bearing accounts with financial institution(s) and/or investments in short-term money market fund(s) / Islamic instruments as the Board deems fit and in the best interest of the Company. Any interest income generated from the deposits with financial institution(s) and/or dividend income arising from the short-term money market fund(s) will be used for the working capital requirements of the Group.

There will be no proceeds arising from the conversion of the RCULS into new KPPROP Shares as the conversion will not require any cash payment by the RCULS Holders and will be wholly satisfied through the surrender of RCULS with an aggregate nominal value equivalent to the Conversion Price for cancellation by the Company.

## **7. FUND-RAISING EXERCISE UNDERTAKEN BY THE COMPANY**

The Company has not undertaken any fund-raising exercise in the past 12 months or any fund-raising exercises of which proceeds raised have yet to be fully utilised.

## **8. RATIONALE AND JUSTIFICATION FOR THE PROPOSALS**

The Proposals will enable the Company to raise funds and channel them towards the proposed utilisation as set out in Section 6 of this Circular.

After due consideration of the various funding options available and the capital structure of the Company, the Board is of the opinion that the Proposals are an appropriate avenue to raise the funds required by the Group in view of the following:

- (i) the Proposals will enable the Group to manage and conserve its cash flow for reinvestment and/or operational purposes for future growth upon considering the RCULS coupon rate of 4.2% which is lower than the Group's average effective borrowing cost of 4.40% as at the LPD as well as the fact that the Proposed Rights Issue of Shares would enable the Group to raise additional funds without having to incur interest expense or service principal repayment as compared to conventional bank borrowings or issuance of debt securities. In addition, the fixed funding cost of the RCULS also reduces the Group's exposure to interest rate fluctuations, allowing the Group to manage its cash flows more efficiently;

- (ii) for the avoidance of doubt, the Board is cognisant that the conversion of the RCULS into new Shares would not give rise to any proceeds as no cash payments will be required to be paid by the RCULS Holders upon conversion of the RCULS. Nonetheless, the Proposed Rights Issue of RCULS is still a preferred mode of fund raising as it will provide the Group with an opportunity to raise the funds required upfront while offering the Entitled Shareholders with an additional equity investment option that has both a convertible and coupon feature as well as mitigates the dilution effect on the EPS as the RCULS are expected to be converted over the Conversion Period and hence minimise the immediate dilution effect on the EPS following the issuance of the Rights Shares;
- (iii) the Proposals provide the Entitled Shareholders with an opportunity to further increase their equity participation in the Company on a pro-rata basis without diluting their respective equity interest assuming that all Entitled Shareholders subscribe in full their respective entitlements under the Proposals and fully convert their RCULS;
- (iv) the Proposals will enable the Company to strengthen its capital base upon issuance of the Rights Shares and the RCULS, thereby strengthening the Group's NA and improving its gearing level which provides greater financial flexibility to meet its funding requirements in the future; and
- (v) the implementation of the Proposed Rights Issue of RCULS together with the Proposed Rights Issue of Shares at their respective entitlement basis is intended to provide certainty on the funds to be raised for purposes as set out in Section 6 of this Circular while maintaining the Company's compliance with the Public Spread Requirement by leveraging on the maximum number of RCULS that can be issued by the Company pursuant to Para 6.50 of the Listing Requirements. In the event the intended funds are raised either solely or from a higher proportion via the Proposed Rights Issue of Shares, this would necessitate procuring Javawana to increase its undertaking amount under the Proposed Rights Issue of Shares. If Javawana subscribes to the Rights Shares based on a higher undertaking amount and in the absence of the other Entitled Shareholders subscribing to the Rights Shares, the Company may not be in compliance with the Public Spread Requirement.

Whilst the RCULS will enable the Company to achieve benefits as mentioned above, the Company is mindful that it will need to redeem the RCULS at Maturity Date should any conversion of RCULS result in the Company not complying with the Public Spread Requirement. In this respect, the Company is cognisant that any efforts to improve its public shareholding spread is dependent on the Group's financial performance and investors' interests in its Shares.

Accordingly, the Group will focus on delivering its on-going property development projects as well as improving the yields of its hospitality business. Such efforts by the Group are expected to result in better financial performance over time (i.e. during the tenure of the RCULS) and the Group is cautiously optimistic that this would lead to greater investor interest in the Group. On the back of this greater interest, the Company intends to intensify its efforts to engage with third party investors to explore placement of new Shares and/or engage with its major shareholders to undertake an offer for sale of the Shares to improve the liquidity of the Shares and the Company's public shareholding spread.

## 9. INDUSTRY OVERVIEW AND PROSPECTS

### 9.1 Overview and prospects of the Malaysian economy

The Malaysian economy expanded by 4.4% in the first quarter of 2025 (4Q 2024: 4.9%), driven by the steady expansion in domestic demand. Household spending was sustained amid positive labour market conditions and income-related policy measures, including the upward revision of minimum wage and civil servant salary. The steady expansion in investment activities was supported by realisation of new and existing projects. In the external sector, export growth was slower due mainly to lower mining exports. This was partially offset by stronger electrical and electronics (“E&E”) exports and tourism activity. At the same time, imports growth, although more moderate, continued to be driven by strong demand for capital goods, reflecting continued investment and trade activities.

On the supply side, growth was driven by the services and manufacturing sectors. Services sector was supported by higher Government services while strong E&E production underpinned the performance in the manufacturing sector. However, normalisation in motor vehicle sales and production following strong performances over the last three years affected the growth of services and manufacturing sectors respectively. Overall growth was also weighed down by a contraction in the mining sector amid lower oil and gas production. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 0.7% (4Q 2024: -0.2%).

Headline inflation moderated to 1.5% in the first quarter (4Q 2024: 1.8%). The moderation was largely due to lower utilities inflation at 3.0% (4Q 2024: 18.1%). This followed the dissipation of the effects of earlier water tariff adjustments and higher electricity charges for high-usage households in 1Q 2024. Inflation in mobile communication services continued to decline, averaging at -13.5% (4Q 2024: -10%). Core inflation, however, edged higher to 1.9% (4Q 2024: 1.7%). It was driven mainly by rental inflation, which rose to 2.1% (4Q 2024: 1.7%). Inflation pervasiveness, measured by the share of Consumer Price Index (CPI) items recording monthly price increases, experienced an uptick amid seasonal menu price adjustments. Nonetheless, it remained well below the long-term average for the first quarter (43.3%; 4Q 2024: 39.8%; 1Q 2011-2019: 52.2%).

The escalation in trade tensions will affect the domestic growth outlook mainly through the trade channel as higher global policy uncertainty weigh on global demand. As a result, the Malaysian economy will likely grow slightly slower than the earlier forecast of 4.5%–5.5%. The high uncertainty surrounding outcomes of trade negotiations and how these will reshape global trade complicates a clear assessment of their impact on growth at this juncture. The new forecast range will be released once there is a greater visibility in these factors. However, the impact from the imposition of US tariffs could be partially cushioned by some front-loading of export activities such as in E&E ahead of implementation of the reciprocal tariffs, alongside higher tourist arrivals. In addition, support from resilient domestic demand will continue to anchor growth.

*(Source: Economic and Financial Developments in Malaysia in the First Quarter of 2025, Bank Negara Malaysia)*

In 2024, Malaysia’s economy is forecast to expand between 4.8% and 5.3%. Growth will be propelled by robust domestic demand and recovery in exports. Consumer spending is expected to remain resilient, supported by improvements in labour market conditions and vibrant tourism-related activities. Investment will be driven by new and on-going projects by both the private and public sectors, supported by the implementation of key national policies and initiatives, including the National Energy Transition Roadmap (“NETR”) and the New Industrial Master Plan (“NIMP”) 2030. From a sectoral perspective, the services and manufacturing sectors remain the primary engines of growth. Meanwhile, the construction sector is projected to achieve stellar performance, supported by a broad-based expansion across all subsectors.



The growth in 2025 is projected between 4.5% and 5.5%, supported by a resilient external sector, benefitting from improved global trade and stronger demand for electrical and electronic goods, leveraging the country's strategic position within the semiconductor supply chain. Additionally, robust domestic demand, fuelled by strong private sector expenditure, will support the expansion, through continued implementation of key national master plans and on-going initiatives.

A pertinent initiative which is the Government-linked Enterprises Activation and Reform Programme ("**GEAR-UP**"), will synergise efforts across government-linked entities to catalyse growth in high growth sectors, encompassing energy transition, advanced manufacturing, food security, healthcare, Islamic finance and biopharmaceuticals. On the production side, most sectors are expected to expand, highlighting the resilience and agility of Malaysia's economy.

The global economy is expected to grow steadily in 2025. This positive outlook is also anticipated to indirectly help boost trade and local demand for goods and services. Malaysia's inbound tourists are expected to surpass pre-COVID-19 levels, supported by various regional and international programmes as well as in preparation for Visit Malaysia 2026. Additionally, domestic economic development is expected to be more vigorous with robust domestic private investment, particularly the implementation of GEAR-UP, to support on-going projects and programmes under the NETR, NIMP 2030 and National Semiconductor Strategy. Therefore, Malaysia's economy is poised to expand between 4.5% and 5.5% in 2025, anchored by the implementation of the outlined strategic initiatives.

*(Source: Economic Outlook 2025, Ministry of Finance Malaysia)*

The Thirteenth Malaysia Plan ("**13MP**") forecasts an annual growth rate of 4.5% to 5.5% for the year 2026 to 2030, primarily driven by domestic demand. Private investment and public investment are projected to grow by 6% per annum (RM417.9 billion per annum on average) and 3.6% per annum (RM112.9 billion per annum on average) respectively over the planned period. The key sectors of growth are expected to be manufacturing and services with an expected annual growth rate of 5.8% and 5.2% respectively.

The 13MP encompasses, among others, the following initiatives:

- (i) The government has allocated RM430 billion for the Federal Government's development programmes and projects. The projects to be implemented include projects for infrastructure, public transport, construction of schools, hospitals and affordable housing, as well as flood mitigation and capacity development programmes. Investments for national development will be supported through the implementation of projects by government-linked companies and government-linked investment companies which will allocate RM120 billion to support such initiative.
- (ii) Efforts will be undertaken to enhance the transportation infrastructure such as via the construction of high-impact public transport infrastructure, which includes the Penang Pearl Light Rail Transit, Sabah Pan Borneo Highway and the Sarawak-Sabah Link Road project, in order to support the growth of the construction sector.
- (iii) Fully-fledged skills training programmes will be further expanded in order to boost the local workforce. This initiative aims to create 700,000 new jobs for skilled workers in the manufacturing sector and manufacturing-related services sub-sectors by 2030.
- (iv) Efforts are being undertaken to lower Malaysia's fiscal deficit by encouraging more efficient spending such as via targeted subsidies and prudent debt management, as well as by improving tax collection through the implementation of electronic invoicing systems in stages. These efforts are aimed to lower Malaysia's fiscal deficit below 3% and to keep the debt under 60% of GDP.

*(Source: 13<sup>th</sup> Malaysia Plan, Ministry of Economy Malaysia)*

## 9.2 Overview and outlook of the property industry in Malaysia

For the first quarter of 2025, the performance of the property industry experienced a slight decline with the number and value of transactions decreasing by 6.2% and 8.9% to 97,772 transactions worth RM51.42 billion as compared to 104,194 transactions worth RM56.47 billion during the same period in 2024.

The residential sub-sector retained the largest share of the overall property transactions, with a 60.7% contribution in volume. This was followed by agriculture (19.5%), commercial (11.0%), development land and others (6.8%) and industrial (2.0%). Similarly, in value, the residential sub-sector took the lead with a 47.7% share, followed by commercial (21.2%), industrial (13.8%), development land and others (9.8%) and agriculture (7.5%).

There has also been an increase in the residential property construction activity in the first quarter of 2025 as the number of completed units increased by 30.2% to 9,329 units as compared to 7,168 units during the same period in 2024, whereas the commencement of new construction increased by 32.5% to 28,344 units as compared to 21,391 units during the same period in 2024. As for the serviced apartment construction activity in the first quarter of 2025, there was a decrease in the number of completed units by 32.2% to 3,614 units as compared to 5,494 units during the same period in 2024. However, there was a significant increase in the commencement of new construction for serviced apartments by 170.4% to 14,761 units as compared to 5,458 units during the same period in 2024.

*(Source: Property Market Q1 2025 Snapshots, Valuation and Property Services Department, Ministry of Finance Malaysia)*

The year 2024 recorded the highest volume and value of property transactions in Malaysia over the past decade. This impressive growth was fueled by a robust expansion in market activities across all sub-sectors. The volume and value of transactions expanded by 5.4% and 18.0%, respectively, reaching 420,545 transactions worth RM232.30 billion, compared to 2023 (399,008 transactions worth RM196.83 billion).

The highest achievement of the property market was supported by the strong growth of Malaysia's economy and the continuous government support, including the full implementation of the NIMP 2030, the NETR, and the Twelfth Malaysia Plan. Market activity was further supported by strong transaction volumes across nearly all states, particularly in Kelantan, which experienced a substantial growth exceeding 96%, following the full implementation of stamping applications and stamp duty payments through Stamp Duty Assessment and Payment System (STAMPS).

Sectoral market activity performance continued its upward momentum. All subsectors recorded year-on-year growth in the volume of transactions. Higher increases were observed for the commercial subsector (13.6%) and development land and others (9.7%). Meanwhile, the industrial subsector also grew at a faster pace by 7.7%, driven by sustained demand for vacant industrial land nationwide. The residential and agricultural subsectors show modest growth of 4.0% and 4.1%, respectively. On the value front, all subsectors recorded higher growth, led by the commercial sub-sector (51.6%), followed by development land and others (32.7%), industrial (16.4%), residential (5.9%), and agricultural (4.8%).

The residential sub-sector retained the largest share of the overall property transactions, with a 62.0% contribution in volume. This was followed by agriculture (18.7%), commercial (10.9%), development land and others (6.3%), and industrial (2.1%). Similarly, in value, residential took the lead with a 46.0% share, followed by commercial (25.0%), industrial (12.0%), development land and others (8.6%), and agriculture (8.4%).

The non-residential buildings subsector is projected to expand further, supported by strong demand for industrial facilities from the realisation of approved investments, coupled with the development of new industrial areas such as the Kerian Integrated Green Industrial Park (KIGIP) and Johor-Singapore Special Economic Zone (JS-SEZ).



The residential buildings subsector is anticipated to expand, driven by sustained demand for affordable housing as underlined by the Ekonomi MADANI Framework, alongside new development projects by the private sector.

The property market is expected to continue its momentum supported by various initiatives outlined by the government under Budget 2025, among others:

- (i) Allocation of RM405 million to continue 48 Program Residensi Rakyat (PRR), including two new PRR in Port Dickson, Negeri Sembilan and Seberang Perai Tengah, Penang. A total of 30 PRR projects is expected to be completed by end-2025, will benefit nearly 17,500 new residents.
- (ii) Allocation of RM452 million to provide 14 Rumah Mesra Rakyat (RMR) which involves construction of 5,410 unit of new housing units.
- (iii) Provide Government guarantees of up to RM10 billion under Housing Credit Guarantee Scheme (SJKP) on housing financing for the benefit of 20,000 home buyers.
- (iv) Provide individual income tax relief on housing loan interest payments to encourage home ownership among first-time buyers. Tax relief of up to RM7,000 for residential homes priced up to RM500,000 and tax relief of up to RM5,000 for residential homes priced from RM500,000 to RM750,000.
- (v) The Step-Up Financing Scheme under SKJP was introduced as a Government guarantee of up to RM5 billion specifically for youngsters seeking to purchase their first home, with a lower instalment rate for the first 5 years.
- (vi) Funding RM200 million through UDA for the development of affordable housing for rakyat on waqf lands.
- (vii) Forest City has been approved as a Duty Free Island to boost tourism and local economic activities. In addition, an incentive package for the Forest City Special Financial Zone was announced in September 2024 to boost financial services activities, such as global business financial services and fintech.
- (viii) Government will provide special incentives under the JS-SEZ to attract high-quality investments and high-value jobs, which will be announced by the end of this year.

As the national economy is projected to expand by 4.5% to 5.5% in 2025, the property market is expected to maintain its growth trajectory, driven by sustained transaction activity. The implementation of the Ekonomi MADANI framework, supported by the rollout of strategies from a cohesive policy and action plan, notably the NETR and the NIMP 2030, will boost Malaysia's economy and further stimulate the expansion of the property market. Furthermore, on-going government support, coupled with Malaysia's strong economic performance, is expected to continue a positive growth in the property market.

*(Source: Property Market Report 2024, Valuation and Property Services Department, Ministry of Finance Malaysia)*

### **9.3 Prospects of the KPPROP Group**

The KPPROP Group is principally involved in the property development and hospitality business. The Group continues to demonstrate resilience in its financial performance by recognising a PAT of RM7.32 million for the FYE 31 March 2025.

The Group expects to continue to be profitable via its existing portfolio of property development projects as disclosed in Section 6 of this Circular in view that these projects have a total estimated gross development value of approximately RM1.88 billion and are expected to provide earnings visibility over the next 5 years.

In correlation, the enlarged pool of funds available for the Group's property development activities pursuant to the allocation of proceeds from the Proposals would enable the Group to undertake more property development projects concurrently and therefore accelerate the growth of the Group's property development business.

Further, the Group aims to enhance the profitability of its property development business by expanding its portfolio of property development projects via strategic landbank acquisition opportunities for future developments as well as by strategically managing the timeline of new launches, leveraging on its brand reputation and expanding its marketing efforts via diverse online and social media platforms in order to bolster the sales of the Group's inventories.

With regards to the Group's hospitality business, the Group had recently commenced operations of its 278-room 4-star hotel known as Courtyard by Marriot Kuala Lumpur South as well as a shopping mall known as Bloomsdale Shopping Gallery, both of which are located at Old Klang Road, Kuala Lumpur, which, together with the Group's existing portfolio of hospitality assets, are expected to strengthen the earnings and enhance the hospitality business's performance. The Group's hospitality business is expected to be further supported by the gradual recovery of Malaysia's domestic tourism sector, the resurgence of international tourists as well as the Government's initiatives to spur the tourism sector such as the Visit Malaysia 2026 campaign.

Premised on the above as well as the outlook of the Malaysian economy and the property industry in Malaysia, the management of the Group is cautiously optimistic that the Group's performance will continue to improve and the Group will remain profitable in the long-run.

## 10. EFFECTS OF THE PROPOSALS

### 10.1 Issued share capital

The pro forma effects of the Proposals on the issued share capital of the Company are as follows:

	<b>No. of Shares</b>	<b>RM'000</b>
As at the LPD (excluding treasury shares)	547,641,539	332,505
To be issued pursuant to the Proposed Rights Issue of Shares	273,820,769	54,336 <sup>(1)</sup>
	821,462,308	386,841
To be issued upon full conversion of RCULS	410,731,154	67,635 <sup>(2)</sup>
<b>Enlarged issued Shares and share capital</b>	<b>1,232,193,462</b>	<b>454,476</b>

**Notes:**

- (1) After deducting the estimated expenses which is attributable to the share capital incidental to the Proposed Rights Issue of Shares of RM0.43 million.
- (2) Based on the estimated equity component of the RCULS arising from the Proposed Rights Issue of RCULS at the Conversion Price, after taking into account the deferred tax asset arising from the future tax deductible portion of the liability component of the RCULS (computed based on an income tax rate of 24%) of RM5.77 million and deducting the estimated expenses which is attributable to the equity component of RCULS incidental to the Proposed Rights Issue of RCULS of RM0.53 million.

## 10.2 NA per Share and gearing

Based on the latest audited consolidated statement of financial position of KPPROP as at 31 March 2025, the pro forma effects of the Proposals on the NA per Share and gearing of the Group are as follows:

	Audited as at 31 March 2025 (RM'000)	(II) After (I) and the Proposed Rights Issue of Shares (RM'000)	(III) After (II) and the Proposed Rights Issue of RCULS (RM'000)	(IV)(A) After (III) and assuming full conversion of the RCULS (RM'000)	(IV)(B) After (III) and assuming full redemption of the RCULS (RM'000)
Share capital	352,768	407,104 <sup>(1)</sup>	407,104	474,739 <sup>(3)</sup>	407,104
Treasury shares	(20,263)	(20,263)	(20,263)	(20,263)	(20,263)
Equity component of RCULS	-	-	73,409 <sup>(2)</sup>	-	-
RCPS	-	-	-	-	-
Reverse acquisition reserves	(323,920)	(323,920)	(323,920)	(323,920)	(323,920)
Retained earnings	404,529	404,529	404,529	397,536 <sup>(4)</sup>	372,756 <sup>(5)</sup>
<b>NA attributable to the owners of the Company</b>	<b>413,114</b>	<b>467,450</b>	<b>540,859</b>	<b>528,092</b>	<b>435,677</b>
Number of KPPROP Shares (‘000)	547,642	821,462	821,462	1,232,193	821,462
NA per Share (RM)	0.75	0.57	0.66	0.43	0.53
Total borrowings (RM'000)	492,739	492,739	491,797 <sup>(6)</sup>	467,739 <sup>(7)</sup>	560,154 <sup>(8)</sup>
Gearing (times)	1.19	1.05	0.91	0.89	1.29

### Notes:

- (1) After deducting the estimated expenses which is attributable to the share capital incidental to the Proposed Rights Issue of Shares of RM0.43 million.
- (2) After taking into account the deferred tax asset arising from the future tax deductible portion of the liability component of the RCULS (computed based on an income tax rate of 24%) of RM5.77 million and deducting the estimated expenses which is attributable to the equity component of RCULS incidental to the Proposed Rights Issue of RCULS of RM0.53 million.
- (3) After taking into account the share capital arising from the full conversion of the RCULS of RM67.64 million.

- (4) After taking into account the accretion of interest in relation to the liability component of the RCULS of RM6.81 million and the transaction cost that is attributable to the liability component of the RCULS of RM0.19 million upon derecognition of the liability component of the RCULS. The liability component of the RCULS represents the present value of the annual RCULS coupon interest of RM3.88 million over the tenure of 8 years at the indicative effective interest rate of 5.85%, net of transaction cost (based on the indicative rate of financiers for a 8-year term loan with a bullet repayment and no collateral pledged). The present value of the total liability component of the RCULS' coupon interest of RM24.25 million is computed based on the following formula:

$$\text{Present value of the total liability component of the RCULS coupon interest} = \sum_{n=1}^8 \left( \frac{\text{RM3,881,409}}{(1 + 0.0585)^n} \right)$$

whereby,  $n$  denotes the 8-year tenure of the RCULS.

- (5) After taking into account the full redemption of the RCULS where the difference between the redemption value of the RCULS and the carrying amount of the equity component of the RCULS amounting to RM24.78 million is reflected against the retained earnings, on top of the accretion of interest in relation to the liability component of the RCULS of RM6.81 million and the transaction cost that is attributable to the liability component of the RCULS of RM0.19 million upon derecognition of the liability component of the RCULS.
- (6) After utilisation of RM25.00 million from the total proceeds to be raised from the Proposals towards the repayment of the Group's bank borrowings and after taking into account the liability component of the RCULS of RM24.06 million.
- (7) After taking into account the derecognition of the RCULS liability component of RM24.06 million upon full conversion of the RCULS.
- (8) Strictly for illustrative purposes only, assuming that the redemption of the entire 410,731,154 RCULS is funded solely via bank borrowings.

## 10.3

The pro forma effects of the Proposals on the substantial shareholders' shareholding in the Company are as follows:

**Scenario 1: Assuming (i) no other Entitled Shareholders subscribe for their entitlements save for Jawawana which will subscribe in full its RCULS entitlement and apply for all the Excess RCULS under the Proposed Rights Issue of RCULS; and (ii) only the Rights Shares Undertaking Shareholders subscribe for the Rights Shares under the Proposed Rights Issue of Shares**

	As at the LPD				(I) After the Proposed Rights Issue of Shares			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>
Jawawana	405,850,048	74.11	-	-	608,775,072	74.11	-	-
Dato' Seri Tee Eng Ho	-	-	405,850,048 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11
Dato' Tee Eng Seng	-	-	405,850,048 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11
Datin Seri Toh Siew Chuon	-	-	405,850,048 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11
(III)								
	(II) After (I) and the Proposed Rights Issue of RCULS				After (II) and assuming conversion of the RCULS in accordance with the Conversion Requirement			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(3)</sup>	No. of Shares	% <sup>(3)</sup>
Jawawana	608,775,072	74.11	-	-	608,775,072	74.11	-	-
Dato' Seri Tee Eng Ho	-	-	608,775,072 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11
Dato' Tee Eng Seng	-	-	608,775,072 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11
Datin Seri Toh Siew Chuon	-	-	608,775,072 <sup>(4)</sup>	74.11	-	-	608,775,072 <sup>(4)</sup>	74.11



#### 10.4 Earnings and EPS

The Proposals are not expected to have any material effect on the earnings of the Group for the FYE 31 March 2026 as the Proposals are only expected to be completed within the second half of 2025.

Notwithstanding that the EPS will be immediately diluted as a result of the increase in the number of KPPROP Shares in issue arising from the issuance of the Rights Shares and may be correspondingly diluted as and when new KPPROP Shares are issued upon conversion of the RCULS during the Conversion Period as well as a result of the expenses to be incurred in relation to the Proposals and the semi-annual coupon payment of the RCULS of approximately RM3.88 million per annum<sup>(1)</sup>, the Proposals are expected to contribute positively to the future earnings of the Group as and when the benefits of the utilisation of proceeds as set out in Section 6 of this Circular are realised.

**Note:**

- (1) Calculated based on the semi-annual Coupon Rate of 4.2% per annum multiplied by the nominal value of RCULS of RM92.41 million.

#### 10.5 Convertible securities

As at the LPD, the Company does not have any outstanding convertible securities.

### 11. APPROVALS/CONSENTS REQUIRED

The Proposals are subject to the following approvals/consents being obtained:

- (i) SC for the issuance of the RCULS, which was obtained vide its letter dated 11 June 2025 and subject to the following conditions:

No.	Condition	Status of compliance
1.	Compliance with the standard conditions and continuing obligations as stipulated in the Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors issued by the SC.	Noted
2.	Submit a checklist of compliance with the standard conditions and continuing obligations as stipulated in the Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors and any other condition imposed in any other letter issued in connection with the Proposed Rights Issue of RCULS within seven (7) business days from the date of issuance of the RCULS.	To be complied

- (ii) Bursa Securities for the following:

- (a) admission of the RCULS to the Official List of Bursa Securities;
- (b) listing and quotation of the Rights Shares on the Main Market of Bursa Securities;
- (c) listing and quotation of the RCULS on the Main Market of Bursa Securities; and
- (d) listing and quotation of new KPPROP Shares to be issued upon conversion of the RCULS on the Main Market of Bursa Securities,



which was obtained vide its letter dated 23 July 2025 and subject to the following conditions:

No.	Condition	Status of compliance
1.	KPPROP and Maybank IB must ensure full compliance with the 25% public shareholding spread requirement pursuant to Paragraph 8.02(1) of the Listing Requirements upon the listing and quotation of the Rights Shares and pursuant to the conversion of the RCULS;	To be complied
2.	Maybank IB and KPPROP must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposals;	To be complied
3.	Maybank IB to inform Bursa Securities upon the completion of the Proposals;	To be complied
4.	Maybank IB to furnish to Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed;	To be complied
5.	KPPROP to furnish Bursa Securities with the certified true copy of the resolutions passed by the Shareholders at extraordinary general meeting approving the Proposals;	To be complied
6.	KPPROP must observe and ensure full compliance with Para 6.50 at all times; and	Noted.
7.	KPPROP to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the conversion of the RCULS as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

(iii) The Shareholders at the forthcoming EGM.

## 12. CONDITIONALITY OF THE PROPOSALS

The Proposed Rights Issue of Shares and the Proposed Rights Issue of RCULS are inter-conditional upon each other.

Save for the above, the Proposals are not conditional upon any other corporate exercise/scheme of the Company.

## 13. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the directors, major shareholders, chief executive of the Company and/or persons connected with them have any direct or indirect interest in the Proposals, save for their respective entitlements under the Proposals and their right to apply for Excess Rights Shares and Excess RCULS, which are also available to the other Shareholders.



#### 14. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposals (including but not limited to the rationale and justification, effects and utilisation of proceeds to be raised from the Proposals), is of the opinion that the Proposals are in the best interest of the Company.

Accordingly, the Board recommends that you **vote in favour** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

#### 15. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposals are expected to be completed within the second half of 2025.

The tentative timeline for the implementation of the Proposals is as follows:

Tentative Timing	Event
August 2025	<ul style="list-style-type: none"><li>EGM for the Proposals</li></ul>
September 2025	<ul style="list-style-type: none"><li>Announcement of the Entitlement Date</li><li>Entitlement Date</li><li>Despatch of abridged prospectus in relation to the Proposals together with notices of provisional allotment and rights subscription form</li></ul>
October 2025	<ul style="list-style-type: none"><li>Closing date of acceptance and applications for the Rights Shares and RCULS</li><li>Listing and quotation of (i) the Rights Shares to be issued pursuant to the Proposed Rights Issue of Shares; and (ii) the RCULS to be issued pursuant to the Proposed Rights Issue of RCULS, on the Main Market of Bursa Securities</li></ul>

#### 16. EGM

The EGM, the notice of which is enclosed in this Circular, will be conducted on Thursday, 28 August 2025 at 12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32<sup>nd</sup> Annual General Meeting of the Company, which is scheduled on the same day at 11.00 a.m. and at the same venue, namely, Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur 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 Proposals.

If you are unable to attend, speak, or vote at the EGM, you may complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible so as to arrive at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic lodgement via TIIH Online website at <https://tiih.online> no later than 48 hours before the time for the EGM or any adjournment thereof.

The completion and lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting at the EGM should you subsequently decide to do so.

**17. FURTHER INFORMATION**

You are requested to refer to the appendices for further information.

Yours faithfully  
For and on behalf of the Board of  
**KERJAYA PROSPEK PROPERTY BERHAD**

**DATIN SERI TOH SIEW CHUON**  
Executive Chairperson

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**APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS**

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<b>Issuer</b>	: KPPROP
<b>Issue size / Basis of allotment</b>	: RM92,414,510 nominal value of 410,731,154 RCULS
<b>Issue price</b>	: At 100% of the RCULS' nominal value of RM0.2250
<b>Issue date</b>	: The issue date of the RCULS shall be a Market Day to be mutually agreed between the Company and the Principal Adviser.
<b>Tenure</b>	: 8 years commencing from and inclusive of the RCULS Issue Date.
<b>Maturity Date</b>	: The Market Day immediately preceding the 8 <sup>th</sup> anniversary from the RCULS Issue Date unless the tenure of the RCULS, if permitted by law, is extended by KPPROP and the RCULS Holders.
<b>Form and denomination</b>	: The RCULS will be issued in registrable form and in denomination of RM0.2250 each and multiples thereof, constituted by the Trust Deed.
<b>Coupon</b>	: Fixed rate of 4.2% per annum calculated on the nominal value of the RCULS payable on a semi-annual basis in arrears from the RCULS Issue Date except that the last coupon payment shall be made on the Maturity Date (Refer to Note (A) as set out in page 41).
<b>Board lot</b>	: For purposes of trading on Bursa Securities, a board lot of RCULS shall be 100 units of RCULS, unless otherwise revised by Bursa Securities.
<b>Conversion Price</b>	: The Conversion Price of the RCULS is RM0.2250 for every 1 new KPPROP Share. The Conversion Price may be subject to adjustments as described below.

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**APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS (CONT'D)**

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**Conversion Rights** : All RCULS Holders have the right to convert, at any time during the Conversion Period, all or any part of the RCULS held by them into new Shares at the Conversion Price by surrendering the RCULS with an aggregate nominal value of the RCULS equivalent to the Conversion Price, provided that if the conversion of such amount of RCULS into new Shares shall due to whatsoever reason cause the Company to breach the public shareholding spread requirement then applicable, the Company shall only be required to convert the number of RCULS to the extent it would not cause a breach of the public shareholding spread requirement. The Board shall be entitled to determine in its absolute discretion deems fit or expedient and in the best interests of the Company the manner of application of the aforementioned provision to ensure compliance with the public shareholding spread requirement or in the case the public shareholding spread requirement has been breached (i.e. for reasons other than due to the conversion of the RCULS) (refer to Note (1) as set out in this page 35), it would not further reduce the Company's public shareholding spread.

Where an RCULS Holder exercises his / her / its Conversion Rights, the converted RCULS shall not carry any right to the coupon payment, for the whole or any part of the period commencing from the RCULS Issue Date or the coupon payment date immediately preceding the relevant conversion exercise date, whichever is the later. Notwithstanding, accrued and unpaid coupon on the RCULS outstanding as at the Maturity Date shall upon the conversion remain payable by the Company.

Any fractional new Shares arising from the conversion of the RCULS will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deems fit or expedient and in the best interest of the Company. All RCULS which have been converted shall be cancelled and cannot be resold.

**Note:**

(1) *For information purposes, pursuant to Paragraph 8.02(4) of the Listing Requirements, if the Company fails to maintain the required public shareholding spread requirement, the Company may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities.*

**Conversion Period** : The RCULS may be converted into new KPPROP Shares by the RCULS Holders at any time commencing from the RCULS Issue Date until the Maturity Date, both dates inclusive.

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**APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS (CONT'D)**

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**Automatic conversion or redemption at Maturity Date** : Unless previously redeemed, converted, repurchased (Refer to Note (B) as set out in page 41) or cancelled in accordance with the terms of the Trust Deed, all outstanding RCULS will be converted into new KPPROP Shares on the Maturity Date based on the Conversion Price, provided that if the conversion of all outstanding RCULS shall cause the Company to breach the public shareholding spread requirement then applicable, the Company may (at its sole discretion) opt to (instead of converting all the RCULS pursuant thereto) convert and/or redeem the RCULS in the following manner:

- (a) In relation to a “public” shareholder as defined in the Listing Requirements (refer to Note (1) as set out in page 38), to convert the RCULS held by such shareholder to the extent such shareholder shall remain as a “public” shareholder following the conversion. The remaining RCULS which are not converted into new KPPROP Shares shall be redeemed in cash at 100% of its nominal value of RM0.2250 per RCULS.

#### **Illustration A**

Illustrations (i) and (ii) below illustrates the automatic conversion and/or redemption of RCULS held by a “public” shareholder who (1) fulfils all criteria of a “public” shareholder as set out in Note (1) below (as set out in page 38), (2) is not a substantial shareholder as defined in the Listing Requirements (refer to Note (3) as set out in page 38) and (3) does not meet the exception criteria as set out in Note (1)(ii)(B) and (ii)(C) (as set out in page 38).

- (i) Assuming a “public” shareholder holds 1% equity interest in KPPROP prior to the Maturity Date, and that his equity interest would increase to 4% upon conversion of all the RCULS held by the said shareholder on the Maturity Date

As the said shareholder would remain a “public” shareholder upon conversion of all the RCULS held by the said shareholder, all the RCULS held by the said shareholder will be converted into KPPROP Shares on the Maturity Date. Consequently, none of the RCULS of the said shareholder would be redeemed in cash.

- (ii) Assuming a “public” shareholder holds 4% equity interest in KPPROP prior to the Maturity Date, and that his equity interest would increase to 6% upon conversion of all the RCULS held by the said shareholder on the Maturity Date

The RCULS held by the said shareholder would only be converted up to the extent that he would hold 4.99% equity interest in KPPROP following the conversion (and thus remains as a “public” shareholder). The remaining RCULS of the said shareholder which are not converted into KPPROP Shares would be redeemed in cash.

**Illustration B**

Illustration (i) and (ii) below illustrates the automatic conversion and/or redemption of RCULS held by a “public” shareholder who is (1) a substantial shareholder as defined in the Listing Requirements (refer to Note (3) as set out in page 38) and (2) which fulfils the exception criteria as set out in Note (1) (ii)(A), (ii)(B) and (ii)(C) (as set out in page 38):

- (i) Assuming a “public” shareholder holds 13% equity interest in KPPROP prior to the Maturity Date, and that his equity interest would increase to 14% upon conversion of all the RCULS held by the said shareholder on the Maturity Date

As the said shareholder would remain a “public” shareholder upon conversion of all the RCULS held by the said shareholder, all the RCULS held by the said shareholder will be converted into KPPROP Shares on the Maturity Date. Consequently, none of the RCULS of the said shareholder would be redeemed in cash.

- (ii) Assuming a “public” shareholder holds 14% equity interest in KPPROP prior to the Maturity Date, and that his equity interest would increase to 16% upon conversion of all the RCULS held by the said shareholder on the Maturity Date

The RCULS held by the said shareholder would only be converted up to the extent that he would hold 14.99% equity interest in KPPROP following the conversion (and thus remains as a “public” shareholder). The remaining RCULS of the said shareholder which are not converted into KPPROP Shares would be redeemed in cash.

- (b) In relation to a shareholder who is not a “public” shareholder (“**Non-public Shareholder**”) (refer to Note (2) as set out in page 38), to convert the RCULS held by such shareholder to the extent it would not exceed the shareholding percentage of such shareholder prior to conversion. The remaining RCULS which are not converted into KPPROP Shares shall be redeemed in cash at 100% of its nominal value of RM0.2250 per RCULS. Please refer to the following illustrations on the automatic conversion and/or redemption of RCULS held by a Non-public Shareholder:

- (i) Illustration 1: Assuming a Non-public Shareholder holds 74% equity interest in KPPROP prior to the Maturity Date and that his equity interest would maintain at 74% upon conversion of all the RCULS held by the said shareholder on the Maturity Date

As the conversion of all RCULS of the said shareholder would not result in such shareholder exceeding its shareholding percentage prior to conversion, all the RCULS held by the shareholder will be converted into KPPROP Shares on the Maturity Date. Consequently, none of the RCULS held by the said shareholder would be redeemed in cash.

- (ii) Illustration 2: Assuming a Non-public Shareholder holds 74% equity interest in KPPROP prior to the Maturity Date and that his equity interest would increase to 76% upon conversion of all RCULS held by the said shareholder on the Maturity Date

The RCULS held by the said shareholder would only be converted up to the extent that he would hold 74% equity interest in KPPROP (i.e. the percentage of equity interest held prior to conversion) following the conversion. The remaining RCULS held by the said shareholder which are not converted into KPPROP Shares will be redeemed in cash.

**Notes:**

- (1) A “public” shareholder is a shareholder who meets the definition of “public” as defined in the Listing Requirements as follows:

“Public”, in relation to a corporation, means all persons or members of the public but excludes:

- (i) directors of a listed issuer and its subsidiaries;
- (ii) substantial shareholders of a listed issuer except where such a shareholder fulfils all the following requirements in which case such shareholder may be included as a “public” shareholder:
  - (A) such shareholder’s interest, directly or indirectly is not more than 15% of the total number of shares of the listed issuer;
  - (B) such shareholder is not a specified shareholder of the listed issuer; and
  - (C) such shareholder is either:
    - (I) a statutory institution who is managing funds belonging to contributors or investors who are members of the public; or
    - (II) an entity established as a collective investment scheme, such as closed-end funds, unit trusts or investment funds (but excluding investment holding companies);
- (iii) associates of directors or substantial shareholders of a listed issuer.

- (2) A Non-public Shareholder is a shareholder who does not meet the definition of “Public” as set out in Note (1) of this page 38.

- (3) Pursuant to the Listing Requirements, “substantial shareholder” has the meaning given in Section 136 of the Act.

Pursuant to Section 136 of the Act –

- (i) A person has substantial shareholding in a company:
  - (A) if the person has an interest in one or more voting shares in the company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares included in the company; or
  - (B) being a company the share capital of which is divided into:



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**APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS (CONT'D)**

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- (I) *two or more classes of the shares, if the person has an interest in one or more voting shares include in one of those classes; and*
  - (II) *the number or the aggregate number of such shares is not less than 5% of the aggregate number of the total number of all the voting shares included in that class of shares.*
- (ii) *A person who has a substantial shareholding in a company is a substantial shareholder in such company.*

Please refer to Note (C) as set out in page 41 for the illustration summarising the mechanism of the aforementioned terms.

**Redemption** : The RCULS is redeemable via cash at 100% of its nominal value, in whole or in part, at any time during the tenure of the RCULS at the sole and absolute discretion of the Company subject to the Company giving a written notice to the RCULS Holders of at least 30 days prior to the intended redemption date.

During such notice period, but not later than the 8<sup>th</sup> Market Day before the Maturity Date, the RCULS Holders will be entitled to exercise their Conversion Rights, subject to compliance with the conditions for conversion (Refer to Note (D) as set out in page 41). Any redemption of the RCULS shall not prejudice the rights of the RCULS Holders whose RCULS were redeemed to receive any accrued but unpaid coupon up to the date of redemption where the accrued but unpaid coupon shall be calculated based on a semi-annual basis and shall accrue from day to day based on a 365 days' calendar year.

For the avoidance of doubt, the RCULS Holders shall have no rights to request the Company to redeem any RCULS throughout the tenure.

All RCULS which have been redeemed shall be cancelled and cannot be resold.

**Rating** : The RCULS will not be rated.

**Rights of RCULS** : The RCULS Holders are not entitled to any voting rights and shall not have any participating rights in any distribution and/or offer of securities in the Company until and unless such RCULS Holders convert their RCULS into new KPPROP Shares.

**Ranking of the RCULS** : The RCULS shall constitute direct, unconditional, unsecured and unsubordinated obligations of the Company and subject to the provisions contained in the Trust Deed, at all times rank equally and without discrimination, preference or priority between themselves and all present and future direct, unconditional, unsecured and unsubordinated debts and obligations of the Company except those which are preferred by law and not by reason of any encumbrance, notarisation, registration or any other act.

**Ranking of new KPPROP Shares** : The new KPPROP Shares to be issued upon conversion of the RCULS in accordance with the provisions of the Trust Deed will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such new KPPROP Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions that may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new KPPROP Shares.

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**APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS (CONT'D)**

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- Rights in the event of winding-up, liquidation, compromise and/or arrangement** : If a resolution is passed for a voluntary winding-up of the Company whilst any of the outstanding RCULS remain capable of being converted, then:
- (i) if such winding-up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the RCULS Holders, or some person designated by them for such purpose, shall be a party, the terms of such scheme of arrangement if approved by an extraordinary resolution (as defined in the Trust Deed) shall be binding on all the RCULS Holders; and
  - (ii) in any other case, every RCULS Holder shall be entitled to, upon and subject to the terms and conditions of the Trust Deed, at any time within 6 weeks (the “**Specified Period**”) after the passing of such resolution for a members’ voluntary winding-up of the Company, deliver to the share registrar (as agent to the Company) a duly completed conversion notice to elect to be treated as if he/she had on the last day of the month immediately before the commencement of such winding-up, exercised the Conversion Rights to the extent specified in the conversion notice and be entitled to receive out of the assets of the Company which will be available in liquidation if he/she had on such date been a holder of the new KPPROP Shares to which he/she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon such election taking effect, no accrued and unpaid coupon shall be payable on such RCULS from the RCULS Issue Date or the coupon payment date immediately preceding the relevant conversion exercise date (being the date the Trustee receives or is deemed to have received the conversion notice), whichever is the later.

All Conversion Rights which have not been exercised at the expiry date of the Specified Period shall lapse and cease to be valid for any purpose.

- Adjustments to Conversion Price** : Necessary adjustments to the Conversion Price shall be made in the event of any alteration in the Company’s share capital on or before the Maturity Date, whether by way of rights issue, bonus issue, consolidation of shares, subdivision of shares or reduction of capital howsoever being effected, in accordance with the provisions of the Trust Deed.

- Amendment to the RCULS Holders’ rights** : Save as otherwise provided in the Trust Deed, approval of the RCULS Holders by way of special resolution is required to sanction any modification, variation, abrogation or compromise of the rights of the RCULS Holders.

- Trust Deed** : The RCULS shall be constituted by the Trust Deed, which shall be administered by the Trustee. The Trust Deed shall be in compliance with the Guidelines on Trust Deeds issued by the SC.

- Governing laws** : The RCULS and the Trust Deed shall be governed by, and shall be construed in accordance with the laws of Malaysia.

## APPENDIX I – INDICATIVE SALIENT TERMS OF THE RCULS (CONT'D)

### Notes:

- (A) For the avoidance of doubt, the coupon payments are non-cumulative in nature.
- (B) For the avoidance of doubt, repurchased means the acquisition by the Company of the RCULS in the open market or otherwise.
- (C) The following illustration is based on the “Automatic conversion or redemption at Maturity Date” clause:

Category of Shareholder	A “public” shareholder who is not a substantial shareholder and does not meet the exception criteria as set out in Note (1) (ii)(B) and (ii)(C) as set out in page 38		A “public” shareholder who is a substantial shareholder that fulfils the exception criteria as set out in Note (1) (ii)(A), (ii)(B) and (ii)(C) as set out in page 38		A Non-public Shareholder	
	Illustration A(i)	Illustration A(ii)	Illustration B(i)	Illustration B(ii)	Section (b)(i)	Section (b)(ii)
<b>Illustration</b>						
<b>Shareholding of Shareholder:</b>	• Prior to Maturity Date	1.00%	4.00%	13.00%	14.00%	74.00%
	• Assuming full conversion of all the RCULS held by the Shareholder on the Maturity Date	4.00%	6.00%	14.00%	16.00%	76.00%
<b>Conversion outcome</b>	All RCULS held by the shareholder will be converted into new KPPROP Shares	The RCULS held by the shareholder would be converted up to the extent that the shareholder would hold 4.99% equity interest in KPPROP	All RCULS held by the shareholder will be converted into new KPPROP Shares	The RCULS held by the shareholder would be converted up to the extent that the shareholder would hold 14.99% equity interest in KPPROP	All RCULS held by the shareholder will be converted into new KPPROP Shares	The RCULS held by the shareholder would be converted up to the extent that the shareholder would hold 74% equity interest in KPPROP
<b>Redemption outcome</b>	Not applicable	The remaining RCULS not converted would be redeemed in cash 4.99%	Not applicable	The remaining RCULS not converted would be redeemed in cash	Not applicable	The remaining RCULS not converted would be redeemed in cash
<b>Shareholding of the Shareholder after conversion or redemption in accordance with the “Automatic conversion or redemption at Maturity Date” provision</b>	4.00%	4.99%	14.00%	14.99%	74.00%	74.00%

- (D) Further details in relation to the conditions for conversion are stipulated in the row entitled “Conversion Rights” as set out in this Appendix I of this Circular. In addition to the aforementioned, the RCULS Holders must also lodge a conversion notice at the specified office of the Share Registrar together with the relevant definitive certificate in relation to the RCULS (if applicable) in accordance with the terms of the Trust Deed. For the avoidance of doubt, the Company takes note of the directive issued by Bursa Securities dated 11 July 2025 in relation to the dematerialisation of specified securities deposited with Bursa Depository (“**Directive**”). Based on the Directive, the first phase of implementation of the dematerialisation of specified securities at this juncture does not apply to the RCULS and hence will not affect the conversion process of the RCULS nor the terms of the Trust Deed.

## APPENDIX II – HISTORICAL FINANCIAL INFORMATION OF THE GROUP

A summary of the key financial information of the Group for the FYEs 31 March 2022, 31 March 2023, 31 March 2024 and 31 March 2025 is as follows:

	Audited FYE			
	31 March 2022 RM'000	31 March 2023 RM'000	31 March 2024 RM'000	31 March 2025 RM'000
Revenue	270,887	370,624	337,064	196,458
Gross profit	115,208	138,416	147,279	65,606
Profit before tax	96,098	121,441	120,384	15,414
PAT	73,322	91,516	93,167	7,315
Shareholders' fund/NA	558,460	634,973	708,391	413,372
Total borrowings	239,832	196,336	217,954	492,739
Share capital	282,165	282,165	337,323	352,768
Weighted average no. of KPPROP Shares ('000) <sup>(1)</sup>	396,198	396,238	396,910	535,696
Basic earnings per Share (sen) <sup>(2)</sup>	18.50	23.10	23.47	1.35
NA per Share (RM) <sup>(2)</sup>	1.41	1.66	1.40	0.75
Current ratio (times)	2.18	2.22	2.53	3.01
Gearing ratio (times)	0.43	0.31	0.31	1.19

### Notes:

(1) Excluding treasury shares.

(2) Computed based on the weighted average number of issued KPPROP Shares.

### Commentaries

#### FYE 31 March 2022 vs. FYE 31 March 2023

The Group's revenue for the FYE 31 March 2023 had increased by RM99.74 million or 36.82% in comparison to the FYE 31 March 2022. This was mainly due to the Group's property development business whereby there was a higher progressive recognition from the Group's on-going development, namely, Bloomsvale at Old Klang Road, Kuala Lumpur, as well as sales of completed properties, particularly Straits Residences at Seri Tanjung Pinang, Penang. The increase in revenue was also attributable to the Group's hospitality business which stems from the higher room occupancy rate, average room rate and increased business volume resulting from the reopening of international borders.

The Group's PAT for the FYE 31 March 2023 had also increased by RM18.19 million or 24.81%, which is in line with the increase in the Group's revenue.

The Group's NA as at 31 March 2023 had correspondingly increased by RM76.51 million or 13.70% in comparison to 31 March 2022 as a result of the PAT recorded during the financial year.

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**APPENDIX II – HISTORICAL FINANCIAL INFORMATION OF THE GROUP (CONT'D)**

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As at 31 March 2023, there was a decrease in the Group's borrowings by RM43.50 million or 18.14% primarily due to the repayment of term loans and revolving credit facilities. The aforementioned had consequently resulted in an improvement in the Group's gearing ratio from 0.43 times to 0.31 times.

**FYE 31 March 2023 vs. FYE 31 March 2024**

The Group's revenue for the FYE 31 March 2024 had decreased by RM33.56 million or 9.05% in comparison to the FYE 31 March 2023 which was mainly due to the lower revenue contribution from the Group's completed project, Straits Residences at Seri Tanjung Pinang, Penang, which had reached a take-up rate of 99% in the FYE 31 March 2023. The Group's property development business continued to be the major contributor to the Group's revenue as it had contributed to approximately 85.09% of the Group's total revenue for the FYE 31 March 2024.

Notwithstanding the above, the Group's PAT for the FYE 31 March 2024 had increased by RM1.65 million or 1.80% in comparison to the FYE 31 March 2023 primarily attributable to the overprovision of tax expenses in the prior financial year.

The Group's NA as at 31 March 2024 had increased by RM73.42 million or 11.56% in comparison to 31 March 2023 as a result of the PAT recorded during the year. This increase was however partially offset by the dividends declared by the Group during the FYE 31 March 2024 of RM12.43 million as well as repurchase of 15,800,000 KPPROP Shares by the Company from the open market for a total consideration of RM9.46 million.

As at 31 March 2024, there was an increase in the Group's borrowings by RM21.62 million or 11.01% arising from drawdown of term loans and revolving credit facilities to fund the Group's on-going property development projects. Nonetheless, the Group's gearing ratio as at 31 March 2024 was still relatively low at 0.31 times.

**FYE 31 March 2024 vs. FYE 31 March 2025**

The Group recorded a lower revenue of approximately RM196.49 million for the FYE 31 March 2025 compared to the revenue of approximately RM337.06 million for the FYE 31 March 2024 which represents a decrease of RM140.57 million or 41.70%. This was mainly due to the lower sales from the Group's property development project, namely, Bloomsvale at Old Klang Road, Kuala Lumpur, which was mostly sold in FYE 31 March 2024. The decrease was partially offset by an increase in revenue from the Group's hospitality, retail and leasing segment due to the newly launched Courtyard by Marriot Kuala Lumpur South and Bloomsvale Shopping Gallery.

The Group's PAT decreased to approximately RM7.32 million for the FYE 31 March 2025 compared to the PAT of approximately RM93.17 million for the FYE 31 March 2024 which represents a decrease of RM85.85 million or 92.14%. This was mainly due to the reduced contribution from the Group's property development project, namely, Bloomsvale at Old Klang Road, Kuala Lumpur, higher administrative expenses and depreciation costs associated with the newly opened hotel and mall amounting to RM16.68 million and RM6.06 million respectively, increased finance costs amounting to RM2.63 million and stamping fees amounting to RM1.45 million related to new loan facilities procured to partly fund the redemption of RCPS, as well as additional tax expenses amounting to RM2.64 million arising from a notice of assessment issued by the Inland Revenue Board pursuant to a penalty and under-recognition of tax expenses for the year of assessments 2019 to 2024.

The Group's NA as at 31 March 2025 decreased by RM295.02 million or 41.65% in comparison to 31 March 2024 as a result of the RCPS redemption of RM292.07 million and dividends of RM10.55 million declared during the year. This decrease was however partially offset by the PAT recorded during the FYE 31 March 2025 of RM7.32 million.

As at 31 March 2025, there was an increase in the Group's borrowings by RM274.79 million or 126.07% primarily arising from drawdown of revolving credit of RM290.00 million to partly fund the redemption of RCPS. The Group's gearing ratio as at 31 March 2025 had accordingly increased to 1.19 times.

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. CONSENT AND CONFLICT OF INTEREST**

Maybank IB and its related and associated companies ("**Maybank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and fund management and credit transaction service businesses. The Maybank Group has engaged and may in the future, engage in transactions with and perform services for the Group and/or any of its affiliates, in addition to the role set out in this Circular. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of the Group, its shareholders, its affiliates and/or any other entity or person, hold long or short positions in securities issued by the Company and/or its affiliates, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of any member of the Group and/or its affiliates. This is a result of the businesses of the Maybank Group generally acting independently of each other and accordingly, there may be situations where parts of the Maybank Group and/or its customers now or in the future, may have interest or take actions that may conflict with the interest of the Group. Nonetheless, the Maybank Group is required to comply with the applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

As at the LPD, the Maybank Group has extended credit facilities to the Group in its ordinary course of business, of which approximately RM290.00 million is outstanding. The Group intends to utilise up to RM25.00 million of the proceeds from the Proposed Rights Issue of Shares to partly repay the Maybank Group. Notwithstanding, Maybank IB is of the view that the aforesaid lending relationship will not give rise to a conflict of interest situation in its capacity as Principal Adviser for the Proposals as:

- (i) the extension of credit facilities arose in the ordinary course of business of the Maybank Group;
- (ii) the conduct of the Maybank Group in its banking business is strictly regulated by the Financial Services Act 2013, Islamic Financial Services Act 2013 and the Maybank Group's internal controls and checks; and
- (iii) the total aggregate outstanding amount owed by the Group to the Maybank Group as well as the intended utilisation of the proceeds from the Proposals are not material when compared to the audited NA of the Maybank Group as at 31 December 2024 of RM93.97 billion.

Save for the above, Maybank IB confirms that it is not aware of any circumstance that exists or is likely to exist which would give rise to a possible conflict of interest situation in its capacity as Principal Adviser for the Proposals.

**3. MATERIAL COMMITMENTS**

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred which may have a material impact on the profits or NA of the Group.



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**APPENDIX III – FURTHER INFORMATION (CONT'D)**

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**4. CONTINGENT LIABILITIES**

As at the LPD, the Board is not aware of any contingent liabilities which, upon becoming due or enforceable, may have a material impact on the profits or NA of the Group.

**5. MATERIAL LITIGATION**

As at the LPD, the Board is not aware of any material litigation, claims or arbitration, either as plaintiff or defendant, which will have a material and/or adverse effect on the financial position or business of the Group, and the Board is not aware of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of the Group.

**6. HISTORICAL SHARE PRICES**

The monthly high and low prices of KPPROP Shares traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	<b>High (RM)</b>	<b>Low (RM)</b>
<b><u>2024</u></b>		
July	1.0300	0.8750
August	0.8900	0.7350
September	0.7800	0.7000
October	0.7700	0.7100
November	0.7300	0.6550
December	0.7000	0.6100
<b><u>2025</u></b>		
January	0.6600	0.6150
February	0.6550	0.5500
March	0.5300	0.3500
April	0.4300	0.3500
May	0.5400	0.4000
June	0.4050	0.3800
July	0.4150	0.3700
 Last transacted market price as at the LTD		0.4500
 Last transacted market price as at the LPD		0.3800

*(Source : Bloomberg)*



**7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of KPPROP at 802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Mondays to Fridays (except public holidays) following the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of the Company;
- (ii) the audited consolidated financial statements of KPPROP for the FYE 31 March 2024 and the FYE 31 March 2025;
- (iii) the letter of consent referred to in Section 2 of this Appendix;
- (iv) the Jawawana Undertaking Letter and the Rights Shares Undertaking Letters; and
- (v) the draft Trust Deed.



## Property

**KERJAYA PROSPEK PROPERTY BERHAD**  
(Registration No. 199401001358 (287036-X))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“**EGM**”) of Kerjaya Prospek Property Berhad (“**KPPROP**” or “**Company**”) will be held on Thursday, 28 August 2025 at 12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32<sup>nd</sup> Annual General Meeting of the Company, which is scheduled on the same day at 11.00 a.m. and at the same venue, namely, Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or at any adjournment thereof, for the purposes of considering and if thought fit, passing the following resolutions with or without modifications:

#### **ORDINARY RESOLUTION 1**

##### **PROPOSED RIGHTS ISSUE OF SHARES**

“**THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained (where required), the Board of Directors of Kerjaya Prospek Property Berhad (“**KPPROP**” or “**Company**”) (“**Board**”) be and is hereby authorised to provisionally allot and issue by way of a renounceable rights issue of 273,820,769 new ordinary shares in KPPROP (“**KPPROP Share(s)**” or “**Share(s)**”) (“**Rights Share(s)**”) at an issue price of RM0.20 per Rights Share, which is payable in full upon acceptance, to the shareholders of KPPROP (“**Shareholders**”) whose names appear on the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined by the Board and announced later (“**Entitlement Date**”) (“**Entitled Shareholders**”) on the basis of one (1) Rights Share for every two (2) existing Shares held by the Entitled Shareholders on the Entitlement Date (“**Proposed Rights Issue of Shares**”).

**THAT** any Rights Share not taken up or not validly taken up shall be made available for excess application by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s), in such manner as the Board shall determine at its absolute discretion, in a fair and equitable manner, and on such basis as it may deem fit or expedient and in the best interest of the Company to be announced in due course;

**THAT** fractional entitlement of the Rights Shares arising from the Proposed Rights Issue of Shares, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

**THAT** the Rights Shares shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the proceeds of the Proposed Rights Issue of Shares be utilised for the purposes as set out in Section 6 of the circular to shareholders of the Company dated 5 August 2025 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient or in the best interest of the Company subject to (where applicable) the approval of the Shareholders and the relevant authorities;

**THAT** the Rights Shares will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such Rights Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

**THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an agreement, option or offer and shall continue in full force and effect until all Rights Shares have been allotted and issued in accordance with the terms of the Proposed Rights Issue of Shares;

**AND THAT** the Board be and is hereby authorised to do all acts and things as it may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities (including, without limitation, any changes to the conditions relating to the Rights Shares), and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effects to the Proposed Rights Issue of Shares.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED RIGHTS ISSUE OF RCULS**

**“THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (where required), the Board of Directors of Kerjaya Prospek Property Berhad (**“KPPROP”** or **“Company”**) (**“Board”**) be and is hereby authorised to:

- (i) provisionally allot and issue by way of a renounceable rights issue of 410,731,154 8-year 4.2% redeemable convertible unsecured loan stock in KPPROP (**“RCULS”**) at an issue price of RM0.2250 per RCULS, which is payable in full upon acceptance, to the shareholders of KPPROP (**“Shareholders”**) whose names appear on the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined by the Board and announced later (**“Entitlement Date”**) (**“Entitled Shareholders”**) on the basis of three (3) RCULS for every four (4) existing ordinary shares in the Company (**“KPPROP Share(s)”** or **“Share(s)”**) held by the Entitled Shareholders on the Entitlement Date (**“Proposed Rights Issue of RCULS”**);
- (ii) create the RCULS based on the indicative salient terms of the RCULS as set out in Appendix I of the circular to shareholders of the Company dated 5 August 2025 (**“Circular to Shareholders”**) and in accordance with the provisions of a trust deed constituting the RCULS to be executed by the Company and MTrustee Berhad (as trustee who acts for the benefit of the holders of the RCULS (**“RCULS Holders”**) (**“Trust Deed”**));
- (iii) enter into and execute the Trust Deed and to do all acts, deed and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed; and
- (iv) allot and issue such number of new KPPROP Shares credited to the RCULS Holders pursuant to the conversion of the RCULS to new KPPROP Shares during the tenure of the RCULS in accordance with the provisions of the Trust Deed;

**THAT** any RCULS not taken up or not validly taken up shall be made available for excess application by the other Entitled Shareholders and/or their renounee(s) and/or transferee(s), in such manner as the Board shall determine at its absolute discretion, in a fair and equitable manner, and on such basis as it may deem fit or expedient and in the best interest of the Company, to be announced in due course;

**THAT** fractional entitlement of the RCULS arising from the Proposed Rights Issue of RCULS, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

**THAT** the conversion price of the RCULS be fixed at RM0.2250 per RCULS, subject to any adjustments in accordance with the terms and conditions of the Trust Deed;

**THAT** the RCULS and the new KPPROP Shares to be issued upon conversion of the RCULS shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

**THAT** the proceeds of the Proposed Rights Issue of RCULS be utilised for the purposes as set out in Section 6 of the Circular to Shareholders and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary, expedient or in the best interest of the Company subject to (where applicable) the approval of the Shareholders and the relevant authorities;

**THAT** the new KPPROP Shares to be issued upon the conversion of the RCULS will, upon allotment and issuance, rank equally in all respects with the then existing KPPROP Shares, save and except that such new KPPROP Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new KPPROP Shares;

**THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an agreement, option or offer and shall continue in full force and effect until all RCULS and new KPPROP Shares to be issued pursuant to or in connection with the Proposed Rights Issue of RCULS have been allotted and issued in accordance with the terms of the Proposed Rights Issue of RCULS;

**AND THAT** the Board be and is hereby authorised to do all acts and things as it may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities (including, without limitation, any changes to the conditions relating to the RCULS), and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effects to the Proposed Rights Issue of RCULS."

## **BY ORDER OF THE BOARD**

**SEOW FEI SAN (SSM Practising Certificate No. 201908002299)**  
**MOK MEE KEE (SSM Practising Certificate No. 201908002288)**  
**Secretaries**

**Petaling Jaya**  
**5 August 2025**

### **Notes:-**

1. *For the purposes of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at **20 August 2025**. Only depositors whose names appear in the Record of Depositors as at **20 August 2025** shall be regarded as members and entitled to attend, speak and vote at the EGM.*
2. **Proxy**
  - 2.1 *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and there is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.*
  - 2.2 *A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.*

- 2.3 Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 2.4 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- 2.5 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors).
- 2.6 The appointment of a proxy may be made in a hard copy form 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 meeting or adjourned meeting at which the person named in the appointment proposes to vote:

In hard copy

The instrument appointing a proxy must be deposited at the Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or alternatively, Tricor Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

By Electronic form

The appointment of proxy must be made and submitted via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of the proxy form.

Last date and time for lodging the proxy form is **Tuesday, 26 August 2025 at 12.00 p.m.**



## Property

### KERJAYA PROSPEK PROPERTY BERHAD

(Registration No. 199401001358 (287036-X))

(Incorporated in Malaysia)

#### FORM OF PROXY

CDS Account No. :

I/We

(FULL NAME IN CAPITAL LETTER AND I/C NO. / COMPANY NO.)

of

(ADDRESS)

being a member/members of KERJAYA PROSPEK PROPERTY BERHAD ("Company") hereby appoint

of

(FULL NAME IN CAPITAL LETTER AND I/C NO.)

(ADDRESS)

or failing him/her,

(FULL NAME IN CAPITAL LETTER AND I/C NO.)

of

(ADDRESS)

or failing him/her, the CHAIRMAN OF THE MEETING as \*my/our proxy, to vote for \*me/us and on \*my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 28 August 2025 at 12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32<sup>nd</sup> Annual General Meeting of the Company, which is scheduled on the same day at 11.00 a.m. and at the same venue, namely, Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or at any adjournment thereof, and to vote as indicated below:-

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1	Proposed Rights Issue of Shares		
2	Proposed Rights Issue of RCULS		

Please indicate with an "X" in the space above on how you wish to cast your vote. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

No. of ordinary shares held

Signature of Member / Common Seal

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:-		
	No. of ordinary shares	Percentage
Proxy 1		
Proxy 2		
Total		



**Notes:-**

1. *For the purposes of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at **20 August 2025**. Only depositors whose names appear in the Record of Depositors as at **20 August 2025** shall be regarded as members and entitled to attend, speak and vote at the EGM.*
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  - 2.3 *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
  - 2.4 *Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.*
  - 2.5 *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing (or if such appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised or in some other manner approved by Directors).*
  - 2.6 *The appointment of a proxy may be made in a hard copy form 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 meeting or adjourned meeting at which the person named in the appointment proposes to vote:*

*In hard copy*

*The instrument appointing a proxy must be deposited at the Share Registrar's office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or alternatively, Tricor Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.*

*By Electronic form*

*The appointment of proxy must be made and submitted via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of the proxy form.*

*Last date and time for lodging the proxy form is **Tuesday, 26 August 2025 at 12.00 p.m.***



Fold this flap for sealing

Then fold here

AFFIX  
STAMP

THE SHARE REGISTRAR OF  
**KERJAYA PROSPEK PROPERTY BERHAD**  
(Registration No. 199401001358 (287036-X))

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD  
UNIT 32-01, LEVEL 32  
TOWER A, VERTICAL BUSINESS SUITE  
AVENUE 3, BANGSAR SOUTH  
NO. 8, JALAN KERINCHI  
59200 KUALA LUMPUR  
MALAYSIA

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## Property

### **KERJAYA PROSPEK PROPERTY BERHAD**

(Registration No. 199401001358 (287036-X))

(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE**

Date	:	Thursday, 28 August 2025
Time	:	12.00 p.m. or immediately after the conclusion or adjournment (whichever is the later) of the 32 <sup>nd</sup> Annual General Meeting of the Company
Meeting venue	:	Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South No. 137, Jalan Puchong 58200 Kuala Lumpur Wilayah Persekutuan Kuala Lumpur

#### **1. REGISTRATION**

- a) Registration will commence at 9.30 a.m.
- b) Please read the signage to ascertain the registration area and proceed for registration.
- c) Original MyKad/Passport is required during the registration for verification purposes. Upon verification of your MyKad/Passport and signing the attendance list, you will be given an identification wristband to be secured around your wrist.
- d) Upon verification and registration:
  - (i) Please sign on the Attendance List and an identification wristband will be provided at the registration counter;
  - (ii) If you are attending the Extraordinary General Meeting ("EGM") as a shareholder as well as a proxy, you will be registered once and will only be given one identification wristband; and
  - (iii) No person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband. The said wristband has a passcode printed in it, which will be required for electronic voting purpose.
- e) Please also note that you will not be allowed to register on behalf of another person even with the original MyKad/Passport of that other person.
- f) The registration counters will only handle the verification of identities and registration. If you have other queries, please proceed to the Help Desk.
- g) We would appreciate it if you would vacate the registration area immediately after registration.

#### **2. MEETING**

The meeting will start promptly at 12.00 p.m. shareholders are reminded to be punctual.

### 3. GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

- Only a depositor whose name appears on the **ROD as at 20 August 2025** shall be entitled to attend, speak and vote at the EGM or appoint proxies to attend and/or vote on his/her behalf.

### 4. APPOINTMENT OF PROXY / CORPORATE REPRESENTATIVES / ATTORNEYS

- If you are unable to attend the meeting on Thursday, 28 August 2025, you may appoint a proxy to attend and vote on your behalf, or failing which the Chairman of the Meeting as a proxy and indicate the voting instruction in the Form of Proxy.
- Accordingly, the Form of Proxy and/or document relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **12.00 p.m. on Tuesday, 26 August 2025**.

#### (i) In Hard Copy:

By hand or post to the Share Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Form of Proxy shall not be treated as valid.

#### (ii) By Electronic Form:

All members can have the option to submit Form of Proxy electronically via TIIH Online and the steps to submit are summarised below:

	Procedure	Action
<b>i. Steps for Individual Members</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"><li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” select “<b>Create Account by Individual Holder</b>”. Please do refer to the tutorial guide posted on the homepage for assistance.</li><li>• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>• If you are already a user with TIIH Online, you are not required to register again.</li></ul>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"><li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li><li>• Select the corporate event: “<b>KERJAYA PROSPEK PROPERTY BERHAD EGM 2025 – Submission of Proxy Form</b>”.</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li></ul>

		<ul style="list-style-type: none"> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>• Review and confirm your proxy(s) appointment.</li> <li>• Print Form of Proxy for your record.</li> </ul>
<b>ii. Steps for Corporation or Institutional Members</b>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Access TIIH online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Select the corporate event: “<b>KERJAYA PROSPEK PROPERTY BERHAD EGM 2025 – Submission of Proxy Form</b>”.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

## 5. POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and AscendServ Capital Markets Services Sdn. Bhd. as Scrutineers to verify the poll results.

## 6. NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution of door gifts or vouchers** for the EGM.

## 7. **HELP DESK**

- Please proceed to the Help Desk for any clarification or queries apart from registration details.
- The Help Desk will also handle revocation of proxy's appointment.

## 8. **CIRCULAR TO SHAREHOLDERS**

- The Circular to shareholders is available at the Company's website at [www.kpproperty.com.my](http://www.kpproperty.com.my) and Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company's announcements.
- Should you require a printed copy of the Circular, please request at our Share Registrar's website at <https://tiih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services". Alternatively, you may also make your request through telephone/e-mail to our Share Registrar at the number/e-mail addresses given below. We will send it to you by ordinary post as soon as possible upon receipt of your request. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

## 9. **RECORDING OR PHOTOGRAPHY**

Strictly **NO** unauthorised recording or photography of the proceedings of the EGM is allowed.

## 10. **ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays):

### **Tricor Investor & Issuing House Services Sdn Bhd**

General Line : +603-2783 9299  
Email : [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com)  
Contact Persons : Mr. Jake Too : +603-2783 9285  
: Mr. Aiman : +603-2783 9262  
Mr. Asyraf : +603-2783 9244