

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Circular, valuation certificate and report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



MALAYSIAN RESOURCES CORPORATION BERHAD

(Registration No. 196801000388 (7994-D))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PART A

PROPOSED ACQUISITION BY RUKUN JUANG SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF MRCB LAND SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB" OR "COMPANY"), OF 8,000,000 ORDINARY SHARES IN BUKIT JALIL SENTRAL PROPERTY SDN BHD ("BJSP"), REPRESENTING 80.00% EQUITY INTEREST IN BJSP, AND 1,132,930,490 REDEEMABLE PREFERENCE SHARES – CLASS A IN BJSP, FROM TANJUNG WIBAWA SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF THE EMPLOYEES PROVIDENT FUND BOARD, FOR A TOTAL PURCHASE CONSIDERATION OF RM1,578,785,023, WHICH WILL BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

PART B

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED DIRECTORS AND NON-INTERESTED SHAREHOLDERS OF MRCB IN RELATION TO THE PROPOSED ACQUISITION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser for Part A



AmInvestment Bank

AmInvestment Bank Berhad

(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser for Part B

kenanga

Kenanga Investment Bank Berhad

(Registration No. 197301002193 (15678-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of MRCB will be held at Grand Ballroom, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 18 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be). The notice of EGM together with the Proxy Form are enclosed in this Circular and can be downloaded from our Company's website at <https://www.mrcb.com/investor-relations/shareholder.html> or Bursa Securities' website at <https://www.bursamalaysia.com>.

You are entitled to attend, participate, speak and vote at the EGM. If you are unable to attend, participate, speak and vote at the EGM, you are entitled to appoint a proxy or proxies to attend, participate, speak and vote on your behalf. In such event, you should complete, sign and deposit the Proxy Form at our share registrar's office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or deposit the Proxy Form via electronic means at our share registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by email to bsr.helpdesk@boardroomlimited.com, not less than 24 hours before the time appointed for the taking of the poll in accordance with Article 83 of the Constitution of our Company. The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting at the EGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Wednesday, 17 December 2025 at 3:00 p.m.

Date and time of the EGM : Thursday, 18 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be)

This Circular is dated 25 November 2025

DEFINITIONS

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

Act	: Companies Act 2016
AmInvestment Bank or Principal Adviser	: AmInvestment Bank Berhad (Registration No. 197501002220 (23742-V))
ANAV	: Adjusted net asset value
Balance	: The balance of the Purchase Consideration of RM1,420,906,521, payable by the Purchaser to the Vendor on or before the Completion Date
Balance Deposit	: The balance deposit and part payment of the Purchase Consideration of RM110,514,952, payable by the Purchaser to the Vendor within five (5) business days from the Unconditional Date
BJSP	: Bukit Jalil Sentral Property Sdn Bhd (Registration No. 201701014025 (1228190-T))
BJSP RPS-A	: Redeemable preference shares – class A in BJSP
BJSP RPS-B	: Redeemable preference shares – class B in BJSP
BJSP Share(s)	: Ordinary share(s) in BJSP
Board	: Board of Directors of our Company
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Circular	: This circular to our shareholders dated 25 November 2025 in relation to the Proposed Acquisition
Completion Date	: The business day falling four (4) months after the Unconditional Date or 15 June 2026, whichever is earlier, upon which the completion of the Proposed Acquisition is to take place
Conditions Precedent	: Conditions precedent of the SSA as detailed in Section 1 of Appendix IV of this Circular
Cut-Off Date	: The day falling 165 days from the date of the SSA, or such later date as RJSB and TWSB may mutually agree upon in writing
Director(s)	: The director(s) of our Company and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon – (i) a director of our Company, our subsidiary or holding company; and (ii) a chief executive of our Company, our subsidiary or holding company
DIS	: Datuk Mohd Imran Mohamad Salim, the Group Managing Director of our Company
Earnest Deposit	: The earnest deposit and part payment of the Purchase Consideration of RM47,363,550, which was paid by the Purchaser to the Vendor upon the execution of the SSA

DEFINITIONS (Cont'd)

EGM	: Extraordinary General Meeting
EPF or Interested Major Shareholder	: Employees Provident Fund Board
EPS	: Earnings per Share
FPE	: Financial period ended
FYE	: Financial year ended/ending, as the case may be
GSB	: Gapurna Sdn Bhd (Registration No. 199101003406 (213716-K)), a major shareholder of our Company
IAL	: The independent advice letter dated 25 November 2025 from Kenanga IB to the non-interested Directors and non-interested shareholders of our Company in relation to the Proposed Acquisition, as set out in Part B of this Circular
Interested Directors	: Collectively, Dato' Mohamad Nasir Ab Latif and Mohamad Hafiz Kassim, being the Non-Independent Non-Executive Chairman and Non-Independent Non-Executive Director of our Company, respectively
IVPS or Independent Property Valuer	: IVPS Property Consultant Sdn Bhd (Registration No. 200801021388 (822703-M))
Kenanga IB or Independent Adviser	: Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H))
KPMG or Independent Valuer	: KPMG Corporate Advisory Sdn Bhd (Registration No. 200101031627 (567386-P))
Lands	: Collectively, three (3) parcels of leasehold lands owned by BJSP which are held under Pajakan Negeri 54725, Lot 104028, Pajakan Negeri 54978, Lot 104027, and Pajakan Negeri 54946, Lot 104025, all of which are located within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Lands Valuation Certificate	: Valuation certificate for the valuation of the Lands dated 15 July 2025 issued by IVPS
LAT	: Loss after tax
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 10 November 2025, being the latest practicable date prior to the date of this Circular
MOE	: Ministry of Economy of Malaysia
MOE Guidelines	: Guideline on the Acquisition of Properties issued by the MOE
MRCB or Company	: Malaysian Resources Corporation Berhad (Registration No. 196801000388 (7994-D))
MRCB Group or Group	: Collectively, MRCB and its subsidiaries

DEFINITIONS (Cont'd)

MRCB Land	: MRCB Land Sdn Bhd (Registration No. 198001008434 (62218-D)), a wholly-owned subsidiary of our Company
NA	: Net assets
NBV	: Net book value
Proposed Acquisition	: The proposed acquisition by RJSB of the Sale Shares from TWSB for the Purchase Consideration pursuant to the terms of the SSA
Purchase Consideration	: The purchase consideration for the Proposed Acquisition of RM1,578,785,023, which will be satisfied entirely in cash
RJSB or Purchaser	: Rukun Juang Sdn Bhd (Registration No. 201401025717 (1101807-P)), a wholly-owned subsidiary of MRCB Land
Sale Shares	: Collectively, 8,000,000 BJSP Shares, representing 80.00% equity interest in BJSP, and 1,132,930,490 BJSP RPS-A, to be acquired by the Purchaser from the Vendor pursuant to the terms of the SSA under the Proposed Acquisition
SHA	: The subscription and shareholders' agreement dated 31 May 2017 entered into between our Company, RJSB, TWSB and BJSP, which entails the (i) disposal by RJSB of the Lands to BJSP for a total consideration of RM1,426,163,112; and (ii) investment by RJSB and TWSB in BJSP of RM1,426,163,112 through the subscription for new shares in BJSP, for the purposes of jointly developing the Lands, where the transfer of the Lands in favour of BJSP and the subscription of shares in BJSP were completed on 4 December 2020. The SHA remains subsisting as at LPD and shall be deemed automatically terminated following the completion of the Proposed Acquisition
Share(s)	: Ordinary share(s) in our Company
Share Valuation Letter	: Valuation letter for the valuation of the Sale Shares dated 1 August 2025 issued by KPMG
Shareholder Advances	: Loans and advances extended by TWSB to BJSP prior to the date of the SSA with an aggregate amount of RM69,214,977
sq ft	: Square feet
sq m	: Square metres
SSA	: The conditional share sale agreement dated 8 September 2025 entered into between RJSB and TWSB for the Proposed Acquisition
TSS	: Tan Sri Mohamad Salim Fateh Din, the Executive Vice Chairman of our Company
TWSB or Vendor	: Tanjung Wibawa Sdn Bhd (Registration No. 201601034577 (1205518-A)), a wholly-owned subsidiary of EPF
Unconditional Date	: The date upon which all the Conditions Precedent have been obtained/fulfilled or waived (as the case may be) in accordance with the provisions of the SSA

Currency

RM and sen	: Ringgit Malaysia and sen, the lawful currency of Malaysia
-------------------	---

DEFINITIONS (Cont'd)

All references to “**you**” and “**your**” in this Circular are to our shareholders.

All references to “**our Company**” in this Circular are to MRCB and all references to “**our Group**” in this Circular are to our Company and our subsidiaries.

All references to “**we**”, “**us**”, “**our**” or “**ourselves**” in this Circular are to MRCB and where the context requires, shall include our subsidiaries.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to such statute, rules, regulation or rules of stock exchange (as the case may be) currently in force or as may be amended from time to time and any re-enactment thereof. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our 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 our Company’s and/or our Group’s plans and objectives will be achieved.

Any exchange rate translation in this Circular is provided solely for your convenience and should not be constituted as representative that the translated amounts stated in this Circular could have been or would have been converted into such other amounts or vice versa.

(The rest of this page has been intentionally left blank)

TABLE OF CONTENTS

PAGE**PART A****LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITION CONTAINING:**

EXECUTIVE SUMMARY	1
1. INTRODUCTION	4
2. DETAILS OF THE PROPOSED ACQUISITION	5
3. RATIONALE AND BENEFITS OF THE PROPOSED ACQUISITION	10
4. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS	12
5. RISK FACTORS	16
6. EFFECTS OF THE PROPOSED ACQUISITION	18
7. APPROVALS REQUIRED	20
8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED WITH THEM	20
9. AMOUNT TRANSACTED WITH THE INTERESTED DIRECTORS AND INTERESTED MAJOR SHAREHOLDER FOR THE PRECEDING 12 MONTHS	22
10. DIRECTORS' STATEMENT AND RECOMMENDATION	22
11. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE	22
12. CORPORATE EXERCISE/SCHEME ANNOUNCED BUT PENDING COMPLETION	23
13. PERCENTAGE RATIO FOR THE PROPOSED ACQUISITION	23
14. ESTIMATED TIMEFRAME FOR COMPLETION	23
15. EGM	23
16. FURTHER INFORMATION	24

PART B

LETTER TO THE NON-INTERESTED DIRECTORS AND NON-INTERESTED SHAREHOLDERS OF OUR COMPANY IN RELATION TO THE PROPOSED ACQUISITION	25
--	-----------

APPENDICES

I. TERMS OF THE BJSP RPS-A	54
II. TERMS OF THE BJSP RPS-B	57
III. INFORMATION ON BJSP	60
IV. OTHER SALIENT TERMS OF THE SSA	65

TABLE OF CONTENTS (Cont'd)

APPENDICES (Cont'd)

V.	LANDS VALUATION CERTIFICATE	70
VI.	SHARE VALUATION LETTER	77
VII.	AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024	86
VIII.	FURTHER INFORMATION	129

NOTICE OF EGM**ENCLOSED****PROXY FORM****ENCLOSED**

(The rest of this page has been intentionally left blank)

PART A

**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED
ACQUISITION**

EXECUTIVE SUMMARY

All definitions used in this Executive Summary shall have the same meaning as the words and expressions provided in the “Definitions” section.

This Executive Summary highlights the salient information of the Proposed Acquisition as set out in Part A of this Circular. You are advised to read and carefully consider the contents of this Circular, including the IAL and the appendices contained herein before voting on the resolution pertaining to the Proposed Acquisition at our forthcoming EGM.

Salient information	Description	Reference to the Circular										
Details of the Proposed Acquisition	<p>The Proposed Acquisition entails the acquisition of the Sale Shares by RJSB from the Vendor for the Purchase Consideration, as detailed below:</p> <table><tr><td></td><td>Purchase Consideration [^]</td></tr><tr><td></td><td>(RM)</td></tr><tr><td>8,000,000 BJSP Shares</td><td>1</td></tr><tr><td>1,132,930,490 BJSP RPS-A</td><td>1,578,785,022</td></tr><tr><td>Total</td><td>1,578,785,023</td></tr></table> <p>Note:</p> <p>[^] Please refer to Section 2.3 of Part A of this Circular for details on the apportionment of the Purchase Consideration between the BJSP Shares and the BJSP RPS-A.</p> <p>As at LPD, BJSP is an existing 20.00%-owned associate company of RJSB, a wholly-owned subsidiary of MRCB Land, which in turn is a wholly-owned subsidiary of our Company. Upon completion of the Proposed Acquisition, BJSP will become an indirect wholly-owned subsidiary of our Company.</p>		Purchase Consideration [^]		(RM)	8,000,000 BJSP Shares	1	1,132,930,490 BJSP RPS-A	1,578,785,022	Total	1,578,785,023	Section 2
	Purchase Consideration [^]											
	(RM)											
8,000,000 BJSP Shares	1											
1,132,930,490 BJSP RPS-A	1,578,785,022											
Total	1,578,785,023											
Basis of and justification for the Purchase Consideration	<p>The Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration the value of the Sale Shares of RM1,573,683,130 as assessed by KPMG, an Independent Valuer appointed by our Company, vide its Share Valuation Letter as set out in Appendix VI of this Circular. The value of the Sale Shares was assessed by KPMG as at 10 July 2025, being the valuation date, using the ANAV method and taking into consideration the following:</p> <ul style="list-style-type: none">(a) the market value of the Lands of RM2,060,000,000 as appraised by IVPS as at 10 July 2025, being the material date of valuation, vide its Lands Valuation Certificate, using the comparison approach;(b) the unaudited NA value of BJSP as at 30 June 2025 of RM1,399,937,451; and(c) the principal amount and cumulative dividends of the BJSP RPS-A accrued up to the valuation date of 10 July 2025. <p>In carrying out the valuation of the Sale Shares, KPMG had relied on the market value of the Lands as appraised by IVPS and adjusted it by deducting the tax impact arising from the revaluation surplus of the Lands, being the difference between the unaudited NBV of the Lands (excluding capitalised costs) as at 30 June 2025 of RM1,426,163,112 and the market value of the Lands of RM2,060,000,000. The valuation of the Sale Shares is computed in the manner as set out in Section 2.3 of Part A of this Circular.</p>	Section 2.3										

EXECUTIVE SUMMARY (Cont'd)

Salient information	Description	Reference to the Circular
Rationale and benefits of the Proposed Acquisition	Both our Group and EPF are cognisant of the holding costs of the Lands and the need to plan ahead in order to commence the development of the Lands. As such, both parties have agreed to the Proposed Acquisition and the termination of the SHA upon the completion of the Proposed Acquisition, which will afford our Group full control over the entire development of the Lands, whilst allowing EPF to exit its investment in BJSP. This will allow the parties to re-channel and deploy their financial and operational resources in a more efficient manner. For your information, our management is currently assessing and considering the feasibility of developing data centres on all or part of the Lands. As the assessment is still at a preliminary stage and involves various technical, commercial and regulatory considerations that require further analysis, the expected timeline to complete the feasibility study to develop data centres cannot be determined at this juncture. Furthermore, our Group has not submitted any application pertaining to data centres development to the relevant authorities as at LPD.	Section 3
Risk factors	As BJSP is an existing 20.00%-owned associate company of RJSB, a wholly-owned subsidiary of MRCB Land, which in turn is a wholly-owned subsidiary of our Company, and the principal activities of our Company and BJSP are predominantly the same, our Group will continue to be exposed to risks inherent in the property development and property investment sectors. Other risk factors which may arise from the Proposed Acquisition include non-completion of the Proposed Acquisition, investment risk, funding risk, compulsory acquisition of land by the Government of Malaysia and political, economic and regulatory risks.	Section 5
Approvals required	<p>The Proposed Acquisition is subject to and conditional upon the following approvals/consents being obtained:</p> <ul style="list-style-type: none">(i) our shareholders at our forthcoming EGM in respect of the Proposed Acquisition; and(ii) RJSB having obtained (at its own costs and expense) either (a) a written confirmation from the MOE to RJSB which states that the MOE's approval is not required by RJSB for the acquisition of the Sale Shares because RJSB satisfies the definition of "Bumiputera interest" under the MOE Guidelines; or (b) the written approval of the MOE in respect of RJSB's acquisition of the Sale Shares pursuant to the MOE Guidelines. For information purpose, the relevant application was submitted to the MOE on 9 October 2025 and the letter of no objection from the MOE in respect of the Proposed Acquisition has been obtained by RJSB on 11 November 2025. <p>The Proposed Acquisition is not conditional upon any other corporate proposal undertaken or to be undertaken by our Company.</p>	Section 7

EXECUTIVE SUMMARY (Cont'd)

Salient information	Description	Reference to the Circular
Interests of Directors, major shareholders and/or persons connected with them	<p>Save for the Interested Major Shareholder and Interested Directors as set out in Section 8 of Part A of this Circular, none of the Directors, major shareholders of our Company and/or persons connected with them have any interest, whether direct and/or indirect, in the Proposed Acquisition.</p> <p>In addition to the above, TSS and DIS have decided to voluntarily abstain and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition for good corporate governance, based on the reasons as set out in Section 8 of Part A of this Circular. TSS, DIS and GSB shall also abstain and undertake to ensure that all persons connected with them shall abstain from voting in respect of their direct and/or indirect interest in our Company, if any, on the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.</p>	Section 8
Directors' statement and recommendation	<p>Our Board (save for the Interested Directors, TSS and DIS), after having considered all aspects of the Proposed Acquisition (including the evaluation and recommendation of the Independent Adviser), is of the opinion that the Proposed Acquisition is in the best interest of our Company.</p> <p>Accordingly, our Board (save for the Interested Directors, TSS and DIS) recommends that you vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.</p>	Section 10
Statement by the Audit and Risk Management Committee	<p>The Audit and Risk Management Committee, after having considered all aspects of the Proposed Acquisition (including the evaluation and recommendation of the Independent Adviser), is of the opinion that the Proposed Acquisition is in the best interest of our Company, fair, reasonable and on normal commercial terms, and not detrimental to the interests of the non-interested shareholders of our Company.</p>	Section 11

(The rest of this page has been intentionally left blank)



MALAYSIAN RESOURCES CORPORATION BERHAD

(Registration No. 196801000388 (7994-D))
(Incorporated in Malaysia)

Registered office

Level 33A, Menara NU 2
No. 203, Jalan Tun Sambanthan
Kuala Lumpur Sentral
50470 Kuala Lumpur

25 November 2025

Board of Directors

Dato' Mohamad Nasir Ab Latif (*Non-Independent Non-Executive Chairman*)
Tan Sri Mohamad Salim Fateh Din (*Executive Vice Chairman*)
Datuk Mohd Imran Mohamad Salim (*Group Managing Director*)
Mohamad Hafiz Kassim (*Non-Independent Non-Executive Director*)
Dato' Wan Kamaruzaman Wan Ahmad (*Senior Independent Director*)
Dato' Dr Junaidah Kamarruddin (*Independent Director*)
Lim Fen Nee (*Independent Director*)
Datuk Rashidah Mohd Sies (*Independent Director*)

To: Our shareholders

Dear Sir/Madam,

PROPOSED ACQUISITION

1. INTRODUCTION

On 8 September 2025, AmlInvestment Bank had, on behalf of our Board, announced that RJSB had on even date entered into the SSA with TWSB for the Proposed Acquisition, upon the terms and conditions as set out in the SSA.

In view of the interests of the Interested Directors and the Interested Major Shareholder in the Proposed Acquisition as set out in Section 8 of Part A of this Circular, the Proposed Acquisition is deemed as a related party transaction pursuant to the provisions of Paragraph 10.08 of the Listing Requirements.

Accordingly, our Board (save for the Interested Directors, TSS and DIS) had on 13 January 2025 appointed Kenanga IB as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of our Company on the Proposed Acquisition. The IAL from Kenanga IB in relation to the Proposed Acquisition is set out in Part B of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED ACQUISITION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, INCLUDING THE IAL AND THE APPENDICES CONTAINED HEREIN, BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ACQUISITION

The Proposed Acquisition entails the acquisition of the Sale Shares by RJSB from the Vendor for the Purchase Consideration, as detailed below:

	Purchase Consideration [^]
	(RM)
8,000,000 BJSP Shares	1
1,132,930,490 BJSP RPS-A	1,578,785,022
Total	1,578,785,023

Note:

[^] Please refer to Section 2.3 of Part A of this Circular for details on the apportionment of the Purchase Consideration between the BJSP Shares and the BJSP RPS-A.

The Sale Shares acquired by RJSB will be (i) free from all claims, liens, charges, and encumbrances and with full legal and beneficial title; (ii) with all rights attaching thereto (including all dividends and distributions, whether declared or undeclared, in respect thereof); and (iii) with all terms, rights, privileges and restrictions of the BJSP RPS-A, with effect from the Completion Date.

As at LPD, BJSP is an existing 20.00%-owned associate company of RJSB, a wholly-owned subsidiary of MRCB Land, which in turn is a wholly-owned subsidiary of our Company. Upon completion of the Proposed Acquisition, BJSP will become an indirect wholly-owned subsidiary of our Company.

2.1 Information on BJSP

BJSP was incorporated in Malaysia on 21 April 2017 under the Act as a private limited company and commenced its business operations in 2020. BJSP is principally involved in property development and property investment.

As at LPD:

- (i) the issued share capital of BJSP is RM1,426,164,112 comprising 10,000,000 BJSP Shares, 1,416,163,112 BJSP RPS-A and 1,000 BJSP RPS-B, which are held by the following shareholders:

	BJSP Shares		BJSP RPS-A		BJSP RPS-B	
Name	No.	%	No.	%	No.	%
RJSB	2,000,000	20.00	283,232,622	20.00	-	-
TWSB	8,000,000	80.00	1,132,930,490	80.00	-	-
MRCB Land	-	-	-	-	1,000	100.00
Total	10,000,000	100.00	1,416,163,112	100.00	1,000	100.00

For your information, the terms of the BJSP RPS-A and BJSP-RPS B are set out in Appendices I and II of this Circular respectively;

- (ii) the directors of BJSP are Tan She Yen, Fariza Ali @ Taib, Marilyn Teoh May Lyn, Kwan Joon Hoe and Norizuan Abu Zarim, all of whom are Malaysians; and

- (iii) BJSP is the registered and beneficial owner of the Lands, details of which are set out below:

Lot No./ Title description	Pajakan Negeri 54725, Lot 104028, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Pajakan Negeri 54978, Lot 104027, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Pajakan Negeri 54946, Lot 104025, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Description	Commercial land		
Existing use	Recreational park	Vacant	Vacant
Land area	97,720 sq m 1,051,848 sq ft	37,320 sq m 401,709 sq ft	173,800 sq m 1,870,766 sq ft
Tenure	99 years leasehold expiring on 7 December 2116		
Encumbrance	Nil		
Audited NBV as at 31 December 2024	RM1,485,176,643		
Date of valuation	10 July 2025		
Valuation methodology	Comparison approach ⁽¹⁾		
Market value ⁽²⁾	RM2,060,000,000		

Notes:

- (1) *The comparison approach of valuation entails a critical analysis of recent evidence of values of comparable properties in the neighbourhood and making adjustments for differences. In assessing the market value of the Lands, IVPS has taken into consideration all relevant factors, including amongst others, the neighbourhood of the properties and their market condition, land size, tenure, land use and plot ratio of the Lands.*
- (2) *As appraised by IVPS vide its Lands Valuation Certificate as set out in Appendix V of this Circular.*

For information purpose, a portion of the Lands is leased out to various tenants at different lease terms (i.e. differences in area, rental rates and tenure) for various purposes such as setting up a ready mixed concrete batching plant and casting yard, car park, and for the installation and operation of telecommunications equipment. The range of rental income per month and the total rental income received in the past three (3) financial years from FYE 31 December 2022 to FYE 31 December 2024 and for the nine (9)-month FPE 30 September 2025 are as follows:

	Audited FYE 31 December			Unaudited nine (9)-month FPE 30 September
	2022	2023	2024	2025
	RM'000	RM'000	RM'000	RM'000
Range of rental income per month	83 to 110	70 to 85	68 to 91	50 to 92
Total rental income received	1,156	899	904	642

Further information on BJSP is set out in Appendix III of this Circular.

2.2 Information on TWSB

TWSB was incorporated in Malaysia on 17 October 2016 under the Companies Act 1965 as a private limited company and is deemed registered under the Act. TWSB is a wholly-owned subsidiary of EPF and is principally involved in investment holding.

As at LPD:

- (i) the issued share capital of TWSB is RM1,149,417,849 comprising 16,487,359 ordinary shares and 1,132,930,490 redeemable convertible preference shares. EPF is the sole holder of the ordinary shares and the redeemable convertible preference shares in TWSB; and
- (ii) the directors of TWSB are W Norhasmah Wan Ismail and Teh Chun Yee, all of whom are Malaysians. None of the directors has direct or indirect shareholding in TWSB.

2.3 Basis of and justification for the Purchase Consideration

The Purchase Consideration was arrived at on a willing buyer-willing seller basis after taking into consideration the value of the Sale Shares of RM1,573,683,130 as assessed by KPMG, an Independent Valuer appointed by our Company, vide its Share Valuation Letter as set out in Appendix VI of this Circular. The value of the Sale Shares was assessed by KPMG as at 10 July 2025, being the valuation date, using the ANAV method and taking into consideration the following:

- (a) the market value of the Lands of RM2,060,000,000 as appraised by IVPS as at 10 July 2025, being the material date of valuation, vide its Lands Valuation Certificate, using the comparison approach;
- (b) the unaudited NA value of BJSP as at 30 June 2025 of RM1,399,937,451; and
- (c) the principal amount and cumulative dividends of the BJSP RPS-A accrued up to the valuation date of 10 July 2025.

In carrying out the valuation of the Sale Shares, KPMG had relied on the market value of the Lands as appraised by IVPS and adjusted it by deducting the tax impact arising from the revaluation surplus of the Lands, being the difference between the unaudited NBV of the Lands (excluding capitalised costs) as at 30 June 2025 of RM1,426,163,112 and the market value of the Lands of RM2,060,000,000. The valuation of the Sale Shares is computed as follows:

	(RM)
NA value of BJSP as at 30 June 2025	1,399,937,451
<u>Adjustments:</u>	
Less: Impairment of land development costs	(1) (7,058,734)
Add: Revaluation surplus of the Lands	(2) 633,836,888
Less: Tax impact arising from the revaluation of the Lands	(3) (59,611,692)
ANAV of 100% interest in BJSP	1,967,103,913
ANAV of 80% interest in BJSP – total value of the Sale Shares	1,573,683,130
<u>Breakdown of the valuation of the Sale Shares</u>	
8,000,000 BJSP Shares	(4) 1
1,132,930,490 BJSP RPS-A	(4) 1,573,683,129
Total valuation of the Sale Shares	1,573,683,130

Notes:

- (1) Represents land development costs that were incurred and capitalised in connection with the application for the development order for a proposed mixed-use development. These costs are considered sunk costs by our Company and no longer relevant to the future development of the Lands. Hence, these costs are fully impaired by KPMG.

- (2) The revaluation surplus of the Lands based on the market value appraised by IVPS is set out below:

	(RM)
Market value of the Lands appraised by IVPS	2,060,000,000
Less: Unaudited NBV of the Lands as at 30 June 2025	(1,426,163,112)
Revaluation surplus	633,836,888

- (3) The tax impact arising from the revaluation of the Lands is estimated based on corporate income tax rate of 24% over the revaluation surplus of the Lands, net of other tax deductible costs (i.e. stamp duty, assessment and quit rent, and development costs) amounting to RM60.68 million, with adjustment for time value of money as the tax impact will be payable over the expected development phases within a development period of c. 20 years as provided by our management.

The calculation of the tax impact arising from the revaluation of the Lands are as follows:

	(RM)
Revaluation surplus of the Lands	633,836,888
Less: Stamp duty	(42,800,496)
Assessment and quit rent	(10,819,398)
Land development costs *	(7,058,734)
Total other tax deductible costs	(60,678,628)
Revaluation surplus of the Lands, net of other tax deductible costs	573,158,260
Corporate income tax rate (%)	24%
Estimated tax impact	137,557,982
Present value of estimated tax impact ^	59,611,692

Notes:

* KPMG has fully impaired these costs in the valuation of the Sale Shares as our management has deemed these costs as sunk and are no longer relevant for the future development of the Lands. Notwithstanding this, for corporate income tax computation purposes, these costs are tax deductible.

^ KPMG has estimated the present value of the estimated tax impact assuming that the tax impact will be payable over the expected development phases within a development period of c. 20 years as provided by our management. In this regard, a 7% discount rate, based on the cost of debt of BJSP, is applied in the adjustment for time value of money.

- (4) The total principal and cumulative dividends of the BJSP RPS-A amount to RM2,054,985,582, made up of principal of RM1,416,163,112 and cumulative dividends of RM638,822,470 accrued up to the valuation date of the Sale Shares as of 10 July 2025. As the total principal and cumulative dividends of BJSP RPS-A exceed the valuation of BJSP, and the BJSP RPS-A ranks in priority to the BJSP Shares and BJSP RPS-B, the entire valuation of BJSP will be firstly distributed to the BJSP RPS-A holders and RM1.00 notional value is assigned to the BJSP Shares.

While the Purchase Consideration represents a slight premium of RM5,101,893 or approximately 0.32% over the valuation for the Sale Shares of RM1,573,683,130 as assessed by KPMG, our Board (save for the Interested Directors, TSS and DIS) is of the opinion that the Purchase Consideration is reasonable after taking into consideration the following:

- (i) the rationale and benefits of the Proposed Acquisition as set out in Section 3 of Part A of this Circular, including our Group gaining full control over the future development of the Lands;
- (ii) the prospects of BJSP, taking into consideration the development potential of the Lands as set out in Section 4.3 of Part A of this Circular; and

- (iii) the evaluation and recommendation of the Independent Adviser on the fairness and reasonableness of the Proposed Acquisition.

Pursuant to the terms of the SSA, in the event the market value of the Lands shall be varied/adjusted pursuant to any comments provided by the relevant authorities on the valuation report submitted to the relevant authorities for the purpose of the Proposed Acquisition, RJSB shall notify TWSB in writing of such variation/adjustment, attaching to such notification, comments provided by the relevant authorities and/or documentary evidence pertaining to the comments provided by the relevant authorities within three (3) days ("**Adjustment Notification**"). Thereafter, RJSB shall procure our Company to go through our internal approval process with regard to any variation/adjustment, and if our Board does not give its approval to the Proposed Acquisition within 14 business days from the date of TWSB's receipt of the Adjustment Notification, the Conditions Precedent shall be deemed to have not been met and the SSA shall terminate in accordance with Sections 1(ii) to (iv) of Appendix IV of this Circular.

For the avoidance of doubt, in the event the market value of the Lands is varied/adjusted pursuant to the above, the valuation of the Sale Shares as assessed by KPMG may accordingly be varied/adjusted as a consequence. For your information, as at LPD, there is no variation/adjustment to the market value of the Lands.

2.4 Mode of settlement

The Purchase Consideration will be satisfied entirely in cash in the following manner:

Mode of settlement	Date of settlement	Note	Purchase Consideration
			RM
Earnest Deposit	On the date of the SSA	(i)	47,363,550
Balance Deposit	Within five (5) business days from the Unconditional Date	(ii)	110,514,952
Balance	On or before the Completion Date	(iii)	1,420,906,521
Total			1,578,785,023

Notes:

- (i) Being 3.00% of the Purchase Consideration paid to the Vendor.
- (ii) Being 7.00% of the Purchase Consideration to be paid to the Vendor.
- (iii) Being 90.00% of the Purchase Consideration to be paid to the Vendor.

Pursuant to the terms of the SSA, if RJSB fails to pay the Earnest Deposit or the Balance Deposit or any part thereof in accordance with the schedule above, RJSB shall additionally be liable to pay to the Vendor interest on that sum at the rate of 10% per annum calculated on a daily basis from the due date for payment until the date of actual receipt by the Vendor of cleared funds of the Earnest Deposit and the Balance Deposit.

2.5 Source of funding

The Purchase Consideration will be funded entirely through external borrowings.

2.6 Additional financial commitment

Our Company does not expect to incur any additional financial commitment to put the business of BJSP on-stream as BJSP is already in operation, save for the future development cost of the Lands.

2.7 Liabilities and guarantees

For your information, TWBSB had, prior to the date of the SSA, extended the Shareholder Advances to BJSP. The Shareholder Advances, which carry an interest rate of 7% per annum, were used to fund the land related and development costs, including, amongst others, the land premium, statutory contributions, quit rent and assessment, development order processing fees and consultancy fees. In the event RJSB settles the Shareholder Advances in full for and on behalf of BJSP, then such interest shall continue to be accrued and payable by BJSP to RJSB in respect of the advances provided by RJSB for such settlement, which will be eliminated in the consolidated financial statements of the Company. Hence, the interest savings by BJSP arising from the settlement of the Shareholder Advances by RJSB for and behalf of BJSP amounts to approximately RM4.85 million, representing an interest rate of 7% of the Shareholder Advances.

Based on the unaudited financial statements of BJSP for the nine (9)-month FPE 30 September 2025, the cash and bank balances of BJSP stood at approximately RM0.24 million. Accordingly, it is anticipated that BJSP may not have the financial ability to repay and settle the Shareholder Advances.

Save for the Shareholder Advances which RJSB shall be required to fully repay and settle for and on behalf of BJSP on the Completion Date in the event that BJSP fails to fully repay and settle the Shareholder Advances or any part thereof in accordance with the SSA, there is no liability, including any contingent liability, and guarantee to be assumed by our Group arising from the Proposed Acquisition.

2.8 Original cost of investment and date of investment

The original cost and date of investment in the Sale Shares by the Vendor are as follows:

Date of investment	No. of Sale Shares	Cost of investment
		RM
19 December 2018	8,000,000 BJSP Shares	8,000,000
	1,066,597,322 BJSP RPS-A	1,066,597,322
		1,074,597,322
4 December 2020	66,333,168 BJSP RPS-A	66,333,168
	Total	1,140,930,490

2.9 Other salient terms of the SSA

The other salient terms of the SSA are set out in Appendix IV of this Circular.

3. RATIONALE AND BENEFITS OF THE PROPOSED ACQUISITION

On 28 October 2015, RJSB had entered into a privatisation agreement (as amended and varied by supplemental agreements dated 29 January 2016, 21 April 2017 and 9 February 2018) with the Government of Malaysia, as represented by the Ministry of Youth and Sports, and Syarikat Tanah dan Harta Sdn Bhd (“**Hartanah**”) for the refurbishment and upgrading of facilities located at the National Sports Complex in Bukit Jalil, Kuala Lumpur. In consideration of RJSB agreeing to undertake the privatisation project, the Government of Malaysia will cause the Federal Lands Commissioner to transfer the Lands via Hartanah to RJSB and/or its nominee(s) upon completion of the project. The Lands were subsequently transferred by the Federal Lands Commissioner via Hartanah to BJSP in place of RJSB on 17 April 2018 pursuant to the SHA which remains subsisting as at LPD.

BJSP was incorporated as a special purpose vehicle to facilitate the joint venture between our Group and EPF to undertake the development and construction of a mixed development on the Lands ("**Initial Planned Mixed Development**"). The development plans for the Initial Planned Mixed Development were submitted to the relevant authorities and were approved in November 2020. Development of the Lands were expected to commence in 2023.

However, the 2019 coronavirus disease pandemic ("**COVID-19**"), which began in December 2019, prompted the implementation of nationwide lockdowns and restrictive measures across many countries worldwide, including Malaysia. These measures, particularly the movement control orders and global supply chain disruptions, significantly disrupted normal business operations of our Group, which led to raw material shortages and increased costs. The ensuing border closures also resulted in labour shortages in Malaysia, particularly in the construction and industrial sectors, which are heavily reliant on foreign workers. These challenges significantly impacted our Group's operations and were further exacerbated by repeated lockdowns and the closure of construction sites. For instance, our Group's TRIA Seputeh Residence and Sentral Suites were delayed due to the COVID-19 complications. The unanticipated delays in project completions, coupled with rising raw materials prices, placed a strain on our Group's cash flows during this period, and to some extent, impacted the timeline and planning of our Group's upcoming projects, which included the Initial Planned Mixed Development.

Our management has also observed a growing trend in recent years, particularly since 2020, where Malaysia has emerged as a leading data centre hub in Southeast Asia, driven by its strategic location, supportive policies and competitive infrastructure, and has attracted significant investments from global tech companies. Having considered the positive outlook in the Malaysian data centre space, our Group and EPF have had lengthy discussions on potential revision(s) to the Initial Planned Mixed Development. However, the discussions have not come to any conclusive outcome as the parties have since opted to proceed with the Proposed Acquisition.

Both our Group and EPF are cognisant of the holding costs of the Lands and the need to plan ahead in order to commence the development of the Lands. As such, both parties have agreed to the Proposed Acquisition and the termination of the SHA upon the completion of the Proposed Acquisition, which will afford our Group full control over the entire development of the Lands, whilst allowing EPF to exit its investment in BJSP. This will allow the parties to re-channel and deploy their financial and operational resources in a more efficient manner. For your information, our management is currently assessing and considering the feasibility of developing data centres on all or part of the Lands. As the assessment is still at a preliminary stage and involves various technical, commercial and regulatory considerations that require further analysis, the expected timeline to complete the feasibility study to develop data centres cannot be determined at this juncture. Furthermore, our Group has not submitted any application pertaining to data centres development to the relevant authorities as at LPD.

In view of the above and after considering the potential development of the Lands and its prospects as set out in Section 4.3 of Part A of this Circular, our Board is of the view that the Proposed Acquisition is expected to contribute positively to our Group.

(The rest of this page has been intentionally left blank)

4. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

4.1 Overview and outlook of the Malaysian economy

The Malaysian economy expanded by 5.2% in the third quarter (“**3Q**”) of 2025 (second quarter (“**2Q**”) 2025: 4.4%), driven by sustained domestic demand and higher net exports. Household spending was supported by positive labour market conditions, income-related policy measures, and cash assistance programmes. Investment activity was underpinned by continued capital expansion by both private and public sectors. On the external front, net exports registered higher growth as export growth outpaced import growth.

On the supply side, growth was led by the services and manufacturing sectors. Growth in the services sector was mainly contributed by consumer-related sub-sectors, while the manufacturing sector’s performance was driven by stronger production in electrical and electronics (“**E&E**”) and consumer-related goods. Meanwhile, the mining and quarrying sector rebounded, reflecting a recovery in crude oil and natural gas production post-scheduled maintenance work. On a quarter-on-quarter, seasonally-adjusted basis, growth expanded by 2.4% (2Q 2025: 2.2%).

Headline inflation remained stable at 1.3%, while core inflation increased to 2% (2Q 2025: 1.3% and 1.8%, respectively). While the higher core inflation added impetus to headline inflation during the quarter, this was offset by declines in selected administered prices. In particular, electricity (-4.6%; 2Q 2025: 0%) and diesel (-5%; 2Q 2025: 8%) prices were lower during the quarter, in line with the recent electricity tariff restructuring and moderate global cost conditions. Inflation pervasiveness, measured by the share of Consumer Price Index (CPI) items registering monthly price increases, edged higher to 43.8% during the quarter (2Q 2025: 41.8%), while remaining below the historical average of 44.5%.

In the third quarter of 2025, the ringgit’s nominal effective exchange rate (NEER) appreciated by 0.8% (year-to-date (“**YTD**”) as of 12 November 2025: 5.3%) against the currencies of Malaysia’s major trading partners. The ringgit also remained broadly stable against the United States (“**US**”) dollar, with a marginal appreciation of 0.05% (YTD as of 12 November 2025: 8.2%). This movement was driven by both external and domestic factors. On the external front, the US Federal Reserve’s easing of monetary policy in September coupled with expectations of further rate cuts amid growing concerns about the US economy’s outlook, has supported the ringgit during the quarter. In addition, the announcement of trade agreements between the US and several of its trading partners, including Malaysia, has helped ease tariff-related uncertainties and improve sentiment, further supporting the ringgit’s performance.

Domestically, Malaysia’s positive economic growth prospects, supported by the Government of Malaysia’s commitment to domestic structural reforms and fiscal sustainability, will continue to provide support to the ringgit. Bank Negara Malaysia (“**BNM**”) remains committed to ensuring the orderly functioning of the domestic foreign exchange market.

Despite the challenging external environment, Malaysia’s economic outlook remains on track to achieve growth between 4% and 4.8% in 2025, supported by resilient domestic demand. Household spending will be supported by continued employment and wage growth, as well as income-related policy measures. Investment activity will be sustained by progress of infrastructure projects, further realisation of approved private investments, and the implementation of national master plans. On the external front, export growth is expected to be impacted by tariffs and more moderate external demand. However, growth would be supported by continued demand for E&E goods, inbound tourism and the recovery in mining-related exports.

BNM Governor Dato' Sri Abdul Rasheed Ghaffour says, 'Malaysia's economy grew by 4.7% in the first nine months of 2025, within the official forecast range of 4% – 4.8%, reflecting our continued resilience in the face of global challenges. Looking ahead, global economic conditions will remain challenging and we need to keep strengthening our economic buffers to weather any headwinds that may come our way.'

Both headline and core inflation are expected to remain moderate for the remainder of the year, supported by steady domestic demand and continued easing in global cost conditions. These factors, together with Government of Malaysia measures to cushion the impact of domestic policy reforms on households, will help sustain a low and stable inflation environment. Heading into 2026, inflation is expected to remain moderate amid steady domestic demand, stable labour market conditions, and favourable supply conditions.

(Source: Economic and Financial Developments in Malaysia in the Third Quarter of 2025, Press Release by BNM on 14 November 2025)

4.2 Overview and outlook of the property sector

The property market in first half ("H1") 2025 recorded a total of 196,232 transactions worth RM107.68 billion, reflecting a 1.3% decline in volume, while value rose by 1.9% compared to H1 2024 (198,906 transactions worth RM105.65 billion). Of the total transactions, 66.3% (130,071 transactions) were transfers dated in H1 2025, while the remaining percentage represented transfers from prior years. All states experienced a decline, except for Johor, Kelantan, Kedah, Wilayah Persekutuan Kuala Lumpur and Negeri Sembilan, which recorded modest growth.

The residential sub-sector retained the largest share of the overall property transactions, with 61.3% contribution in volume. This was followed by agriculture (19.0%), commercial (10.8%), development land and others (6.7%) and industrial (2.1%). Similarly in value, residential took the lead with 45.9% share, followed by commercial (22.7%), industrial (13.2%), development land and others (10.2%) and agriculture (8.0%).

Commercial Property

The commercial sub-sector experienced a softening in market performance in H1 2025, with transactions volume declined slightly by 1.3% to 21,260 transactions. Despite the drop in volume, the total value of commercial transactions rose by 3.1%, reaching RM24.45 billion, compared to H1 2024 (21,537 transactions worth RM23.71 billion). Most states recorded an increase in commercial transactions, except for Selangor, Pulau Pinang, Johor, Sarawak, Kedah, Perlis and Wilayah Persekutuan Labuan, which saw declines.

Industrial Property

The industrial sub-sector showed improved market activity in H1 2025. A total of 4,148 transactions worth RM14.25 billion, representing an increase of 8.5% in volume and 5.6% in value compared to H1 2024 (3,822 transactions worth RM13.50 billion). The burgeoning e-commerce sector and data centre in Malaysia showed industrial property, especially warehouses and vacant industrial land with good access and infrastructure incorporating green and sustainable elements, still in demand.

Selangor remained the most active state, contributing 34.5% (1,433 transactions) to the national transaction volume, followed by Johor with 17.6% (732 transactions) and Sarawak with 17.2% (361 transactions). By property type, terraced factory/warehouse dominated the market, accounting for 34.7% (1,440 transactions) of total industrial transactions. This was followed by vacant industrial plots, which made up 27.6% (1,146 transactions) of the total.

The industrial unsold completed situation improved in H1 2025. The unsold completed volume and value decreased by 1.3% to 696 unsold completed units, compared to 705 units in second half (“H2”) 2024. However, the total value of unsold completed units rose by 13.0%, reaching RM0.79 billion, up from RM0.70 billion in the previous period. By state, Sarawak continued to record the highest number of unsold completed units, accounting for 40.7% of the total (283 units). This was followed by Johor with a 15.1% share (105 units) and Perak with 11.2% (78 units).

By property type, terraced factories continued to lead the industrial unsold completed units, representing 63.7% (443 units) of the total, mostly recorded in Sarawak. In terms of value, most of the industrial unsold completed units were priced above RM1.0 million, comprising 36.6% (255 units). On a similar note, the unsold not constructed units declined to just 47 units compared to 202 units in H2 2024. However, the unsold under construction units increased to 872 units, up from 801 units recorded in the previous period.

The property market’s trajectory in 2025 is expected to remain stable, albeit cautious. The performance of the property market showed a sign of moderation, influenced by softer market activity, a slight increase of unsold units, and mixed performance in construction activity. The slowdown in market activity was driven by subdued transaction performance in the residential, commercial, and agricultural sub-sectors. Nevertheless, the industrial and development lands segment continues to show resilience, supported by rising demand for logistics and warehousing facilities amid sustained growth in the e-commerce sector. Strategic industrial zones with strong infrastructure and connectivity remain attractive to both local and foreign investors.

Residential demand is shifting toward more affordable units, supported by various government initiatives outlined in the Budget 2025. These include providing guarantees of up to RM10 billion under Skim Jaminan Kredit Perumahan (SJKP) and the extension of the stamp duty exemption period for first-time home buyers purchasing properties valued at RM500,000 and below, effective until December 2025. While policy support and selective demand drivers provide a foundation for stability, the broader outlook remains vulnerable to external economic shifts and domestic affordability constraints. As the national economy has been revised and projected downwards to 4.0% to 4.8%, the property market is experiencing modest expansion with caution, considering global economic challenges, domestic demand fluctuations and an unpredictable external risk.

(Source: Property Market Report First Half 2025, Valuation and Property Services Department, Ministry of Finance Malaysia)

Data Centre Property

The data centre market has remained relatively stable, with vacancy levels holding steady over recent quarters. However, a slight uptick in vacancy is anticipated with the completion of upcoming developments such as Vantage Data Centres – KUL14, particularly in instances where anchor tenants have not yet been secured. Despite this, the overall market remains well-balanced, with no immediate risks of oversupply.

Market activity has been notably vibrant, marked by increasing interest and investment from major global cloud service providers. Notably, in the second half of 2024, Microsoft contracted 22.4 megawatt with EdgeConneX in Cyberjaya, while Amazon Web Services commenced construction on three (3) self-build sites in Bukit Jalil, Cyberjaya, and Negeri Sembilan. Microsoft has also advanced into the next development phase of its Cyberjaya campus, and Google's build-lease project with Sime Darby Property Berhad is visibly progressing.

In February 2025, Quantum Alpha Sdn Bhd, a wholly-owned subsidiary of EcoWorld Development Group Berhad, announced and signed an agreement with Google's local subsidiary, Pearl Computing Malaysia Sdn Bhd, to develop and lease data centres on 92.44 acres of land in Eco Business Park V.

The market is currently dominated by established operators such as Bridge Data Centre, AIMS Data Centre, NTT Global Data Centers, Telekom Malaysia Berhad and Vantage Data Centers. However, the competitive landscape is expected to intensify with the entry and expansion of major international players, including EdgeConneX, Microsoft and Amazon Web Services. Supported by a robust development pipeline and sustained global demand, the data centre market remains well-positioned for continued growth and greater international participation.

(Source: IVPS research)

4.3 Prospects of BJSP

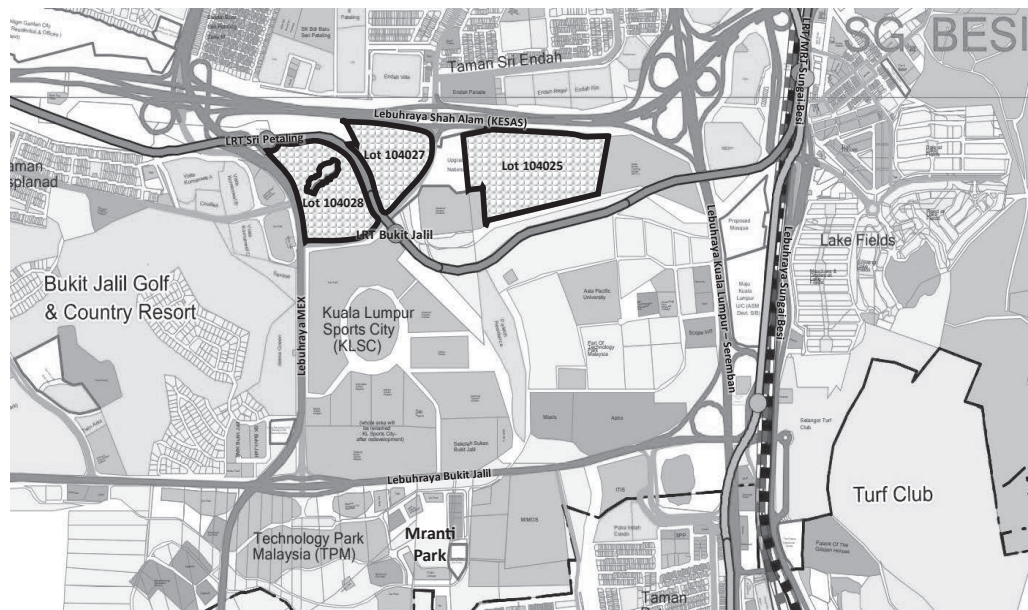
BJSP is a joint venture between our Group and EPF, with the purpose of carrying out the Initial Planned Mixed Development, consisting of office towers, hotels, retail shops, small offices/virtual offices, small offices/home offices, serviced apartments and residential towers. As there has been no progress to the Initial Planned Mixed Development and since it has not proceeded as initially planned, the parties have been considering alternatives including revision(s) to the Initial Planned Mixed Development but could not come to any conclusive decision on this matter. Our management is currently assessing a variation to the mix of properties planned for development, taking into consideration, amongst others, current market demand and financing requirements as well as the possibility of including data centre(s) as part of the development, which our management believes could benefit from several strategic advantages, including:

- (i) **Connectivity:** The area is well-connected by major highways and public transportation, including proximity to light-rail transit ("LRT") and mass rapid transit ("MRT") stations (i.e. Sri Petaling LRT, Bukit Jalil LRT and Sungai Besi MRT), ensuring ease of accessibility for clients, employees and other stakeholders.
- (ii) **Extended Ecosystem:** The Lands are located approximately 1.9 kilometres from the Malaysian Research Accelerator for Technology & Innovation ("MRANTI") Park in Bukit Jalil, a prime venue for the establishment of hyperscale data centres, offering critical infrastructure for large-scale cloud computing and data storage. With the escalating demand for such facilities, data centre operators are actively exploring nearby alternative lands, thereby significantly enhancing interest in the Lands.

The Lands can serve as an enlarged hub to the vibrant and collaborative communities in MRANTI. Data centre operators can leverage on this established ecosystem to enhance their service offerings, drive technological advancements as well as foster innovation and synergies.

(The rest of this page has been intentionally left blank)

The location map for the Lands and other key landmarks surrounding the Lands are set out below:



However, our Company will conduct feasibility and environmental studies before embarking on, including but not limited to, the development of any data centre(s) on the Lands. For the avoidance of doubt, our Company will only finalise the development plans for the Lands upon completion of the Proposed Acquisition and after gaining full control over the Lands.

Premised on the above and after taking into consideration the rationale and benefits of the Proposed Acquisition as set out in Section 3 of Part A of this Circular, our Board expects the Proposed Acquisition to contribute positively to the future earnings of our Group and support our long term strategies and objectives.

(Source: Our management)

5. RISK FACTORS

As BJSP is an existing 20.00%-owned associate company of RJSB, a wholly-owned subsidiary of MRCB Land, which in turn is a wholly-owned subsidiary of our Company, and the principal activities of our Company and BJSP are predominantly the same, our Group will continue to be exposed to risks inherent in the property development and property investment sectors. Other risk factors which may arise from the Proposed Acquisition include the following:

5.1 Non-completion of the Proposed Acquisition

The completion of the Proposed Acquisition is conditional upon, amongst others, the satisfaction or waiver (where legally permissible), as the case may be, of the Conditions Precedent on or before the Cut-Off Date in accordance with the terms of the SSA. There can be no assurance that the Conditions Precedent will be fulfilled or waived in a timely manner or at all. In the event any of the Conditions Precedent cannot be fulfilled or waived on or before the Cut-Off Date, RJSB or the Vendor shall be entitled to terminate the SSA and all the potential benefits arising from the Proposed Acquisition will not materialise.

Our Company will take reasonable steps and use our best endeavors to ensure that the Conditions Precedent are met within the stipulated timeframe and that every effort is taken to obtain the requisite approvals and to perform our obligations in accordance with the terms of the SSA in order to complete the Proposed Acquisition in a timely manner.

5.2 Investment risk

The Proposed Acquisition is expected to enhance the earnings of our Group in the future. However, there can be no assurance that the anticipated benefits of the Proposed Acquisition as set out in Section 3 of Part A of this Circular will be realised or that our Group will be able to generate sufficient returns through our further investment in BJSP to offset the costs incurred for the Proposed Acquisition.

Our Board will exercise due care in considering the potential risks and benefits associated with the Proposed Acquisition, and our Board believes that the Proposed Acquisition will be value accretive to our Group, after taking into consideration amongst others, the prospects of BJSP as set out in Section 4.3 of Part A of this Circular.

5.3 Funding risk

The Proposed Acquisition is expected to be funded entirely through external borrowings. As at LPD, our Group is in the midst of arranging the necessary external financing for the Proposed Acquisition. However, our Group's ability to secure sufficient external financing and the cost of such financing are dependent on various factors, some of which may not be within the control of our Group, including general economic and capital market conditions, changes in interest rates, credit availability from banks or other lenders, any restrictions imposed by the Government of Malaysia and the political/socio-economic climate of Malaysia.

There can be no assurance that sufficient external financing on acceptable terms will be available to our Group. In addition, our Group may be exposed to fluctuations in interest rates and any adverse movement in interest rates may lead to higher borrowing costs which consequently may adversely affect the results of operations and financial performance of our Group in the future and our ability to service our future loan repayment obligations.

Notwithstanding the above, our Group endeavours to obtain external financing at optimal rates and will actively monitor our capital structure and debt portfolio, which includes gearing level, interest costs as well as cash flows to ensure that our capital structure and debt portfolio remains at a sustainable and optimal level.

5.4 Compulsory acquisition of land

The Government of Malaysia has the power to acquire any land, whether whole or in part, for certain purposes pursuant to the provisions of the Land Acquisition Act 1960. In the event of any compulsory acquisition of property in Malaysia, the amount of compensation to be awarded is based on the fair market value of a property and is assessed on the basis prescribed in the Land Acquisition Act 1960 and other relevant laws. The market value of the Lands as determined by the Government of Malaysia may be lower than the market value as ascribed by any independent property valuer appointed by our Company. In the event of any compulsory acquisition of the Lands, depending on the quantum of compensation being awarded, it could adversely affect the value of the Lands, which will in turn affect the value of the Sale Shares and impair our Group's financial position and results of operations of our Group.

In the event of any compulsory acquisition of the Lands, our Group will seek to minimise any potential losses from such situations by exercising our rights under the relevant provisions of the Land Acquisition Act 1960 to submit an objection in respect of the amount of compensation payable, where necessary.

5.5 Political, economic and regulatory risks

The financial and business prospects of BJSP are dependent, to some extent, on the developments in the economic fundamental, political stability and regulatory front in Malaysia, directly or indirectly, which may materially and adversely affect the prospects of BJSP. The economic, political and regulatory factors include but are not limited to the unfavourable monetary and fiscal policy changes, risk of inflation, changes in interest rates, accounting policies, methods of taxation, war, terrorism activities, riots, expropriations, changes in political leadership and changes in the government policies.

Notwithstanding this, our Group will continue to review the business development strategies of BJSP in response to the changes in political, economic and regulatory conditions to ensure that we will continue to adopt effective measures such as prudent financial management and efficient management procedures to manage these risks. However, there can be no assurance that changes in one or more of these factors will not materially affect the financial and business performance of BJSP.

6. EFFECTS OF THE PROPOSED ACQUISITION

6.1 Issued share capital and substantial shareholders' shareholdings

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

6.2 NA per Share and gearing

For illustrative purpose only, based on the latest audited consolidated statements of financial position of our Company as at 31 December 2024 and on the assumption that the Proposed Acquisition had been effected on that date, the pro forma effects of the Proposed Acquisition on the consolidated NA, NA per Share and gearing of our Company are as follows:

	Audited as at 31 December 2024	After the Proposed Acquisition
	RM'000	RM'000
Share capital	4,356,106	4,356,106
Retained earnings	260,093	⁽⁴⁾ 374,391
Other reserves	(1,501)	(1,501)
Shareholders' equity/ NA	4,614,698	4,728,996
Non-controlling interests	5,470	5,470
Total equity	4,620,168	4,734,466
No. of Shares in issue ('000)	4,467,510	4,467,510
NA per Share (RM) ⁽¹⁾	1.03	1.06
Total borrowings	2,258,989	⁽⁵⁾ 3,848,589
Gearing (times) ⁽²⁾	0.49	0.81
Net gearing (times) ⁽³⁾	0.27	0.61

Notes:

(1) Calculated based on NA over number of Shares in issue.

(2) Calculated based on total borrowings over NA.

- (3) *Calculated based on net borrowings (total borrowings less deposits, cash and bank balances as well as investment in unit trust) over NA.*
- (4) *After taking into consideration the remeasurement gains on deemed disposal by RJSB of its existing 20.00% equity interest in BJSP amounting to RM114.30 million as at 31 December 2024.*
- For the avoidance of doubt, the total estimated expenses to be incurred for the Proposed Acquisition amounting to approximately RM10.10 million will be capitalised as inventories.*
- (5) *Assuming our Group obtains external borrowings amounting to RM1.60 billion to fund the Proposed Acquisition, estimated transaction cost for the external borrowings which is assumed to be approximately RM10.40 million, and part settlement of the Shareholder Advances amounting to RM10.8 million pursuant to Section 2.7 of Part A of this Circular. The remaining balance of the Shareholder Advances amounting to RM58.4 million will be settled using the internal funds of our Group. For information purposes, approximately RM1.59 billion is recognised as borrowings, while the estimated transaction costs of approximately RM10.40 million is assumed to be amortised over the assumed tenure of the external borrowings of eight (8) years.*

6.3 EPS

For illustrative purpose only, based on the latest audited consolidated statements of comprehensive income of our Company for the FYE 31 December 2024 and on the assumption that the Proposed Acquisition had been effected at the beginning of the said financial year, the pro forma effects of the Proposed Acquisition on the EPS of our Company are as follows:

	Audited for the FYE 31 December 2024
	RM'000
Profit attributable to the owners of our Company	63,670
Add : Reversal of share of BJSP's loss for the FYE 31 December 2024 attributed to the 20.00% equity interest in BJSP held by RJSB	887
Less : Share of BJSP's loss for the FYE 31 December 2024 attributed to the 100.00% equity interest in BJSP held by RJSB	(4,433)
Add : Reversal of BJSP's finance costs charged by TWSB for the FYE 31 December 2024 since the loans and advances extended by TWSB to BJSP as at 31 December 2024 are assumed to have been settled by BJSP on 1 January 2024	3,483
Add : Remeasurement gains on deemed disposal by RJSB of its existing 20.00% equity interest in BJSP as at 1 January 2024	113,411
Less : Estimated interest expenses to be incurred for the Proposed Acquisition	⁽¹⁾ (82,400)
Less : Amortisation of the transaction costs for the external borrowings to be obtained for the Proposed Acquisition	⁽²⁾ (1,300)
Pro forma consolidated profit attributable to the owners of our Company after the Proposed Acquisition	93,318
Weighted average no. of Shares in issue ('000)	4,467,510
Basic/Diluted EPS ⁽³⁾:	
- Based on the audited profit attributable to the owners of our Company (sen)	1.43
- Based on the pro forma profit attributable to the owners of our Company (sen)	2.09

Notes:

- (1) *Assuming cost of borrowing of 5.15% per annum for the external borrowings to be obtained for the Proposed Acquisition amounting to RM1.60 billion to fund the Proposed Acquisition.*
- (2) *Assuming the transaction costs for the external borrowings of approximately RM10.40 million are amortised over the assumed tenure of the external borrowings of eight (8) years.*
- (3) *The outstanding warrants of our Company were not included in the calculation for the financial year because the fair value of the Shares as at 31 December 2024 was lower than the exercise price of the outstanding warrants. Accordingly, there is no bonus element in the outstanding Shares for the purpose of computing the dilution.*

For information purpose, the above illustration does not take into account the potential earnings from the future development of the Lands. Barring any unforeseen circumstances, the Proposed Acquisition and the future development of the Lands are expected to contribute positively to the future earnings of our Group.

7. APPROVALS REQUIRED

The Proposed Acquisition is subject to and conditional upon the following approvals/consents being obtained:

- (i) our shareholders at our forthcoming EGM in respect of the Proposed Acquisition; and
- (ii) RJSB having obtained (at its own costs and expense) either (a) a written confirmation from the MOE to RJSB which states that the MOE's approval is not required by RJSB for the acquisition of the Sale Shares because RJSB satisfies the definition of "Bumiputera interest" under the MOE Guidelines; or (b) the written approval of the MOE in respect of RJSB's acquisition of the Sale Shares pursuant to the MOE Guidelines. For information purpose, the relevant application was submitted to the MOE on 9 October 2025 and the letter of no objection from the MOE in respect of the Proposed Acquisition has been obtained by RJSB on 11 November 2025.

The Proposed Acquisition is not conditional upon any other corporate proposal undertaken or to be undertaken by our Company.

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

Save as disclosed below, none of the Directors, major shareholders of our Company and/or persons connected with them have any interest, whether direct and/or indirect, in the Proposed Acquisition:

- (i) EPF, being a major shareholder of our Company, is also the sole shareholder of TWSB;
- (ii) Dato' Mohamad Nasir Ab Latif, being the Non-Independent Non-Executive Chairman of our Company, is also the representative of EPF on our Board and the Chairman of the investment panel of EPF; and
- (iii) Mohamad Hafiz Kassim, being the Non-Independent Non-Executive Director of our Company, is also the representative of EPF on our Board and the Chief Financial Officer of EPF.

Accordingly, the Interested Directors have abstained and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition. The Interested Directors and the Interested Major Shareholder will abstain from voting in respect of their direct and/or indirect interest in our Company on the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM. The Interested Directors and the Interested Major Shareholder have also undertaken that they shall ensure that all persons connected with them will abstain from voting in respect of their direct and/or indirect interest in our Company, if any, on the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.

The direct and/or indirect interests of the Interested Major Shareholder and the Interested Directors in our Company as at LPD are set out below:

	Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
<u>Interested Major Shareholder</u>				
EPF	1,617,485,447	36.21	-	-
<u>Interested Directors</u>				
Dato' Mohamad Nasir Ab Latif	-	-	-	-
Mohamad Hafiz Kassim	-	-	-	-

Note:

(1) Based on 4,467,509,508 issued Shares as at LPD.

Further, in view that the future development of the Lands may include data centre(s) which requires the approval of the Malaysian Communications and Multimedia Commission ("MCMC"), TSS, being the Executive Vice Chairman of our Company, a major shareholder of GSB (being a major shareholder of our Company) and the Chairman of MCMC, has decided to voluntarily abstain and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition for good corporate governance. Accordingly, DIS, being the Group Managing Director of our Company and the son of TSS, will also voluntarily abstain and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition.

TSS, DIS and GSB shall also abstain and undertake to ensure that all persons connected with them shall abstain from voting in respect of their direct and/or indirect interest in our Company, if any, on the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.

For the avoidance of doubt, the inclusion of data centre(s) in the development of the Lands has not been finalised and remains a future plan of our Group as detailed in Section 4.3 of Part A of this Circular.

(The rest of this page has been intentionally left blank)

9. AMOUNT TRANSACTED WITH THE INTERESTED DIRECTORS AND INTERESTED MAJOR SHAREHOLDER FOR THE PRECEDING 12 MONTHS

Save for the Proposed Acquisition and as disclosed below, our Group has not entered into any other transaction with the Interested Directors, the Interested Major Shareholder and/or persons connected with them for the past 12 months preceding the date of this Circular:

No.	Nature of transaction	Nature of relationship	Total amount transacted (RM'000)
1.	Acquisition by MRCB Land of 1,000,000 ordinary shares in Projekmaju Sdn Bhd (" PSB "), representing the entire equity interest in PSB from Nusa Gapurna Development Sdn Bhd (" NGDSB ") which was completed on 8 November 2024	<ul style="list-style-type: none"> EPF, being a major shareholder of our Company, is also a major shareholder holding 40.00% equity interest in NGDSB Dato' Mohamad Nasir Ab Latif, being the Non-Independent Non-Executive Chairman of our Company, is also the representative of EPF on the Board and the Chairman of the investment panel of EPF Mohamad Hafiz Kassim, being the Non-Independent Non-Executive Director of our Company, is also the representative of EPF on the Board and the Chief Financial Officer of EPF 	1,000

10. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the Interested Directors, TSS and DIS), after having considered all aspects of the Proposed Acquisition including the terms and conditions of the SSA, the basis of and justification for the Purchase Consideration, the rationale and benefits of the Proposed Acquisition, the prospects of BJSP, the pro forma effects of the Proposed Acquisition as well as the evaluation and recommendation of the Independent Adviser, is of the opinion that the Proposed Acquisition is in the best interest of our Company.

Accordingly, our Board (save for the Interested Directors, TSS and DIS) recommends that you **vote in favour** of the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.

11. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee, after having considered all aspects of the Proposed Acquisition including the terms and conditions of the SSA, the basis of and justification for the Purchase Consideration, the rationale and benefits of the Proposed Acquisition, the prospects of BJSP, the pro forma effects of the Proposed Acquisition as well as the evaluation and recommendation of the Independent Adviser, is of the opinion that the Proposed Acquisition is:

- (i) in the best interest of our Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interests of the non-interested shareholders of our Company.

12. CORPORATE EXERCISE/SCHEME ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Acquisition, there is no other corporate exercise which our Company has announced on Bursa Securities but is pending completion as at LPD.

13. PERCENTAGE RATIO FOR THE PROPOSED ACQUISITION

The highest percentage ratio applicable to the Proposed Acquisition pursuant to Paragraph 10.02(g) of the Listing Requirements is 35.71% computed based on the latest audited consolidated financial statements of our Company for the FYE 31 December 2024.

Our Group had also in the past 12 months preceding the date of this Circular entered into transactions and/or arrangements with the Interested Major Shareholder, the Interested Directors and persons connected with them ("**Transactions**") as set out in Section 9 of Part A of this Circular.

Paragraph 10.12 of the Listing Requirements stipulates that transactions that were agreed upon within a period of 12 months should be aggregated when, amongst others, such transactions involve transactions entered into with the same party or with parties connected with one another. In this regard, the highest percentage ratio for the Proposed Acquisition, when aggregated with the Transactions is 36.12%.

14. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all requisite approvals/consents being obtained, the Proposed Acquisition is expected to be completed by the second (2nd) quarter of 2026.

The tentative timeline in relation to the Proposed Acquisition are as follows:

Date/Month	Events
18 December 2025	EGM to approve the Proposed Acquisition
End February 2026 ⁽¹⁾	SSA becomes unconditional
Mid June 2026 ⁽²⁾	Completion of the Proposed Acquisition

Notes:

- (1) *Being the day falling 165 days from the date of the SSA, or such later date as RJSB and TWSB may mutually agree upon in writing.*
- (2) *Being the business day falling four (4) months after the SSA becomes unconditional or 15 June 2026, whichever is earlier.*

15. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Grand Ballroom, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 18 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing with or without modifications, the resolution to give effect to the Proposed Acquisition.

If you are unable to attend, participate, speak and vote at the EGM, please complete, sign and deposit the enclosed Proxy Form in accordance with the instructions therein at our share registrar's office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or deposit the Proxy Form via electronic means at our share registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by email to bsr.helpdesk@boardroomlimited.com, not less than 24 hours before the time appointed for the taking of the poll in accordance with Article 83 of the Constitution of our Company. The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting at the EGM should you subsequently wish to do so.

16. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully

For and on behalf of our Board

MALAYSIAN RESOURCES CORPORATION BERHAD

DATO' MOHAMAD NASIR AB LATIF

Non-Independent Non-Executive Chairman

PART B

**IAL TO THE NON-INTERESTED DIRECTORS AND NON-INTERESTED
SHAREHOLDERS OF OUR COMPANY IN RELATION TO THE PROPOSED
ACQUISITION**

EXECUTIVE SUMMARY

All capitalised terms used in this Executive Summary shall have the same meanings as the words and expressions defined in the “Definitions” section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to “we”, “us” or “our” in this Executive Summary are references to Kenanga IB, being the Independent Adviser for the Proposed Acquisition.

This Executive Summary is intended to be a brief summary of this IAL which has been prepared by Kenanga IB to provide the non-interested shareholders with an independent evaluation of the Proposed Acquisition and to express our recommendation on the Proposed Acquisition.

You are advised to read and understand both this IAL and the letter from the Board set out in Part A of the Circular together with the accompanying appendices, and to carefully consider the evaluations and recommendations contained in both the letters before voting on the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

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.

1. INTRODUCTION

On 8 September 2025, AmInvestment Bank had, on behalf of the Board, announced that RJSB had on even date entered into the SSA with the Vendor, for the Proposed Acquisition.

The Proposed Acquisition is deemed to be a related party transaction pursuant to the provisions of Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Major Shareholder and Interested Directors, as set out in **Section 8, Part A of the Circular**.

Accordingly, the Board had appointed us, Kenanga IB, on 13 January 2025, as the Independent Adviser to advise the non-interested Directors and the non-interested shareholders of MRCB on the fairness and reasonableness of the Proposed Acquisition, and whether the non-interested shareholders of MRCB should vote in favour of the Proposed Acquisition.

2. EVALUATIONS OF THE PROPOSED ACQUISITION

In evaluating the Proposed Acquisition, we have considered the following:

Reference in this IAL	Consideration factors	Evaluation
Section 6.1	Rationale and benefits of the Proposed Acquisition	<p>We take note that the Proposed Acquisition will provide the Group with full control over the entire development of the Lands. As such, it will allow MRCB to re-channel and deploy their financial and operational resources more efficiently.</p> <p>Premised on the above, we are of the view that the rationale and benefits of the Proposed Acquisition are reasonable.</p>
Section 6.2	Basis and justification in arriving at the Purchase Consideration	<p>We noted that the Purchase Consideration was arrived at on a “willing buyer-willing seller” basis after taking into consideration the following:</p> <ul style="list-style-type: none">(i) the market value of the Lands of RM2,060,000,000 as appraised by IVPS as at 10 July 2025;(ii) the unaudited NA value of BJSP as at 30 June 2025 of RM1,399,937,451;(iii) the principal amount and cumulative dividends of the BJSP RPS-A accrued up to the valuation date of 10 July 2025; and

- (iv) the valuation of the Sale Shares of RM1,573,683,130 as assessed by KPMG vide its Share Valuation Letter.

We have reviewed the valuation done by IVPS and are satisfied with the reasonableness of the comparable properties and adjustments made. As such, we are satisfied with the valuation conducted by IVPS.

In addition, we have also reviewed the valuation of the Sale Shares done by KPMG and are satisfied with the adjustments made to arrive at the ANAV of the Sale Shares.

Premised on the above and our detailed evaluation set out in **Section 6.2 of this IAL**, we are of the opinion that the Purchase Consideration is **fair**.

Section 6.3	Salient terms of the SSA	Based on our review of the salient terms of the SSA, we are of the view that the overall terms and conditions of the SSA are reasonable and not detrimental to the interests of the non-interested shareholders of MRCB.
Section 6.4	Effects of the Proposed Acquisition	We are of the opinion that the pro forma effects of the Proposed Acquisition are not detrimental to the interests of the non-interested shareholders of MRCB.
Section 6.5	Industry overview, outlook and prospects	We believe that moving forward, barring any unforeseen circumstances, the prospects of the Proposed Acquisition should be generally positive due to the encouraging outlook of the Malaysian economy as well as the property sector.
Section 6.6	Risk factors in relation to the Proposed Acquisition	<p>We noted that the risk associated with the Proposed Acquisition are the typical risks associated with the business of MRCB and are inherent in transactions of this nature.</p> <p>We wish to highlight that although measures have been / will be taken by MRCB to mitigate such risks associated with the Proposed Acquisition, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the business and operation of the Group, its financial performance or prospects thereon.</p>

3. CONCLUSION AND RECOMMENDATION

We have assessed and evaluated the Proposed Acquisition and our evaluation is set out in **Section 6 of this IAL**. The non-interested shareholders should consider all the merits and demerits of the Proposed Acquisition based on all relevant pertinent factors including those which are as set out in **Part A of the Circular**, the relevant appendices thereof, this IAL and other publicly available information.

Premised on our evaluation of the Proposed Acquisition in **Section 6 of this IAL**, we are of the opinion that the Proposed Acquisition is **fair**, **reasonable** and **not detrimental** to the interests of the non-interested shareholders of MRCB.

Accordingly, we recommend that the non-interested shareholders of MRCB to vote **in favour** of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.



25 November 2025

To: The non-interested shareholders of Malaysian Resources Corporation Berhad

Dear Sir / Madam,

MALAYSIAN RESOURCES CORPORATION BERHAD

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF MALAYSIAN RESOURCES CORPORATION BERHAD IN RELATION TO THE PROPOSED ACQUISITION

This IAL is prepared for inclusion in the Circular to the shareholders in relation to the Proposed Acquisition and should be read in conjunction with the same. All capitalised terms used in this IAL shall have the same meaning as the words and expressions provided in the "Definitions" section of the Circular to the shareholders in relation to the Proposed Acquisition, except where the context otherwise requires or otherwise as defined herein. All references to "we", "us" or "our" in this IAL are references to Kenanga IB, being the Independent Adviser for the Proposed Acquisition.

1. INTRODUCTION

On 8 September 2025, AmInvestment Bank had, on behalf of the Board, announced that RJSB had on even date entered into the SSA with the Vendor for the Proposed Acquisition.

The Proposed Acquisition is deemed to be a related party transaction pursuant to the provisions of Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Major Shareholder and Interested Directors, as set out in **Section 8, Part A of the Circular**.

Accordingly, the Board had appointed us, Kenanga IB, on 13 January 2025, as the Independent Adviser to advise the non-interested Directors and the non-interested shareholders of MRCB on the fairness and reasonableness of the Proposed Acquisition, and whether the non-interested shareholders of MRCB should vote in favour of the Proposed Acquisition.

The purpose of this IAL is to provide the non-interested shareholders with an independent evaluation on the fairness and reasonableness of the Proposed Acquisition insofar as the non-interested shareholders of MRCB are concerned. This IAL also opines on whether the Proposed Acquisition is detrimental to the non-interested shareholders of MRCB as well as to provide a recommendation thereon on the voting of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

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

This IAL is prepared solely for the use of the non-interested shareholders of MRCB for the purpose of considering the merits of the Proposed Acquisition and should not be used or relied upon by any other party or for any other purposes whatsoever.

THE NON-INTERESTED SHAREHOLDERS ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND THE LETTER FROM THE BOARD SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE EVALUATIONS AND RECOMMENDATION CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT THE FORTHCOMING EGM.

IF THE NON-INTERESTED SHAREHOLDERS ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, THE NON-INTERESTED SHAREHOLDERS SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. DETAILS OF THE PROPOSED ACQUISITION

The Proposed Acquisition entails the acquisition of the Sale Shares by RJSB from the Vendor for the Purchase Consideration, as detailed below:

	Purchase Consideration (RM)
8,000,000 BJSP Shares	1
1,132,930,490 BJSP RPS-A	1,578,785,022
Total	1,578,785,023

Further details of the Proposed Acquisition are set out in **Section 2, Part A of the Circular** and should be read in its entirety.

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

Save as disclosed below, none of the Directors, major shareholders of MRCB and / or persons connected with them have any interest, whether direct and / or indirect, in the Proposed Acquisition:

- (i) EPF, being a major shareholder of MRCB, is also the sole shareholder of TWBSB;
- (ii) Dato' Mohamad Nasir Ab Latif, being the Non-Independent Non-Executive Chairman of MRCB, is also the representative of EPF on the Board and the Chairman of the investment panel of EPF; and
- (iii) Mohamad Hafiz Kassim, being the Non-Independent Non-Executive Director of MRCB, is also the representative of EPF on the Board and the Chief Financial Officer of EPF.

Accordingly, the Interested Directors have abstained and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition. The Interested Directors and the Interested Major Shareholder will abstain from voting in respect of their direct and / or indirect interest in MRCB on the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM. The Interested Directors and the Interested Major Shareholder have also undertaken that they shall ensure that all persons connected with them will abstain from voting in respect of their direct and / or indirect interest in MRCB, if any, on the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

Further, in view that the future development of the Lands may include data centre(s) which requires the approval of the MCMC, TSS, being the Executive Vice Chairman of MRCB, a major shareholder of GSB (being a major shareholder of MRCB) and the Chairman of MCMC, has decided to voluntarily abstain and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition for good corporate governance. Accordingly, DIS, being the Group Managing Director of MRCB and the son of TSS, will also voluntarily abstain and will continue to abstain from all Board deliberations and voting in respect of the Proposed Acquisition.

TSS, DIS and GSB shall also abstain and undertake to ensure that persons connected with them shall abstain from voting in respect of their direct and / or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

Please refer to **Section 8, Part A of the Circular** for further details.

4. SCOPE AND LIMITATIONS OF OUR EVALUATIONS OF THE PROPOSED ACQUISITION

We have not been involved in the formulation, deliberation and negotiation of the terms and conditions of the Proposed Acquisition.

Our scope as Independent Adviser is limited to expressing an independent opinion on the Proposed Acquisition insofar as the non-interested shareholders are concerned based on information and documents made available to us as set out below:

- (i) the information contained in **Part A of the Circular** together with the accompanying appendices (including the Lands Valuation Certificate dated 15 July 2025 for the valuation of the Lands issued by IVPS and the Share Valuation Letter dated 1 August 2025 for the valuation of the Sale Shares issued by KPMG);
- (ii) the SSA;
- (iii) other information, documents, confirmations and / or representations provided by the Board and management of MRCB ("**Management**"); and
- (iv) other relevant publicly available information.

It is not within our terms of reference to express any opinion on legal, accounting and taxation issues relating to the Proposed Acquisition or commercial merits of the Proposed Acquisition.

We have relied on the Board and the Management to exercise due care to ensure that all information, documents and representations provided to us to facilitate our evaluations are accurate, valid and complete in all material respects and free from material omission. The Board has seen, reviewed and accepted this IAL. We have also undertaken reasonableness checks and where possible, corroborating such information with independent sources. The Board has, individually and collectively, accepted full responsibility for the accuracy, validity and completeness of the information provided to us and given herein (save for our assessment, evaluations and opinions) and has confirmed that after making all reasonable enquiries and to the best of their knowledge and belief, there is no omission of any fact that would make any statement in this IAL incomplete, misleading or inaccurate.

Accordingly, having made all reasonable enquiries, we are satisfied with the sufficiency of the information provided and disclosure from the Board and the Management, and we have no reason to believe that any of the information is unreasonable, unreliable, inaccurate, incomplete and / or that there are any facts not contained in this IAL, the omission of which would make any information in this IAL misleading.

Our evaluations and opinions as set out in this IAL are based upon market, economic, industry, regulatory and the information / documents made available to us, as at 10 November 2025, being the latest practicable date prior to this IAL ("**LPD**"). Such conditions may change significantly over a short period of time. Accordingly, our evaluations and opinions in this IAL do not consider the information, events and conditions arising after the LPD.

Kenanga

We will notify the non-interested shareholders of MRCB if after the despatch of the Circular, we:

- (i) become aware of any significant change affecting the information contained in this IAL;
- (ii) have reasonable grounds to believe that a material statement in this IAL is misleading or deceptive; or
- (iii) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, a supplementary IAL will be sent to the non-interested shareholders of MRCB if there are material changes in our recommendation as set out in this IAL.

In forming our opinion, we have considered factors which we believe would be of relevance and general importance to the non-interested shareholders of MRCB as a whole. We have not taken into consideration any specific investment objective, financial situation, risk profiles or particular needs of any individual shareholder or any specific group of shareholders. We recommend that any individual shareholder or group of shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposed Acquisition in the context of their individual objectives, financial situation, risk profiles or particular needs, to consult their respective stockbrokers, bank managers, solicitors, accountants or other professional advisers. We shall not be liable for any damage or loss of any kind sustained or suffered by any individual shareholder or any specific group of shareholders relying on the evaluation as set out in this IAL for any purpose whatsoever.

5. DECLARATION OF CONFLICT OF INTEREST AND OUR CREDENTIALS, EXPERIENCE AND EXPERTISE

Save for our appointment as the Independent Adviser for the Proposed Acquisition, we do not have any other professional relationship with MRCB for the past 2 years preceding the LPD. We confirm that there is no situation of conflict of interest that exists or is likely to exist in relation to our role as the Independent Adviser to MRCB for the Proposed Acquisition.

We provide a range of advisory services which include, amongst others, mergers, acquisitions and divestitures, take-overs / general offers, fund raising and initial public offerings. We have experience in the independent analysis of transactions and issuing opinions on whether the terms and financial conditions of a transaction are deemed fair and reasonable, including those of acquisitions, disposals and general offers. We are a holder of a Capital Markets Services Licence issued by the Securities Commission Malaysia as a principal adviser who is permitted to carry on the regulated activity of advising on corporate finance under the Capital Markets and Services Act 2007.

Our credentials and experience as an Independent Adviser since 2022 up to the LPD, include amongst others, the following:

No.	Company	Proposal
1.	Genting Malaysia Berhad ("Genting Malaysia")	Independent advice circular dated 13 November 2025 to the non-interested directors and the holders of the offer shares in Genting Malaysia pertaining to an unconditional voluntary take-over offer.
2.	FGV Holdings Berhad ("FGV")	Independent advice circular dated 26 June 2025 to the non-interested directors and the holders of the offer shares in FGV pertaining to an unconditional voluntary take-over offer.
3.	Lianson Fleet Group Berhad ("LFG")	Independent advice letter dated 11 June 2025 to the non-interested shareholders of LFG in relation to the proposed variation to certain clauses of a share sale and purchase

No.	Company	Proposal
		agreement, and proposed exemptions from the obligation to undertake a mandatory take-over offer.
4.	Parkwood Holdings Berhad (" Parkwood ")	Independent advice letter dated 17 April 2025 to the non-interested shareholders of Parkwood in relation to the proposed exemptions from the obligation to undertake a mandatory take-over offer.
5.	Icon Offshore Berhad (" ICON ")	Independent advice letter dated 10 January 2025 to the non-interested directors and shareholders of ICON pertaining to proposed related party acquisitions.
6.	Ranhill Utilities Berhad (" Ranhill ")	Independent advice circular dated 28 June 2024 to the non-interested directors and the holders of the offer shares in Ranhill pertaining to an unconditional mandatory take-over offer.
7.	UMW Holdings Berhad (" UMW ")	Independent advice circular dated 8 January 2024 to the holders of the offer shares in UMW pertaining to an unconditional mandatory take-over offer.
8.	Pelikan International Corporation Berhad (" PICB ")	Independent advice letter dated 7 September 2023 to the shareholders of PICB pertaining to a proposed disposal.
9.	Malaysian Building Society Berhad (" MBSB ")	Independent advice letter dated 12 July 2023 to the shareholders of MBSB in relation to a proposed acquisition of 100% equity interest of Malaysian Industrial Development Finance Berhad from its sole shareholder, Permodalan Nasional Berhad.
10.	Sunway Real Estate Investment Trust (" Sunway REIT ")	Independent advice letter dated 31 May 2023 to the non-interested unitholders of Sunway REIT pertaining to a proposed acquisition.
11.	Lingkar Trans Kota Holdings Berhad (" LITRAK ")	Independent advice letter dated 15 May 2023 to the shareholders of LITRAK pertaining to a proposed capital reduction and repayment, and proposed delisting.
12.	Boustead Holdings Berhad (" Boustead ")	Independent advice circular dated 17 April 2023 to the holders of the offer shares in Boustead pertaining to a conditional voluntary take-over offer.
13.	CapitaLand Malaysia Trust (" CLMT ")	Independent advice letter dated 8 February 2023 to the non-interested unitholders of CLMT pertaining to the proposed acquisition of 433 strata titles within Queensbay Mall held by Special Coral Sdn Bhd, and the entire equity stakes in Scenic Growth Sdn Bhd, Luxury Ace Sdn Bhd, Success Idea Sdn Bhd, and Milky Way Hypermarkets / Retail Complexes Berhad.
14.	Lion Posim Berhad (" LPB ")	Independent advice letter dated 17 November 2022 to the non-interested shareholders of LPB pertaining to a proposed unincorporated joint venture and proposed diversification.
15.	Cycle & Carriage Bintang Berhad (" CCB ")	Independent advice circular dated 15 August 2022 to the holders of the offer shares in CCB pertaining to an unconditional voluntary take-over offer.

Premised on the above, we are capable, competent and have the relevant experience in carrying out our role and responsibilities as the Independent Adviser for the Proposed Acquisition.

6. EVALUATIONS OF THE PROPOSED ACQUISITION

We have taken the following into consideration in our evaluation:

Section 6.1	: Rationale and benefits of the Proposed Acquisition
Section 6.2	: Basis of and justification for the Purchase Consideration
Section 6.3	: Salient terms of the SSA
Section 6.4	: Effects of the Proposed Acquisition
Section 6.5	: Industry overview, outlook and prospects
Section 6.6	: Risk factors in relation to the Proposed Acquisition

6.1 Rationale and benefits of the Proposed Acquisition

We take cognisance of the rationale and benefits of the Proposed Acquisition as set out in **Section 3, Part A of the Circular**.

Based on the rationale of the Proposed Acquisition, the Proposed Acquisition will provide the Group with full control over the entire development of the Lands. As such, it will allow MRCB to re-channel and deploy their financial and operational resources more efficiently. Notwithstanding the loss-making position of BJSP, the Group will be able to capitalise on the Lands held by BJSP for future development opportunities. Once development activities commence, the Lands are expected to contribute positively and generate returns for the Group over time.

We noted that RJSB shall also be required to settle the Shareholder Advances owed by BJSP to the Vendor in the event that BJSP fails to fully repay and settle such Shareholder Advances. The inclusion of the settlement of the Shareholder Advances as part of the Proposed Acquisition is to ensure that RJSB acquires BJSP free from any outstanding liabilities to the Vendor.

Premised on the above, we are of the opinion that the rationale for the Proposed Acquisition is **reasonable**. Nevertheless, the non-interested shareholders of MRCB should note that the potential benefits arising from the Proposed Acquisition are subject to certain risk factors as disclosed in **Sections 5, Part A of the Circular** and our commentaries as set out in **Section 6.6 of this IAL**.

6.2 Basis of and justification for the Purchase Consideration

As set out in **Section 2.3, Part A of the Circular**, we noted that the Purchase Consideration was arrived at on a willing-buyer willing-seller basis, and taking into consideration the following:

- (i) the market value of the Lands of RM2,060,000,000 as appraised by IVPS as at 10 July 2025;
- (ii) the unaudited NA value of BJSP as at 30 June 2025 of RM1,399,937,451;
- (iii) the principal amount and cumulative dividends of the BJSP RPS-A accrued up to the valuation date of 10 July 2025; and
- (iv) the valuation of the Sale Shares of RM1,573,683,130 as assessed by KPMG vide its Share Valuation Letter.

6.2.1 Market value of the Lands

In order to arrive at the market value of the Lands, the Company had appointed IVPS to undertake an independent valuation on the Lands. We have reviewed the valuation report prepared by IVPS. The non-interested shareholders of MRCB are advised to read our commentaries below and refer to the Lands Valuation Certificate enclosed in **Appendix V, Part A of the Circular**.

We noted that IVPS had used the comparison approach as the only preferred and appropriate method of valuation. The details of the valuation methodology adopted by IVPS are as follows:

Methodology	Description
Comparison approach	This method involves comparing the Lands with recently transacted properties of a similar nature or offers for sale of similar properties in the area. Adjustments are then made for differences in market condition, location, land size, tenure, category of land use, zoning / plot ratio and other factors in order to arrive at a common basis for comparison.

We noted that IVPS had concluded that the comparison approach is the sole preferred and appropriate method considering that, notwithstanding the approval of the development of temporary sales gallery on the Lands has been obtained, no other approved detailed development plans have been granted for the Lands. Due to the absence of the approved detailed development plans, only the adoption of a comparison approach is justifiable to ensure the valuation accurately reflects the current value of the Lands in its present state.

kenanga

A summary of the comparable transactions of vacant land that IVPS has considered to arrive at the market value of the Lands are as set out below:

	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Legal description	Lot 38326, Lot 8082 and Lot 8025 to Lot 8040, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	PT 50256, Mukim and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Lot 20034 Seksyen 69, Bandar Kuala Lumpur, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Lot 103957 to Lot 103960, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Locality	Located along Old Klang Road, Kuala Lumpur	Located along Jalan Desa, Taman Desa, Kuala Lumpur	Located along Jalan Belfield, Jalan Kampong Attap, Kuala Lumpur	Located along Jalan Bukit Jalil Indah 2, Kompleks Niaga Taman LTAT, Kuala Lumpur
Type of Property	Development land zoned for commercial use	Commercial Land	Commercial Land	Commercial Land
Land area	228,254 sq ft	161,083 sq ft	209,616 sq ft	437,854 sq ft
Tenure	Freehold	99 years leasehold interest	99 years leasehold interest	97 years leasehold interest
Zoning / Plot ratio	1:5	1:7	1:5	1:7.6
Consideration	RM112,973,443	RM89,640,000	RM125,000,000	RM255,000,000
Date of transaction	7 November 2024	3 July 2024	23 May 2022	11 February 2022
Vendor	Pink Forest Sdn Bhd	Datuk Bandar Kuala Lumpur	Cahaya Tinggi Sdn Bhd	KL Wellness City Sdn Bhd
Purchaser	Major Land Development Sdn Bhd	Mah Sing Properties Sdn Bhd	Eupe Belfied Sdn Bhd	Exsim Bukit Jalil City Sdn Bhd
Source	Bursa Securities	Valuation and Property Services Department ("JPPH")	JPPH	JPPH
Analysis	RM494.85 per sq ft ("psf")	RM556.48 psf	RM596.33 psf	RM582.39 psf
Time Adjustments ⁽¹⁾	+3.0%	+3.0%	+9.0%	+9.0%

	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Analysis value after time adjustment	RM509.79 psf	RM573.18 psf	RM650.00 psf	RM634.80 psf
Other adjustments ⁽²⁾	Refer to Note 2 below			
Adjusted Land Value	RM611.75 psf	RM630.49 psf	RM585.00 psf	RM618.93 psf

Notes:

- (1) A time adjustment of 3.0% per annum was applied to the comparable transactions to reflect the changes in market conditions up to the date of valuation in 2025. Based on the data published by the Department of Statistics Malaysia, we noted that the average Malaysia's GDP growth rate for the past five years from 2020 to 2024 is 3.02%. Therefore, we are of the view that such adjustment is reasonable.
- (2) The Valuer has made further adjustments to the above comparable transactions for differences in location, land size, tenure, category of land use and zoning / plot ratio as set out below:

	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Location	+25.0%	+25.0%	-5.0%	+15.0%
Land size	-12.5%	-12.5%	-12.5%	-12.5%
Tenure	-10.0%	-	-	-
Category of Land use	+10.0%	-	-	-
Zoning / Plot ratio	+7.5%	-2.5%	+7.5%	-5.0%
Total adjustment	+20.0%	+10.0%	-10.0%	-2.5%

Kenanga

We have evaluated the adjustments made by the Valuer and our commentaries for each comparable are as follows:

(a) Comparable 1

	Adjustment made	Kenanga IB's comment
Location	+25.0%	We take note that an upward adjustment of 25.0% to the location was made, as the Lands are located at a more prime location compared to Comparable 1. Based on the discussion with the Valuer, we take note that this adjustment considers several factors, such as locational advantages accessibility, proximity to amenities and infrastructure as well as the average value of property within that vicinity. Hence, we are of the view that the upward adjustment of 25.0% is reasonable.
Land size	-12.5%	We take note that a downward adjustment of 12.5% to the land size was made, as the land size of Comparable 1 is smaller than the Lands. We also take note that Comparable 1 is considered suitable and relevant due to it being located within the same district of Kuala Lumpur, with similar commercial zoning and reflect comparable development potential and market dynamics. Based on the discussion with the Valuer, we take note that the price per square foot of land tends to increase as the land size decreases because smaller plots typically possess greater marketability and are easier to dispose within the market. In view of that, the Valuer has made a 5.0% adjustment for every difference of 30 acres for the comparable which is considered reasonable, moderate and in line with market evidence observed for larger development lands within Kuala Lumpur. Hence, we are of the view that the downward adjustment of 12.5% is reasonable.
Tenure	-10.0%	We take note that a downward adjustment of 10.0% to the tenure was made as Comparable 1 is a freehold land held in perpetuity while the Lands are leasehold. Hence, we are of the view that the downward adjustment of 10.0% is reasonable.
Category of Land use	+10.0%	We take note that an upward adjustment of 10.0% to the category of land use was made, as Comparable 1 consists of development land zoned for commercial use but not yet converted according to the Kuala Lumpur Land Rules. Based on the discussion with the Valuer, we take note that a premium of 10.0% is typically applied in the valuation. Hence, we are of the view that the upward adjustment of 10.0% is reasonable.
Zoning / Plot ratio	+7.5%	We take note that an upward adjustment of 7.5% to the zoning / plot ratio was made, as Comparable 1 has a permissible plot ratio of 1:5, while the Lands have a higher permissible plot ratio of 1:6.5. Furthermore, the Valuer had conducted enquiries with the local authorities to verify the permitted plot ratios for the comparable being used in the analysis. Based on the discussion with the Valuer, we take note that an adjustment of 5.0% per plot ratio is typically applied in the valuation which is considered reasonable and consistent with market behaviour observed in Kuala Lumpur's commercial land market. Hence, we are of the view that the upward adjustment of 7.5% is reasonable.

Kenanga

(b) Comparable 2

	Adjustment made	Kenanga IB's comment
Location	+25.0%	We take note that an upward adjustment of 25.0% to the location was made, as the Lands are located at a more prime location compared to Comparable 2. Based on the discussion with the Valuer, we take note that this adjustment considers several factors, such as locational advantages accessibility, proximity to amenities and infrastructure as well as the average value of property within that vicinity. Hence, we are of the view that the upward adjustment of 25.0% is reasonable.
Land size	-12.5%	We take note that a downward adjustment of 12.5% to the land size was made, as the land size of Comparable 2 is smaller than the Lands. We also take note that Comparable 2 is considered suitable and relevant due to it being located within the same district of Kuala Lumpur, with similar commercial zoning and reflect comparable development potential and market dynamics. Based on the discussion with the Valuer, we take note that the price per square foot of land tends to increase as the land size decreases because smaller plots typically possess greater marketability and are easier to dispose within the market. In view of that, the Valuer has made a 5.0% adjustment for every difference of 30 acres for the comparable which is considered reasonable, moderate and in line with market evidence observed for larger development lands within Kuala Lumpur. Hence, we are of the view that the downward adjustment of 12.5% is reasonable.
Tenure	-	We take note that no adjustment was made to the tenure as Comparable 2 is a leasehold land, which is similar to the Lands.
Category of Land use	-	We take note that no adjustment was made to the category of land use as Comparable 2 is designated as commercial land, which is similar to the Lands.
Zoning / Plot ratio	-2.5%	We take note that a downward adjustment of 2.5% to the zoning / plot ratio was made, as Comparable 2 has a permissible plot ratio of 1:7, while the Lands have a lower permissible plot ratio of 1:6.5. Furthermore, the Valuer had conducted enquiries with the local authorities to verify the permitted plot ratios for the comparable being used in the analysis. Based on the discussion with the Valuer, we take note that an adjustment of 5.0% per plot ratio is typically applied in the valuation which is considered reasonable and consistent with market behaviour observed in Kuala Lumpur's commercial land market. Hence, we are of the view that the downward adjustment of 2.5% is reasonable.

Kenanga

(c) Comparable 3

	Adjustment made	Kenanga IB's comment
Location	-5.0%	We take note that a downward adjustment of 5.0% to the location was made, as Comparable 3 is located in a more prime location than the Lands. Based on the discussion with the Valuer, we take note that this adjustment considers several factors, such as locational advantages accessibility, proximity to amenities and infrastructure as well as the average value of property within that vicinity. Hence, we are of the view that the downward adjustment of 5.0% is reasonable.
Land size	-12.5%	We take note that a downward adjustment of 12.5% to the land size was made, as the land size of Comparable 3 is smaller than the Lands. We also take note that Comparable 3 is considered suitable and relevant due to it being located within the same district of Kuala Lumpur, with similar commercial zoning and reflect comparable development potential and market dynamics. Based on the discussion with the Valuer, we take note that the price per square foot of land tends to increase as the land size decreases because smaller plots typically possess greater marketability and are easier to dispose within the market. In view of that, the Valuer has made a 5.0% adjustment for every difference of 30 acres for the comparable which is considered reasonable, moderate and in line with market evidence observed for larger development lands within Kuala Lumpur. Hence, we are of the view that the downward adjustment of 12.5% is reasonable.
Tenure	-	We take note that no adjustment was made to the tenure as Comparable 3 is a leasehold land, which is similar to the Lands.
Category of Land use	-	We take note that no adjustment was made to the category of land use as Comparable 3 is designated as commercial land, which is similar to the Lands.
Zoning / Plot ratio	+7.5%	We take note that an upward adjustment of 7.5% to the zoning / plot ratio was made, as Comparable 3 has a permissible plot ratio of 1:5, while the Lands have a higher permissible plot ratio of 1:6.5. Furthermore, the Valuer had conducted enquiries with the local authorities to verify the permitted plot ratios for the comparable being used in the analysis. Based on the discussion with the Valuer, we take note that an adjustment of 5.0% per plot ratio is typically applied in the valuation which is considered reasonable and consistent with market behaviour observed in Kuala Lumpur's commercial land market. Hence, we are of the view that the upward adjustment of 7.5% is reasonable.

Kenanga

(d)

Comparable 4

	Adjustment made	Kenanga IB's comment
Location	+15.0%	We take note that an upward adjustment of 15.0% to the location was made, as the Lands are located at a more prime location compared to Comparable 4. Based on the discussion with the Valuer, we take note that this adjustment considers several factors, such as locational advantages accessibility, proximity to amenities and infrastructure as well as the average value of property within that vicinity. Hence, we are of the view that the upward adjustment of 15.0% is reasonable.
Land size	-12.5%	We take note that a downward adjustment of 12.5% to the land size was made, as the land size of Comparable 4 is smaller than the Lands. We also take note that Comparable 4 is considered suitable and relevant due to it being located within the same district of Kuala Lumpur, with similar commercial zoning and reflect comparable development potential and market dynamics. Based on the discussion with the Valuer, we take note that the price per square foot of land tends to increase as the land size decreases because smaller plots typically possess greater marketability and are easier to dispose within the market. In view of that, the Valuer has made a 5.0% adjustment for every difference of 30 acres for the comparable which is considered reasonable, moderate and in line with market evidence observed for larger development lands within Kuala Lumpur. Hence, we are of the view that the downward adjustment of 12.5% is reasonable.
Tenure	-	We take note that no adjustment was made to the tenure as Comparable 4 is a leasehold land, which is similar to the Lands.
Category of Land use	-	We take note that no adjustment was made to the category of land use as Comparable 4 is designated as commercial land, which is similar to the Lands.
Zoning / Plot ratio	-5.0%	We take note that a downward adjustment of 5.0% to the zoning / plot ratio was made, as Comparable 4 has a permissible plot ratio of 1:7.6, while the Lands have a lower permissible plot ratio of 1:6.5. Furthermore, the Valuer had conducted enquiries with the local authorities to verify the permitted plot ratios for the comparable being used in the analysis. Based on the discussion with the Valuer, we take note that an adjustment of 5.0% per plot ratio is typically applied in the valuation which is considered reasonable and consistent with market behaviour observed in Kuala Lumpur's commercial land market. Hence, we are of the view that the downward adjustment of 5.0% is reasonable.

We noted that the comparables were considered relevant given that they have similar attributes to the Lands. Due to the limited number of recorded transactions of identical land sales transactions in the immediate and surrounding localities, appropriate adjustments have been made to reflect the differences between the comparable properties and the Lands.

Kenanga

We are of the view that the basis of selecting the comparable properties by IVPS is reasonable as the comparable properties are vacant development lands located within the vicinity of the Lands i.e. Kuala Lumpur. Furthermore, the adjustments applied are reasonable after taking into consideration IVPS's basis for each of the adjustment factors.

We noted that the adjusted land values range from RM585.00 psf to RM630.49 psf. IVPS had adopted Comparable 4 as the best comparable as this transaction had the least amount of adjustments and is in close proximity to the Lands. Accordingly, IVPS had adopted RM620.00 psf, being the round up sum of the value of Comparable 4 of RM618.93 psf, for purpose of valuing the Lands.

We are of the view that the valuation methodology adopted by IVPS is reasonable, appropriate and consistent with generally applied valuation methodologies. We have reviewed the key bases and assumptions adopted by IVPS and are satisfied with the reasonableness of the key bases and assumptions for each of the adjustment factors.

Premised on the above, we are of the view that the market value of the Lands as ascribed by IVPS, is **reasonable**.

6.2.2 Share Valuation Letter

We take note of the value of the Sale Shares of RM1,573,683,130 as disclosed in **Section 2.3, Part A of the Circular**. We noted that the value of the Sale Shares was arrived at using the ANAV method. As disclosed in **Section 2.3, Part A of the Circular**, the following adjustments were made to the unaudited NA value of BJSP as at 30 June 2025 in order to arrive at the value of the Sale Shares:

Adjustments		Kenanga IB's comment
1.	Adjustment made of impairment of developments costs for land	Reasonable We noted that this adjustment relates to land development costs that were incurred and capitalised in connection with the application for development order for a proposed mixed-use development. These costs are considered sunk costs by the Management and no longer relevant to the future development of the Lands in view that the Management has a different plan as to the development of the Lands as set out in Section 3, Part A of the Circular . Hence, these costs are fully impaired.
2.	Addition of revaluation surplus of the Lands	Reasonable We noted that this adjustment represents the difference between the market value of the Lands as appraised by IVPS and the unaudited NBV of the Lands (excluding capitalised costs) as at 30 June 2025.

Kenanga

No.	Adjustments	Kenanga IB's comment
3.	Adjustment made to reflect the tax impact arising from the revaluation of the Lands	<p>Reasonable</p> <p>We noted that this adjustment relates to the tax impact arising from the revaluation surplus of the Lands and is estimated based on corporate income tax rate of 24% over the revaluation surplus of the Lands, net of other tax deductible costs (i.e., stamp duty, assessment and quit rent, and development costs).</p> <p>We also noted that since the tax impact will be payable over the expected development periods of the Lands, adjustment for time value of money have also been made to calculate the present value of the tax impact based on a 7% discount rate over a period of 20 years which represents a typical development period for lands of similar size of between 15 to 20 years.</p> <p>We noted that the discount rate of 7% represents the cost of debt of BJSP. This is similar to the interest rate of BJSP's advances from shareholders and the dividend rate per annum of RPS-A.</p>

Based on the above, we are of the view that the adjustments made to arrive at the ANAV of the Sale Shares are **fair** and **reasonable** as they reflect a more accurate value of the Sale Shares.

6.2.3 Purchase Consideration

We noted that as disclosed in **Section 2.3, Part A of the Circular**, the Purchase Consideration represents a slight premium of RM5,101,893 or approximately 0.32% over the valuation for the Sale Shares of RM1,573,683,130 as assessed by KPMG.

Based on our discussion with the Management, notwithstanding the slight premium, the Purchase Consideration is reasonable after taking into consideration the following:

- (i) BJSP will become a wholly-owned subsidiary of MRCB after the completion of the Proposed Acquisition which will provide the Group with full control over the entire development of the Lands. Hence, any potential returns from the development of the Lands will flow entirely to the Group;
- (ii) the Sale Shares include 1,132,930,490 BJSP RPS-A which carries a dividend rate of 7% per annum in perpetuity;
- (iii) the Lands are located approximately 1.9 kilometres from MRANTI Park in Bukit Jalil, which is a prime venue for the establishment of hyperscale data centres. Additionally, the Lands are well-connected by major highways and public transportation, including proximity to LRT and MRT stations such as the Sri Petaling LRT, Bukit Jalil LRT and Sungai Besi MRT stations; and
- (iv) the outlook and prospects of the Proposed Acquisition as disclosed in **Section 4, Part A of the Circular** has been generally positive. Please refer to our commentaries as set out in **Section 6.5 of this IAL** on the outlook and prospects of the Proposed Acquisition.

Based on the above, we are of the view that, notwithstanding the slight premium, the Purchase Consideration is **fair** and **reasonable**.

Kenanga

6.3 Salient terms of the SSA

The Proposed Acquisition is subject to the terms and conditions of the SSA as set out in **Appendix IV of the Circular**. We have evaluated the salient terms of the SSA in relation to the Proposed Acquisition in its entirety, summarised as follows:

No	Salient terms of the SSA	Kenanga IB's comments
1.	<p>Conditions Precedent</p> <p>(i) The obligations of the parties that are set out in the SSA in respect of the sale and purchase of the Sale Shares are conditional upon the following Conditions Precedent being obtained / fulfilled or waived (as the case may be) by the Cut-Off Date:</p> <p>(a) RJSB having obtained (at its own costs and expense) the approval of the shareholders of MRCB at the EGM to be convened for the Proposed Acquisition in accordance with the terms and conditions of the SSA;</p> <p>(b) RJSB having obtained (at its own costs and expense) either (i) a written confirmation from the MOE to RJSB which states that the MOE's approval is not required by RJSB for the acquisition of the Sale Shares because RJSB satisfies the definition of "Bumiputera interest" under the MOE Guidelines; or (ii) the written approval of the MOE in respect of RJSB's acquisition of the Sale Shares pursuant to the MOE Guidelines; and</p> <p>(c) any other approvals, waivers or consents of any authorities or parties as may be required by law or regulation or deemed necessary by the parties.</p> <p>(ii) Any party shall be entitled to terminate the SSA by giving a notice of termination to that effect to the other party if:</p> <p>(a) on the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been refused and appeal or appeals to the relevant authorities or persons against such refusal have not been successful;</p> <p>(b) on the expiry of the Cut-Off Date, any of the Conditions Precedent have not been obtained or fulfilled or waived (as the case may be); or</p>	<p>Reasonable</p> <p>This term ensures that all necessary requisite approvals and consents are obtained and / or fulfilled by respective parties to facilitate the implementation of the Proposed Acquisition.</p> <p>→</p> <p>These terms ensure that either party is allowed to terminate the SSA should any of the Conditions Precedent not be met. These terms are common for transactions of this nature.</p> <p>→</p>

No	Salient terms of the SSA	Kenanga IB's comments
	<p>(c) at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been granted subject to terms and conditions which are not acceptable to a party being terms and conditions which affect that party, and further representations to the relevant authorities or persons to vary such terms and conditions have not been successful, and the affected party is not willing to accept such terms and conditions then imposed by the relevant authorities or persons.</p> <p>(iii) Following the giving of a notice of termination pursuant to paragraph 1(ii) above, the Vendor shall within 30 days after the date of the notice of termination, refund the Earnest Deposit, free of interest, to RJSB, and the parties shall thereafter not have any further rights under the SSA except in respect of:</p> <p>(a) any obligation under the SSA which is expressed to apply after the termination of the SSA; and</p> <p>(b) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.</p> <p>(iv) Following the refund of the Earnest Deposit by the Vendor to RJSB pursuant to paragraph 1(iii) above, the Vendor shall be entitled to:</p> <p>(a) forthwith exercise its rights against RJSB and the Company under the SHA, including without limitation, its rights under the First Put Option (as defined under the SHA) and the Second Put Option (as defined under the SHA); and</p> <p>(b) the parties agree and acknowledge that the SHA shall remain in full force and continue to take effect and be binding on the Vendor, RJSB, BJSP and the Company, and nothing in the SSA shall affect or prejudice the respective rights and positions of the Vendor, RJSB, BJSP and the Company under the SHA.</p>	<p>→</p> <p>These terms set out the rights and obligations of the parties in the event the SSA is terminated. These terms are common for transactions of this nature.</p> <p>→</p>

Kenanga

No	Salient terms of the SSA	Kenanga IB's comments
2.	<p>Basis of the sale of the Sale Shares</p> <p>The Sale Shares are sold:</p> <ul style="list-style-type: none"> (i) free from all claims, liens, charges and encumbrances and with full legal and beneficial title; (ii) with all rights attaching thereto (including all dividends and distributions, whether declared or undecleared, in respect thereof); and (iii) with all terms, rights, privileges and restrictions of the BJSP RPS-A, with effect from the Completion Date. 	<p>Reasonable</p> <p>We noted that the Sale Shares will be transferred to RJSB, free from claims, liens, charges and encumbrances with full legal and beneficial title and all rights attaching thereto from the Completion Date. These terms are common for transactions of this nature.</p>
3.	<p>Consideration and Payment</p> <ul style="list-style-type: none"> (i) Details of the Purchase Consideration and mode of settlement are set out in Section 2.4, Part A of the Circular. (ii) The parties agree and acknowledge that the Vendor has, prior to the date of the SSA, extended the Shareholder Advances to BJSP. (iii) The parties agree and acknowledge that the Purchase Consideration has been arrived at on the basis that BJSP is or shall as at the Completion Date be free of any claims, debts or liabilities relating to the Shareholder Advances due and payable to the Vendor as at the Completion Date, and that the completion of the SSA shall be subject to RJSB's fulfilment of all of its obligations in relation to the settlement of the Shareholder Advances under the SSA. 	<p>Reasonable</p> <p>We noted that based on the payment schedule set out in Section 2.4, Part A of the Circular, approximately 97% of the Purchase Consideration is to be paid after the Conditions Precedent have been fulfilled or waived and up to the Completion Date.</p> <p>As such, this will allow the Purchaser to conserve its cashflow until such time the Conditions Precedent have been fulfilled and in turn provide certainty on the completion of the Proposed Acquisition.</p> <p>Reasonable</p> <p>These terms set out the settlement of the Shareholder Advances owing to the Vendor. Based on the unaudited financial statements of BJSP for the nine (9)-month FPE 30 September 2025, BJSP recorded cash and bank balances of approximately RM0.24 million. Given its current cash position, BJSP is not in a financial position to repay and settle the Shareholder Advances on or before the Completion Date.</p>

Kenanga

No	Salient terms of the SSA	Kenanga IB's comments
	<p>(iv) Accordingly, RJSB undertakes and covenants to the Vendor, at its own cost and expense, to procure that BJSP shall fully repay and settle the Shareholder Advances to the Vendor on or before the Completion Date in cash.</p> <p>(v) In the event that BJSP fails to fully repay and settle the Shareholder Advances or any part thereof by the Completion Date, RJSB shall, on the Completion Date, fully repay and settle such outstanding Shareholder Advances to the Vendor, for and on behalf of BJSP, and thereafter an amount equivalent to such outstanding Shareholder Advances will become an amount due and owing by BJSP to RJSB following the completion of the SSA.</p> <p>(vi) The payment of the Shareholder Advances by BJSP or RJSB in accordance with paragraph 3(v) above shall be deemed as full and final settlement of all the loans and advances granted by TWSB to BJSP pursuant to the SHA, provided that the Vendor is in receipt of the Shareholder Advances and the Balance in cleared funds prior to the Completion Date. Subject to completion having occurred in accordance with paragraph 4 below:</p> <p>(a) BJSP's repayment obligations in relation to all the loans and advances granted by TWSB to BJSP pursuant to the SHA at any time prior to the Completion Date shall be discharged and released; and</p> <p>(b) TWSB shall have no rights, claims and actions of any nature against BJSP in relation to all the loans and advances granted by TWSB to BJSP pursuant to the SHA at any time prior to the Completion Date.</p>	<p>We take note that in the event RJSB is required to settle the Shareholder Advances in full for and on behalf of BJSP, interest will continue to accrue and remain payable by BJSP to RJSB in respect of the advances provided for such settlement. Notwithstanding this, the interest expense will be eliminated at the Group level upon consolidation. Accordingly, the settlement of the Shareholder Advances by RJSB for and on behalf of BJSP is expected to result in interest savings of approximately RM4.85 million.</p> <p>We further noted that the inclusion for settlement of the Shareholder Advances as part of the Proposed Acquisition is also intended to ensure that RJSB is able to acquire BJSP without any further outstanding liabilities to the Vendor.</p> <p>Reasonable</p> <p>This term ensures that the Purchase Consideration is fully settled once all parties have performed their respective obligations under the SSA.</p> <p>We noted that this term is to also safeguard the interest of the shareholders of MRCB, by ensuring that all financial obligations between BJSP and the Vendor are fully settled prior to the completion of the Proposed Acquisition, thus ensuring that BJSP is acquired by RJSB without any further outstanding liabilities to the Vendor.</p>

Kenanga

No	Salient terms of the SSA	Kenanga IB's comments
4.	<p>Completion</p> <p>On the Completion Date:</p> <p>(i) RJSB shall:</p> <p>(a) pay the Balance; and</p> <p>(b) if BJSP has not fully repaid and settled the Shareholder Advances or any part thereof by the Completion Date to the Vendor, pay the Shareholder Advances to the Vendor, for and on behalf of BJSP,</p> <p>in cleared funds by way of a bank drafts or banker's cheques (drawn on a bank licensed to carry on banking business under the provisions of the Financial Services Act 2013 or the Islamic Financial Services Act 2013) or effected through inter-bank transfers in cleared funds to the bank account of the Vendor; and</p> <p>(ii) upon the Vendor's receipt of the bank drafts or banker's cheques or cleared funds referred to in paragraph 4(i) above (as the case may be), the Vendor shall deliver to RJSB, amongst others, duly completed and signed transfer instruments (i.e. the instrument of transfer of shares pursuant to Section 105 of the Act) in favour of RJSB, in respect of the Sale Shares, together with the duly sealed original share certificates in relation thereto.</p>	<p>Reasonable</p> <p>This term ensures the transfer of ownership of BJSP from TWSB to RJSB once the Purchase Consideration and Shareholders Advances have been fully settled and is a common term for transactions of this nature.</p>
5.	<p>Termination</p> <p>(i) Each party to the SSA shall be entitled to issue a notice of termination to the other party if, at any time prior to the completion of the SSA:</p> <p>(a) The other party commits any breach of any of its obligations under the SSA which:</p> <p>(1) is incapable of remedy; or</p> <p>(2) if capable of remedy, is not remedied within 14 business days of it being given notice to do so;</p> <p>(b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of the other party;</p>	<p>Reasonable</p> <p>We noted that these terms are to ensure that the non-defaulting party has the right to terminate the agreement should there be a breach of the terms of the agreement or any failure to complete the transaction. These terms are common for transactions of this nature.</p>

Kenanga

No	Salient terms of the SSA	Kenanga IB's comments
	<p>(c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the other party;</p> <p>(d) the other party becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;</p> <p>(e) the other party ceases or threaten to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSA); or</p> <p>(f) any of the representations or warranties given by the other party is found at any time to be untrue or inconsistent.</p> <p>(ii) If RJSB issues a notice of termination to the Vendor:</p> <p>(a) The Vendor shall, within 30 days after the date of the notice of termination, return, refund and repay to RJSB any and all moneys received by it towards account of the Purchase Consideration and the Shareholder Advances (but only if the Shareholder Advances have been paid by RJSB on behalf of BJSP pursuant to paragraph 4(i)(b) above), free of interest; and</p> <p>(b) RJSB shall, in exchange for the performance by the Vendor of its obligations under paragraph 5(ii)(a) above, return to the Vendor all documents, if any, delivered to it by or on behalf of BJSP or the Vendor.</p> <p>(iii) If the Vendor issues a notice of termination to RJSB:</p> <p>(a) RJSB shall within 14 days after the date of the Vendor's notice of termination, return to the Vendor all documents, if any, delivered to it by or on behalf of BJSP or the Vendor; and</p> <p>(b) the Vendor shall, within 30 days after the performance by RJSB of its obligations under paragraph 5(iii)(a) above, refund to RJSB any moneys received by it towards account of the Purchase Consideration and the Shareholder Advances (but only if the Shareholder Advances have been paid by RJSB on behalf of BJSP pursuant to paragraph 4(i)(b) above), free of interest.</p>	<div style="text-align: center;">→</div> <p>Reasonable</p> <p>We noted that these terms ensure that in the event of termination, neither party to the transaction shall hold any documents owned by the other party. Additionally, we noted that the Vendor shall return all funds received in relation to the Proposed Acquisition in order to reverse the transaction. These terms are common for transactions of this nature.</p> <div style="text-align: center;">→</div>

Kenanga

No	Salient terms of the SSA	Kenanga IB's comments
6.	<p>Post-Termination</p> <p>(i) Following the giving of a notice of termination under any provisions of the SSA, neither of the parties shall thereafter have any further rights or obligations under the SSA to the other party, except in respect of:</p> <p>(a) their respective obligations under the applicable provisions of paragraphs 5(ii) and 5(iii) above;</p> <p>(b) any rights or obligations under the SSA which are expressed to apply after the termination of the SSA; and</p> <p>(c) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.</p> <p>(ii) Following the giving of a notice of termination under any of the provisions of the SSA:</p> <p>(a) the Vendor shall be entitled to forthwith exercise its rights against RJSB and the Company under the SHA, including without limitation, its rights under the First Put Option (as defined under the SHA) and the Second Put Option (as defined under the SHA); and</p> <p>(b) the parties agree and acknowledge that the SHA shall remain in full force and continue to take effect and be binding on the Vendor, RJSB, BJSP and our Company, and nothing in the SSA shall affect or prejudice the respective rights and positions of the Vendor, RJSB, BJSP and the Company under the SHA.</p>	<p>Reasonable</p> <p>We noted that these terms ensure that post termination, neither party to the transaction shall have any further rights or obligations under the SSA to the other party. We also noted that the SHA will remain and continue to be in effect and binding on all parties including the Vendor, RJSB, BJSP and MRCB and that the Vendor is entitled to exercise its rights against RJSB and MRCB under the SHA. This is in line with the view that the SSA has been terminated and that the previous obligations of the respective parties in accordance with the SHA is unaffected.</p>
7.	<p>Governing law</p> <p>(i) The SSA shall be governed by, and construed in accordance with, the laws of Malaysia.</p> <p>(ii) The parties irrevocably agree that the courts of Malaysia are to have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with the SSA and the documents to be entered into pursuant to and that accordingly any proceedings arising out of or in connection with the SSA and such documents shall be brought in such courts.</p>	<p>Reasonable</p> <p>We noted that these terms seek to clarify that the SSA is governed by the laws of Malaysia as the Proposed Acquisition is a transaction between two companies, RJSB and TWSB, both of which are incorporated in Malaysia. In addition, the target company, BJSP, is also a company incorporated in Malaysia.</p>

Based on our review of the SSA for the Proposed Acquisition in its entirety, particularly the salient terms as set out above, we are of the view that the overall terms of the SSA are **reasonable** and **not detrimental** to the non-interested shareholders of MRCB.

6.4 Effects of the Proposed Acquisition

We take cognisance of the effects of the Proposed Acquisition in **Section 6, Part A of the Circular**. Our commentaries on the effects are summarised as follow:

Effects	Kenanga IB's comments
Issued share capital and substantial shareholders' shareholdings	The Proposed Acquisition will not have any effect on the issued share capital and substantial shareholders' shareholdings of MRCB as the Proposed Acquisition does not involve any issuance of new ordinary shares in MRCB.
NA, NA per MRCB Share and gearing	<p>The Proposed Acquisitions will result in an increase in the NA from RM4.61 billion as at 31 December 2024 to RM4.73 billion.</p> <p>The NA per Share will also increase from RM1.03 per Share as at 31 December 2024 to RM1.06 per Share pursuant to the completion of the Proposed Acquisition.</p> <p>Additionally, upon completion of the Proposed Acquisition, the gearing level of the Group is expected to increase from 0.49 times as at 31 December 2024 to 0.81 times assuming the Group obtains borrowings amounting to approximately RM1.60 billion to fund the Purchase Consideration.</p>
Earnings and EPS	<p>The Proposed Acquisition is expected to improve the Group's earnings and EPS, with the pro forma consolidated profit attributable to the owners of MRCB increasing from RM63.67 million for the FYE 31 December 2024 to RM93.32 million, assuming the Proposed Acquisition was effected on 1 January 2024, mainly due to remeasurement gains on deemed disposal of the existing 20.00% equity interest in BJSP by RJSB.</p> <p>Consequently, the EPS of MRCB would increase from 1.43 sen to 2.09 sen.</p>

Premised on the above, we are of the opinion that the pro forma effects of the Proposed Acquisition are reasonable and are not detrimental to the interests of the non-interested shareholders of MRCB.

6.5 Industry overview, outlook and prospects

We take cognisance of the industry overview and outlook, and prospects of the industry in relation to the Proposed Acquisition as set out in **Section 4, Part A of the Circular** and our commentaries are as set out below:

(i) Overview and outlook of the Malaysian economy

We take note of the overview and outlook of the Malaysian economy as disclosed in **Section 4.1, Part A of the Circular**.

Malaysia's economy is projected to record steady growth, expanding between 4% and 4.8% in 2025, supported by firm domestic demand. Private consumption is expected to remain robust, driven by favourable labour market conditions, higher disposable income, targeted government assistance and strong tourism activities. Investment momentum will be sustained through implementation of multi-year projects and growing inflows into high-growth sectors such as semiconductors and data centres. From the supply side, growth will continue to be led by the services and manufacturing sectors, buoyed by resilient tourism, retail trade and the expansion of the digital economy.

Kenanga

In 2026, economic growth is anticipated to remain stable, ranging between 4% and 4.5%, underpinned by resilient domestic demand and a steady external sector. Private consumption will be supported by the implementation of Phase 2 of the Public Service Remuneration System, continued targeted assistance and strong tourism activities under Visit Malaysia 2026. Investment activity will remain firm, with capital expenditures focused on high-impact strategic sectors. The services and manufacturing sectors will continue to drive growth, complemented by steady expansion in construction and agriculture.

Over the medium term, Malaysia's economic outlook remains positive, supported by sound fiscal management, continued structural reforms and ongoing efforts to enhance productivity, innovation and digitalisation. The Government remains committed to maintaining fiscal sustainability while promoting inclusive growth, social protection and competitiveness.

(Source: Economic Outlook 2026, Ministry of Finance Malaysia)

(ii) Overview and outlook of the property sector

We take note of the overview and outlook of the property sector as disclosed in **Section 4.2, Part A of the Circular**.

Malaysia's property market experienced stable expansion in the first half of 2025, driven by strong data centre investments, ongoing infrastructure projects and sustained local demand. The country's overall real estate landscape has remained steady despite global economic headwinds, with the industrial and commercial sectors standing out as the main contributors to growth.

The industrial segment remained a key pillar of growth in the first half of 2025, driven by strong investment inflows, infrastructure expansion and continued interest from both local and international manufacturers. In Klang Valley, warehouse supply is projected to increase by 4.2 million square feet in the second half of the year, supported by developments such as the Bandar Bukit Raja Logistics Hub and Selangor Aero Park. Demand remained steady, particularly in Selangor, although limited availability of purpose-built factories and power constraints continue to pose challenges. This has led to growing demand for modern, high-specification industrial facilities, especially within established logistics and manufacturing zones.

The commercial property market likewise remained resilient, underpinned by steady occupancy and rental performance across key regions. In Klang Valley, overall occupancy rates improved to 69.1% in Kuala Lumpur City and 89.4% in fringe areas, alongside positive rental momentum for Grade A buildings. Regional markets including Johor Bahru, Penang and Kota Kinabalu recorded stable performance, buoyed by ongoing infrastructure upgrades and steady leasing demand.

Overall, Malaysia's industrial and commercial property sectors are expected to remain resilient in 2025, supported by foreign investment, sustainability initiatives and continued infrastructure enhancements.

(Source: Malaysia Real Estate Highlights – 1H 2025, Knight Frank Malaysia)

Malaysia's data centre industry continues to demonstrate strong growth momentum, underpinned by increasing demand for sustainable digital infrastructure and the spillover effects from Singapore's limited expansion capacity. Supported by government initiatives and relatively competitive power tariffs, Malaysia's total data centre capacity is projected to expand sevenfold to 3.6GW by 2030, reinforcing its position as a key regional hub for cloud computing and artificial intelligence deployments.

Notwithstanding challenges arising from higher power costs and a shortage of skilled professionals, industry participants remain confident in the sector's long-term potential. Ongoing efforts to strengthen local talent capabilities, including collaborations between industry players and educational institutions, are expected to enhance Malaysia's competitiveness. With the sector anticipated to contribute significantly to national output, employment and gross value added, Malaysia's data centre industry is well-positioned to play a pivotal role in supporting the country's digital economy and regional technological advancement.

(Source: Malaysia's data centre boom looks poised to continue despite power, labour concerns, The Business Times)

Based on the above, we believe that moving forward, barring any unforeseen circumstances, the prospects of Proposed Acquisition should be **generally positive** due to the encouraging outlook of the Malaysian economy as well as the property sector.

Nonetheless, we wish to highlight that the Proposed Acquisition, is subject to risks and uncertainties which are not within MRCB's control such as, but not limited to, investment risks as well as political, economic and regulatory risks, details of which are set out in Section 5, Part A of the Circular. The occurrence of any of such events may impact MRCB's revenue and earnings to be derived from the Proposed Acquisition. There shall also be no guarantee that the anticipated benefits from the Proposed Acquisition will be realised by MRCB in the foreseeable future.

6.6 Risk factors in relation to the Proposed Acquisition

In considering the Proposed Acquisition, the non-interested shareholders are advised to give careful consideration to the risks of the Proposed Acquisition as set out in **Section 5, Part A of the Circular** and as summarised as follows:

(i) Non-completion of the Proposed Acquisition

We are of the view that the non-completion risk is a common aspect of similar acquisition proposals or arrangements.

We take note that MRCB will take all reasonable steps to ensure that the Conditions Precedent are met within the stipulated timeframe and that every effort is taken to obtain the requisite approvals and to perform its obligations in order to complete the Proposed Acquisition.

(ii) Investment Risk

We noted that there can be no assurance that the anticipated benefits of the Proposed Acquisition will be realised or that the Group will be able to generate sufficient returns through its further investment in BJSP.

Nevertheless, we take note that the Board will exercise due care in considering the potential risks and benefits associated with the Proposed Acquisition.

(iii) Funding risk

We noted that since the Proposed Acquisition is expected to be funded entirely through external borrowings, there can be no assurance that sufficient external financing on acceptable terms will be available to the Group. In addition, the Group may be exposed to adverse movement in interest rates.

Nevertheless, we noted that the Group will endeavour to obtain external financing at optimal rates and will actively monitor its capital structure and debt portfolio to ensure that its capital structure and debt portfolio remains at a sustainable and optimal level.

(iv) Compulsory acquisition of land

We noted that the Government of Malaysia has the power to acquire any land pursuant to the Land Acquisition Act 1960.

Nevertheless, we noted that in the event of any compulsory acquisition of the Lands, the Group will exercise its rights under the Land Acquisition Act 1960 to submit an objection in respect of the amount of compensation payable, if necessary.

(v) Political, economic and regulatory risks

We noted that the prospects of BJSP are dependent, to some extent, on the developments in the economic fundamental, political stability and regulatory front in Malaysia.

Nevertheless, we noted that MRCB will continue to review the business development strategies of BJSP in response to the changes in political, economic and regulatory conditions and will adopt effective measures such as prudent financial management and efficient management procedures to manage these risks.

While we take note that measures will be taken by the Management to mitigate such risks associated with the Proposed Acquisition, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the business and operation of the Group, its financial performance or prospects thereon.

In evaluating the Proposed Acquisition, non-interested shareholders should carefully consider the said risk factors and their respective mitigating factors prior to voting on the resolution pertaining to the Proposed Acquisition at the forthcoming EGM. Non-interested shareholders should also note that the risk factors mentioned in Section 5, Part A of the Circular and this IAL are not meant to be exhaustive.

7. CONCLUSION AND RECOMMENDATION

The non-interested shareholders should carefully consider the justifications for the Proposed Acquisition based on all relevant and pertinent factors including those set out in this IAL as well as those set out in **Part A of the Circular** together with the accompanying appendices before voting on the resolution pertaining to the Proposed Acquisition at the forthcoming EGM.

Premised on our evaluation of the Proposed Acquisition in **Section 6 of this IAL**, we are of the opinion that the Proposed Acquisition is fair, reasonable and not detrimental to the interests of non-interested shareholders.

Accordingly, we recommend that the non-interested shareholders of MRCB to vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.



Yours faithfully,
For and on behalf of
KENANGA INVESTMENT BANK BERHAD

DATUK ROSLAN HJ TIK
Executive Director, Head
Group Investment Banking & Islamic Banking

ALVIN OOI YET MING
Head
Corporate Finance

TERMS OF THE BJSP RPS-A

The terms of the BJSP RPS-A are as follows:

Issuer	:	BJSP.
Issue Price	:	The issue/subscription price of the BJSP RPS-A is RM1.00 per BJSP RPS-A.
Issue Size	:	Up to RM1,500,000,000 nominal value.
Tenure	:	Perpetuity commencing from and inclusive of the issuance date, unless otherwise redeemed.
Transferability	:	Subject to the constitution of BJSP, the BJSP RPS-A shall not be transferable.
Dividend	:	Cumulative dividend at the rate of 7% per annum based on the Issue Price.
Liquidation Preference/ Repayment of Capital	:	In the event of the liquidation or winding-up of BJSP, the redemption value of the BJSP RPS-A not previously redeemed and all arrears of preferential dividend declared and accrued up to the date of commencement of the winding-up shall be paid in priority to any payment to the holders of ordinary shares and other classes of preference shares issued by BJSP (including the BJSP RPS-B, which will rank behind the BJSP RPS-A in priority) but there shall be no further or other participation in the profits or assets of BJSP.
Redemption	:	<p>The BJSP RPS-A may be redeemed upon meeting any applicable debt service ratio imposed by the financiers of BJSP at the discretion of the board of directors of BJSP in accordance with the following provisions:</p> <ol style="list-style-type: none"> (a) BJSP may at any time give prior notice in writing ("BJSP RPS-A Redemption Notice") to the holders of the BJSP RPS-A of its intention to redeem all or any part of the BJSP RPS-A which are fully paid up on the date specified in the BJSP RPS-A Redemption Notice, as a form of return of capital; (b) if BJSP decides to redeem a part only of the BJSP RPS-A, those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such BJSP RPS-A on the redemption date; (c) on the redemption date, BJSP shall redeem the BJSP RPS-A specified in the BJSP RPS-A Redemption Notice at the Redemption Price (as defined below) and pay the dividend which has accrued on them (whether declared or earned or not) down to the redemption date against delivery to BJSP of the certificates for the BJSP RPS-A to be redeemed and shall issue free of charge fresh certificates for any unredeemed BJSP RPS-A;

TERMS OF THE BJSP RPS-A (Cont'd)

- (d) the BJSP RPS-A to be redeemed shall cease to rank for dividend on the redemption date unless on the certificates for the preference shares being tendered, BJSP fails to effect such redemption;
 - (e) no BJSP RPS-A shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of the redemption; and
 - (f) BJSP shall comply with all the provisions of the Act relating to the redemption of the BJSP RPS-A.
- Redemption Price : Each BJSP RPS-A shall be redeemed at a redemption price as may be agreed upon and approved unanimously by the shareholders of BJSP.
- Conversion : Nil/not applicable.
- Voting Rights : The BJSP RPS-A shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of BJSP unless:
- (a) at the date of the notice convening the meeting any dividend on the BJSP RPS-A has been declared but remains unpaid for more than six (6) months; or
 - (b) the business of such meetings is or includes the consideration of a resolution relating to the following:
 - (i) the reduction of capital of BJSP;
 - (ii) the winding-up of BJSP;
 - (iii) any abrogation or variation or otherwise directly affecting the special rights and privileges attaching to the BJSP RPS-A;
 - (iv) the creation of any new class of redeemable preference shares ranking in priority to or *pari passu* with the BJSP RPS-A in issue unless the holders holding at least 75% in nominal value of the BJSP RPS-A consent thereto in writing; or
 - (v) proposal for the disposal of the whole of BJSP's property, business and undertaking except for in the ordinary course of business.

Where the holders of BJSP RPS-A are entitled to vote at any general meeting, every BJSP RPS-A shall on a poll, carry one (1) vote for every RM1.00 paid up on each such BJSP RPS-A and every ordinary share shall, notwithstanding any other provision of the constitution of BJSP, carry one (1) vote for every RM1.00 paid up on each such share.

TERMS OF THE BJSP RPS-A (Cont'd)

The holders of the BJSP RPS-A shall be entitled to receive notices, reports and accounts (including balance sheets and profit and loss accounts) and attend meetings of which holders of ordinary shares in the capital of BJSP are entitled.

- Ranking : The BJSP RPS-A will rank on par among themselves in all respects and in priority to the ordinary shares of BJSP and any other preference shares issued from time to time subsequent to the issuance of the BJSP RPS-A (including the BJSP RPS-B, which will rank behind the BJSP RPS-A in priority) but after all secured obligations of BJSP and the shareholders' loans (which shall rank in priority to BJSP RPS-A and BJSP RPS-B).
- Status : The BJSP RPS-A shall not be listed or quoted on any stock exchange.

(The rest of this page has been intentionally left blank)

TERMS OF THE BJSP RPS-B

The terms of the BJSP RPS-B are as follows:

Issuer	:	BJSP.
Subscriber	:	MRCB Land shall be the sole subscriber for the BJSP RPS-B.
Issue Price	:	The issue/subscription price of the BJSP RPS-B is RM1.00 per BJSP RPS-B.
Issue Size	:	Up to RM1,000 nominal value.
Tenure	:	Perpetuity commencing from and inclusive of the issuance date, unless otherwise redeemed.
Transferability	:	Subject to the constitution of BJSP, the BJSP RPS-B shall not be transferable.
Dividend	:	The BJSP RPS-B shall collectively confer on the holder thereof the right to receive, in priority to any payment to the holders of any other class of shares in the capital of BJSP, cumulative preferential dividend calculated as follows:

$$[A \quad \quad \quad = \quad B \quad \quad \quad + \quad [20\% \times (C - D)]$$

Where:

A = the dividend, capital distribution and such other distribution as BJSP may decide for each BJSP RPS-B

B = the aggregate issue price for all the BJSP RPS-B

C = the aggregate distributable profits of BJSP derived from the Project (as defined under the SHA) as at the date of declaration of dividend, capital distribution or such other distribution

D = an amount representing an internal rate of return of 15% on the Aggregate Shareholders' Capital Contributions (as defined below), calculated from the issue date of the BJSP RPS-B until the date of declaration of dividend, capital distribution or such other distribution, compounded annually

"Aggregate Shareholders' Capital Contributions" refers to the aggregate actual subscription price paid by the shareholders of BJSP for shares in BJSP, including preference shares and other classes of shares in BJSP, together with the aggregate amount of any loans/advances granted by the shareholders to BJSP.

Any dividends shall be payable only at the end of the development period.

TERMS OF THE BJSP RPS-B (Cont'd)

Liquidation Preference/ Repayment of Capital	:	In the event of the liquidation or winding-up of BJSP, the redemption value of the BJSP RPS-B not previously redeemed and all arrears of preferential dividend declared and accrued up to the date of commencement of the winding-up shall be paid in priority to any payment to the holders of ordinary shares and other classes of preference shares issued from time to time, save and except for the BJSP RPS-A (which shall rank in priority to the BJSP RPS-B), but there shall be no further or other participation in the profits or assets of BJSP.
Redemption	:	<p>The BJSP RPS-B may be redeemed at the discretion of the board of directors of BJSP in accordance with the following provisions:</p> <ul style="list-style-type: none"> (a) BJSP may at any time give prior notice in writing ("BJSP RPS-B Redemption Notice") to the holders of the BJSP RPS-B of its intention to redeem all or any part of the BJSP RPS-B which are fully paid up on the date specified in the BJSP RPS-B Redemption Notice, as a form of return of capital; (b) if BJSP decides to redeem a part only of the BJSP RPS-B, those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such BJSP RPS-B on the redemption date; (c) on the redemption date, BJSP shall redeem the BJSP RPS-B specified in the BJSP RPS-B Redemption Notice at the Redemption Price and pay the dividend which has accrued on them (whether declared or earned or not) down to the redemption date against delivery to BJSP of the certificates for the BJSP RPS-B to be redeemed and shall issue free of charge fresh certificates for any unredeemed BJSP RPS-B; (d) the BJSP RPS-B to be redeemed shall cease to rank for dividend on the redemption date unless on the certificates for the preference shares being tendered, BJSP fails to effect such redemption; (e) no BJSP RPS-B shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of the redemption; and (f) BJSP shall comply with all the provisions of the Act relating to the redemption of the BJSP RPS-B.
Redemption Price	:	Each BJSP RPS-B shall be redeemed at the issue/subsorption price of the BJSP RPS-B together with all cumulative preferential dividend accrued on the BJSP RPS-B to be redeemed as at the date of issue of the BJSP RPS-B Redemption Notice.
Conversion	:	Nil/not applicable.
Voting Rights	:	BJSP RPS-B shall not carry any voting rights.

TERMS OF THE BJSP RPS-B (Cont'd)

Ranking	:	The BJSP RPS-B will rank on par among themselves in all respects and in priority to the ordinary shares of BJSP and any other preference shares issued from time to time, save and except for the shareholders' loans (which shall rank in priority to BJSP RPS-A and BJSP RPS-B) and the BJSP RPS-A (which shall rank in priority to the BJSP RPS-B), but after all secured obligations of BJSP.
Status	:	The BJSP RPS-B shall not be listed or quoted on any stock exchange.

(The rest of this page has been intentionally left blank)

INFORMATION ON BJSP

1. HISTORY AND BUSINESS

BJSP was incorporated in Malaysia on 21 April 2017 under the Act as a private limited company and commenced its business operations in 2020.

BJSP is principally involved in property development and property investment. The material assets owned by BJSP comprise the Lands which are set out in Section 7 of Appendix III of this Circular.

2. SHARE CAPITAL

As at LPD, the issued share capital of BJSP is as follows:

	No.	RM
BJSP Shares	10,000,000	10,000,000
BJSP RPS-A	1,416,163,112	1,416,163,112
BJSP RPS-B	1,000	1,000

3. DIRECTORS

As at LPD, the directors of BJSP and their respective shareholdings in BJSP are as follows:

Name	Nationality	Direct		Indirect	
		No. of BJSP Shares	%	No. of BJSP Shares	%
Tan She Yen	Malaysian	-	-	-	-
Fariza Ali @ Taib	Malaysian	-	-	-	-
Marilyn Teoh May Lyn	Malaysian	-	-	-	-
Kwan Joon Hoe	Malaysian	-	-	-	-
Norizuan Abu Zarim	Malaysian	-	-	-	-

4. SUBSTANTIAL SHAREHOLDERS**(i) BJSP Shares**

As at LPD, the substantial shareholders of BJSP and their respective shareholdings in BJSP are as follows:

Name	Country of incorporation	Direct		Indirect	
		No. of BJSP Shares	%	No. of BJSP Shares	%
TWSB	Malaysia	8,000,000	80.00	-	-
RJSB	Malaysia	2,000,000	20.00	-	-
MRCB Land	Malaysia	-	-	⁽¹⁾ 2,000,000	20.00
MRCB	Malaysia	-	-	⁽²⁾ 2,000,000	20.00
EPF	Malaysia	-	-	⁽³⁾ 10,000,000	100.00

Notes:

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

(2) Deemed interested by virtue of its shareholding in MRCB Land pursuant to Section 8 of the Act.

INFORMATION ON BJSP (Cont'd)

(3) *Deemed interested by virtue of its shareholdings in TWSB and our Company pursuant to Section 8 of the Act.*

(ii) BJSP RPS-A

As at LPD, TWSB is the holder of 1,132,930,490 BJSP RPS-A whilst RJSB is the holder of 283,232,622 BJSP RPS-A.

(iii) BJSP RPS-B

As at LPD, MRCB Land is the sole holder of 1,000 BJSP RPS-B.

5. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As at LPD, BJSP does not have any subsidiary, associate or joint venture.

6. SUMMARY OF FINANCIAL INFORMATION

A summary of the financial information of BJSP as extracted from its audited financial statements for the past three (3) FYEs 31 December 2022 to 31 December 2024 and unaudited financial statements for the nine (9)-month FPE 30 September 2025 are as follows:

	Audited FYE 31 December			Unaudited nine (9)-month FPE 30 September	
	2022	2023	2024	2024	2025
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	-	-	-	-	-
Gross profit	-	-	-	-	-
Loss before tax	(3,544)	(4,110)	(4,275)	(3,050)	(3,096)
LAT	(3,738)	(4,266)	(4,434)	(3,166)	(3,220)
Current ratio (times) ⁽¹⁾	0.03	0.01	0.01	0.03	0.01
NA	1,410,734	1,406,467	1,402,033	1,403,301	1,398,814
Total borrowings	-	-	-	-	-
Gearing (times) ⁽²⁾	-	-	-	-	-
Issued share capital	10,000	10,000	10,000	10,000	10,000
No. of shares in issue ('000):					
- BJSP Shares	10,000	10,000	10,000	10,000	10,000
- BJSP RPS-A	1,416,163	1,416,163	1,416,163	1,416,163	1,416,163
- BJSP RPS-B	1	1	1	1	1
Loss per BJSP Share (RM) ⁽³⁾	(0.37)	(0.43)	(0.44)	(0.32)	(0.32)
NA per BJSP Share (RM) ⁽⁴⁾	141.07	140.65	140.20	140.33	139.88

Notes:

(1) *Calculated based on current assets over current liabilities.*

(2) *Calculated based on total borrowings over NA.*

(3) *Calculated based on LAT over number of BJSP Shares in issue.*

(4) *Calculated based on NA over number of BJSP Shares in issue.*

INFORMATION ON BJSP (Cont'd)

Commentaries on financial performance

During the past three (3) financial years from FYE 31 December 2022 to FYE 31 December 2024, BJSP has not commenced its development activities on the Lands. Therefore, BJSP has not recorded any revenue and cost of sales during these FYEs.

FYE 31 December 2023 compared to FYE 31 December 2022

During the FYE 31 December 2023, BJSP recorded a higher LAT of RM4.27 million (FYE 31 December 2022: RM3.74 million), representing an increase of RM0.53 million or 14.13%, primarily attributed to the following:

- (i) a decrease in total rental income generated from short-term operating leases of a portion of the Lands by RM0.26 million to RM0.90 million (FYE 31 December 2022: RM1.16 million);
- (ii) an increase in administrative and other operating expenses of RM0.06 million to RM0.74 million (FYE 31 December 2022: RM0.68 million); and
- (iii) an increase in finance costs of RM0.09 million to RM4.27 million (FYE 31 December 2022: RM4.18 million), in respect of the advances/loans from its shareholders.

FYE 31 December 2024 compared to FYE 31 December 2023

During the FYE 31 December 2024, the company recorded a higher LAT of RM4.43 million (FYE 31 December 2023: RM4.27 million), representing an increase of RM0.17 million or 3.94%, primarily attributed to the following:

- (i) an increase in administrative and other operating expenses of RM0.09 million to RM0.83 million (FYE 31 December 2023: RM0.74 million); and
- (ii) an increase in finance costs of RM0.08 million to RM4.35 million (FYE 31 December 2023: RM4.27 million), in respect of the advances/loans from its shareholders.

Nine (9)-month FPE 30 September 2025 compared to FPE 30 September 2024

During the FPE 30 September 2025, the company recorded a higher LAT of RM3.22 million (FPE 30 September 2024: RM3.17 million), representing an increase of RM0.05 million or 1.71%, primarily attributed to the following:

- (i) a decrease in total rental income generated from short-term operating leases of a portion of the Lands by RM0.03 million to RM0.64 million (FPE 30 September 2024: RM0.67 million);
- (ii) a decrease in administrative and other operating expenses of RM0.14 million to RM0.34 million (FPE 30 September 2024: RM0.49 million); and
- (iii) an increase in finance costs of RM0.16 million to RM3.39 million (FPE 30 September 2024: RM3.23 million), in respect of the advances/loans from its shareholders.

INFORMATION ON BJSP (Cont'd)

Accounting policies and audit qualification

For the FYEs 31 December 2022 to 2024 and the nine (9)-month FPE 30 September 2025, BJSP has not adopted any accounting policy which is peculiar to BJSP due to the nature of its business or the industry in which it is involved.

There is no audit qualification for the financial statements of BJSP for the FYEs 31 December 2022 to 2024.

7. INFORMATION ON THE LANDS

Details of the Lands are set out below:

Lot No./ Title description	Pajakan Negeri 54725, Lot 104028, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Pajakan Negeri 54978, Lot 104027, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Pajakan Negeri 54946, Lot 104025, Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Description	Commercial land		
Existing use	Recreational park	Vacant	Vacant
Land area	97,720 sq m 1,051,848 sq ft	37,320 sq m 401,709 sq ft	173,800 sq m 1,870,766 sq ft
Tenure	99 years leasehold expiring on 7 December 2116		
Encumbrance	Nil		
Audited NBV as at 31 December 2024	RM1,485,176,643		
Date of valuation	10 July 2025		
Valuation methodology	Comparison approach ⁽¹⁾		
Market value ⁽²⁾	RM2,060,000,000		

Notes:

(1) *The comparison approach of valuation entails a critical analysis of recent evidence of values of comparable properties in the neighbourhood and making adjustments for differences. In assessing the market value of the Lands, IVPS has taken into consideration all relevant factors, including amongst others, the neighbourhood of the properties and their market condition, land size, tenure, land use and plot ratio of the Lands.*

(2) *As appraised by IVPS vide the Lands Valuation Certificate as set out in Appendix V of this Circular.*

8. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**8.1 Material commitments**

As at LPD, there is no material commitment incurred or known to be incurred by BJSP which upon becoming enforceable may have a material and adverse impact on the financial position of BJSP.

8.2 Contingent liabilities

As at LPD, there is no contingent liability incurred or known to be incurred by BJSP which upon becoming enforceable may have a material and adverse impact on the financial position of BJSP.

INFORMATION ON BJSP (Cont'd)

9. MATERIAL CONTRACTS

BJSP has not entered into any material contract (not being contracts entered into in the ordinary course of business) within the past two (2) years immediately preceding the date of this Circular.

10. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, BJSP is not engaged in any material litigation, claim and/or arbitration either as plaintiff or defendant, which may materially and adversely affect its financial position or business, and there is no proceeding, pending or threatened, or of any fact likely to give rise to a proceeding which may materially and adversely affect the financial position or business of BJSP.

(The rest of this page has been intentionally left blank)

OTHER SALIENT TERMS OF THE SSA

The other salient terms of the SSA are as follows:

1. CONDITIONS PRECEDENT

- (i) The obligations of the parties that are set out in the SSA in respect of the sale and purchase of the Sale Shares are conditional upon the following Conditions Precedent being obtained/fulfilled or waived (as the case may be) by the Cut-off Date:
 - (a) RJSB having obtained (at its own costs and expense) the approval of the shareholders of our Company at the EGM to be convened for the Proposed Acquisition in accordance with the terms and conditions of the SSA;
 - (b) RJSB having obtained (at its own costs and expense) either (i) a written confirmation from the MOE to RJSB which states that the MOE's approval is not required by RJSB for the acquisition of the Sale Shares because RJSB satisfies the definition of "Bumiputera interest" under the MOE Guidelines; or (ii) the written approval of the MOE in respect of RJSB's acquisition of the Sale Shares pursuant to the MOE Guidelines; and
 - (c) any other approvals, waivers or consents of any authorities or parties as may be required by law or regulation or deemed necessary by the parties.
- (ii) Any party shall be entitled to terminate the SSA by giving a notice of termination to that effect to the other party if:
 - (a) on the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been refused and appeal or appeals to the relevant authorities or persons against such refusal have not been successful;
 - (b) on the expiry of the Cut-Off Date, any of the Conditions Precedent have not been obtained or fulfilled or waived (as the case may be); or
 - (c) at any time prior to the expiry of the Cut-Off Date, any of the Conditions Precedent shall have been granted subject to terms and conditions which are not acceptable to a party being terms and conditions which affect that party, and further representations to the relevant authorities or persons to vary such terms and conditions have not been successful, and the affected party is not willing to accept such terms and conditions then imposed by the relevant authorities or persons.
- (iii) Following the giving of a notice of termination pursuant to paragraph 1(ii) above, the Vendor shall within 30 days after the date of the notice of termination, refund the Earnest Deposit, free of interest, to RJSB, and the parties shall thereafter not have any further rights under the SSA except in respect of:
 - (a) any obligation under the SSA which is expressed to apply after the termination of the SSA; and
 - (b) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.

OTHER SALIENT TERMS OF THE SSA (Cont'd)

- (iv) Following the refund of the Earnest Deposit by the Vendor to RJSB pursuant to paragraph 1(iii) above, the Vendor shall be entitled to:
 - (a) forthwith exercise its rights against RJSB and our Company under the SHA, including without limitation, its rights under the First Put Option (as defined under the SHA) and the Second Put Option (as defined under the SHA); and
 - (b) the parties agree and acknowledge that the SHA shall remain in full force and continue to take effect and be binding on the Vendor, RJSB, BJSP and our Company, and nothing in the SSA shall affect or prejudice the respective rights and positions of the Vendor, RJSB, BJSP and our Company under the SHA.

2. BASIS OF THE SALE OF THE SALE SHARES

The Sale Shares are sold:

- (i) free from all claims, liens, charges and encumbrances and with full legal and beneficial title;
- (ii) with all rights attaching thereto (including all dividends and distributions, whether declared or undeclared, in respect thereof); and
- (iii) with all terms, rights, privileges and restrictions of the BJSP RPS-A as set out in Appendix I of this Circular,

with effect from the Completion Date.

3. CONSIDERATION AND PAYMENT

- (i) Details of the Purchase Consideration and mode of settlement are set out in Section 2.4 of Part A of this Circular.
- (ii) The parties agree and acknowledge that the Vendor has, prior to the date of the SSA, extended the Shareholder Advances to BJSP.
- (iii) The parties agree and acknowledge that the Purchase Consideration has been arrived at on the basis that BJSP is or shall as at the Completion Date be free of any claims, debts or liabilities relating to the Shareholder Advances due and payable to the Vendor as at the Completion Date, and that the completion of the SSA shall be subject to RJSB's fulfilment of all of its obligations in relation to the settlement of the Shareholder Advances under the SSA.
- (iv) Accordingly, RJSB undertakes and covenants to the Vendor, at its own cost and expense, to procure that BJSP shall fully repay and settle the Shareholder Advances to the Vendor on or before the Completion Date in cash.
- (v) In the event that BJSP fails to fully repay and settle the Shareholder Advances or any part thereof by the Completion Date, RJSB shall, on the Completion Date, fully repay and settle such outstanding Shareholder Advances to the Vendor, for and on behalf of BJSP, and thereafter an amount equivalent to such outstanding Shareholder Advances will become an amount due and owing by BJSP to RJSB following the completion of the SSA.

OTHER SALIENT TERMS OF THE SSA (Cont'd)

- (vi) The payment of the Shareholder Advances by BJSP or RJSB in accordance with paragraph 3(v) above shall be deemed as full and final settlement of all the loans and advances granted by TWSB to BJSP pursuant to the SHA, provided that the Vendor is in receipt of the Shareholder Advances and the Balance in cleared funds prior to the Completion Date. Subject to completion having occurred in accordance with paragraph 4 below:
 - (a) BJSP's repayment obligations in relation to all the loans and advances granted by TWSB to BJSP pursuant to the SHA at any time prior to the Completion Date shall be discharged and released; and
 - (b) TWSB shall have no rights, claims and actions of any nature against BJSP in relation to all the loans and advances granted by TWSB to BJSP pursuant to the SHA at any time prior to the Completion Date.

4. COMPLETION

On the Completion Date:

- (i) RJSB shall:
 - (a) pay the Balance; and
 - (b) if BJSP has not fully repaid and settled the Shareholder Advances or any part thereof by the Completion Date to the Vendor, pay the Shareholder Advances to the Vendor, for and on behalf of BJSP,

in cleared funds by way of bank drafts or banker's cheques (drawn on a bank licensed to carry on banking business under the provisions of the Financial Services Act 2013 or the Islamic Financial Services Act 2013) or effected through inter-bank transfers in cleared funds to the bank account of the Vendor; and
- (ii) upon the Vendor's receipt of the bank drafts or banker's cheques or cleared funds referred to in paragraph 4(i) above (as the case may be), the Vendor shall deliver to RJSB, amongst others, duly completed and signed transfer instruments (i.e. the instrument of transfer of shares pursuant to Section 105 of the Act) in favour of RJSB, in respect of the Sale Shares, together with the duly sealed original share certificates in relation thereto.

5. TERMINATION

- (i) Each party to the SSA shall be entitled to issue a notice of termination to the other party if, at any time prior to the completion of the SSA:
 - (a) the other party commits any breach of any of its obligations under the SSA which:
 - (1) is incapable of remedy; or
 - (2) if capable of remedy, is not remedied within 14 business days of it being given notice to do so;
 - (b) a petition is presented (and such petition is not stayed or struck-out within 30 business days of the petition being served) or an order is made or a resolution is passed for the winding up of the other party;

OTHER SALIENT TERMS OF THE SSA (Cont'd)

- (c) an administrator or receiver or receiver and manager is appointed over, or distress, attachment or execution is levied or enforced upon, any part of the assets or undertaking of the other party;
 - (d) the other party becomes insolvent or is unable to pay its debts or admits in writing its inability to pay its debts as and when they fall due or enter into any composition or arrangement with its creditors or makes a general assignment for the benefit of its creditors;
 - (e) the other party ceases or threaten to cease or carry on the whole or any substantial part of its business (except for the purposes of a bona fide reconstruction or amalgamation which would not result or cause any failure or inability to duly perform or fulfil any obligation under the SSA); or
 - (f) any of the representations or warranties given by the other party is found at any time to be untrue or inconsistent.
- (ii) If RJSB issues a notice of termination to the Vendor:
 - (a) the Vendor shall, within 30 days after the date of the notice of termination, return, refund and repay to RJSB any and all moneys received by it towards account of the Purchase Consideration and the Shareholder Advances (but only if the Shareholder Advances have been paid by RJSB on behalf of BJSP pursuant to paragraph 4(i)(b) above), free of interest; and
 - (b) RJSB shall, in exchange for the performance by the Vendor of its obligations under paragraph 5(ii)(a) above, return to the Vendor all documents, if any, delivered to it by or on behalf of BJSP or the Vendor.
- (iii) If the Vendor issues a notice of termination to RJSB:
 - (a) RJSB shall, within 14 days after the date of the Vendor's notice of termination, return to the Vendor all documents, if any, delivered to it by or on behalf of BJSP or the Vendor; and
 - (b) the Vendor shall, within 30 days after the performance by RJSB of its obligations under paragraph 5(iii)(a) above, refund to RJSB any moneys received by it towards account of the Purchase Consideration and the Shareholder Advances (but only if the Shareholder Advances have been paid by RJSB on behalf of BJSP pursuant to paragraph 4(i)(b) above), free of interest.

6. POST-TERMINATION

- (i) Following the giving of a notice of termination under any of the provisions of the SSA, neither of the parties shall thereafter have any further rights or obligations under the SSA to the other party, except in respect of:
 - (a) their respective obligations under the applicable provisions of paragraphs 5(ii) and 5(iii) above;
 - (b) any rights or obligations under the SSA which are expressed to apply after the termination of the SSA; and
 - (c) any rights or obligations which have accrued in respect of any breach of any of the provisions of the SSA to either party prior to such termination.

OTHER SALIENT TERMS OF THE SSA (Cont'd)

- (ii) Following the giving of a notice of termination under any of the provisions of the SSA:
 - (a) the Vendor shall be entitled to forthwith exercise its rights against RJSB and our Company under the SHA, including without limitation, its rights under the First Put Option (as defined under the SHA) and the Second Put Option (as defined under the SHA); and
 - (b) the parties agree and acknowledge that the SHA shall remain in full force and continue to take effect and be binding on the Vendor, RJSB, BJSP and our Company, and nothing in the SSA shall affect or prejudice the respective rights and positions of the Vendor, RJSB, BJSP and our Company under the SHA.

7. GOVERNING LAW

- (i) The SSA shall be governed by, and construed in accordance with, the laws of Malaysia.
- (ii) The parties irrevocably agree that the courts of Malaysia are to have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with the SSA and the documents to be entered into pursuant to and that accordingly any proceedings arising out of or in connection with the SSA and such documents shall be brought in such courts.

(The rest of this page has been intentionally left blank)

LANDS VALUATION CERTIFICATE



Our Ref : V/24/12590/MRCB/PKL/LWJ
Date : 15 July 2025

Malaysian Resources Corporation Berhad
Level 33A, Menara NU 2
No. 203, Jalan Tun Sambanthan,
Kuala Lumpur Sentral,
50470 Kuala Lumpur

Dear Sir/Madam,

VALUATION CERTIFICATE OF THREE PARCELS OF COMMERCIAL LAND HELD UNDER (I) PAJAKAN NEGERI 54725, LOT 104028, (II) PAJAKAN NEGERI 54978, LOT 104027 AND (III) PAJAKAN NEGERI 54946, LOT 104025, ALL WITHIN MUKIM OF PETALING, DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR

We act on instruction received from Malaysian Resources Corporation Berhad (hereinafter referred to as "MRCB") to advise on the Market Value of the abovementioned property (hereinafter referred to as "the Subject Property"). This valuation has been prepared for the purposes of submission to Bursa Malaysia Securities Berhad (hereinafter referred to as "Bursa Malaysia") in relation to the proposed acquisition of 80% equity interest in Bukit Jalil Sentral Property Sdn Bhd ("BJSP") by Rukun Juang Sdn Bhd ("RJSB"), a wholly-owned subsidiary of MRCB Land Sdn Bhd ("MRCB Land"), which in turn is a wholly-owned subsidiary of MRCB from Tanjung Wibawa Sdn Bhd ("TWBSB"), a wholly-owned subsidiary of the Employees Provident Fund Board ("EPF"). BJSP was set up as a special purpose company to develop three parcels of commercial land identified as (i) Pajakan Negeri 54725, Lot 104028, (ii) Pajakan Negeri 54978, Lot 104027 and (iii) Pajakan Negeri 54946, Lot 104025, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

Accordingly, we have inspected the Subject Property on 10 July 2025 and gathered other relevant information necessary to arrive at our opinion of value. We are pleased to certify that we have conducted valuation on the legal interest of the Subject Property as at the material date of valuation on 10 July 2025.

The Subject Property is valued on As Is Where Is basis i.e. three parcels of commercial land.

This valuation certificate has been prepared in compliance with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers, Malaysia.

This valuation certificate is prepared for inclusion in the circular to shareholders of MRCB in relation to the above proposed transaction. The basis of the valuation is Market Value which is defined by the Malaysian Valuation Standards (MVS) to be "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion."

In this valuation exercise, we have valued the Subject Property on the basis of three parcels of commercial land, in its existing condition and on the basis that the title is free from all encumbrances, endorsements, statutory notices and all outgoing, as well as marketable, registrable and with vacant possession.

This valuation certificate is to be read in conjunction with the aforementioned Report and Valuation.

Brief description of the Subject Property is shown overleaf.

Alliance Member of CUSHMAN & WAKEFIELD

IVPS PROPERTY CONSULTANT SDN BHD
(200801021388) (822703-M)
Unit 304A, Level 3A, Uptown 1
No. 1, Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor, Malaysia

Tel : 603-7728 4117
Fax : 603-7727 1448
Email : valuation@ivpsmalaysia.com
Website : www.ivpsmalaysia.com
www.cushmanwakefield.com

• International Property Consultants • Registered Valuers • Real Estate Agents • Property & Facilities Managers

Cushman & Wakefield operates globally with 400 offices in approximately 70 countries.

Board Reg. No. VPM(1)0044

LANDS VALUATION CERTIFICATE (Cont'd)



2/-

IDENTIFICATION OF SUBJECT PROPERTY**Property Type / Interest Valued** Three parcels of commercial land.**Legal Description of Title** (i) Pajakan Negeri 54725, Lot 104028, (ii) Pajakan Negeri 54978, Lot 104027 and (iii) Pajakan Negeri 54946, Lot 104025, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.**Tenure** 99 years leasehold interest expiring on 7 December 2116, in respect of all titles.**Category of Land Use** Building, in respect of all titles.**Express Condition** “Tanah ini hendaklah digunakan bagi maksud perdagangan untuk tujuan bangunan perniagaan sahaja”, in respect of all titles.**Land Area**

Lot No.	Land Area as per Title	
	Square Metres	Square Feet
Lot 104028	97,720	1,051,848
Lot 104027	37,320	401,709
Lot 104025	173,800	1,870,766
Total	308,840	3,324,323

Registered Owner Bukit Jalil Sentral Property Sdn Bhd, in respect of all titles.**Restriction-in-Interest** “Tanah ini tidak boleh dipindahmilik, dipajak, dicagar atau digadai tanpa kebenaran Jawatankuasa Kerja Tanah Wilayah Persekutuan Kuala Lumpur.”, in respect of all titles.**Endorsement** Nil, in respect of all titles.**Encumbrances** Nil, in respect of all titles.**Date of Valuation** 10 July 2025**Location of Property** The Subject Property is located along KESAS Highway and MEX Highway. It is located within Bukit Jalil in the Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur and is situated about 14 kilometres due south of Kuala Lumpur city centre. The Kuyoh River runs near the northern boundary of Lot 104028, as well as the southern boundary of Lot 104027 and Lot 104025.

Pavillion Bukit Jalil Shopping Mall and Aurora Place are located approximately 4 kilometers due south-west of the Subject Property whilst Endah Parade Shopping Mall is located immediately north of the Subject Property.

The nearest LRT stations are the Sri Petaling LRT Station and Bukit Jalil LRT Station. These stations are located within walking distance of the Subject Property.

LANDS VALUATION CERTIFICATE (Cont'd)

3/-

There are few well-known notable landmarks located in the vicinity. Located at the direct south of the Subject Property, there are Bukit Jalil National Stadium, Axiata Arena, National Aquatic Centre, National Squash Centre, Kuala Lumpur Sports City, Sports Commissioner Office of Malaysia and Bukit Jalil Sports School. Located to the west of the Subject Property are International Medical University (IMU) and Columbia Asia Hospital Bukit Jalil.

The immediate surrounding consists of mainly undeveloped vacant lands, terraced houses, bungalows, condominiums, stadiums, shopping malls, schools, universities and hospitals.

BRIEF DESCRIPTION OF THE SUBJECT PROPERTY

The Subject Property comprises three parcels of commercial land legally identified as Pajakan Negeri 54725, Lot 104028, Pajakan Negeri 54978, Lot 104027 and Pajakan Negeri 54946, Lot 104025, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

The land area of the subject lots as noted in the respective titles and as per the site plans are summarized as follows:-

Lot No.	Land Area as per Title	
	Square Metres	Square Feet
Lot 104028	97,720	1,051,848
Lot 104027	37,320	401,709
Lot 104025	173,800	1,870,766
Total	308,840	3,324,323

i. Lot 104028

The subject site is near rectangular in shape. It enjoys dual road frontage onto Jalan Merah Caga and Lebuhraya Maju (MEX) along its southern and western boundaries, respectively.

The subject site is generally undulating in terrain and lies higher than the level of its frontage road, Jalan Merah Caga. The site boundaries are not demarcated by any form of fencing.

At the date of our inspection, we noted that the subject site is currently designated as Bukit Komanwel Park and 15 buildings/structures serving shelter hut and hard landscape are erected on the site. The rest of the buildings consist of six units of single storey concrete buildings and two guard houses, constructed with reinforced concrete framework, plastered brickwalls supporting a timber pitched roof covered with interlocking tiles. We also noted that the site boundaries are not demarcated by any form of fencings and the subject site is overgrown with light undergrowth, bushes and trees. However, for purpose of this valuation, we have excluded the aforesaid buildings/structures in our valuation for the following reasons: -

- Temporary or Minor Structures: Some of the buildings are temporary, light, or not permanent, so they do not add long-term value to the land.
- No Impact on Value: The existing buildings are not suitable or useful for future use and do not increase the market value of the property for the purpose of this valuation.

ii. Lot 104027

The subject site is near triangular in shape. It enjoys dual road frontage onto Jalan Merah Caga and Lebuhraya Shah Alam (KESAS) along its eastern and northern boundaries respectively.

LANDS VALUATION CERTIFICATE (Cont'd)



4/-

The subject site is generally flat in terrain and lies at about the same level as its frontage road, Jalan Merah Caga. The site boundaries are demarcated by metal hoarding sheets.

At the date of our inspection, we noted that the subject site is vacant of building, overgrown with light undergrowth, bushes and trees.

iii. Lot 104025

The subject site is near rectangular in shape. It enjoys a road frontage width of 83.837 metres (275 feet) onto Lebuhraya Shah Alam (KESAS) along its northern boundary, with the eastern boundary adjoining to Lot 39489. The northern and southern boundaries are running parallel to KESAS and Sungai Kuyoh respectively.

The subject site is generally flat in terrain and lies higher than the level of its frontage road, KESAS. The site boundaries are not demarcated by any form of fencings.

At the date of our inspection, the site is overgrown with light undergrowth, bushes and trees. We also noted that a dilapidated machinery, three units of dilapidated temporary structures, three units of open shed structures and two units of single storey concrete buildings are erected on the southern boundary of the site. However, for purpose of this valuation, we have excluded the aforesaid structures/buildings in our valuation for the following reasons: -

- Temporary or Minor Structures: Some of the buildings are temporary, light, or not permanent, so they do not add long-term value to the land.
- No Impact on Value: The existing buildings are not suitable or useful for future use and do not increase the market value of the property for the purpose of this valuation.

Whilst reasonable attempts have been made to locate and identify the boundaries stones (markings) of the Subject Property during our site inspection, we would recommend that the services of a Land Surveyor be engaged by the parties concerned to verify the exact boundaries and the land area of the subject under valuation.

PLANNING PROVISIONS

The Subject Property is designated for commercial use, as noted in the title deed.

The Subject Property has a permitted plot ratio of 1:6.5, which has been approved by Dewan Bandaraya Kuala Lumpur (DBKL) vide an approval letter bearing Reference No. (30) dlm.DBKL.JPRB.5358/86/11T [OSC(B) S3 190430-019 (P2-A13-PTKM 200911)], dated 13 November 2020.

We have checked and confirmed that the Development Order (Perintah Pembangunan) dated 13 November 2020, which allows a plot ratio of 1:6.5 (or floor area of 21,558,279.60 square feet), is valid as of the material date of valuation. It is further noted that the Improvement Service Fund contribution amounting to RM380,700.00 has been duly paid. The approved high plot ratio allows for a larger total floor area to be developed on the Subject Property, thereby enhancing its value. This factor has been duly considered in our valuation by comparing the Subject Property against other similar development lands, including those with differing permitted plot ratios.

Based on the Draft Kuala Lumpur 2024 Local Plan, the Subject Property is zoned for mixed development use.

Vide a copy of the approval letter issued by Dewan Bandaraya Kuala Lumpur (DBKL), bearing Reference No. (25) dlm.DBKL.JPRB.5358/86/13 [OSC(S) S3 220509-009 (P2-A10 221004)], dated 3 January 2023, we note that PT 16844 (currently known as Lot 104027) has been granted approval for the proposed development of a temporary single-storey sales gallery. Subsequently, the approved building plans for this temporary sales gallery, bearing Reference No. BPS3OSC 20222112, dated 17 November 2022, has also received approval from the relevant authority.

LANDS VALUATION CERTIFICATE (Cont'd)



5/-

METHOD OF VALUATION

The Subject Property is valued using the **Comparison Approach** as the sole valuation approach, as it is the most appropriate approach given the circumstances. The Subject Property comprises three parcels of commercial land without any approved detailed development plans, apart from the approval of a temporary single-storey sales gallery. Although approval exists for a temporary single-storey sales gallery, it does not provide sufficient grounds to apply other valuation approach, such as the Income Approach (Residual Method), which relies on detailed development plans or feasibility data. The temporary nature of the sales gallery does not contribute to or reflect the land's intrinsic value. The adoption of the Comparison Approach is justified due to the absence of approved proposed development details, ensuring that the valuation accurately reflects the current market value of the property in its present state.

The **Comparison Approach** of valuation entails a critical analysis of recent evidence of values of comparable properties in the neighbourhood and making adjustments for differences. In valuing the Subject Property, we have taken into consideration all relevant factors, which include the neighbourhood of the property and its market condition, land size, tenure, land use, plot ratio of the Subject Property, to name a few.

As there are no recent open market transactions involving large parcels of similar size in the immediate Bukit Jalil vicinity, it is a common valuation practice to use smaller, proximate sites as benchmarks and apply appropriate quantitative adjustments to reflect economies of scale. The selected comparable properties are located within the same district of Kuala Lumpur, with similar commercial zoning, and reflect comparable development potential and market dynamics.

VALUE CONSIDERATION (COMPARISON APPROACH)

In the Comparison Approach, we have considered the following transactions of commercial lands within the surrounding localities as comparables for the valuation:-

Description	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Property Type	Development land zoned for commercial use	Commercial land	Commercial land	Commercial land
Lot No.	Lot 38326, Lot 8082 and Lot 8025 to Lot 8040, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	PT 50256, Mukim and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Lot 20034 Seksyen 69, Bandar Kuala Lumpur, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Lot 103957 to Lot 103960, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Location	Located along Old Klang Road, Kuala Lumpur	Located along Jalan Desa, Taman Desa, Kuala Lumpur	Located along Jalan Belfield, Jalan Kampong Attap, Kuala Lumpur	Located along Jalan Bukit Jalil Indah 2, Kompleks Niaga Taman LTAT, Kuala Lumpur
Tenure	Freehold	99 years leasehold interest expiring on 13 August 2123	99 years leasehold interest expiring on 3 December 2118	97 years leasehold interest expiring on 3 May 2118

LANDS VALUATION CERTIFICATE (Cont'd)



6/-

Description	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Land Area	228,254 square feet / 21,205.51 square metres	161,083 square feet / 14,965.13 square metres	209,616 square feet / 19,474.00 square metres	437,854 square feet / 40,678.00 square metres
Plot Ratio	1:5	1:7	1:5	1:7.6
Consideration	RM112,973,443/-	RM89,640,000/-	RM125,000,000/-	RM255,000,000/-
Date of Transaction	7 November 2024	3 July 2024	23 May 2022	11 February 2022
Vendor	Pink Forest Sdn Bhd	Datuk Bandar Kuala Lumpur	Cahaya Tinggi Sdn Bhd	KL Wellness City Sdn Bhd
Purchaser	Major Land Development Sdn Bhd	Mah Sing Properties Sdn Bhd	Eupe Belfield Sdn Bhd	Exsim Bukit Jalil City Sdn Bhd
Source	Bursa Malaysia	Valuation and Property Services Department	Valuation and Property Services Department	Valuation and Property Services Department
Analysis	RM494.95 per square foot	RM556.48 per square foot	RM596.33 per square foot	RM582.39 per square foot
Adjustments	Adjustments made on market condition, location, size, tenure, category of land use and plot ratio			
Adjusted Value	RM611.75 per square foot	RM630.49 per square foot	RM585.00 per square foot	RM618.93 per square foot

Based on the above, we have arrived at the adjusted values ranging between RM585.00 per square foot to RM630.49 per square foot. We have adopted Comparable 4 as the best comparable as it is located in close proximity to the Subject Property.

We have adopted a round up sum at RM620 per square foot.

Hence, the Market Value for the Subject Property is derived at RM2,061,080,260/-, **which is rounded say RM2,060,000,000/-**.

LANDS VALUATION CERTIFICATE (Cont'd)



7/-

OPINION OF MARKET VALUE

Having regards to all the relevant information, our opinion of Market Value of the Subject Property, i.e three parcels of commercial land held under (i) Pajakan Negeri 54725, Lot 104028, (ii) Pajakan Negeri 54978, Lot 104027 and (iii) Pajakan Negeri 54946, Lot 104025, all within Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, in their existing condition, free from all encumbrances, with the titles held under leasehold interest and being good, marketable and registrable as well as with vacant possession, as at the date of valuation, is at **RM2,060,000,000/- (Ringgit Malaysia: Two Billion and Sixty Million Only).**

For and on behalf of
IVPS PROPERTY CONSULTANT SDN BHD

A handwritten signature in black ink, appearing to read 'Wai Kun', is written over the company name.

WONG WAI KUN, MRISM, MRICS
REGISTERED VALUER, V-628

WWK/PKL

SHARE VALUATION LETTER



KPMG Corporate Advisory Sdn. Bhd.
(Co. No. 567386-P)
Level 10-1, KPMG Tower
8, First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan, Malaysia

Telephone +60 (3) 7721 3388
Fax +60 (3) 7721 7677
Website www.kpmg.com.my

The Board of Directors
MALAYSIAN RESOURCES CORPORATION BERHAD
Level 33A, Menara NU 2
No. 203, Jalan Tun Sambanthan
Kuala Lumpur Sentral
50470 Kuala Lumpur, Malaysia

1 August 2025

Dear Sirs

THIS VALUATION LETTER IS PREPARED FOR INCLUSION IN THE CIRCULAR TO SHAREHOLDERS OF MALAYSIAN RESOURCES CORPORATION BERHAD ("MRCB" OR "COMPANY")

VALUATION OF SHARES IN BUKIT JALIL SENTRAL PROPERTY SDN BHD ("BJSP"), COMPRISING (i) 8,000,000 UNITS OF ORDINARY SHARES IN BJSP; AND (ii) 1,132,930,490 UNITS OF REDEEMABLE PREFERENCE SHARES – CLASS A IN BJSP (COLLECTIVELY, "SALE SHARES") IN RELATION TO THE PROPOSED ACQUISITION OF THE SALE SHARES BY RUKUN JUANG SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF MRCB LAND SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MRCB, FROM TANJUNG WIBAWA SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF THE EMPLOYEES PROVIDENT FUND BOARD ("PROPOSED ACQUISITION")

(The above valuation is hereinafter to be referred to as the "Valuation")

1.0 INTRODUCTION

- 1.1 In accordance with the terms of reference set out in our engagement letter dated 23 January 2025 ("**Engagement Letter**"), the Board of Directors of MRCB has appointed KPMG Corporate Advisory Sdn Bhd ("**KPMG Corporate Finance**") to perform a valuation of the Sale Shares in relation to the Proposed Acquisition.
- 1.2 This valuation letter (this "**Valuation Letter**") has been prepared at your request for inclusion in the Company's circular to shareholders in connection with the Proposed Acquisition. Save and except for this purpose and the Company's announcement to its shareholders in relation to the Proposed Acquisition, this Valuation Letter is not to be reproduced, quoted or referred to, in whole, or in part, in any public documents, submissions to any regulatory bodies or announcement without the prior written consent of KPMG Corporate Finance in each specific instance.
- 1.3 This Valuation Letter must be read in conjunction with the key bases and assumptions set out in Section 5.0 herein.

SHARE VALUATION LETTER (Cont'd)

**2.0 TRANSACTION BACKGROUND**

- 2.1 Rukun Juang Sdn Bhd ("RJSB"), a wholly-owned subsidiary of MRCB Land Sdn Bhd ("MRCB Land"), which is in turn a wholly-owned subsidiary of MRCB, proposed to acquire (i) 8,000,000 ordinary shares in Bukit Jalil Sentral Property Sdn Bhd ("BJSP") representing 80.00% equity interest in BJSP; and (ii) 1,132,930,490 redeemable preference shares – class A (collectively, the "Sale Shares"), from Tanjung Wibawa Sdn Bhd ("TWSB"), a wholly owned subsidiary of Employees Provident Fund Board ("EPF") (hereinafter to be referred to as "Proposed Acquisition").
- 2.2 RJSB is an existing shareholder of BJSP with 20% equity interest in BJSP.
- 2.3 As at the date of this Valuation Letter, the issued and paid-up share capital of BJSP is RM1,426,164,112 comprising (i) 10,000,000 units of ordinary shares ("BJSP Shares"), (ii) 1,416,163,112 units of redeemable preference shares - class A ("BJSP RPS-A") and (iii) 1,000 units of redeemable preference shares - class B ("BJSP RPS-B"), which are held by the following parties set out below:

Name	BJSP Shares		BJSP RPS-A		BJSP RPS-B	
	No. of units	%	No. of units	%	No. of units	%
RJSB	2,000,000	20.00	283,232,622	20.00	-	-
TWSB	8,000,000	80.00	1,132,930,490	80.00	-	-
MRCB Land	-	-	-	-	1,000	100.00
Total	10,000,000	100.00	1,416,163,112	100.00	1,000	100.00

- 2.4 In accordance with the terms of the BJSP RPS-A, the BJSP RPS-A carries a cumulative dividend at a rate of 7% per annum based on the issue price of RM1.00 per RPS-A and is not convertible into ordinary shares of BJSP. The BJSP RPS-A ranks in priority to the BJSP Shares and the BJSP RPS-B. The BJSP RPS-A is perpetual in tenure and in the event BJSP decides to redeem the BJSP RPS-A at a redemption price to be agreed by the shareholders of BJSP, the dividend accrued on them shall be paid accordingly. In the event of a liquidation or winding up of BJSP, the BJSP RPS-A not previously redeemed, together with all arrears of preferential dividends declared and accrued, shall be paid in priority to the ordinary shares and other classes of preference shares issued by BJSP including the BJSP RPS-B.

3.0 OVERVIEW OF THE PRINCIPAL ACTIVITY OF BJSP

- 3.1 BJSP is a property development and property investment company with land holdings comprising three (3) parcels of commercial lands measuring a total of 3,324,323 square feet, all situated within Bukit Jalil in the Mukim of Petaling, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur (collectively, the "Lands").

SHARE VALUATION LETTER (Cont'd)



- 3.2 The Lands are adjacent to each other and are accessible from Kuala Lumpur city center via Lebuhraya Kuala Lumpur-Seremban, as well as connected via Lebuhraya Shah Alam (KESAS Highway) and Maju Expressway (Lebuhraya MEX). Set out below are the details of the size and tenure of the Lands:

Lot No.	Land Size	Tenure
Lot 104028	1,051,848 square feet	99 years leasehold interest expiring on 7 December 2116
Lot 104027	401,709 square feet	
Lot 104025	1,870,766 square feet	
Total	3,324,323 square feet	

- 3.3 We understand from the management of MRCB ("**Management**") that the Lands do not have any approved detailed development plans from the relevant authorities apart from the approval of a temporary single-storey sales gallery. BJSP has not commenced development of the Lands. Other than the Lands, BJSP does not have other land holdings or development projects.

4.0 BASIS OF VALUATION

4.1 Subject of this Valuation

This Valuation seeks to estimate the value of the Sale Shares comprising 8,000,000 units of BJSP Shares, representing 80% equity interest in BJSP, and 1,132,930,490 units of BJSP RPS-A.

4.2 Date of this Valuation

The date of this Valuation is 10 July 2025 ("**Valuation Date**") and is based on the unaudited management accounts of BJSP as at 30 June 2025 ("**Management Accounts 30 June 2025**").

4.3 Basis of this Valuation

- (i) The standard of value that applies to this Valuation is the market value, defined as the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing, and where the parties had each acted knowledgeably, prudently, and without compulsion.
- (ii) The Proposed Acquisition involves a controlling stake in BJSP. Accordingly, this Valuation is performed on a controlling basis.
- (iii) This Valuation is assessed without taking into consideration the value of synergies that may be derived from a buyer.
- (iv) It must be emphasised that the valuation estimated by us involves a high degree of subjectivity and an element of judgment. The final price of the business will reflect the specific circumstances of the buyer and seller, and their perceptions of business and market factors at the point of execution.

SHARE VALUATION LETTER (Cont'd)

**5.0 KEY BASES AND ASSUMPTIONS**

5.1 This Valuation is prepared based on the key bases and assumptions as set out below. We wish to highlight this Valuation may be materially or adversely affected should actual results or events differ from any of the bases and assumptions upon which this Valuation were based.

- (i) We have relied upon financial and non-financial information obtained from the Management on or before the date of this Letter in the form of audited financial statements of BJSP as at 31 December 2024 and 31 December 2023, unaudited management accounts of BJSP as at 30 June 2025, financial projections, agreements, supporting documents, data, work papers and/or oral representations in meetings and discussions ("**Information**"). We do not accept responsibility for such Information which remains the responsibility of the Management;
- (ii) Our scope of work does not include verifying or auditing the reliability of the Information. Additionally, the scope of our work is different from that required for an audit which is based on generally accepted auditing standards and for that reason, it does not provide the same level of assurance as an audit of financial statements. We will assume all such information provided to us is accurate, complete and reliable;
- (iii) This Valuation is performed strictly on a limited scope basis where we do not conduct any land survey or land search with the relevant local authorities;
- (iv) Unless otherwise stated in this Valuation Letter, there are no undisclosed actual or contingent assets or liabilities, including but not limited to, any contracts and/or off-balance sheet financial instruments, no unusual obligations or commitments other than in the ordinary course of business, nor any pending litigation which would have a material effect on the financial position or business of BJSP;
- (v) All legal titles to the assets of BJSP are assumed to be valid; and
- (vi) There are no material events subsequent to the Valuation Date of 10 July 2025 which would have a material impact on BJSP and this Valuation.

6.0 VALUATION METHODOLOGY AND APPROACH

- 6.1 As at the Valuation Date, the underlying net worth of BJSP mainly comprises the Lands and BJSP has not commenced development of the Lands.
- 6.2 In our valuation of the Sale Shares, we apply the **Adjusted Net Asset Value ("ANAV") method**. The ANAV method of valuation is particularly applicable in the valuation of asset intensive or holding company, where the value of the enterprise is primarily related to its underlying assets.
- 6.3 Under the ANAV method, the fair value of shares is derived by adjusting the asset and liability accounts on the company's balance sheet to reflect their fair value equivalents. This approach estimates value based on the summation of the individual piecemeal fair value of the assets less the fair values of the business' liabilities.

SHARE VALUATION LETTER (Cont'd)



6.4 In applying the ANAV method, we adopted the balance sheet of BJSP based on the unaudited management accounts of BJSP as at 30 June 2025, being the closest month-end date to the Valuation Date of 10 July 2025 where the management accounts of BJSP were available. Management represented that they are not aware of any material variance between the financial position as at 30 June 2025 and that of 10 July 2025.

6.5 In our evaluation of the value of the piecemeal assets and liabilities of BJSP as at the Valuation Date of 10 July 2025, we have applied the following valuation approach:

(1) The Lands

In our assessment of the fair value of the Lands, we apply the following approach:

- (i) We have placed reliance on the Market Value of the Lands of RM2,060 million as at the Valuation Date of 10 July 2025 ("**Market Value of the Lands**"), ascribed by IVPS Property Consultant Sdn Bhd ("**IVPS**"), an independent property valuer appointed by the Company, as presented in IVPS's valuation certificate dated 15 July 2025 ("**IVPS Land Valuation Certificate**"). In this regard, we have carried out reviews of the appraisal by IVPS:
 - (a) We noted that IVPS has adopted the Comparison Approach in assessing the market value of the Lands, taking into consideration that the Lands do not have any detailed development plan approved by the relevant authorities apart from the approval of a temporary single-storey sales gallery, nor any feasibility data, hence it does not provide sufficient grounds to apply other valuation methods, such as the Residual Method that requires detailed development plans or feasibility data.
 - (b) The Comparison Approach is a method of appraisal used to estimate the market value of real property by comparing to similar property in the similar location of comparable economic area that have been transacted in the market or that are listed or offered for sale, with appropriate adjustments made for differences in location and accessibility, size, tenure of land, occupancy rate (if any), title restrictions, and other relevant characteristics.
 - (c) We held discussions with IVPS to review the reasonableness of the precedent land sale transactions selected by IVPS (which are set out in IVPS Land Valuation Certificate) as comparable data, as well as to assess the rationale for the adjustments made by IVPS to these comparables in relation to the Lands, taking into accounts factors such as market condition, location, land size, tenure, zoning, plot ratio and category of land use.
- (ii) We have adjusted the Market Value of the Lands appraised by IVPS by deducting the tax impact arising from the revaluation surplus of the Lands, being the difference between the net book value ("**NBV**") of the Lands based on Management Accounts 30 June 2025 and Market Value of the Lands.
- (iii) We understand that the valuation report in respect of the Lands will be issued by IVPS in due course and will be submitted to the relevant authorities for the purpose of the Proposed Acquisition. In the event the Market Value of the Lands shall be varied/adjusted pursuant to any comments provided by the relevant authorities on the said valuation report, we may accordingly adjust the fair value of the Lands applied in our valuation of the Sale Shares.

SHARE VALUATION LETTER (Cont'd)



(2) Receivables & payables, cash & bank balances, tax liabilities and plant & equipment (collectively referred as "Other Assets and Liabilities")

In our assessment of the fair value of the Other Assets and Liabilities, we have adopted the cost approach based on the NBV as presented in the Management Accounts 30 June 2025. In this regard, we have reviewed the movements of the NBV of the Other Assets and Liabilities between the Management Accounts 30 June 2025 and BJSP's audited financial statements as at 31 December 2024 ("AFS 31 December 2024"), for reasonableness check.

7.0 VALUATION OF THE SALE SHARES

7.1 Premised on the valuation methodology and approach outlined in the preceding Section 6.0, we set out below the ANAV method valuation analysis of the Sale Shares:

Valuation Analysis of the Sale Shares – ANAV Method		RM
Net asset value of BJSP as at 30 June 2025 ¹		1,399,937,451
Adjustments		
Less: Impairment of land development costs deemed sunk ²		(7,058,734)
Add: Revaluation of Lands to their market value ³		633,836,888
Less: Tax impact arising from the revaluation of the Lands ⁴ (Refer to Annexure 2)		(59,611,692)
ANAV of 100% interest in BJSP		1,967,103,913
		x 80%
ANAV of 80% interest in BJSP - total value of the Sale Shares		1,573,683,130
Breakdown of valuation of the Sale Shares		
1,132,930,490 units of BJSP RPS-A ⁵		1,573,683,129
8,000,000 units of BJSP Shares ⁵		1
Total valuation of the Sale Shares ⁶		1,573,683,130

Notes:

¹ Please refer Annexure 1 for the Management Accounts 30 June 2025 and AFS 31 December 2024 of BJSP.

² This relates to land development costs that were incurred and capitalised in connection with the application for development order for a proposed mixed-use development. These costs are considered sunk costs by Management and are no longer relevant to the future development of the Lands. In our valuation analysis, these costs are fully impaired.

³ Set out below is the revaluation of the Lands based on the Market Value of the Lands appraised by IVPS:

		RM
Market Value of the Lands ascribed by IVPS		2,060,000,000
Less: Carrying amount of the Lands per Management Accounts 30 June 2025 (Refer to Annexure 1)		(1,426,163,112)
Revaluation surplus		633,836,888

SHARE VALUATION LETTER (Cont'd)



- ⁴ The tax impact arising from the revaluation of Lands is estimated based on corporate income tax rate of 24% over the revaluation surplus of the Land, net of other tax deductible costs (i.e., stamp duty, assessment & quit rent, and development costs), with adjustment for time value of money as the tax impact will be payable over the expected development phases within a development period of c.20 years as provided by Management. In this regard, a 7% discount rate, based on the cost of debt of BJSP, is applied in the adjustment for time value of money. Please refer to Annexure 2 for details.
- ⁵ The total principal and cumulative dividends of the BJSP RPS-A amounts to RM2,054,985,582, made up of principal of RM1,416,163,112 and cumulative dividends of RM638,822,470 accrued up to the Valuation Date of 10 July 2025. As the total principal and cumulative dividends of BJSP RPS-A exceeds the total valuation of BJSP, and the BJSP RPS-A ranks in priority to the BJSP Shares and the BJSP RPS-B, accordingly, the entire valuation of BJSP will be firstly distributed to the BJSP RPS-A holders and RM1.00 notional value is assigned to the BJSP Shares.
- ⁶ In the event the Market Value of the Lands shall be varied/adjusted pursuant to any comments provided by the relevant authorities on the valuation report of IVPS, we may accordingly adjust our valuation of the Sale Shares.

8.0 CONCLUSION OF VALUE

Premised on the key bases and assumptions of the Valuation outlined in Section 5.0, and the basis of valuation and valuation methodology and approach detailed in Sections 4.0 and 6.0 respectively, **the value of the Sale Shares is assessed at RM1,573,683,130.00 as at the Valuation Date of 10 July 2025.**

9.0 RESTRICTION

This Valuation Letter pertaining to the Proposed Acquisition has been prepared strictly for the exclusive use of MRCB for inclusion in the Company's circular to shareholders and the Company's announcement in connection with the Proposed Acquisition, and is not intended for general circulation or publication and not to be reproduced, quoted or referred to, in whole or in part, in any public documents, submissions to any regulatory bodies or announcement without the prior written consent of KPMG Corporate Finance in each specific instance. We are not responsible or liable for any form of losses however occasioned to any third party as a result of the circulation, publication, reproduction or use of, or reliance on this Valuation Letter, in whole or in part.

Neither KPMG Corporate Finance nor any of its members, directors or employees undertake responsibility arising in any way whatsoever to any person in respect of this Valuation Letter, including any error or omission therein, however caused.

Yours faithfully,

For and on behalf of
KPMG Corporate Advisory Sdn Bhd

Choo Soke Yee (Emily)
Executive Director, Advisory
Corporate Finance

SHARE VALUATION LETTER (Cont'd)

**Annexure 1: Balance sheet of BJSP as at 31 December 2024 and 30 June 2025**

Set out below is the balance sheet of BJSP as at 31 December 2024 (audited) and as at 30 June 2025 (unaudited):

Balance sheet of BJSP	As at 31 Dec 2024 (audited) RM	As at 30 June 2025 (unaudited) RM
<u>Non-current Assets</u>		
Plant & equipment	804	482
Carrying amount of the Lands	1,426,163,112	1,426,163,112
Stamp duty arising from acquisition of the Lands	42,800,496	42,800,496
Assessment & quit rent of the Lands	9,175,800	10,819,398
Land development costs	7,037,235	7,058,734
Total Non-current Assets	1,485,177,447	1,486,842,222
<u>Current Assets</u>		
Amount due from related companies of MRCB	317,774	226,420
Other receivables, deposits & prepayments	262,605	131,690
Cash and bank balances	296,453	214,384
Total Current Assets	876,832	572,494
Total Assets	1,486,054,279	1,487,414,716
<u>Current Liabilities</u>		
Other payables	983,239	868,426
Amount due to TWSB	66,103,615	69,214,977
Amount due to RJSB	16,795,324	17,303,990
Amount due to related company of MRCB	100,673	17,225
Tax liabilities	37,971	72,647
Total Liabilities	84,020,822	87,477,265
<u>Equity</u>		
Ordinary share capital	10,000,000	10,000,000
BJSP RPS-A	1,416,163,112	1,416,163,112
BJSP RPS-B	1,000	1,000
Accumulated losses	(24,130,655)	(26,226,661)
Total Equity / Net Asset Value	1,402,033,457	1,399,937,451
Total Liabilities and Equity	1,486,054,279	1,487,414,716

SHARE VALUATION LETTER (Cont'd)

**Annexure 2: Tax impact arising from the revaluation of the Lands**

The tax impact arising from the revaluation of Lands is estimated based on corporate income tax rate of 24% over the revaluation surplus of the Lands, net of other tax deductible costs (i.e., stamp duty, assessment & quit rent, and development costs), with adjustment for time value of money as the tax impact will be payable over the expected development period of the Lands.

Set out below is the calculation of the tax impact arising from the revaluation of the Lands:

Tax impact from revaluation of the Lands	RM
Market Value of the Lands ascribed by IVPS	2,060,000,000
Less: Carrying amount of the Lands:	(1,426,163,112)
Revaluation of the Lands	633,836,888
Less: tax deductible costs	
(i) Stamp duty arising from acquisition of the Lands ^a	(42,800,496)
(ii) Assessment & quit rent of the Lands ^a	(10,819,398)
(iii) Land development costs ^{a, b}	(7,058,734)
Revaluation of the Lands, net of tax-deductible costs	573,158,260
Corporate income tax rate	24%
Estimated tax impact	137,557,982
Present value of estimated tax impact ^c	59,611,692

Notes

^a Refer to balance sheet of BJSP as at 30 June 2025 set out in Annexure 1 for details of the costs that have been incurred and capitalised.

^b In our valuation analysis, these costs are fully impaired as they are considered sunk costs by Management and are no longer relevant to the future development of the Lands, please refer Section 7.1 for details of the valuation analysis. Notwithstanding, for corporate income tax computation purposes, these costs are tax deductible.

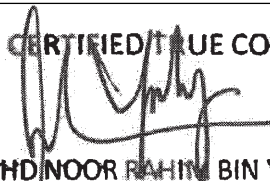
^c The present value of the estimated tax impact is estimated assuming that the tax impact will be payable over the expected development phases within a development period of c.20 years as provided by Management. In this regard, a 7% discount rate, based on the cost of debt of BJSP, is applied in the adjustment for time value of money.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024

Registration No.

201701014025 (1228190-T)

CERTIFIED TRUE COPY


MOHD NOOR RAHIM BIN YAHAYA
Company Secretary (MAICSA 0866820)
SSM PC NO. 202008002339

16 OCT 2025

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

STATUTORY FINANCIAL STATEMENTS

31 DECEMBER 2024

0407A5/yI

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

CORPORATE INFORMATION**DIRECTORS**

Tan She Yen
Fariza Binti Ali @ Taib
Marilyn Teoh May Lyn
Norizuan Bin Abu Zarim
Kwan Joon Hoe

COMPANY SECRETARIES

Mohamed Noor Rahim Bin Yahaya
MAICSA 0866820
SSM Practicing Certificate No. 202008002339

Ho Ngan Chui
MAICSA 7014785
SSM Practicing Certificate No. 202008001773

AUDITORS

PricewaterhouseCoopers PLT
LLP0014401-LCA & AF 1146
Chartered Accountants

REGISTERED OFFICE

Level 33A, Menara NU 2,
No. 203, Jalan Tun Sambanthan,
Kuala Lumpur Sentral,
50470 Kuala Lumpur.

PRINCIPAL PLACE OF BUSINESS

Level 30, Menara Allianz Sentral,
No. 203, Jalan Tun Sambanthan,
Kuala Lumpur Sentral
50470 Kuala Lumpur

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

**REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

CONTENTS

	PAGES
DIRECTORS' REPORT	1 - 4
STATEMENTS BY DIRECTORS	5
STATUTORY DECLARATION	5
INDEPENDENT AUDITORS' REPORT	6 - 9
FINANCIAL STATEMENTS	
STATEMENT OF COMPREHENSIVE INCOME	10
STATEMENT OF FINANCIAL POSITION	11
STATEMENT OF CHANGES IN EQUITY	12
STATEMENT OF CASH FLOWS	13
NOTES TO THE FINANCIAL STATEMENTS	14 - 40

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT

The Directors hereby submit their report together with the audited financial statements of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITY

The Company is principally involved in property development and property investment. There has been no significant change in the nature of the principal activity during the financial year.

FINANCIAL RESULTS

	RM
Loss for the financial year attributable to equity holders of the Company	4,433,892

DIVIDENDS

No dividend has been paid or declared by the Company since 31 December 2023. The Directors do not recommend any dividend to be paid for the financial year ended 31 December 2024.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

SHARE CAPITAL AND DEBENTURES

There have been no changes to the share capital and debentures of the Company during the financial year.

DIRECTORS

The Directors in office during the financial year and during the period from the end of the financial year to the date of the report are:

Tan She Yen
Fariza Binti Ali @ Taib
Marilyn Teoh May Lyn
Kwan Joon Hoe
Norizuan Bin Abu Zarim
Mohamad Azhar Bin Aripin

(Appointed on 22 April 2024)
(Resigned on 22 April 2024)

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONTINUED)**DIRECTORS' BENEFITS**

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

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest except that the Directors received remuneration from the Company's shareholders.

DIRECTORS' REMUNERATION

There is no Directors' remuneration received or receivable by the Directors of the Company during the financial year.

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016, none of the Directors who held office at the end of the financial year held any shares or debentures in the Company or its holding company or subsidiaries of the holding company during the financial year.

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS

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

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for loss allowance and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets, which were unlikely to be realised in the ordinary course of business including the values of current assets as shown in the accounting records of the Company has been written down to an amount which the current assets might be expected so to realise.

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

- (a) which would render the amounts written off for bad debts or the amount of the provision for loss allowance inadequate to any substantial extent; or
- (b) which would render the values attributed to current assets in the financial statements of the Company misleading; or
- (c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (CONTINUED)**STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS (CONTINUED)**

At the date of this report:

- (a) there are no charges on the assets of the Company which have arisen since the end of the financial year which secures the liabilities of any other person; and
- (b) there are no contingent liabilities in the Company which have arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may affect the ability of the Company to meet its obligations when they fall due.

At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

In the opinion of the Directors,

- (a) the results of the operations of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (b) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Company for the financial year in which this report is made.

IMMEDIATE HOLDING COMPANY AND ULTIMATE HOLDING BODY

The Company is a subsidiary of Tanjung Wibawa Sdn. Bhd., which is a wholly owned subsidiary of Employees Provident Fund Board, a statutory body established under the Employee Provident Fund Act 1991 (Act 452). Both are incorporated in Malaysia and are regarded by the Directors as the immediate holding company and ultimate holding body respectively.

AUDITORS' REMUNERATION

The auditors' remuneration of the Company for the financial year ended 31 December 2024 amounted to RM27,900 (2023: RM26,400).

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

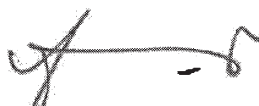
DIRECTORS' REPORT (CONTINUED)**AUDITORS**

The auditors, PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146), have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 20 February 2025.



KWAN JOON HOE
DIRECTOR



FARIZA BINTI ALI @ TAIB
DIRECTOR

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT BY DIRECTORS PURSUANT TO
SECTION 251(2) OF THE COMPANIES ACT 2016**

We, Kwan Joon Hoe and Fariza Binti Ali @ Taib, being two of the Directors of Bukit Jalil Sentral Property Sdn. Bhd., do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 10 to 40 are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2024 and financial performance of the Company for the financial year ended 31 December 2024 in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 20 February 2025.



KWAN JOON HOE
DIRECTOR



FARIZA BINTI ALI @ TAIB
DIRECTOR

**STATUTORY DECLARATION PURSUANT TO
SECTION 251(1) OF THE COMPANIES ACT 2016**

I, Yap Shiau Yen, the Officer primarily responsible for the financial management of Bukit Jalil Sentral Property Sdn. Bhd., do solemnly and sincerely declare that the financial statements set out on pages 10 to 40 are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.



YAP SHIAU YEN
MIA Membership No: 26608

Subscribed and solemnly declared by the abovenamed at the State of Wilayah Persekutuan, Kuala Lumpur, Malaysia on 20 February 2025.

Before me,



COMMISSIONER FOR OATHS

205, Bangunan Loke Yew
4, Jin Mahkamah Persekutuan
50050 Kuala Lumpur (W.P.)

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)



**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BUKIT JALIL SENTRAL PROPERTY SDN. BHD.**
(Incorporated in Malaysia)
Registration No. 201701014025 (1228190-T)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our opinion

In our opinion, the financial statements of Bukit Jalil Sentral Property Sdn. Bhd. ("the Company") give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

What we have audited

We have audited the financial statements of the Company, which comprise the statement of financial position as at 31 December 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 10 to 40.

Basis for opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the financial statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and other ethical responsibilities

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

Information other than the financial statements and auditors' report thereon

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

.....
PricewaterhouseCoopers PLT (LLP0014401-LCA & AF 1146), Chartered Accountants, Level 10, Menara TH 1
Sentral, Jalan Rakyat, Kuala Lumpur Sentral, P.O. Box 10192, 50706 Kuala Lumpur, Malaysia
T: +60 (3) 2173 1188, F: +60 (3) 2173 1288, www.pwc.com/my

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)



INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(CONTINUED)
(Incorporated in Malaysia)
Registration No. 201701014025 (1228190-T)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

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

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

Responsibilities of the Directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)



INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(CONTINUED)
(Incorporated in Malaysia)
Registration No. 201701014025 (1228190-T)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

- (a) Identify and assess the risks of material misstatement of the financial statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

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

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)



INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(CONTINUED)
(Incorporated in Malaysia)
Registration No. 201701014025 (1228190-T)

OTHER MATTERS

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

A handwritten signature in dark ink, appearing to read 'Irvin' followed by a stylized surname.

PRICEWATERHOUSECOOPERS PLT
LLP0014401-LCA & AF 1146
Chartered Accountants

A handwritten signature in dark ink, appearing to read 'Irvin' followed by a stylized surname.

IRVIN GEORGE LUIS MENEZES
02932705/2026 J
Chartered Accountant

Kuala Lumpur
20 February 2025

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM
Other income		904,802	898,798
Administrative expenses		(124,141)	(70,205)
Other operating expenses		(701,404)	(668,792)
Finance costs	5	<u>(4,354,375)</u>	<u>(4,269,945)</u>
Loss before taxation	6	<u>(4,275,118)</u>	<u>(4,110,144)</u>
Taxation	7	<u>(158,774)</u>	<u>(156,045)</u>
Loss and total comprehensive loss for the financial year attributable to equity holders of the Company		<u><u>(4,433,892)</u></u>	<u><u>(4,266,189)</u></u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM
NON-CURRENT ASSETS			
Plant and equipment	8	804	1,447
Inventories	9	1,485,176,643	1,482,953,796
		<u>1,485,177,447</u>	<u>1,482,955,243</u>
CURRENT ASSETS			
Other receivables	10	262,605	258,919
Amounts due from related parties	11	317,774	256,614
Bank balances	12	296,453	226,739
		<u>876,832</u>	<u>742,272</u>
CURRENT LIABILITIES			
Other payables	13	983,239	974,863
Amount due to immediate holding company	14	66,103,615	60,843,959
Amounts due to corporate shareholders	11	16,812,549	15,328,611
Amount due to a related party	11	83,448	45,873
Tax payable		37,971	36,860
		<u>84,020,822</u>	<u>77,230,166</u>
NET CURRENT LIABILITY		<u>(83,143,990)</u>	<u>(76,487,894)</u>
NET ASSET		<u>1,402,033,457</u>	<u>1,406,467,349</u>
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	15	10,000,000	10,000,000
Redeemable preference shares	16	1,416,164,112	1,416,164,112
Accumulated losses		(24,130,655)	(19,696,763)
TOTAL EQUITY		<u>1,402,033,457</u>	<u>1,406,467,349</u>

The above statement of financial position should be read in conjunction with the accompanying notes.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

	Share capital (Note 15) RM	Redeemable preference shares (Note 16) RM	Accumulated losses RM	Total RM
At 1 January 2024	10,000,000	1,416,164,112	(19,696,763)	1,406,467,349
<u>Total comprehensive loss</u>				
- Loss for the financial year	-	-	(4,433,892)	(4,433,892)
At 31 December 2024	<u>10,000,000</u>	<u>1,416,164,112</u>	<u>(24,130,655)</u>	<u>1,402,033,457</u>
At 1 January 2023	10,000,000	1,416,164,112	(15,430,574)	1,410,733,538
<u>Total comprehensive loss</u>				
- Loss for the financial year	-	-	(4,266,189)	(4,266,189)
At 31 December 2023	<u>10,000,000</u>	<u>1,416,164,112</u>	<u>(19,696,763)</u>	<u>1,406,467,349</u>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	<u>Note</u>	<u>2024</u> RM	<u>2023</u> RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss for the financial year attributable to equity holders of the Company		(4,433,892)	(4,266,189)
Adjustments for:			
Depreciation of plant and equipment		643	643
Finance costs		4,354,375	4,269,945
Taxation		158,774	156,045
Operating profit from operations before changes in working capital		79,900	160,444
Changes in working capital:			
Inventories		(2,222,847)	(2,411,381)
Other receivables		(3,686)	331,556
Amounts due from related parties		(61,160)	120,147
Other payables		8,376	76,304
Amounts due to corporate shareholders		169,024	150
Amount due to a related party		37,575	(37,850)
Net cash flows used in operations		(1,992,818)	(1,760,630)
Tax paid		(157,663)	(178,733)
Net cash flows used in operating activities		(2,150,481)	(1,939,363)
CASH FLOWS FROM FINANCING ACTIVITIES			
Advance from a corporate shareholder		444,039	212,599
Advance from immediate holding company		1,776,156	850,399
Net cash flows generated from financing activities		2,220,195	1,062,998
CHANGES IN CASH AND CASH EQUIVALENTS		69,714	(876,365)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		226,739	1,103,104
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	12	296,453	226,739

The above statement of cash flows should be read in conjunction with the accompanying notes.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.

(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024**1 GENERAL INFORMATION**

The Company is principally involved in property development and property investment. There has been no significant change in the nature of the principal activity during the financial year.

The Company is a private limited liability company, incorporated and domiciled in Malaysia.

The Company is a subsidiary of Tanjung Wibawa Sdn. Bhd. ("TWBSB"), which is a wholly owned subsidiary of Employees Provident Fund ("EPF") Board, a statutory body established under the Employee Provident Fund Act 1991 (Act 452). Both are incorporated in Malaysia and are regarded by the Directors as the immediate holding company and ultimate holding body respectively.

The address of the registered office of the Company is as follow:

Level 33A, Menara NU 2,
No. 203, Jalan Tun Sambanthan,
Kuala Lumpur Sentral,
50470 Kuala Lumpur.

The address of the principal place of business of the Company is as follow:

Level 30, Menara Allianz Sentral,
No. 203, Jalan Tun Sambanthan,
Kuala Lumpur Sentral,
50470 Kuala Lumpur.

The financial statements have been approved for issue in accordance with a resolution of the Board of Directors on 20 February 2025.

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

Unless otherwise stated, the following accounting policy information have been applied consistently in dealing with items that are considered material in relation to the financial statements. These policies have been consistently applied to all the financial years presented.

2.1 BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia.

The financial statements have been prepared under the historical cost convention except as disclosed in this summary of material accounting policy information.

During the financial year, the Company incurred a loss of RM4,433,892 (2023: RM4,266,189). As of 31 December 2024, the Company was in a net current liability position of RM83,143,990 (2023: RM76,487,894). The Directors have prepared the financial statements on a going concern basis as its shareholders, Tanjung Wibawa Sdn. Bhd. and Rukun Juang Sdn. Bhd., have undertaken to provide financial support in proportion to the respective shareholding to the Company in order for it to meet its obligations as and when they fall due without any significant curtailment of operations for a period of twelve months from the signing date of the financial statements, as disclosed in Note 18 to the financial statements.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.1 BASIS OF PREPARATION (CONTINUED)**

The preparation of financial statements in conformity with MFRS requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported financial year. It also requires the Directors to exercise their judgement in the process of applying the Company's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ.

The area involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

(a) Amendments to published standards that are effective

The Company has applied the following amendments to published standards for the first time for the financial year beginning on 1 January 2024:

- Amendments to MFRS 101 'Classification of liabilities as current or non-current'
- Amendments to MFRS 101 'Non-current liabilities with covenant'

The adoption of amendments to published standards listed above did not have material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(b) Standards early adopted by the Company

There are no standards early adopted by the Company.

(c) Amendments to published standards that have been issued but not yet effective

A number of new amendments to published standards are effective and applicable to the Company for financial year beginning after 1 January 2024 as set out below. None of these is expected to have a significant effect on the financial statements of the Company in the year of initial application:

- Amendments to MFRS 9 and MFRS 7 - Amendments to the Classification and Measurement of Financial Instruments (effective 1 January 2025)
- Annual Improvements to MFRS standards volume 11 (effective 1 January 2025)
- MFRS 18 - Presentation and Disclosure in Financial Statements (effective 1 January 2027)
- MFRS 19 - Subsidiaries without Public Accountability: Disclosures (effective 1 January 2027)

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.2 PLANT AND EQUIPMENT**

Plant and equipment are depreciated on the straight line basis to write-off the cost of the assets to their residual values over their estimated useful lives summarised as follows:

Furniture and fittings	5 years
------------------------	---------

Residual values and useful lives of assets are reviewed, and adjusted if appropriate, at the end of each reporting date.

2.3 INVENTORIES**(a) Land held for property development**

Land held for property development consists of land or such portion thereof on which no significant development work has been undertaken or where development activities is not expected to be completed within the normal operating cycle. Such land is classified as inventories in non-current assets and is stated at the lower of cost and net realisable value.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies.

Land held for property development is transferred to inventories - property development costs (under current assets) (Note 2.3(b)) when physical development activities have commenced and can be completed within the Company's normal development cycle.

(b) Property development costs

Property development costs comprise costs associated with the acquisition of land or such portion thereof and all costs directly attributable to development activities or that can be allocated on a reasonable basis to these activities.

Property development costs are transferred from land held for property development (Note 2.3(a)) when physical development activities have commenced and can be completed within the Company's normal development cycle.

Property development costs are recognised when incurred.

When the outcome of a development activity can be estimated reliably and the sale of the development unit is effected (i.e. upon the signing of the individual sales and purchase agreements and satisfaction of respective performance obligations), property development revenue and costs are recognised as revenue and expenses respectively by reference to the stage of completion of development activity at the reporting date in accordance with MFRS 15 "Revenue from Contracts with Customers". The stage of completion is determined based on the proportion that the property development costs incurred to-date bear to the estimated total costs for the property development.

When the outcome of a development activity cannot be estimated reliably, property development revenue is recognised only to the extent of property development costs incurred that is probable to be recoverable and the property development costs on the development units sold are recognised as an expense when incurred.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.3 INVENTORIES (CONTINUED)****(b) Property development costs (continued)**

Irrespective of whether the outcome of a property development activity can be estimated reliably, when it is probable that total property development costs will exceed total property development revenue (including expected defect liability expenditure), the expected loss is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset and are stated at the lower of cost and net realisable value.

Where revenue recognised in the profit or loss exceed billings to purchasers, the balance is shown as contract assets (within current assets). Where billings to purchasers exceed revenue recognised in the profit or loss, the balance is shown as contract liabilities (within current liabilities).

2.4 INCOME TAX

The income tax expense or credit for the financial year is the tax payable on the current financial year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company operates and generates taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. This liability is measured using the single best estimate of the most likely outcome.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the amounts attributed to assets and liabilities for tax purposes and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred and income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.5 CASH AND CASH EQUIVALENTS**

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand, bank balances, demand deposits, short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.6 OTHER RECEIVABLES

Other receivables generally arise from transactions outside the usual operating activities of the Company. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Other receivables are recognised initially at fair value plus transaction costs. Transaction costs include transfer taxes and duties. After recognition, other receivables are subsequently measured at amortised cost using the effective interest method, less loss allowance. See accounting policy Note 2.10 on impairment of financial assets.

2.7 PAYABLES

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Payables are initially recognised at fair value net of transaction costs incurred, which includes transfer taxes and duties. Payables is subsequently measured at amortised cost using the effective interest method.

2.8 SHARE CAPITAL**(a) Classification**

Ordinary shares and redeemable preference shares with discretionary dividends are classified as equity. Other shares are classified as equity and/or liability according to the economic substance of the contractual arrangement.

(b) Share issue costs

Incremental costs directly attributable to the issue of new shares are deducted against equity.

(c) Dividend distribution

Distributions to holder of an equity instrument is debited directly to equity, net of any related income tax benefit and the corresponding liability is recognised in the period in which the dividends are approved.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.9 FUNCTIONAL AND PRESENTATION CURRENCY**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency.

2.10 FINANCIAL INSTRUMENTS

Financial instruments are contracts that give rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

Financial assetsClassification

The Company classifies its financial assets to be measured at amortised cost.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company reclassifies debt investments when and only when its business model for managing those assets changes. The Company classifies its debt instruments as amortised cost category:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payment of principal and interest ("SPPI") are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other operating expenses. Impairment losses are presented in other operating expenses in the statement of comprehensive income.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 FINANCIAL INSTRUMENTS (CONTINUED)

Financial assets (continued)Impairment for debt instruments

The Company assesses on a forward-looking basis the expected credit loss ("ECL") associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Company has the following financial instruments that are subject to the ECL model:

- Other receivables;
- Amounts due from related parties
- Bank balances

While bank balances are subject to the impairment requirements of MFRS 9, the identified impairment loss was immaterial.

ECL represents a probability-weighted estimate of the difference between present value of cash flows according to contract and present value of cash flows the Company expects to receive, over the remaining life of the financial instrument.

The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

General 3-stage approach for other receivables and amounts due from related parties

At each reporting date, the Company measures ECL through loss allowance at an amount equal to 12 month ECL if credit risk on a financial instrument or a group of financial instruments has not increased significantly since initial recognition. For all other financial instruments, a loss allowance at an amount equal to lifetime ECL is required. Note 4(a)(iii) sets out the measurement details of ECL.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 FINANCIAL INSTRUMENTS (CONTINUED)

Financial assets (continued)Significant increase in credit risk

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportable forward-looking information.

The following indicators are incorporated:

- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of the debtor in the group and changes in the operating results of the debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

Definition of default and credit-impaired financial assets

The Company defines a financial instrument as default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria

The Company defines a financial instrument as default, when the counterparty fails to make contractual payment 90 days after the payment term.

Qualitative criteria:

The debtor meets unlikeliness to pay criteria, which indicates the debtor is in significant financial difficulty. The Company considers the following instances:

- the debtor is in breach of financial covenants;
- concessions have been made by the lender relating to the debtor's financial difficulty;
- it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- the debtor is insolvent.

Financial instruments that are credit-impaired are assessed on an individual basis.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 FINANCIAL INSTRUMENTS (CONTINUED)

Financial assets (continued)Groupings of instruments for ECL measured on collective basis(i) Collective assessment

To measure ECL, non-trade receivables have been grouped based on shared credit risk characteristics by specific projects and the days past due.

(ii) Individual assessment

Amounts due from related parties which are in default or credit-impaired are assessed individually.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy.

2.11 LEASES

Accounting by lessors

As a lessor, the Company determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to the lessee. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

Operating leases

The Company classifies a lease as an operating lease if the lease does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee.

The Company recognises lease payments received under operating lease as lease income on a straight-line basis over the lease term.

When assets are leased out under an operating lease, the asset is included in the statement of financial position based on the nature of the asset. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of underlying asset and recognised as an expense over the lease term on the same basis as lease income.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)****2.12 IMPAIRMENT OF NON-FINANCIAL ASSETS**

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

The impairment loss is charged to the profit or loss.

2.13 OTHER INCOME

Rental income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

3 CRITICAL ACCOUNTING ESTIMATE AND JUDGEMENT

Estimate and judgements are continually evaluated by the Directors and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, not necessarily equal the related actual results. To enhance the information content of the estimates, certain key variables that are anticipated to have material impact to the Company's results and financial position are tested for sensitivity to changes in the underlying parameters. The estimate and assumption that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below:

Net realisable values of inventories

Net realisable values of inventories are assessed by reference to estimated selling price in the ordinary course of business, less the costs of completion and the estimated costs necessary to make the sale. The Company considered the current economic outlook, future property market conditions and adjustment factors such as the size and demand of the inventories in determining their net realisable values. No net realisable value adjustments have been made in the current financial year.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

4 FINANCIAL RISK MANAGEMENT

- (a) The Company's activities expose a variety of financial risks, including liquidity risk, capital risk and credit risk. The Company's overall financial risk management objective is to ensure that the Company creates value for its shareholders. Financial risk management is carried out through risk reviews, internal control systems and adherence to the Company's financial risk management policies. The Company does not trade in financial instruments.

(i) Liquidity risk

The Company manages its liquidity risk by maintaining sufficient levels of cash to meet its working capital requirements.

In addition, arrangement has also been made with the shareholders of the Company for adequate funding to be made available to the Company for operational requirements.

The table below analyses financial liabilities of the Company into relevant maturity grouping based on the remaining period from the reporting date to the contractual maturity date. The amount disclosed in the table is the contractual undiscounted cash flow.

	On demand RM	Within 1 year RM	Total contractual cash flows RM
2024			
Other payables	-	983,239	983,239
Amount due to immediate holding company	69,660,741	-	69,660,741
Amounts due to corporate shareholders	17,701,830	-	17,701,830
Amount due to a related party	83,448	-	83,448
	<u>87,446,019</u>	<u>983,239</u>	<u>88,429,258</u>

	On demand RM	Within 1 year RM	Total contractual cash flows RM
2023			
Other payables	-	974,863	974,863
Amount due to immediate holding company	64,284,833	-	64,284,833
Amounts due to corporate shareholders	16,188,829	-	16,188,829
Amount due to a related party	45,873	-	45,873
	<u>80,519,535</u>	<u>974,863</u>	<u>81,494,398</u>

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

4 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) (ii) Capital risk

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns to the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Company's equity comprises the share capital and redeemable preference shares. The Company considers that the capital of the Company relates only to total equity in the statement of financial position.

The Company manages its capital structure and make changes to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may make arrangement with the shareholders.

(iii) Credit risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, setting of counterparty limits and monitoring procedures. The Company seeks to invest cash assets safely and profitably. Credit risks are minimised given the Company's policy of selecting only counterparties with high creditworthiness.

The Company has significant concentration of credit risk on the amounts due from related parties of RM317,774 (2023: RM251,614). The expected credit loss rate on the amount outstanding from the related parties is considered low as the related parties have strong capacity to meet their contractual cash flow obligations.

Other than above, the Company has no other significant concentration of credit risk, notwithstanding that all of its deposits are placed with financial institutions in Malaysia. The likelihood of non-performance by these financial institutions is remote based on their high credit ratings.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

4 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) (iii) Credit risk (continued)Measurement of ECLOther receivables and amounts due from related parties using general 3-stage approach

The Company uses three categories for the above which reflect their credit risk and how the loss allowance is determined for each of those categories. A summary of the assumptions underpinning the Company's ECL model is as follows:

Category	Company's definition of category	Basis for recognising ECL
Performing	Debtors have a low risk of default and a strong capacity to meet contractual cash flows	12 months ECL
Underperforming	Debtors for which there is a significant increase in credit risk or significant increase in credit risk is presumed if interest and/or principal repayments are 30 days past due	Lifetime ECL
Non-performing	Interest and/or principal repayments are 90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL (credit impaired)
Write-off	There is evidence indicating that there is no reasonable expectation of recovery based on unavailability of debtor's sources of income or assets to generate sufficient future cash flows to repay the amount	Asset is written off

Based on the above, the credit risk identified for other receivables are the maximum exposure, which the Company considers the risk of default as low and no impairment identified.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**4 FINANCIAL RISK MANAGEMENT (CONTINUED)****(b) Fair values**

The carrying amounts of the financial assets and liabilities approximate their fair values.

(c) Financial instruments by category

Financial assets and liabilities are recognised and measured based on the following categories:

Financial assets at amortised cost

	<u>2024</u> RM	<u>2023</u> RM
<u>Current assets</u>		
Other receivables	262,605	258,919
Amounts due from related parties	317,774	256,614
Bank balances	296,453	226,739
	<u>876,832</u>	<u>742,272</u>

Financial liabilities at amortised cost

	<u>2024</u> RM	<u>2023</u> RM
<u>Current liabilities</u>		
Other payables	983,239	974,863
Amount due to immediate holding company	66,103,615	60,843,959
Amounts due to corporate shareholders	16,812,549	15,328,611
Amount due to a related party	83,448	45,873
	<u>83,982,851</u>	<u>77,193,306</u>

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**5 FINANCE COSTS**

	<u>2024</u> RM	<u>2023</u> RM
Finance costs charged by:		
- immediate holding company	3,483,500	3,415,759
- corporate shareholder	870,875	854,186
	<u>4,354,375</u>	<u>4,269,945</u>

6 LOSS BEFORE TAXATION

	<u>2024</u> RM	<u>2023</u> RM
Loss before taxation is arrived at after charging/(crediting):		
Auditors' remuneration	27,900	26,400
Depreciation of plant and equipment	643	643
Maintenance	120,750	100,273
Security guard fees	393,611	485,621
Insurance	74,180	76,343
Rental income (Note 6(a))	<u>(904,320)</u>	<u>(898,740)</u>

(a) Rental income:

Rental income was generated from short-term operating leases of a portion of land held for property development.

7 TAXATION**(a) Taxation for the financial year**

	<u>2024</u> RM	<u>2023</u> RM
In Malaysia:		
- current tax	<u>158,774</u>	<u>156,045</u>

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

7 TAXATION (CONTINUED)

(b) The explanation of the relationship between taxation and loss before taxation is as follows:

	<u>2024</u> RM	<u>2023</u> RM
Numerical reconciliation of taxation and the product of accounting loss multiplied by the Malaysian tax rate		
Loss before taxation	(4,275,118)	(4,110,144)
Tax calculated at the Malaysian tax rate of 24% (2023: 24%)	(1,026,028)	(986,435)
Tax effects of:		
- expenses not deductible for tax purposes	198,015	177,360
- movement in temporary differences not recognised	986,787	965,120
Taxation	158,774	156,045

The amount of deductible temporary differences for which no deferred tax assets are recognised in the statement of financial position as there is no probable taxable profit available are as follows:

	<u>2024</u> RM	<u>2023</u> RM
Deductible temporary difference - no expiry period	20,939,810	16,828,198

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

8 PLANT AND EQUIPMENT

	Furniture and fittings RM
<u>2024</u>	
<u>Cost</u>	
As at 1 January/31 December	4,125
<u>Less: Accumulated depreciation</u>	
As at 1 January	2,678
Charge for the financial year	643
As at 31 December	3,321
<u>Net book value</u>	
As at 31 December	804
<u>2023</u>	
<u>Cost</u>	
As at 1 January/31 December	4,125
<u>Less: Accumulated depreciation</u>	
As at 1 January	2,035
Charge for the financial year	643
As at 31 December	2,678
<u>Net book value</u>	
As at 31 December	1,447

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

9 INVENTORIES

Land held for property development

	<u>2024</u> RM	<u>2023</u> RM
<u>At cost:</u>		
Leasehold land	1,468,963,608	1,468,963,608
Development expenditure	16,213,035	13,990,188
	<u>1,485,176,643</u>	<u>1,482,953,796</u>
 As at 1 January		
- Leasehold land, at cost	1,468,963,608	1,468,963,608
- Development expenditure incurred	13,990,188	11,578,807
	<u>1,482,953,796</u>	<u>1,480,542,415</u>
Costs incurred during the financial year:		
- Development expenditure incurred	2,222,847	2,411,381
	<u>1,485,176,643</u>	<u>1,482,953,796</u>
As at 31 December		

Pursuant to the privatisation agreement entered by Rukun Juang Sdn. Bhd. ("RJSB") with the Government of Malaysia, represented by Ministry of Youth and Sport ("Government") and Syarikat Tanah and Harta Sdn. Bhd. ("Hartanah") to refurbish and upgrade the facilities located at the National Sports Complex in Bukit Jalil, Kuala Lumpur (i.e. Kuala Lumpur Sports City ("KLSC") Project), the Government agreed to transfer parcels of land held under No. Hakmilik: 54724 LOT 104028 (previously known as H.S.(D) 120470 PT 16843), H.S.(D) 120471 PT 16844 and No. Hakmilik: 54946 LOT 104025 (previously known as H.S.(D) 120472 PT 16845) referred to as "Exchange Lands" to the Company as consideration for the refurbishment and upgrading works.

Further to the SSA entered into on 31 May 2017 between the Company, RJSB and TWSB, a wholly owned subsidiary of Employees Provident Fund Board ("EPF") and Malaysian Resources Corporation Berhad, TWSB agreed to subscribe 80% equity interest in the Company who was then identified to hold the Exchange Lands.

On 18 October 2018, the Exchange Lands of RM1,343,246,652 were transferred to the Company, with a corresponding amount owing to RJSB. On 30 November 2018, the SSA became unconditional and consequently on 19 December 2018, RJSB subscribed to an additional 1,900,000 ordinary shares and 266,649,330 redeemable preference shares A ("RPS-A") and TWSB subscribed to 8,000,000 ordinary shares and 1,066,597,322 RPS-A, resulting in RJSB and TWSB being a 20% and 80% shareholder respectively of the Company.

On 13 November 2020, the Company received the approval for the development order from relevant authorities and as a result, pursuant to the terms of the SSA, RJSB and TWSB subscribed to an additional 16,583,292 and 66,333,168 RPS-A respectively on 4 December 2020. This marked the full settlement of the land consideration under the SSA.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**10 OTHER RECEIVABLES**

	<u>2024</u> RM	<u>2023</u> RM
Other receivables	34,535	27,849
Deposits	228,070	231,070
	<u>262,605</u>	<u>258,919</u>

Other receivables are denominated in Ringgit Malaysia. The credit terms for other receivables are 30 to 60 days (2023: 30 to 60 days). There was no impairment on the receivables as at the financial year end.

11 AMOUNTS DUE FROM/(TO) RELATED PARTIES AND CORPORATE SHAREHOLDERS

Amounts due from and to related parties are denominated in Ringgit Malaysia, non-trade in nature, unsecured, interest free and repayable on demand.

Amounts due to corporate shareholders are denominated in Ringgit Malaysia, non-trade in nature, unsecured, interest free and repayable on demand except for the shareholder advance of RM12,553,734 (2023: RM12,109,694) which bears interest at a rate of 7% (2023: 7%) per annum.

12 BANK BALANCES

	<u>2024</u> RM	<u>2023</u> RM
Bank balances	296,453	226,739

Bank balances are held at call with banks, non-interest bearing and are denominated in Ringgit Malaysia.

13 OTHER PAYABLES

	<u>2024</u> RM	<u>2023</u> RM
Other payables	44,830	23,850
Deposits	257,520	272,520
Accruals	680,889	678,493
	<u>983,239</u>	<u>974,863</u>

Other payables are denominated in Ringgit Malaysia.

Credit terms of other payables are 30 days to 60 days (2023: 30 days to 60 days).

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

14 AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company is denominated in Ringgit Malaysia, non-trade in nature, unsecured, bears interest at a rate of 7% (2023: 7%) per annum and repayable on demand.

15 SHARE CAPITAL

	<u>2024</u> RM	<u>2023</u> RM
<u>Issued and fully paid - 10,000,000 ordinary shares with no par value:</u>		
As at 1 January/31 December	10,000,000	10,000,000

16 REDEEMABLE PREFERENCE SHARES ("RPS")

	<u>2024</u> RM	<u>2023</u> RM
(i) RPS-A		
<u>Issued and fully paid (1,416,163,112 RPS-A):</u>		
As at 1 January / 31 December	1,416,163,112	1,416,163,112
(ii) RPS-B		
<u>Issued and fully paid (1,000 RPS-B):</u>		
As at 1 January/31 December	1,000	1,000
Total RPS	<u>1,416,164,112</u>	<u>1,416,164,112</u>

The RPS-A carries the right to cumulative dividend at a rate of 7% per annum to be paid out of profits of the Company available for distribution in respect of each financial year. The dividends in arrears that is subject to the availability of the Company's profits for distribution to RPS-A as at 31 December 2024 amounted to RM586,948,221 (2023: RM487,816,803).

The terms of the RPS-A are as follows:

- (a) The issue/subscription price of the RPS-A is RM1.00 per RPS-A.
- (b) The tenure of the RPS-A is perpetuity commencing from and inclusive of the issuance date, unless otherwise redeemed.
- (c) The RPS-A shall not be transferable.
- (d) The RPS-A is entitled to cumulative dividend at the rate of 7% per annum based on the issue price of the RPS-A.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

16 REDEEMABLE PREFERENCE SHARES ("RPS") (CONTINUED)

The terms of the RPS-A are as follows: (continued)

- (e) In the event of the liquidation or winding-up of the Company, the redemption value of the RPS-A not previously redeemed and all arrears of preferential dividend declared and accrued up to the date of commencement of the winding-up shall be paid in priority to any payment to the holders of ordinary shares and other classes of preference shares issued by the Company (including the RPS-B, which will rank behind the RPS-A in priority) but there shall be no further or other participation in the profits or assets of the Company.
- (f) The RPS-A may be redeemed upon meeting any applicable debt service ratio imposed by the financiers of the Company at the discretion of the Board in accordance with the following provisions:
 - (i) the Company may at any time give prior notice in writing ("redemption notice") to the holders of the RPS-A of its intention to redeem all or any part of the RPS-A which are fully paid up on the date specified in the redemption notice, as a form of return of capital;
 - (ii) if the Company decides to redeem a part only of the RPS-A, those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such RPS-A on the redemption date;
 - (iii) on the redemption date, the Company shall redeem the RPS-A specified in the redemption notice at the prescribed redemption price and pay the dividend which has accrued on them (whether declared or earned or not) down to the redemption date against delivery to the Company of the certificates for the RPS-A to be redeemed and shall issue free of charge fresh certificates for any unredeemed RPS-A;
 - (iv) the RPS-A to be redeemed shall cease to rank for dividend on the redemption date unless on the certificates for the preference shares being tendered, the Company fails to effect such redemption;
 - (v) no RPS-A shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of the redemption; and
 - (vi) the Company shall comply with all the provisions of the Companies Act 2016 relating to the redemption of the RPS-A.
- (g) Each RPS-A shall be redeemed at a redemption price as may be agreed upon and approved unanimously by the Shareholders.
- (h) The RPS-A is not convertible.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

16 REDEEMABLE PREFERENCE SHARES ("RPS") (CONTINUED)

The terms of the RPS-A are as follows: (continued)

- (i) The RPS-A shall not confer on the holders thereof the right to vote in either in person or by proxy at any general meeting of the Company unless:
- (i) at the date of at the date of the notice convening the meeting any dividend on the RPS-A has been declared but remains unpaid for more than 6 months; or
 - (ii) the business of such meetings is or includes the consideration of a resolution relating to the following:
 - the reduction of capital of the Company;
 - the winding-up of the Company;
 - any abrogation or variation or otherwise directly affecting the special rights and privileges attaching to the RPS-A;
 - the creation of any new class of redeemable preference shares ranking in priority to or pari passu with the RPS-A in issue unless the holders holding at least 75% in nominal value of the RPS-A consent thereto in writing; or
 - proposal for the disposal of the whole of the Company's property, business and undertaking except for in the ordinary course of business.

Where the holders of RPS-A are entitled to vote at any general meeting, every RPS-A shall on a poll, carry one vote for every RM1.00 paid up on each such RPS-A and every ordinary share shall, notwithstanding any other provisions of this Constitution, carry one vote for every RM1.00 paid up on each such share.

The holders of the RPS-A shall be entitled to receive notices, reports and accounts (including balance sheets and profit and loss accounts) and attend meetings of which holders of ordinary shares in the capital of the Company are entitled.

- (j) The RPS-A will rank on par among themselves in all respects and in priority to the ordinary shares of the Company and any other preference shares issued from time to time subsequent to the issuance of the RPS-A (including the RPS-B, which will rank behind the RPS-A in priority) but after all secured obligations of the Company and the Shareholders' Loans (which shall rank in priority to RPS-A and RPS-B).
- (k) The RPS-A shall not be listed or quoted on any stock exchange.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

16 REDEEMABLE PREFERENCE SHARES ("RPS") (CONTINUED)

The terms of the RPS-B are as follows:

- (a) The issue/subscription price of the RPS-B is RM1.00 per RPS-B.
- (b) The tenure of the RPS-B is in perpetuity commencing from and inclusive of the issuance date, unless otherwise redeemed.
- (c) Subject to the provisions of this constitution, the RPS-B shall not be transferable.
- (d) The RPS-B shall collectively confer on the holder thereof the right to receive, in priority to any payment to the holders of any other class of shares in the capital of the Company, cumulative preferential dividend calculated as follows:

$$[A = B + [20\% \times (C - D)]]$$

Where:

- A = the dividend, capital distribution and such other distribution as the Company may decide for each RPS-B.
- B = the aggregate issue price for all the RPS-B.
- C = the aggregate distributable profits of the Company derived from the project as at the date of declaration of dividend, capital distribution or such other distribution.
- D = an amount representing an internal rate of return of 15% on the Aggregate Shareholders' Capital Contributions, calculated from the issue date of the RPS-B until the date of declaration of dividend, capital distribution or such other distribution, compounded annually.

"Aggregate Shareholders' Capital Contributions" refers to the aggregate actual subscription price paid by the Shareholders for Shares, including preference shares and other classes of shares in the Company, together with the aggregate amount of any loans/advances granted by the Shareholders to the Company.

Any dividends shall be payable only at the end of the development period.

In the event of the liquidation or winding-up of the Company, the redemption value of the RPS-B not previously redeemed and all arrears of preferential dividend declared and accrued up to the date of commencement of the winding-up shall be paid in priority to any payment to the holders of ordinary shares and other classes of preference shares issued from time to time, save and except for the RPS-A (which shall rank in priority to the RPS-B), but there shall be no further or other participation in the profits or assets of the Company.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

16 REDEEMABLE PREFERENCE SHARES ("RPS") (CONTINUED)

The terms of the RPS-B are as follows: (continued)

- (e) The RPS-B may be redeemed at the discretion of the Board in accordance with the following provisions:
 - (i) the Company may at any time give prior notice in writing ("redemption notice") to the holders of the RPS-B of its intention to redeem all or any part of the RPS-B which are fully paid up on the date specified in the redemption notice, as a form of return of capital;
 - (ii) if the Company decides to redeem a part only of the RPS-B, those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such RPS-B on the redemption date;
 - (iii) on the redemption date, the Company shall redeem the RPS-B specified in the redemption notice at the prescribed redemption price and pay the dividend which has accrued on them (whether declared or earned or not) down to the redemption date against delivery to the Company of the certificates for the RPS-B to be redeemed and shall issue free of charge fresh certificates for any unredeemed RPS-B;
 - (iv) the RPS-B to be redeemed shall cease to rank for dividend on the redemption date unless on the certificates for the preference shares being tendered, the Company fails to effect such redemption;
 - (v) no RPS-B shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of the redemption; and
 - (vi) the Company shall comply with all the provisions of the Act relating to the redemption of the RPS-B.
- (f) Each RPS-B shall be redeemed at the issue/subsorption price of the RPS-B together with all cumulative preferential dividend accrued on the RPS-B to be redeemed as at the date of issue of the redemption notice.
- (g) The RPS-B is not convertible.
- (h) RPS-B shall not carry any voting rights.
- (i) The RPS-B will rank on par among themselves in all respects and in priority to the ordinary shares of the Company and any other preference shares issued from time to time, save and except for the Shareholders' Loans (which shall rank in priority to RPS-A and RPS-B) and the RPS-A (which shall rank in priority to the RPS-B), but after all secured obligations of the Company.
- (j) The RPS-B shall not be listed or quoted on any stock exchange.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.

(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**17 SIGNIFICANT RELATED PARTY DISCLOSURES**

In the normal course of business, the Company undertakes on agreed terms and prices certain transactions with its immediate holding company, corporate shareholders and certain enterprises deemed related parties by virtue of being members or associates of Malaysian Resources Corporation Berhad, ultimate holding company of the Company's corporate shareholders.

Employees Provident Fund ("EPF") Board is the ultimate holding body of the Company.

The related parties of and their relationships with the Company are as follows:

<u>Name of Company</u>	<u>Country of incorporation</u>	<u>Relationship</u>
Tanjung Wibawa Sdn. Bhd.	Malaysia	Immediate holding company
Rukun Juang Sdn. Bhd.	Malaysia	Corporate shareholder
MRCB Land Sdn. Bhd.	Malaysia	Corporate shareholder
MRCB Builders Sdn. Bhd.	Malaysia	Related party
MRCB Sentral Securities Sdn. Bhd.	Malaysia	Related party

Significant related party transactions

Other than disclosed elsewhere in the financial statements, the significant related party transactions undertaken by the Company during the financial year are as follows:

	<u>2024</u> RM	<u>2023</u> RM
Advance from immediate holding company	1,776,156	850,399
Interest on advances from immediate holding company	3,483,500	3,415,759
Advance from a corporate shareholder - Rukun Juang Sdn. Bhd.	444,039	212,599
Interest on advances from a corporate shareholder - Rukun Juang Sdn. Bhd.	870,875	854,186
Management contract fees and contract costs payable to a corporate shareholder - MRCB Land Sdn. Bhd.	350	187,082
Rental income received/receivable from a related party - MRCB Builders Sdn. Bhd.	210,340	249,360
Auxiliary police service charged by related parties - MRCB Sentral Securities Sdn. Bhd.	500,688	486,697

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

17 SIGNIFICANT RELATED PARTY DISCLOSURES (CONTINUED)

Related party balances

The related party balances which remained outstanding at the financial year end are disclosed in the statement of financial position.

Reconciliation of financing activities

The reconciliation of movement of liabilities to cash flows arising from financing activities are as follows:

Amount due to immediate holding company

	<u>2024</u> RM	<u>2023</u> RM
As at 1 January	60,843,959	56,577,801
<u>Changes from financing cash flows</u>		
Advance from immediate holding company	1,776,156	850,399
Finance costs	3,483,500	3,415,759
As at 31 December	<u>66,103,615</u>	<u>60,843,959</u>

Amounts due to corporate shareholders

	<u>2024</u> RM	<u>2023</u> RM
As at 1 January	15,328,611	14,261,676
<u>Changes from financing cash flows</u>		
Advance from a corporate shareholder	444,039	212,599
Finance costs	870,875	854,186
<u>Other changes of liabilities</u>		
Changes in working capital	169,024	150
As at 31 December	<u>16,812,549</u>	<u>15,328,611</u>

Key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. The key management personnel are the Directors of the Company. The Company has not incurred any cost for the remuneration of the Directors for the financial years ended 31 December 2024 and 31 December 2023.

AUDITED FINANCIAL STATEMENTS OF BJSP FOR THE FYE 31 DECEMBER 2024 (Cont'd)

Registration No.

201701014025 (1228190-T)

BUKIT JALIL SENTRAL PROPERTY SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)**18 FINANCIAL SUPPORT**

The shareholders have confirmed their commitment to provide financial support to the Company so as to enable the Company to operate as a going concern and to settle its liabilities as and when they fall due. In providing the financial support, the shareholders have a clear understanding of the strategy and business plans of the Company, including the Company's projected funding requirements for at least the next 12 months from the date of the financial statements and taken into consideration of the funding requirements, obligations and commitments for the same period.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board who collectively and individually accept full responsibility for the accuracy of the information given herein. Our Board hereby confirms that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein false or misleading.

All information relating to TWSB in Part A of this Circular has been obtained from EPF. The responsibility of our Board with respect to such information is limited to ensuring that such information has been accurately reproduced in this Circular.

2. CONSENTS AND DECLARATIONS OF CONFLICT OF INTEREST**2.1 AmInvestment Bank**

AmInvestment Bank has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

AmInvestment Bank is a wholly-owned subsidiary of AMMB Holdings Berhad ("**AMMB**"). AMMB and its group of companies (collectively, the "**AmBank Group**") form a diversified financial group and are engaged in a wide range of transactions relating to amongst others, investment banking, commercial banking, private banking, brokerage, securities trading, asset and funds management as well as credit transaction services businesses. AmBank Group's securities business is primarily in the areas of securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trade.

In the ordinary course of its businesses, any member of the AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its existing or future clients, may have interests or take actions that may conflict with the interests of our Group.

As at LPD, AmBank Group has extended credit facilities amounting to approximately RM124.02 million to our Group, which represents approximately 0.09% of the total audited loans, advances and financing of AMMB (being the holding company of AmBank Group) as at 31 March 2025. In addition, AmBank Group has also extended credit facilities amounting to approximately RM1,041.00 million to our Group, which is pending acceptance by our Group. The total credit facilities extended by AmBank Group to our Group (including the credit facilities which is pending acceptance by our Group), represents approximately 0.85% of the total audited loans, advances and financing of AMMB (being the holding company of AmBank Group) as at 31 March 2025.

Notwithstanding the above, AmInvestment Bank is of the opinion that no conflict of interest exists or is likely to exist in relation to its role as the Principal Adviser for the Proposed Acquisition in view of the following:

- (i) the credit facilities were provided by AmBank Group in its ordinary course of business;
- (ii) AmBank Group forms a diversified financial group and is engaged in a wide range of transactions as highlighted above. AmInvestment Bank is a licensed investment bank and its appointment as the Principal Adviser for the Proposed Acquisition is in the ordinary course of business; and

FURTHER INFORMATION (Cont'd)

- (iii) each of the entities and departments within AmBank Group are also subject to internal controls and checks, which regulates the sharing of information between the entities and departments. Additionally, each department and entity within AmBank Group has separate and distinct operations and decisions are made independent of each other. In addition, the conduct of AmInvestment Bank is regulated by BNM.

2.2 Kenanga IB

Kenanga IB has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, the IAL and all references thereto in the form and context in which they appear in this Circular.

Kenanga IB confirms that there is no conflict of interest that exists or is likely to exist in relation to its role as the Independent Adviser for the Proposed Acquisition.

2.3 IVPS

IVPS has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, the Lands Valuation Certificate and all references thereto in the form and context in which they appear in this Circular.

IVPS confirms that there is no conflict of interest that exists or is likely to exist in relation to its role as the Independent Property Valuer to assess the market value of the Lands for purposes of the Proposed Acquisition.

2.4 KPMG

KPMG has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, the Share Valuation Letter and all references thereto in the form and context in which they appear in this Circular.

KPMG confirms that there is no conflict of interest that exists or is likely to exist in relation to its role as the Independent Valuer to assess the value of the Sale Shares for purposes of the Proposed Acquisition.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**3.1 Material commitments**

Save as disclosed below, as at LPD, our Board confirms that there is no material commitment incurred or known to be incurred by our Group which upon becoming enforceable may have a material and adverse impact on the financial position of our Group:

	RM'000
Authorised capital expenditure for property, plant and equipment	
- contracted for	26,722
- not contracted for	33,448
Total	60,170

FURTHER INFORMATION (Cont'd)

3.2 Contingent liabilities

Save as disclosed below, as at LPD, our Board confirms that there is no contingent liability incurred or known to be incurred by our Group which upon becoming enforceable may have a material and adverse impact on the financial position of our Group:

	RM'000
Performance guarantees extended to third parties	728,349

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Level 33A, Menara NU 2, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur, during normal office hours (8.30 a.m. to 5.30 p.m.) from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of our Company and BJSP;
- (ii) the audited consolidated financial statements of our Company for the past two (2) FYEs 31 December 2023 and 31 December 2024 as well as the unaudited consolidated financial statements of our Company for the six (6)-month FPE 30 June 2025;
- (iii) the audited financial statements of BJSP for the past two (2) FYEs 31 December 2023 and 31 December 2024 as well as the unaudited financial statements of BJSP for the nine (9)-month FPE 30 September 2025;
- (iv) the SSA;
- (v) the Lands Valuation Certificate which is set out in Appendix V of this Circular;
- (vi) the valuation report dated 10 September 2025 for the Lands issued by IVPS;
- (vii) the Share Valuation Letter which is set out in Appendix VI of this Circular; and
- (viii) the letters of consent referred to in Section 2 of Appendix VIII of this Circular.

(The rest of this page has been intentionally left blank)



MALAYSIAN RESOURCES CORPORATION BERHAD

(Registration No. 196801000388 (7994-D))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Malaysian Resources Corporation Berhad (“**MRCB**” or “**Company**”) will be held at Grand Ballroom, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 18 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY RUKUN JUANG SDN BHD (“RJSB”), A WHOLLY-OWNED SUBSIDIARY OF MRCB LAND SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MRCB, OF 8,000,000 ORDINARY SHARES IN BUKIT JALIL SENTRAL PROPERTY SDN BHD (“BJSP”), REPRESENTING 80.00% EQUITY INTEREST IN BJSP, AND 1,132,930,490 REDEEMABLE PREFERENCE SHARES – CLASS A IN BJSP, FROM TANJUNG WIBAWA SDN BHD (“TWSB”), A WHOLLY-OWNED SUBSIDIARY OF THE EMPLOYEES PROVIDENT FUND BOARD, FOR A TOTAL PURCHASE CONSIDERATION OF RM1,578,785,023, WHICH WILL BE SATISFIED ENTIRELY IN CASH (“PROPOSED ACQUISITION”)

“**THAT** subject to the approvals of the relevant authorities and/or parties having been obtained (where required) for the Proposed Acquisition and upon the conditions precedent as set out in the share sale agreement dated 8 September 2025 entered into between RJSB (as purchaser) and TWSB (as vendor) (“**SSA**”), having been obtained/fulfilled or waived (as the case may be), approval be and is hereby given to RJSB to acquire 8,000,000 ordinary shares in BJSP, representing 80.00% equity interest in BJSP, and 1,132,930,490 redeemable preference shares – class A in BJSP, from TWSB for a total purchase consideration of RM1,578,785,023, which will be satisfied entirely in cash, upon such terms and conditions set out in the SSA.

THAT pursuant to the terms of the SSA, approval be and is hereby given to RJSB to pay an aggregate amount of RM69,214,977 (“**Shareholder Advances**”) to TWSB, for and on behalf of BJSP, in the event BJSP fails to fully repay and settle the Shareholder Advances or any part thereof by the completion date as prescribed under the terms of the SSA.

AND THAT the Board of Directors of the Company (“**Board**”) (save for Dato’ Mohamad Nasir Ab Latif and Mohamad Hafiz Kassim (collectively, the “**Interested Directors**”), Tan Sri Mohamad Salim Fateh Din (“**TSS**”) and Datuk Mohd Imran Mohamad Salim (“**DIS**”)) be and is hereby authorised and empowered to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board (save for the Interested Directors, TSS and DIS) may deem fit, necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Acquisition under the terms and conditions of the SSA, with full powers to assent to and/or accept any conditions, variations, modifications and/or amendments in any manner as may be imposed or required by any relevant authorities, including to enter into any supplemental agreement(s), if any, in connection with the Proposed Acquisition and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board (save for the Interested Directors, TSS and DIS) may deem fit, necessary or expedient in the best interest of the Company.

BY ORDER OF THE BOARD

MOHD NOOR RAHIM YAHAYA
(SSM PC No.: 202008002339) (MAICSA 0866820)
Company Secretary

Kuala Lumpur
25 November 2025

Notes:

1. *A member of the Company who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.*
2. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
3. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint not more than two (2) proxies in respect of each securities account he/she holds with ordinary shares in the Company standing to the credit of the said securities account.*
5. *A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM must submit instrument appointing a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.*
6. *To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by email to bsr.helpdesk@boardroomlimited.com, not less than 24 hours before the time appointed for the taking of the poll in accordance with Article 83 of the Company's Constitution.*
7. *Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.*
8. *If you have submitted your Proxy Form and subsequently decided to appoint another person or you wish to attend, participate, speak and vote in the EGM, please write to bsr.helpdesk@boardroomlimited.com or via electronic means at <https://investor.boardroomlimited.com> (as the case may be) to revoke the appointment of proxy no later than **Tuesday, 16 December 2025 at 3:00 p.m.**, being 48 hours before the EGM.*
9. *Last date and time for lodging the Proxy Form is **Wednesday, 17 December 2025 at 3:00 p.m.***
10. *For the purpose of determining who shall be entitled to attend, participate, speak and vote in the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 64 of the Company's Constitution to issue a Record of Depositors as at 10 December 2025. Only members whose names appear in the said Record of Depositors shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.*
11. *Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by poll.*

PERSONAL DATA PRIVACY

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof (as the case may be), a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof (as the case may be)) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof (as the case may be)), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

(The rest of this page has been intentionally left blank)



MALAYSIAN RESOURCES CORPORATION BERHAD
(Registration No. 196801000388 (7994-D))
(Incorporated in Malaysia)

PROXY FORM
(Please see the notes below
before completing this form)

Number of Ordinary Share(s) held	CDS Account No.											
				-				-				

I/We (FULL NAME IN CAPITAL LETTERS) _____

NRIC No./Passport No./Company No. _____

of (FULL ADDRESS) _____

Tel. No. _____ / email address _____ being a
member/members of MALAYSIAN RESOURCES CORPORATION BERHAD ("**Company**"), hereby appoint:

Name of Proxy in capital letters		Proportion of shareholding to be represented by the proxies:	
		Number of ordinary shares	Percentage (%)
Proxy 1	Name:		
	NRIC No./Passport No.		
	Tel. No.:		
	Email address:		
And/or failing him/her			
Proxy 2	Name:		
	NRIC No./Passport No.		
	Tel. No.:		
	Email address:		

Total _____

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company, to be held at Grand Ballroom, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 18 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be).

My/our proxy is to vote on the Ordinary Resolution as indicated by an "X" in the appropriate spaces below. If this form is returned without any indication as to how the proxy shall vote, the proxy shall vote or abstain as he/she thinks fit.

No.	ORDINARY RESOLUTION	FOR	AGAINST
1	Proposed Acquisition		

Dated this _____ day of _____ 2025

Signature of Shareholder/Common Seal

Notes:

- A member of the Company who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.*
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*



3. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint not more than two (2) proxies in respect of each securities account he/she holds with ordinary shares in the Company standing to the credit of the said securities account.*
5. *A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM must submit instrument appointing a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.*
6. *To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by email to bsr.helpdesk@boardroomlimited.com, not less than 24 hours before the time appointed for the taking of the poll in accordance with Article 83 of the Company's Constitution.*
7. *Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.*
8. *If you have submitted your Proxy Form and subsequently decided to appoint another person or you wish to attend, participate, speak and vote in the EGM, please write to bsr.helpdesk@boardroomlimited.com or via electronic means at <https://investor.boardroomlimited.com> (as the case may be) to revoke the appointment of proxy no later than **Tuesday, 16 December 2025 at 3:00 p.m.**, being 48 hours before the EGM.*
9. *Last date and time for lodging the Proxy Form is **Wednesday, 17 December 2025 at 3:00 p.m.***
10. *For the purpose of determining who shall be entitled to attend, participate, speak and vote in the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 64 of the Company's Constitution to issue a Record of Depositors as at 10 December 2025. Only members whose names appear in the said Record of Depositors shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.*
11. *Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by poll.*

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 25 November 2025.

Fold this flap for sealing

Then fold here

Affix
Stamp
Here

BOARDROOM SHARE REGISTRARS SDN BHD
(Registration No. 199601006647 (378993-D))
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Malaysian Resources Corporation Berhad
(Registration No. 196801000388 (7994-D))

1st fold here

