THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Statement/Circular except in respect of the new shareholders' mandate for Recurrent Related Party Transactions of this Statement/Circular on a limited review basis pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities prior to the issuance of this Statement/Circular. Bursa Securities takes no responsibility for the contents of this Statement/Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement/Circular.

MELEWAR INDUSTRIAL GROUP BERHAD

(Registration No. 196901000102 (8444-W))
(Incorporated in Malaysia)

PART A

- **SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL ISSUED SHARES.**

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES AND PROVISION OF FINANCIAL ASSISTANCE; AND**

- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

The above proposals will be tabled as Special Business at the Company's 57th Annual General Meeting ("**AGM**").

The Notice of the 57th AGM of the Company together with a Form of Proxy are enclosed together with the Annual Report for the financial year ended 30 June 2026. The **57th AGM of the Company will be held at the Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 2 December 2026 at 11.30 a.m.**

Your Form of Proxy should reach the Registered Office of the Company at Trace Management Services Sdn Bhd at Suite 11.05, 11th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on or before the date and time indicated below should you be unable to attend the 57th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

IMPORTANT DATES:

Last date and time for lodgment of Form of Proxy : **Monday, 30 November 2026 at 11.30 a.m.**

Date and time of 57th AGM : **Wednesday, 2 December 2026 at 11.30 a.m.**

This Statement/Circular is dated 30 October 2026

DEFINITIONS

For the purpose of this Statement/Circular, except where the context otherwise requires, the following terms and expression shall apply throughout this Statement/Circular:-

3BT	:	3Bumi Trading Sdn Bhd (Registration No. 200501029540 (711676-D))
Act or Companies Act	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof.
AGM	:	Annual General Meeting.
AQAS	:	Ausgard Quick Assembly Systems Sdn Bhd (Registration No. 201001016184 (1000862-D))
Associated Company(ies)	:	An associated company as defined by International Financial Reporting Standards as approved by the Malaysian Accounting Standards Board's Approved Accounting Standards.
Board or Directors	:	The Board of Directors of MIG for the time being, and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007, and for the purpose of the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of MIG or its subsidiary or holding company.
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CCM	:	Companies Commission of Malaysia.
Constitution	:	The Constitution of MIG including any amendments thereto that may be made.
Code	:	Malaysian Code on Take-Overs, Mergers and Compulsory Acquisitions as amended from time to time.
EPS	:	Earnings Per Share.
FYE	:	Financial Year Ended/ Ending
Issued Share Capital	:	RM253,791,194.00 consisting of 359,456,103 issued shares in MIG.
KLB	:	Khyra Legacy Berhad (Registration No. 200601021613 (741366-W))
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendments to the Listing Requirements that may be made from time to time.
LPD	:	1 October 2026, being the latest practicable date prior to the printing of this Circular.
MAA Corp	:	MAA Corporation Sdn Bhd (Registration No. 198701002104 (160773-W))

MAAG	:	MAA Group Berhad (Registration No. 199801015274 (471403-A))
MAAG Group	:	MAAG and its subsidiaries and associated companies, collectively.
Maax Factor	:	Maax Factor Sdn Bhd (Registration No. 201301029292 (1059122A))
Major Shareholders	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is - (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. For the purpose of the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate, it includes any person who is or was, within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company.
Market Day	:	A day on which Bursa Securities is open for trading in securities, which may include a surprise holiday (i.e., a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year).
MEBVI	:	Melewar Equities (BVI) Ltd (Registration No. 95686)
MBN	:	Mekar-Bumi Niaga Sdn Bhd (Registration No. 200901040753 (883901-U))
MGB	:	Melewar Group Berhad (Registration No. 199401018180 (303859-M))
MIG	:	Melewar Industrial Group Berhad (Registration No. 196901000102 (8444-W))
MIG Group	:	MIG and its subsidiaries and associated companies, collectively.
MIG Share(s) or Share(s)	:	Ordinary share(s) in MIG.
MKSB	:	Melewar Khyra Sdn Bhd (Registration No. 197901005557 (49841-V))
NA	:	Net assets attributable to ordinary equity holders of MIG.
Person(s) Connected	:	Shall have the same meaning as defined in Chapter 1 of the Listing Requirements.

Proposals	:	Collectively, Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate.
Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for MIG Group to enter into new RRPT(s) with Related Parties.
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of shareholders' mandate for the Company to purchase its own shares of up to ten percent (10%) of the total issued shares of MIG.
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of existing shareholders' mandate for MIG Group to enter into existing RRPT(s) with Related Parties and/or shareholders' mandate for recurrent transactions in relation to provision of financial assistance approved at the AGM held on 3 December 2025.
Purchased Shares	:	Shares purchased by MIG pursuant to the Proposed Renewal of Share Buy-Back Authority.
Record of Depositors	:	A record of securities holders established by the Bursa Depository under the Rules of Bursa Depository.
Related Party(ies)	:	Directors, Major Shareholders or persons connected with such Directors or Major Shareholders as defined under the Listing Requirements.
RM and Sen	:	Ringgit Malaysia and Sen respectively.
RRPT(s)	:	Related party transaction(s) involving recurrent transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business of the MIG Group.
Rules of Bursa Depository	:	Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991 and any amendments thereto.
SC	:	Securities Commission Malaysia.
Share(s)	:	Ordinary Share(s) of MIG.
Share Buy-Back Authority	:	Existing authority granted by the shareholders of MIG at the AGM held on 3 December 2025 for MIG to purchase MIG Shares up to ten percent (10%) of the total issued shares of MIG.
Substantial Shareholder	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is not less than 5% of the total number of voting shares in the Company.
Trace	:	Trace Management Services Sdn Bhd (Registration No. 197901004366 (48646-M))
Treasury Shares	:	Shares purchased by the Company which shall be retained in treasury and shall have the meaning given under Section 127 of the Act.
Trisend	:	Trisend Logistic Technologies Sdn Bhd (Registration No. 201901020790 (1330119-T))

TY	:	Tunku Dato' Yaacob Khyra.
TYY	:	Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah.

All references to "you" in this Statement/Circular is to the shareholders of the Company. All references to "we", "us", "our" and "our Company" in this Statement/Circular is to the Company.

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

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

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PART A

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS TOTAL ISSUED SHARES

MELEWAR INDUSTRIAL GROUP BERHAD
(Registration No. 196901000102 (8444-W))
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1.0 INTRODUCTION

At the 56th AGM held on 3 December 2025, the Company announced that the shareholders had approved for the Company to purchase up to ten percent (10%) of the total Issued Shares Capital of MIG in accordance with Section 127 of the Act.

On 27 August 2026, the Board of Directors of the Company announced to Bursa Securities its intention to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be held on 2 December 2026.

The purpose of this Statement is to provide you with details on the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the resolution thereto to be tabled at the forthcoming 57th AGM of the Company to be held at the Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 2 December 2026 at 11.30 a.m. The notice convening the 57th AGM together with the Form of Proxy have been set out in the Company's Annual Report 2026.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING AGM.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek the approval of the shareholders of the Company to renew the Share Buy-Back Authority at the 57th AGM of the Company to be held on 2 December 2026 to purchase and/or hold from time to time and at any time up to 10% of its own shares in the total number of issued shares of the Company.

As at LPD, the share capital and number of issued shares of the Company was RM253,791,194.00 comprising 359,456,103 MIG Shares. The maximum number of shares which may be purchased and/or held by the Company will be ten percent (10%) of the total number of issued shares of MIG at the time of purchase.

The actual number of shares to be purchased, the total amount of the funds to be utilised as well as the timing of the Proposed Renewal of Share Buy-Back Authority will be dependent on the market conditions, market sentiments of Bursa Securities, availability of the retained profits, the financial resources available to MIG as well as the Bursa Securities' requirements to maintain the necessary shareholding spread.

In addition, the Board will ensure the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Share Buy-Back.

The authority conferred by this resolution may only continue to be in force until:

(a) the conclusion of the next AGM of MIG following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first.

Set out below are the details of the Proposed Renewal of Share Buy-Back Authority:

2.1 Funding

The funding for the Proposed Renewal of Share Buy-Back Authority will be wholly from internally generated funds and/or borrowings or a combination of both, the proportion of which to be utilised will depend on the actual number of MIG Shares to be purchased, the price of MIG Shares and the availability of funds of the Group at the time of purchase. In the event that borrowings are used for the Proposed Renewal of Share Buy-Back Authority, the amount of borrowings will depend on the amount of MIG Shares to be purchased by the Company and the appropriate borrowing capacity of the Company. The Company's net cash flow may be affected to the extent of the interest costs associated with any borrowings. The Directors of MIG will ensure that the Company is able to meet the repayment of such borrowings, if any.

In accordance with the Listing Requirements, the maximum funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or latest management accounts of the Company (where applicable) available at the time of the intended purchase. Based on the latest audited accounts of the Company for the financial year ended 30 June 2026, the Company's accumulated losses amounted to RM110,656,204.

2.2 Treatment of Purchased Shares

When Shares are purchased by the Company, the Directors may resolve to cancel the Shares so purchased and/or retain the Shares so purchased to be held as Treasury Shares. Where the Directors resolve to cancel the Shares so purchased, the Company's number of issued shares shall be diminished by the cancellation of the Shares so purchased and the cost of the shares shall be applied in the reduction of the profits otherwise available for distribution as dividends. Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may distribute the Treasury Shares as share dividends to shareholders and/or resell the Treasury Shares on the Bursa Securities and/or cancel the Treasury Shares. While the Shares so purchased are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended. Further, the Treasury Shares would not be taken into account in calculating the number or percentage of Shares or a class of share in the Company for any purposes including the determination of substantial shareholdings, take overs, notices, the requisition of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

2.3 The Purchase Price

Under Bursa Securities' Listing Requirements governing purchase of own shares by listed corporations, MIG may only purchase its own shares listed on Bursa Securities at a price which is not more than fifteen percent (15%) above the weighted average market price of the Shares for the five (5) market days immediately before the date of the purchase(s).

2.4 The Resale Price

In the case of a resale of Treasury Shares, if any, the Company may only resell Treasury Shares on Bursa Securities at:

i. a price which is not less than the weighted average market price of the Shares for the past five (5) market days immediately before the date of the resale(s); or

ii. a discounted price of not more than five percent (5%) to the weighted average market price of the Shares for the five (5) market days immediately before the resale provided that:

   (a) the resale takes place no earlier than thirty (30) days from the date of purchase; and

   (b) the resale price is not less than the cost of purchase of the Shares being resold.

2.5 Public Shareholding Spread

Based on the Record of Depositors maintained by Bursa Depository as at LPD, 190,740,006 Shares representing 53.06% of the total number of issued shares of the Company were held by public shareholders. Pursuant to the Proposed Renewal of Share Buy-Back Authority, assuming that the Share Buy-Back is implemented in full and that the Purchased Shares are from public shareholders, the public shareholding spread would reduce to approximately 47.85%. The Board of Directors of the Company undertakes to purchase Shares only to the extent that not less than 25% of its total listed shares are in the hands of public shareholders at all times, as required under Paragraph 8.02(1) of the Listing Requirements.

2.6 Other Requirements

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

In the event that the Company wishes to cancel the Company's Shares purchased and/or the Company's Treasury Shares, the Company is required to release an announcement on the day the cancellation is made providing the number of Shares cancelled, the date of cancellation and the outstanding issued and paid-up capital of the Company after the cancellation. While the Shares are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares in the Company for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

In the event that the Company wishes to resell the Company's Treasury Shares, the Company is required to release an announcement on the day the resale is made providing the date of resale, the number of Shares resold, the resale price of each Share or where relevant, the highest and lowest resale price and the total consideration received.

3.0 RATIONALE AND RISK ASSESSMENT FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is of the opinion that empowering the Company to undertake the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and will provide an opportunity to the Company to purchase MIG Shares on the Bursa Securities for the purpose of stabilising the supply and demand as well as the price of MIG Shares and consequently, the fundamental value of the Company may be preserved.

The Proposed Renewal of Share Buy-Back Authority will enable MIG Group to utilise its financial resources that do not have an immediate usage to buy back the Shares of the Company and enhance the EPS of the Group (in the case where the Directors resolve to cancel the Shares so purchased and/or retain the Shares as Treasury Shares and the Treasury Shares are not subsequently resold). If the Shares bought back are kept as Treasury Shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

The Proposed Renewal of Share Buy-Back Authority will also enable MIG Group to utilise its financial resources to reduce the liquidity of MIG Shares in the stock market which generally will have positive impact, everything being equal, to the market prices of the Shares.

The Proposed Renewal of Share Buy-Back Authority, if implemented, will reduce the financial resources of the Group. This may result in the Group having to forego future investment opportunities and/or any income that may be derived from the deposit of such funds in interest bearing instruments. It may also result in a reduction of financial resources available for distribution in the form of cash dividends to shareholders of the Company.

However, the financial resources of the Company may increase pursuant to the resale of the Shares held as Treasury Shares at prices higher than the purchase price. In this connection, the Board will be mindful of the interest of the Company and shareholders of the Company in implementing the Proposed Renewal of Share Buy-Back Authority and in subsequent resale.

4.0 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will however, reduce the financial resources of the Group and may result in the Group foregoing good investment opportunity that may emerge in future. It may also reduce the ability of the Group to withstand economic weakness that may arise. Nevertheless, the Board of Directors of the Company will be mindful of the interests of MIG and its shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

On the assumption that the Proposed Renewal of Share Buy-Back Authority is carried out in full, the effects of the Proposed Renewal of Share Buy-Back Authority on the total issued shares, NA, EPS, working capital, earnings and dividend of MIG are set out below:-

4.1 Total Number of Issued Shares

The effect of the Proposed Renewal of Share Buy-Back Authority will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares.

In the event the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the Purchased Shares are subsequently cancelled and there are sufficient retained profits, the pro-forma effects on the total issued shares of the Company as at LPD are as follows:

Company Level	No. of Shares
Total issued share capital of MIG as at LPD	359,456,103
Less :	
Assuming maximum number of Shares are purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	35,945,610
Resultant total number of issued shares	323,510,493

However, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total issued share capital of the Company if all the Purchased Shares are retained as Treasury Shares, resold or distributed to the shareholders of the Company.

4.2 NA and EPS

The effect on NA and EPS of the Group will depend on the purchase price of the Shares and the number of Shares bought back. However, the Proposed Renewal of Share Buy-Back Authority, if exercised, is not expected to have a material effect on the NA and EPS of the Group for the financial year ending 30 June 2027. If the purchase price of the Shares is less than NA per share, it will increase the NA and EPS per share of the Group and vice versa.

If the purchased MIG Shares are kept as Treasury Shares, the NA per share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per share at the relevant point in time. This is due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Company.

4.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, if exercised, will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of MIG Shares eventually purchased and the purchase prices of the Shares. The cash flow of the Company and the Group will be reduced relatively to the number of MIG Shares eventually purchased and the purchase prices of the Shares.

For MIG Shares so purchased which are retained as Treasury Shares, upon its resale, the working capital and cash flow of the Company will increase. Again, the quantum of the increase in the working capital and cash flow will depend on the selling price of the Treasury Shares and the number of Treasury Shares resold.

4.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of MIG Group are dependent on the number MIG Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to MIG Group if internally generated funds are utilized. Further, the purchase of the MIG Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

4.5 Dividends

The Proposed Renewal of Share Buy-Back Authority may have an impact on our Company's dividend payout as it may reduce the cash available which may otherwise be used for dividend payments. Any dividend to be declared in the immediate future will depend on the performance and cash resources of our Group. In addition, the Treasury Shares may be distributed as dividends to our shareholders if our Board so decides.

5.0 SHAREHOLDINGS OF DIRECTORS AND MAJOR SHAREHOLDERS

Save for the inadvertent increase in the percentage shareholdings of the Directors and Major Shareholders as a result of excluding Treasury Shares from the total number of issued shares after the Proposed Renewal of Share Buy-Back Authority, none of the Directors or Major Shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority or resale of Treasury Shares.

The table below shows the shareholdings of the existing Directors and Major Shareholders of the Company as at LPD and their pro-forma total percentage shareholdings in the Company assuming that the Proposed Renewal of Share Buy-Back Authority was carried out in full on LPD.

Name	**(a)**		**(b)**	
	Before the Proposed Renewal of Share Buy-Back Authority (As at LPD)		**After the Proposed Renewal of Share Buy-Back Authority (Assuming 10% of the issued share capital was purchased on LPD)**	
	No. of MIG Shares held		**No. of MIG Shares held**	
	Direct	**Indirect**	**Direct**	**Indirect**
Directors :-				
TY *(Deemed indirect interest)*	Nil	168,572,764 46.90% (1)	Nil	168,572,764 52.11% (1)
TYY	Nil	Nil	Nil	Nil
Azlan bin Abdullah	133,333 0.04%	Nil	133,333 0.04%	Nil
Datin Seri Raihanah Begum Binti Abdul Rahman	Nil	Nil	Nil	Nil
Kwo Shih Kang	Nil	Nil	Nil	Nil
Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram	Nil	Nil	Nil	Nil

Name	(a)		(b)	
	Before the Proposed Renewal of Share Buy-Back Authority (As at LPD)		After the Proposed Renewal of Share Buy-Back Authority (Assuming 10% of the issued share capital was purchased on LPD)	
	No. of MIG Shares held		No. of MIG Shares held	
	Direct	Indirect	Direct	Indirect
Interested Major Shareholders :-				
MEBVI	60,379,733 16.80%	Nil	60,379,733 18.66%	Nil
MKSB	104,382,731 29.04%	Nil	104,382,731 32.27%	Nil
KLB *(Deemed indirect interest)*	Nil	168,572,764 46.90% (2)	Nil	168,572,764 52.11% (2)

Notes:

(a) Total percentage of shareholdings as at LPD. The percentages of shareholdings of the Directors and Major Shareholders are calculated by dividing the shares held by the respective Directors and Major Shareholders with the total number of issued shares.

(b) Pro-forma percentage of shareholdings in the Company assuming that the Proposed Renewal of Share Buy-Back Authority was carried out in full on LPD and the Shares bought back were cancelled.

(1) Deemed indirect interest by virtue of TY being one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG. TY is also deemed to have indirect interest in Avenue Serimas Sdn Bhd ("ASSB") by virtue of KLB being the ultimate holding company of ASSB.

(2) Deemed indirect interest by virtue of it being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG. KLB is also deemed to have indirect interest in ASSB by virtue of it being the ultimate holding company of ASSB. ASSB holds 3,810,300 shares representing 1.06% of the total issued share capital of MIG.

6.0 IMPLICATION ON THE CODE

In the event that the Company acquires the full amount of Shares authorized under the Proposed Renewal of Share Buy-Back Authority which is 35,945,610 and all the Shares so acquired are cancelled, the combined shareholdings in the Company of MKSB, MEBVI, ASSB and their parties acting in concert namely TY and KLB based on their shareholdings as at LPD will increase from 46.90% to 52.11%.

If the Proposed Renewal of Share Buy-Back Authority results in the shareholdings of MKSB, MEBVI, ASSB and their parties acting in concert namely TY and KLB increasing in any period of six (6) months by more than 2% pursuant to the Code, MKSB, MEBVI, ASSB and their parties acting in concert based on their shareholdings as at LPD, will be obliged to undertake a mandatory offer for MIG Shares not held by them collectively.

7.0 PURCHASE, RESALE AND CANCELLATION OF THE COMPANY'S TREASURY SHARES IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase, resale or cancellation of any of its own shares in the past twelve (12) months preceding the date of this Statement.

8.0 HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of MIG shares for the past twelve (12) months as traded on the Bursa Securities are as follows: -

	High (RM)	Low (RM)
Year 2025		
October	0.190	0.165
November	0.165	0.155
December	0.160	0.150
Year 2026		
January	0.160	0.150
February	0.150	0.140
March	0.140	0.130
April	0.155	0.130
May	0.150	0.130
June	0.140	0.125
July	0.130	0.120
August	0.140	0.120
September	0.130	0.120

Last transacted market price of MIG shares on 26 August 2026 (being the last trading date prior to the announcement of the Proposed Renewal of Share Buy-Back Authority) was RM0.135.

Last transacted market price of MIG shares on LPD (being the latest practicable date prior to the printing of this Statement) was RM0.125.

(Source: The Wall Street Journal)

9.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

None of the Directors or Major Shareholders of MIG or persons connected to them has any interest, direct or indirect in the Proposed Renewal of Share Buy-Back Authority.

10.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that it is in the best interest of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming AGM of the Company.

11.0 APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders at the forthcoming 57th AGM to be convened on 2 December 2026.

12.0 FURTHER INFORMATION

The resolution pertaining to the Proposed Renewal of Share Buy-Back Authority is enclosed in Notice of the 57th AGM of this Statement/Circular.

Yours faithfully,
For and on behalf of the Board of
MELEWAR INDUSTRIAL GROUP BERHAD

KWO SHIH KANG
Senior Independent Non-Executive Director

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES AND PROVISION OF FINANCIAL ASSISTANCE; AND**

- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

MELEWAR INDUSTRIAL GROUP BERHAD
(Registration No. 196901000102 (8444-W))
(Incorporated in Malaysia)

Registered Office:

Suite 11.05, 11th Floor
No. 566, Jalan Ipoh
51200 Kuala Lumpur

Date: 30 October 2026

BOARD OF DIRECTORS:

Tunku Dato' Yaacob Khyra
(Executive Chairman)

Azlan Bin Abdullah
(Non-Independent Non-Executive Director)

Tunku Yahaya @ Yahya Bin Tunku Tan Sri Abdullah
(Non-Independent Non-Executive Director)

Kwo Shih Kang
(Senior Independent Non-Executive Director)

Datin Seri Raihanah Begum Binti Abdul Rahman
(Independent Non-Executive Director)

Dato' Dr. Kili Ghandhi Raj A/L K R Somasundram
(Independent Non-Executive Director)

To: **The Shareholders of Melewar Industrial Group Berhad**

Dear Sir/Madam,

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES AND PROVISION OF FINANCIAL ASSISTANCE; AND**

- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

(I) INTRODUCTION

At the 56th AGM held on 3 December 2025, the Company obtained a mandate from its shareholders to enter into RRPTs with Related Parties which are necessary for its day-to-day operations and are in the ordinary course of business based on the normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and not to the detriment of minority shareholders ("Existing Mandate").

The Existing Mandate shall lapse at the conclusion of the forthcoming AGM of the Company unless a new mandate for RRPTs is obtained from the shareholders at the AGM.

On 27 August 2026, the Board of Directors of the Company announced to Bursa Securities its intention to seek the shareholders' approval on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate at the forthcoming AGM to be held on 2 December 2026.

The purpose of this Circular is to provide you with details on the Proposals and to seek your approval for the resolution(s) thereto to be tabled at the forthcoming 57th AGM of the Company to be held at the Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 2 December 2026 at 11.30 a.m. The notice convening the 57th AGM together with the Form of Proxy have been set out in the Annual Report 2026.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING AGM OF THE COMPANY.

THE SAID PROPOSALS ARE NOT INTERCONDITIONAL UPON ONE ANOTHER.

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1.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

Under Paragraph 10.09(2) of the Listing Requirements, MIG may seek a shareholders' mandate in respect of RRPT(s) which are necessary for its day-to-day operations subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregated value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

(c) the Company to issue a Circular to Shareholders in relation to the shareholders' mandate which shall include all information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting to Bursa Securities;

(d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder(s) and/or interested persons connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him/her/it abstain from voting on the resolution approving the transactions; and

(e) MIG immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by MIG, exceeds the estimated value of the RRPT(s) disclosed in the Circular to Shareholders by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements will not apply with regard to transactions as detailed in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular.

Transactions entered between a listed issuer (or any of its wholly owned subsidiaries) and its wholly owned subsidiaries are excluded from the requirements of Chapter 10.09(2) of the Listing Requirements.

MIG Group has entered into certain RRPT(s) in the ordinary course of business and it is anticipated that the MIG Group would, in the ordinary course of business continue to enter into such RRPT(s) referred to in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In view of the time-sensitive, confidentiality and frequent nature of such RRPT(s), the Board of Directors is seeking the shareholders' approval for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for the MIG Group to enter into the categories of RRPT(s) referred to in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular with the Related Parties, provided that such transactions are entered into at arm's length and on terms which are not more favourable to the Related Parties than those generally available to the public and which are not detriment to the minority shareholders of MIG. The RRPT(s) will also be subject to the review procedures set out in Section 5.0 of Part B of this Circular.

In compliance with Chapter 10 of the Listing Requirements, Practice Notes No. 12 and No. 14, MIG now proposes to seek shareholders' approval on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to allow the Company to enter into RRPT(s) from time to time with the Related Parties. Such mandate will enable the Group to enter into the RRPT(s) without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will take effect from the date the Ordinary Resolution is passed by the shareholders at the forthcoming 57th AGM of the Company or at any adjournment thereof and will remain in effect until:

(i) the conclusion of the next AGM of the Company following the AGM at which such Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate were passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or

(ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

Disclosure will be made in accordance with Section 3.1.5 of Practice Note No. 12 issued by Bursa Securities, which requires the breakdown of the aggregate value of the RRPT(s) entered into during the financial year based on, amongst others, the following information :-

(i) types of RRPT(s); and

(ii) names of Related Parties involved in each type of RRPT(s) entered into and their relationships with the Company,

pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate in the Company's Annual Report, and in the annual report for subsequent years that the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate continues to be in force.

The principal activities of the Company consist of property investment and investment holding. The principal activities of its subsidiaries are as follows:

Subsidiaries of MIG

Name of Company	% Held	Principal Activities
Mycron Steel Berhad	74.13	Investment holding and provision of management services to its subsidiaries
Melewar Steel Services Sdn Bhd	100	Dormant
Melewar Steel Assets Sdn Bhd	100	Dormant
Melewar Metal Trading Sdn Bhd	100	Providing scrap metals handling services
Ausgard Quick Assembly Systems Sdn Bhd	100	Supply and construct quick assembly homes
Melewar Imperial Limited	100	Investment holding
3Bumi Sdn Bhd	100	Investment holding

Subsidiaries of Mycron Steel Berhad

Name of Company	% Held	Principal Activities
Mycron Steel CRC Sdn Bhd	100	Manufacturing and trading of steel cold rolled coils
Melewar Steel Tube Sdn Bhd	100	Manufacturing, distribution and trading of steel tubes
Silver Victory Sdn Bhd	100	Export and import of other basic iron and steel products

Subsidiaries of Melewar Imperial Limited

Name of Company	% Held	Principal Activities
Melewar Steel UK Ltd	100	Dormant
Jack Nathan Limited	100	UK-based steel tubes distribution and storage solutions

Subsidiaries of 3Bumi Sdn Bhd

Name of Company	% Held	Principal Activities
3Bumi (Cambodia) Co., Ltd *(*In the midst of winding up)*	100	Food distribution and retail business
3Dara Sdn Bhd	100	Dormant
3Padi Growers Sdn Bhd	100	Dormant
3Bumi Trading Sdn Bhd	100	Trading of frozen meat and seafood
3Bumi Oleo Sdn Bhd	80	Bottling and distribution of palm olein edible oil

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2.0 CLASSES OF RELATED PARTY(IES) WITH WHOM TRANSACTIONS WERE AND WILL BE CARRIED OUT

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate would apply to transactions with Related Parties as described below: -

(i) Major Shareholders

Name of Companies	Principal Activities	Relationship
MEBVI	Investment holding	MEBVI is a Major Shareholder of MIG. MEBVI is also a Major Shareholder of MAAG. MEBVI is a wholly owned subsidiary of KLB.
MKSB	Investment holding	MKSB is a Major Shareholder of MIG. MKSB is a wholly owned subsidiary of KLB.

(ii) Persons Connected to Interested Director of the Company and/or the Interested Major Shareholders of the Company

Name of Related Parties	Principal Activities	Relationship
KLB	Investment holding and providing the educational needs and for the enhancement of the standards of living of all descendants of TY	KLB is the holding company of MEBVI and MKSB who are the Major Shareholders of MIG. KLB is a trust company limited by guarantee incorporated under the Companies Act. TY is deemed interested by virtue of him being a trustee and one of the beneficiaries of KLB.
MAAG	Investment holding and providing management services	KLB is deemed interested in MAAG by virtue of it being the holding company of MEBVI. TY is a director of MAAG.
MAA Corp	Investment holding and provision of property management services	MAA Corp is a wholly owned subsidiary of MAAG.
Maax Factor	Provision of debt factoring services and other related activities	Maax Factor is a sub subsidiary of MAA Corp who in turn is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.

Name of Related Parties	Principal Activities	Relationship
MBN	General trading and investment holding company	KLB is the ultimate holding company of MBN.
Trace	Providing corporate secretarial services	A company in which TY and TYY have deemed interest by virtue of their major interests in MGB, who in turn is the holding company of Trace; MGB is the family owned investment holding company.
Trisend	Provision of logistics and dispatch services	Trisend is a subsidiary of Trinidad Hospitality Sdn Bhd who in turn is a subsidiary of MAA Corp. MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.

The direct and indirect interest of interested Director and interested Major Shareholders in MIG as at LPD are as follows: -

Name	Direct Interest	%[(a)]	Indirect Interest	%[(a)]
Interested Director:				
TY	Nil	Nil	168,572,764 [(1)]	46.90
Interested Major Shareholders:				
MEBVI	60,379,733	16.80	Nil	Nil
MKSB	104,382,731	29.04	Nil	Nil
KLB	Nil	Nil	168,572,764 [(2)]	46.90

Notes:

(a) Total percentage of shareholdings as at LPD. The percentages of shareholdings of the Director and Major Shareholders are calculated by dividing the shares held by the respective Director and Major Shareholders with the total number of issued shares.

(1) Deemed indirect interest by virtue of TY being one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG. TY is also deemed to have indirect interest in ASSB by virtue of KLB being the ultimate holding company of ASSB.

(2) Deemed indirect interest by virtue of it being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG. KLB is also deemed to have indirect interest in ASSB by virtue of it being the ultimate holding company of ASSB. ASSB holds 3,810,300 shares representing 1.06% of the total issued share capital of MIG.

* TYY is not deemed interested (direct or indirect) in MIG as he is not a beneficiary of KLB.

3.0 NATURE OF RRPT(S)

3.1 GENERAL DETAILS OF RRPT(S)

The types of RRPT(s) to be covered by the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate relate principally to transactions for the provision of products and services to/from the Related Parties which are necessary for the Group's day-to-day operations and in the ordinary course of the MIG Group's business.

The details of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to be sought, are set out in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular. The estimated aggregate value of the transactions may vary from time to time subject to changes.

The actual value of transactions reflected in the 8th column of the tables in Sections 3.3(A) and 3.3(B) of Part B of this Circular is the aggregate amount of the transactions calculated from the date of the AGM held in 2025 which was 3 December 2025 up to the latest practicable date prior to the printing of this Circular. The actual value of the transactions did not exceed 10% or more of the estimated value as approved under the previous shareholders' mandate granted to the Company at the 56th AGM held on 3 December 2025.

3.2 AMOUNT DUE AND OWING TO MIG GROUP BY RELATED PARTIES

As of LPD, there was no amount due and owing to the Group by its Related Parties pursuant to the Recurrent Related Party Transactions; as such, the disclosure as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements is not applicable.

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3.3(A) CLASS AND NATURE OF RRPT(S)

(i) Proposed Renewal of Shareholders' Mandate for RRPT with Trace Management Services Sdn Bhd

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	[(1)] Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
1.	Trace	Provision of corporate secretarial services by the Related Party to MIG Group	**Interested Directors** TY and TYY	TY and TYY are deemed interested in Trace by virtue of their major interests in MGB, who in turn is the holding company of Trace; MGB is the family owned investment holding company.	Nil	500,000	358,224	500,000

(ii) Proposed Renewal of Shareholders' Mandate for RRPT(s) with MAAG Group

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	[(1)] Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
1.	MAA Corp [N1]	Office rental charged by the Related Party to MIG Group	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAA Corp. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	150,000	89,248	150,000
2.	MAA Corp [N2]	Office service charged by the Related Party to MIG Group	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAA Corp. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	150,000	27,890	150,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	(1) Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
3.	Maax Factor [N3]	Factoring and Pre-Factoring Facility provided by the Related Party to MIG Group ("Facility")	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAAG. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	Maax Factor is a sub subsidiary of MAA Corp who in turn is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	7,000,000	3,881,385	9,000,000
4.	MAA Corp [N4]	Office rental charged by the Related Party to 3BT	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAA Corp. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	100,000	25,440	100,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	(1) Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
5.	MAA Corp [N5]	Office service charged by the Related Party to 3BT	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAA Corp. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	50,000	7,950	50,000
6.	Trisend [N6]	Warehouse and office rental charged by AQAS to the Related Party	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MAAG. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	Trisend is a subsidiary of Hospitality 360 Sdn Bhd who in turn is a subsidiary of MAA Corp. MAA Corp is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	100,000	17,716	Nil

Notes :

(1) The Current Estimated Value of the RRPT(s) are based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Renewal of Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes. None of the Actual Value of the RRPT(s) disclosed above has exceeded the Estimated Value by 10% or more.

N1 The particulars of tenancy entered into with MAA Corp (a subsidiary of MAAG) are as follows:-

Tenant	Location	Sq. Ft.	Rental Rate per Month (RM p.s.f.)	Tenancy Period (years)	Purpose of Business Transaction
MIG	15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur	2,789	3.20	3	Office rental

N2 Office service charged by MAA Corp to MIG Group for the use of common rooms located on the 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur at a monthly fee of RM2,789.

N3 Maax Factor is to purchase book debts and extend advances to MIG's subsidiaries based on valid Contract/Purchase Orders in place, as well as prior to any invoices/billing being raised for collection of payment from the customers of MIG's subsidiaries. The Facility is unsecured, bearing interest ranging between 8% to 15% per annum and is denominated in Ringgit Malaysia.

N4 The particulars of tenancy entered into with MAA Corp (a subsidiary of MAAG) are as follows:-

Tenant	Location	Sq. Ft.	Rental Rate per Month (RM p.s.f.)	Tenancy Period (years)	Purpose of Business Transaction
3BT	15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur	795	3.20	3	Office rental

N5 MAA Corp charges 3BT a fixed monthly fee of RM795 for the use of common rooms on the 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur. This fee includes common area expenses such as cleaning, water, electricity, and other related costs, which are allocated to 3BT based on their share of floor space.

N6 The particulars of tenancy entered into with AQAS (a subsidiary of MIG) are as follows:-

Tenant	Location	Sq. Ft.	Rental Rate per Month (RM p.s.f.)	Tenancy Period (years)	Purpose of Business Transaction
Trisend	Lot. 7397, Jalan Ciku, Bukit Cherakah, 40000 Subang, Selangor Darul Ehsan	4,100 *(Up to 31.07.2025)* 4,300 *(Effective from 01.08.2025)*	1.03	1 year 8 months	Warehouse and office rental

3.3(B) NATURE OF RRPT(S) FOR THE PROVISION OF FINANCIAL ASSISTANCE

The RRPT(s) for the provision of financial assistance between MIG Group and the classes of related parties and the nature of transactions are as follows:

No.	Type of Financial Assistance	Related Party	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	(1) Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
1.	Provision of financial assistance to the Group by the pooling of funds via a centralized treasury management function within the MIG Group on a short or medium term basis i.e. for a duration not exceeding three (3) years.	MIG Group	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MIG by virtue of him being one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	Nil	Not exceeding RM200.0 million	Nil	Not exceeding RM200.0 million

No.	Type of Financial Assistance	Related Party	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30.10.2025 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 03.12.2025 up to LPD)	(1) Estimated value of transactions (from 02.12.2026 till next AGM) ("Current Estimated Value")
2.	Provision of corporate guarantee to financial institutions, as and when required, to secure the continuing trade facilities extended to direct and indirect subsidiaries.	MIG Group	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MIG by virtue of him being one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	Nil	Not exceeding RM100.0 million	Nil	Not exceeding RM100.0 million

Note :

(1) The Current Estimated Value of the RRPT(s) are based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Renewal of Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes. None of the Actual Value of the RRPT(s) disclosed above has exceeded the Estimated Value by 10% or more.

3.3(C) CLASS AND NATURE OF RRPT(S)

(i) Proposed New Shareholders' Mandate for RRPT with KLB Group

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of Relationship with the Related Party		Value of Transaction (RM)
				Director	Major Shareholder	(1) Estimated value of transactions (from 02.12.2026 till next AGM) ("Estimated Value")
1.	MBN [N1]	Chargeback for engineering services rendered by the Related Party to AQAS	**Interested Director** TY **Interested Major Shareholders** MEBVI, MKSB and KLB	TY is deemed interested in MBN as MBN is a wholly owned subsidiary of Khyra Sdn Bhd who in turn is a wholly owned subsidiary of KLB. TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB.	KLB is the ultimate holding company of MBN.	150,000

Notes :

(1) The Estimated Value of the RRPT(s) is based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed New Shareholders' Mandate. The Estimated Value of these transactions may be subject to changes.

[N1] Being chargeback for the provision of engineering services by MBN staff, who will be seconded to AQAS to oversee and support AQAS's ongoing subcontract work.

4.0 BASIS OF ESTIMATES

The pricing method for the estimated values was based on:

(i) arm's length basis and on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company. Due consideration based on prevailing market rates under usual commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms was given to price, payment, quality, delivery and service in order to maximise benefits for any purchase under the transactions.

(ii) competitive commercial terms based on quotations from other sources of supply of the products/services required by the Group. Reference shall also be made to publish market reports, if available, pertaining to transactions of similar products concluded in other markets.

The estimated value in respect of each transaction referred to above is based on accounting records which in turn are based on prevailing prices obtained from the Related Parties which are reasonably market-competitive prices and based on the expected level of transactions to be entered into by the Group. The estimated amounts are further based on the assumptions that current level of operations will continue and all external conditions remain constant.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), Management will ensure the RRPT(s) will only be entered with the Related Parties after taking into account the pricing, level of services, quality of products and other related factors to ensure that the RRPT is not detrimental to MIG Group.

5.0 REVIEW PROCEDURES FOR THE RRPT(S)

MIG has established the following procedures and guidelines to ensure that the RRPT(s) are undertaken on an arm's length basis and on normal commercial terms, consistent with MIG's usual business practices and policies, which are not more favourable to the Related Parties than those normally available to the public and are not to the detriment of the minority shareholders :

(i) A list of Related Party(ies) will be circulated to the Audit and Governance Committee to notify that all RRPT(s) are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;

(ii) Records of RRPT(s) will be retained and compiled for review by the Audit and Governance Committee;

(iii) The Audit and Governance Committee shall review all aspects of the RRPT(s) where the consideration, value of the assets, capital outlay or costs thereof, equal or exceed RM1,000,000 and ensure that they are conducted at arm's length basis. Any member of the Audit and Governance Committee may, as he/she deems fit, request for addition

information pertaining to the RRPT(s) including appointing an independent adviser/expert as they deem appropriate;

(iv) Disclosure on all material RRPT(s) will be made in the Annual Report of the Company;

(v) The RRPT(s) will be conducted at arm's length and based on normal commercial terms consistent with the Group's usual business policies and practices (subject to applicable rules and regulations) and will not be prejudicial to the minority shareholders;

(vi) The interested directors who are members of the Board and Audit and Governance Committee will abstain from deliberating and voting on all matters pertaining to the RRPT(s) at the relevant meetings of the Board or Audit and Governance Committee;

(vii) The transactions with a related party will only be entered into after taking into account the pricing, quality, delivery schedules, level of service and other related factors which are determined in accordance to the Group's business practices and policies, such as calling for tenders, quotations, so as to ensure that the prices and terms and conditions are based on competitive prices of similar products and services in line with industry norms; and

(viii) The Audit and Governance Committee monitors on quarterly basis actual transacted values of RRPT(s) under the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to ensure that the Company makes an announcement to Bursa Securities if the actual value exceeds 10% or more of the estimated value disclosed in the Circular for a particular group of Related Parties.

6.0 THRESHOLD OF AUTHORITY

There is no specific threshold for approval of RRPT(s) within MIG Group. However, all RRPT(s) are subject to the approval of the Board. Where any Director has an interest (direct or indirect) in any RRPT(s), such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stated in Section 5.0 of Part B of this Circular, are inadequate to ensure that :

(i) RRPT(s) will be conducted at arms' length and on normal commercial terms which are not more favourable to the Related Party(ies) than those generally available to the public; and

(ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will obtain a fresh shareholders' mandate.

7.0 STATEMENT BY THE AUDIT AND GOVERNANCE COMMITTEE

The Audit and Governance Committee has seen and reviewed the procedures. The Audit and Governance Committee is of the view that the procedures in Section 5.0 of Part B of this Circular are sufficient to ensure that RRPT(s) of a revenue or trading nature as set out in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

MIG Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner which procedures and processes are reviewed on a quarterly basis by the Audit and Governance Committee, and if necessary, the Audit and Governance Committee may request internal audit to review the systems and procedures.

8.0 RATIONALE FOR AND BENEFITS TO THE GROUP

The rationale for and benefits of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to MIG Group are as follows: -

(a) the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will facilitate transactions with Related Parties which are carried out in the ordinary course of business of MIG Group and are made on an arm's length basis and on terms not more favourable to the Related Parties than those generally made available to the public and not in the Company's opinion detrimental to the minority shareholders;

(b) the transactions between the Related Parties referred to under Section 3.3(A)(ii) of Part B of this Circular pertaining to the rental of premises from MAAG Group, allow the MIG Group to have a more efficient utilization of rentable area; and

(c) the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' mandate approval as and when potential RRPT with a mandated Related Party arise, thereby reducing the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

9.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

9.1 Share Capital

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the issued share capital and shareholding structure of MIG.

9.2 NA and Working Capital

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the NA and working capital of MIG.

9.3 Earnings

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the earnings of MIG.

10.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save and except for the following, none of the Directors, Major Shareholders and/or persons connected to them as defined in the Listing Requirements has any interest either directly or indirectly in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate: -

(a) TY is one of the beneficiaries of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.

(b) MEBVI, MKSB, ASSB and KLB collectively are the Major Shareholders of MIG.

(c) TY and TYY are deemed interested in Trace by virtue of their major interests in MGB, who in turn is the holding company of Trace; MGB is the family owned investment holding company.

The details of the direct and indirect shareholdings of the interested Directors and Major Shareholders are reflected in the tables on Page 18 of this Circular.

Accordingly, TY and TYY are deemed interested in the RRPT(s) entered into and to be entered into between MIG Group with the Related Parties by virtue of his/their interest in these companies as disclosed in Sections 3.3(A), 3.3(B) and 3.3(C) of Part B of this Circular.

TY and TYY have abstained and will continue to abstain from voting and deliberating at Board meetings of MIG on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate.

TY, MEBVI, MKSB, ASSB and KLB are Related Parties in respect of the RRPTs with the Related Parties referred to under Section 3.3(A)(ii), 3.3(B) and 3.3(C) of Part B of this Circular, whereas TY and TYY are related parties in respect of the RRPT with Trace under Section 3.3(A)(i) of Part B of this Circular and will abstain from voting at the forthcoming AGM in respect of their direct and/or indirect shareholdings on the Ordinary Resolutions 6 and 7 under Special Business as given in the Notice of 57th AGM enclosed in the Annual Report 2026 of the Company for the financial year ended 30 June 2026.

Further, TY, MEBVI, MKSB, ASSB and KLB as well as TYY have undertaken that they will ensure that the persons connected to them will abstain from voting, deliberating or approving on the same at the forthcoming AGM.

Save as disclosed herein, none of the other Directors, Major Shareholders and/or person connected to them as defined in the Listing Requirements have any interest, direct or indirect in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate.

(II) DIRECTORS' RECOMMENDATION

The Board (save and except for TY and TYY who are deemed to be interested in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate, was of the opinion that the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate were in the best interest of the Company and its shareholders. Accordingly, the Board (save and except for TY and TYY who are deemed to be interested in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate) recommend that you vote in favour of the resolutions pertaining to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate contained herein to be tabled at the forthcoming AGM.

(III) APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate are subject to the approval of the shareholders at the forthcoming 57th AGM to be convened on 2 December 2026.

(IV) ANNUAL GENERAL MEETING

The 57th AGM, the notice of which is enclosed together with the Annual Report for the financial year ended 30 June 2026 will be held at the **Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 2 December 2026 at 11.30 a.m.** for the purpose of considering and, if thought fit, passing the Ordinary Resolutions as set out in the notice.

If you are unable to attend and vote in person at the 57th AGM, you are requested to complete and return the Form of Proxy enclosed together with the said Annual Report in accordance with the instructions therein as soon as possible so as to arrive not less than 48 hours before the

time set for the 57th AGM or any adjournment thereof. The completion and the return of the Form of Proxy does not preclude you from attending and voting in person at the 57th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 57th AGM.

Please be informed that where all the shares have been sold or transferred by the addressee, the Circular and any other relevant document should be passed to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Should there be any doubt as to what action to take, kindly consult appropriate independent professional advisers.

(V) FURTHER INFORMATION

Shareholders are advised to refer to **Appendix 1** attached for further information.

Yours faithfully,
For and on behalf of the Board of
MELEWAR INDUSTRIAL GROUP BERHAD

KWO SHIH KANG
Senior Independent Non-Executive Director

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor any of its subsidiaries has entered into any material contracts which are or may be material (not being contracts entered into in the ordinary course of business), during the past two (2) years preceding the date of this Statement/Circular:-

(i) On 22 July 2026, MIG entered into a Facility Agreement with OSK Capital Sdn Bhd ("the Lender") for a loan facility of up to RM8,000,000 (Ringgit Malaysia: Eight Million Only). The facility bears interest at 10% per annum and has a tenure of twelve (12) months, commencing from the date of the first drawdown. The proceeds from the facility will be utilised to fund MIG's working capital requirements.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, neither the Company nor any of its subsidiaries are engaged in any material litigation, claims, or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings, pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of the MIG Group:-

(i) Judicial Review against Ministry of Investment, Trade and Industry ("MITI")'s decision to remove anti-dumping ("AD") duties on Cold Rolled Coil ("CRC") measuring 700mm to 1,300mm imported from South Korea and Vietnam

On 29 November 2023, the Group's CRC Subsidiary was granted leave by the Kuala Lumpur High Court to commence judicial review proceedings challenging the decision of the MITI to remove the anti-dumping duties imposed on CRC imported from South Korea and Vietnam. Concurrently, the High Court granted a stay of MITI's decision pending the final outcome of the proceedings. Following the filing, certain South Korean and Vietnamese parties (which were not originally named in the action) applied to intervene and for redaction. The Court subsequently set timelines for the applicants, respondents and interveners to complete the filing of affidavits, affidavits in reply and written submissions. The hearing of the judicial review application, originally fixed for 8 May 2025, has since been re-scheduled on several occasions, with case management sessions held in between (8 December 2025; 11 March 2026 case management; 18 May 2026 case management; and hearings on 22 June 2026 and 22 July 2026). It is presently fixed for hearing on 21 September 2026.

(ii) Judicial Review against MITI's decision concerning alleged circumvention of AD duties on CRC imports measuring below 700mm (China)

On 29 September 2025, the CRC Subsidiary filed an anti-dumping petition with MITI in respect of imports of narrow cold rolled coil (below 700mm) originating from China, that circumvents existing anti-dumping duties on larger sizes. MITI rejected the petition on 28 October 2025 on the grounds that the petitioner did not produce such smaller sizes. On 27 January 2026, the CRC Subsidiary filed an application for judicial review at the Kuala Lumpur High Court in respect of MITI's determination. On 23 June 2026, the High Court granted the

CRC Subsidiary leave to proceed with the judicial review and the hearing has been scheduled for 23 February 2027.

(iii) Anti-dumping investigation by the Mexican authorities into CRC imports from Malaysia

On 16 February 2026, the Mexican investigating authority (Unidad de Prácticas Comerciales Internacionales, "UPCI") initiated an anti-dumping investigation into imports of cold rolled coil from three countries, including Malaysia, covering the period of investigation from 1 April 2024 to 31 March 2025. Although the Group's presence in the Mexican market has been limited since 2025, following Mexico's broad revision of its steel mill registrations which gave rise to uncertainty among importers on the importation requirements, the CRC Subsidiary elected to participate in the proceedings, having regard to the Group's interests and Malaysia's position under the Comprehensive and Progressive Agreement for Trans-Pacific Partnership ("CPTPP"), to which both nations are parties. As advised by the Group's Mexican counsel, the mill-registration requirement applies only to primary mills and not to the CRC Subsidiary as a re-roller. The CRC Subsidiary has appointed trade counsel in Mexico and, on 24 April 2026, filed its exporter's questionnaire response setting out its fair-trade and market-aligned pricing position. Based on the current procedural timeline, a preliminary determination is expected around October/November 2026 (which may be subject to change), with a final determination due by 16 August 2027. As at the LPD, the matter is progressing in the ordinary course, with the final determination expected in due course.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company during the normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Statement/Circular to the date of the forthcoming AGM :-

(a) the Constitution of MIG;

(b) the Statutory Financial Statements of MIG Group for the two (2) financial years ended 30 June 2025 and 30 June 2026; and

(c) the material contracts referred to under Section 2 of Appendix 1.

MELEWAR INDUSTRIAL GROUP BERHAD
(Registration No. 196901000102 (8444-W))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the 57th Annual General Meeting ("AGM") of the Company will be held at the **Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur ("Main Venue")** on **Wednesday, 2 December 2026 at 11.30 a.m.** for the following purposes:

AGENDA	**RESOLUTION**
AS ORDINARY BUSINESS	
1. To receive the Audited Financial Statements for the year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon. ***[Please refer to Explanatory Note A]***	
2. To approve the payment of Directors' fees (inclusive of benefits-in-kind) up to an amount of RM502,000.00 for the period from 1 January 2027 to 31 December 2027 to be payable quarterly in arrears to the Non-Executive Directors of the Company. ***[Please refer to Explanatory Note B]***	**1**
3. Re-election of the following Directors who are retiring in accordance with Article 96(1) of the Company's Constitution and, being eligible, offer themselves for re-election:	
(i) Tunku Dato' Yaacob Khyra	**2**
(ii) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah	**3**
4. To re-appoint Messrs. KPMG PLT ("KPMG") as Auditors of the Company, to hold office until conclusion of the next AGM and to authorise the Directors to fix their remuneration.	**4**
AS SPECIAL BUSINESS	
5. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-	
(a) Proposed Renewal of Share Buy-Back Authority	**5**

"THAT subject to compliance with Section 127 of the Companies Act 2016 ("the Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time-to-time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company and the maximum funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company available at the time of the intended purchase.

AND THAT such authority shall commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next AGM of the Company unless earlier revoked or varied by Ordinary Resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held whichever is earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

(b) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature with Trace Management Services Sdn Bhd **6**

"THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 3 December 2025 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and/or its subsidiaries to enter into the recurrent related party transaction ("RRPT") of a revenue or trading nature as set out in Section 3.3(A)(i) of Part B of the Circular to Shareholders dated 30 October 2026 ("the Circular"), with Trace Management Services Sdn Bhd ("the Related Party") mentioned therein which are necessary, for the Company and/or its subsidiaries for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting ("EGM") whereby the authority is renewed; or

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or

(iii) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company;

whichever is the earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(c) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **7**

"THAT the mandate granted by the shareholders of the Company on 3 December 2025 pursuant to Paragraph 10.09 of the Listing Requirements of

Bursa Securities, authorising the Company and its subsidiaries ("the MIG Group") to enter into the RRPTs which are necessary for MIG Group's day-to-day operations as set out in Sections 3.3(A)(ii) and 3.3(B) of Part B of the Circular with the related parties mentioned therein, be and are hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPT as set out in Section 3.3(C) of Part B of the Circular with the related party mentioned therein, provided that:-

(i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and

(ii) the transactions are made at arm's length and on normal commercial terms.

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting) until:

(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or EGM whereby the authority is renewed; or

(ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or

(iii) revoked or varied by resolution passed by the shareholders in general meeting of the Company;

whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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(d) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act **8**

"THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued."

By Order of the Board

LILY YIN KAM MAY
MAICSA 0878038
Company Secretary

Kuala Lumpur
30 October 2026

NOTES:-

1. *The 57th AGM of the Company will be held physically whereby shareholders/proxies/corporate representatives will have to be physically present at the Main Venue and there will be no option for shareholders to participate virtually.*

2. *Applicable to shares held through a nominee account.*

3. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.*

4. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*

5. *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*

6. *The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney so authorised.*

7. *The instrument appointing a proxy must be deposited at the Company's Registered Office, c/o Trace Management Services Sdn Bhd at Suite 11.05, 11th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*

8. *Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.*

9. *Any alteration in the Form of Proxy must be initialled.*

10. *Form of Proxy sent through email and/or facsimile transmission shall not be accepted.*

11. *For the purpose of determining a member who shall be entitled to attend this 57th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 72(4)(a), 72(4)(b) and 72(4)(c) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 26 November 2026. Only a depositor whose name appears on the Record of Depositors as at 26 November 2026 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.*

12. *Explanatory Notes to Ordinary Business:*

(A) Audited Financial Statements for Financial Year Ended 30 June 2026

Pursuant to Section 340(1) and (2) of the Act, the Directors shall lay before the Company at its AGM its Audited Financial Statements made up to a date not more than 6 months before the date of the AGM. There is no voting required on item 1 of the Agenda.

(B) Payment of Directors' Fees (inclusive of benefits-in-kind) (Agenda 2)

Pursuant to Section 230(1) of the Act, the shareholders' approval is sought for the proposed payment of Directors' fees (inclusive of benefits-in-kind) to the Non-Executive Directors ("NEDs") for the period from 1 January 2027 to 31 December 2027 which is estimated to be RM502,000.00. The calculation is based on the Directors' fee structure, the estimated number of scheduled Board and Board Committees' meetings, the benefits-in-kind and other emoluments as well as the composition of NEDs, including a provisional sum as a contingency for future appointment of NED on the Board from 1 January 2027 to 31 December 2027.

The resolution is to facilitate payments of the Directors' fees (inclusive of benefits-in-kind) for the period from 1 January 2027 to 31 December 2027.

(C) Re-election of Directors (Agenda 3)

Pursuant to Article 96(1) of the Company's Constitution, at least one-third of the Directors of the Company for the time being shall retire from office at every AGM and be eligible for re-election.

During the financial year ended 30 June 2026, the Nomination and Remuneration Committee ("NRC") conducted various assessments, including assessment of the collective performance of the board, individual director's performance, independence assessment of each independent director and the nature and extent of conflict of interest or potential conflict of interest of directors, if any, as well as fit and proper assessment of all the Directors. Based on the results of board effectiveness evaluation, all the Directors (including the retiring Directors) met the performance criteria required of an effective board. Based on the assessment of the retiring Directors, the NRC's recommendations have been made and approved by the Board. The Board (except for the retiring Directors who abstained) has recommended for the Directors who are to retire in accordance with Article 96(1) of the Company's Constitution to stand for re-election during the AGM.

Information on the Directors standing for re-election is set out in the Profile of Directors section of the Annual Report 2026.

(D) Re-appointment of External Auditors (Agenda 4)

The Audit and Governance Committee ("AGC") had considered the re-appointment of KPMG as External Auditors of the Company and is satisfied with the performance, competency, audit approach, and independence of KPMG. The AGC viewed that KPMG has met the

relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements of Bursa Securities, amongst others, adequacy of the experience and resources of the accounting firm, and size and competency of the audit engagement team. The Board endorsed the AGC's recommendation to seek shareholders' approval to re-appoint KPMG as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

13. *Explanatory Notes to Special Business of Agenda 5:*

(E) Proposed Renewal of Share Buy-Back Authority (Ordinary Resolution 5)

The Proposed Ordinary Resolution 5, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(F) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Ordinary Resolutions 6 and 7)

The Proposed Ordinary Resolutions 6 and 7, if passed, will empower the Company to conduct RRPTs of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

(G) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 8)

The Ordinary Resolution proposed under Resolution 8 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.

The Proposed Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 56th AGM held on 3 December 2025 and which will lapse at the conclusion of the 57th AGM to be held on 2 December 2026.

14. *Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the 57th AGM will be put to vote on a poll.*

The detailed information on Special Business of Agenda 5 except for Ordinary Resolution 8 as mentioned above is set out in the Circular to Shareholders of the Company dated 30 October 2026 which is available at the Share Registrar's website at https://www.tracemanagement.com.my.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the 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.