

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has conducted limited review on this Circular pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.

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SC ESTATE BUILDER BERHAD
Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED NEW SHAREHOLDERS' MANDATE")**

The above proposal will be tabled as Special Business at the Twentieth ("20th") Annual General Meeting ("**AGM**") of the Company to be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan Malaysia on Thursday, 30 July 2026 at 11:00 a.m. or any adjournment thereof.

The Notice of the 20th AGM and the Form of Proxy are set out in the Annual Report of SC Estate Builder Berhad for the financial period ended 31 January 2026 dispatched together with this Circular.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and shall be deposited at the Share Registrar office of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time stipulated for holding the meeting. The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Tuesday, 28 July 2026 at 11:00 a.m.

Day, date and time of the 20th AGM : Thursday, 30 July 2026 at 11:00 a.m.

DEFINITIONS

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

“Act”	:	The Companies Act 2016, as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“AGM”	:	Annual General Meeting
“AMSB”	:	Anjung Meriah Sdn. Bhd. [Registration No. 198701007407 (166125-V)]
“Annual Report 2026”	:	Annual Report of SCBUILD/0109 issued for the FPE 2026
“Board”	:	The Board of Directors of SCBUILD/0109
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CCM”	:	Companies Commission of Malaysia
“Circular”	:	This circular to shareholders of SCBUILD/0109 in relation to the Proposed New Shareholders’ Mandate dated 29 May 2026
“Directors”	:	The directors of SCBUILD/0109 and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007. For the purposes of the Proposed New Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company, and a chief executive of SCBUILD/0109, its subsidiary or holding company
“FPE”	:	Financial period ending 31 January, as the case may be
“Interested Directors”	:	Collectively, Loh Boon Ginn, Kuay Jeaneve, Loh Shy Tyug and Loh Shy Ming
“Interested Major Shareholder”	:	Major Shareholder who is deemed to be Related Party and is interested in the Proposed New Shareholders’ Mandate
“Interested Major Shareholder”	:	Major Shareholder who is deemed to be Related Party and is interested in the Proposed New Shareholders’ Mandate
“Interested Persons Connected”	:	Shall have the meaning given in Rule 1.01 of the Listing Requirements.
“JKSSB”	:	JK Spark Sdn. Bhd. [Registration No. 202401026760 (1572609-V)]
“Joint Venture”	:	Joint venture between SCECSB and AMSB to develop the LSS Plant Project, which shareholders’ approval was obtained on 30 June 2025
“JVA”	:	Joint venture agreement dated 24 July 2024 entered into between SCECSB and AMSB to collaborate and participate as a consortium in the LSS Plant Project

DEFINITIONS (CONT'D)

- “Listing Requirements”** : ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
- “LPD”** : 11 May 2026, being the latest practicable date prior to the printing of this Circular and the cut-off date for the information disclosed in this Circular unless otherwise indicated
- “LSS”** : Large Scale Solar
- “LSS Plant”** : LSS Photovoltaic Plant
- “LSS Plant Project”** : The development of LSS Plant of 4.00 megawatts in Arau, Perlis which will be sited on approximately 15.22 acres of leased land with a lease rate fixed at RM225.00 per acre per month for the first two (2) years and subsequently at RM450.00 per acre per month with a fixed increment of 5% of the last monthly lease payment every five (5) years
- “Major Shareholder(s)”** : A person who has an interest or interests in one or more voting shares in a company and the number or the 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 in shares” has the meaning given in Section 8 of the Act and for the purpose of the Proposed New Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of SCBUILD/0109 or its subsidiaries or holding company.

- “Person(s) Connected”** : In relation to a Director or a Major Shareholder, means such person who falls under any of the following categories:
- (i) a family member of the Director or Major Shareholder (for the purpose of this definition, “family” means and includes spouse, parent, child including an adopted child and stepchild, brother or sister, spouse of child including an adopted child and step-child, and spouse of brother or sister);
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director and Major Shareholder, is the sole beneficial owner;
 - (iii) a partner of the Director or Major Shareholder, or a partner of a person connected with that Director or Major Shareholder;

- (iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- (v) a person, or where a person is a body corporate, the body corporate and its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or information, to act;
- (vi) a body corporate in which the Director or Major Shareholder, and/or persons connected with him are entitled to exercise or control the exercise of, not less than 20.00% of the votes attached to voting shares in the body corporate; or
- (vii) a body corporate which is a related corporation (for the purpose of this definition, "related corporation" means a corporation which is the holding company of another corporation; a subsidiary of another corporation; or a subsidiary of the holding company of another corporation) of the Director or Major Shareholder

“Proposed New Shareholders’ Mandate”	:	Proposed new shareholders’ mandate for the SCBUILD/0109 Group to enter into new recurrent related party transactions of a revenue or trading nature with related party in the ordinary course of business which are necessary for the SCBUILD/0109 Group’s day-to-day operations.
“Related Party(ies)”	:	A director, major shareholder or person connected with such director or major shareholder of SCBUILD/0109. For the purpose of this definition, “director”, “major shareholder” and their person connected shall have the same meanings as defined herein
“Related Party Transaction(s)” or “RPT(s)”	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party
“Recurrent Related Party Transaction or RRPT(s)”	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Company or its subsidiaries.
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively.
“SCBUILD/0109 or Company”		SC Estate Builder Berhad [Registration No. 200401017162 (655665-T)]
“SCBUILD/0109 Group” or “Group”	:	Collectively, SCBUILD/0109 and its subsidiaries
“SCBUILD/0109 Share(s)” or “Share(s)”	:	Ordinary share(s) in SCBUILD/0109
“SCECSB”	:	SC Estate Construction Sdn Bhd [Registration No. 201201026500 (1010990-P)]
“Supplemental Agreement”	:	Supplemental agreement to the JVA dated 2 March 2025 entered into between SCECSB and AMSB
“Substantial Shareholder(s)”	:	Shall have the meaning given in Section 136 of the Act

All references to “our Company” in this Circular are to SCBUILD/0109, references to “our Group” are to our Company and our subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” in this Circular are references to the shareholders of our Company.

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

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

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SC ESTATE BUILDER BERHAD
Registration No. 200401017162 (655665-T)
(Incorporated in Malaysia)

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

29 May 2026

Board of Directors

Loh Boon Ginn (Chairman and Managing Director/Chief Executive Officer)
Kuay Jeaneve (Deputy Executive Chairman)
Loh Shy Tyug (Non-Independent Executive Director)
Loh Shy Ming (Non-Independent Executive Director)
Josipinna Binti Pudun (Independent Non-Executive Director)
Loo Tze Ming (Independent Non-Executive Director)
Chu Wooi Siong (Independent Non-Executive Director)

To: The Shareholders of SCBUILD/0109

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Company had on 21 May 2026 announced that the Company proposed to seek its shareholders' approval in respect of the Proposed New Shareholders' Mandate for RRPT(s) at the 20th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution relating to Proposed New Shareholders' Mandate which will tabled at the 20th AGM of the Company, to be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan Malaysia on Thursday, 30 July 2026 at 11:00 a.m.. The Notice of the 20th AGM and the Form of Proxy are enclosed in Annual Report 2026.

SHAREHOLDERS OF SCBUILD/0109 ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING 20th AGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

Pursuant to Rule 10.09(2) of the Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations, our Company may seek a mandate from its shareholders, subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favorable to the Related Party than those generally available to the public;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements as follows;

In relation to a listed corporation with a share capital of RM60 million and above -

- a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transaction is RM1 million or more; or
- b) the percentage ratio of such Recurrent Related Party Transaction is 1% or more, whichever is the higher, or

In relation to a listed corporation with a share capital which is less than RM60 million -

- a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transaction is RM1 million or more; or
- b) the percentage ratio of such Recurrent Related Party Transaction is 1% or more, whichever is the lower.

- (iii) the Company's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the Interested Directors, Interested Major Shareholders or Interested Persons Connected; 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 to approve the transactions. An Interested Director or Interested Major Shareholder must also ensure that persons connected with him abstain from voting on the resolutions approving the transactions; and
- (v) the Company must immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a shareholder mandate pursuant to Rule 10.09(2) of the Listing Requirements has been procured, the provisions of Rule 10.08 of the Listing Requirements shall not apply.

The Proposed New Shareholders' Mandate, if approved at SCBUILD/0109's 20th AGM shall take effect from the passing of the ordinary resolution on the Proposed New Shareholders' Mandate at SCBUILD/0109's 20th AGM and shall continue to be in force until: -

- (i) the conclusion of the next AGM of the Company following the general meeting at which such ordinary resolution is passed, at which time it shall lapse, unless by a resolution passed at such AGM, the authority conferred by this resolution 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 must 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 of the Company in a general meeting before the next AGM,

whichever is earlier.

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3. PRINCIPAL ACTIVITIES OF SCBUILD/0109 GROUP

The Company is principally an investment holding company. The details of SCBUILD/0109's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of Company	Effective Equity Interest (%)	Principal activities
SC Estate Construction Sdn. Bhd.	100	Construction, project management, construction related industries, property development and services for housing development, and operation of generation facilities that produce electric energy
SC Estate Industries Sdn. Bhd.	100	Trading in building materials and property development
SC Estate IBS Sdn. Bhd.	100	Manufacture and supply of industrialised building system
SC Estate Energy Sdn. Bhd.	100	Engineering, procurement, construction and commissioning of renewable energy and related industries, construction of hydro power and solar power plant and related industries, property development and services for housing development
SC Estate Energy Asia Sdn. Bhd.	100	Engineering, procurement, construction and commissioning of renewable energy and related industries, construction of hydro power and solar power plant and related industries, installation of non-electric solar energy collection systems

Due to the diversity of SCBUILD/0109 Group, it is anticipated that SCBUILD/0109 Group would, in the normal course of business, continue to enter into transactions with the Related Party, details of which are set out in Section 5 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed New Shareholders' Mandate for the SCBUILD/0109 Group to enter into transactions in the normal course of business within the classes of Related Party set out in Section 5 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders. Such a mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 6 below.

4. CLASSES OF RELATED PARTY

The Proposed New Shareholders' Mandate will apply to the following classes of Related Parties:

- a) Directors;
- b) Major Shareholders; and
- c) Persons Connected to the Directors and/or Major Shareholders.

Our Company proposes to seek a general mandate from its shareholders to enter into arrangement or transactions with the below said company which are necessary for the day-to-day operations of our Group and are based on normal commercial terms not more favourable for the below said company than those available to the public. The company is as follows:

(i) Anjung Meriah Sdn. Bhd.

AMSB is 100% Bumiputera owned private company limited by shares incorporated in Malaysia and principally involved in construction and EPCC in Renewable Energy as well as a G7 Construction Industry Development Board (CIDB) contractor in the construction industry. AMSB is also a registered PV service provider with Sustainable Energy Development Authority (SEDA) that is authorised to provide services related to solar photovoltaic (PV) systems, including design, supply, installation, testing and commissioning.

As at the LPD, AMSB's issued share capital is RM850,000.00 comprising 850,000 ordinary shares.

The directors and shareholders of AMSB are Kuay Jeaneve and Jeannieca Kuay Jin Wen. Details of the shareholdings are as follows:

No.	Name of shareholders	No. of shares held	% held
1.	Kuay Jeaneve	826,000	97.18
2.	Jeannieca Kuay Jin Wen	24,000	2.82

The shareholders of SCBUILD/0109 had at the Extraordinary General Meeting held on 30 June 2025 ("EGM") approved the Joint Venture between SCEC and AMSB.

(ii) JK Spark Sdn. Bhd.

JK Spark Sdn. Bhd. is a 100% Bumiputera Sabah owned private company limited by shares incorporated in Sabah, Malaysia and principally and registered with trading license No: 813248 with business specialization of building construction, properties development, supply of building materials and supply & Installation of Solar Panels.

As at the LPD, JKSSB's issued share capital is RM100.00 comprising 100 ordinary shares.

The directors and shareholders of JKSSB is Kuay Jeaneve. Details of the shareholdings are as follows:

No.	Name of shareholders	No. of shares held	% held
1.	Kuay Jeaneve	100	100%

5. DETAILS OF RELATED PARTY AND NATURE OF RRPT(S)

The Proposed New Shareholders' Mandate is to facilitate the transactions in the ordinary course of business between SCBUILD/0109 and the Related Parties provided that the transactions are consistent with SCBUILD/0109's normal business practices and policies, the terms and the pricing are not more favourable to the Related Parties than those generally available to the public, and the transactions are not to the detriment of the minority shareholders to the Company.

The details of the nature of Recurrent Related Party Transactions pursuant to the Proposed New Shareholders' Mandate are as follows:

Related Party	Related party within SCBUILD/0109 Group	Nature of Transaction	Actual Value transacted from 30 June 2025 (being the date of shareholders' approval obtained for the Joint Venture) up to the LPD (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM (RM'000)	Estimated value of RRPTs from the date of forthcoming 20 th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
AMSB	SCBUILD/0109 Group	Joint Venture with SCBUILD/0109 Group for the investment, development, acquisition, financing, ownership, operation, management and disposal of energy-related and renewable energy projects and assets, as well as the provision of engineering, procurement, construction and commissioning ("EPCC") services and/or sales of related products in respect to renewable energy projects including solar power plant, rooftop solar systems, battery energy storage system ("BESS"), geothermal power plant, hydro power plant and waste to	2,868	14,000	100,000*	<ul style="list-style-type: none"> i. Loh Boon Ginn ii. Kuay Jeaneve iii. Loh Shy Tyug iv. Loh Shy Ming 	<ul style="list-style-type: none"> ● Loh Boon Ginn, being the Chairman and Managing Director/Chief Executive Officer and shareholder of the Company with a direct interest of 8.59%, is the director of SCECSB. He is also the spouse of Kuay Jeaneve and the brother of Loh Shy Tyug and Loh Shy Ming, the Non-Independent

		<p>energy power plant, biomass, biogas power plant facilities and other renewable energy projects; Construction and Property Development including residential, commercial and industrial buildings, which includes but not limited to the following:-</p> <p>a) design, installation and commissioning of electrical power system and infrastructures;</p> <p>b) technical advisory and support in respect of electrical power system and infrastructures;</p> <p>c) EPCC for renewable energy related power plants, which includes solar power plant, solar power on the roof, battery energy storage system ("BESS"), geothermal, hydro power plant and waste to energy, biomass, biogas power plant facilities and other renewable energy projects;</p> <p>d) Investment in, development, acquisition, financing, ownership, operation, management and disposal of energy-related and renewable energy projects, power plants and assets, including but not limited to solar power plants, rooftop solar systems, BESS, geothermal power plant,</p>					<p>Executive Directors of SCBUILD/0109; and</p> <ul style="list-style-type: none"> ● He is not a Director of AMSB and he does not hold any shares in AMSB as at LPD. ● Kuay Jeaneve, the Deputy Executive Chairman of the Company, is the director of and shareholder of AMSB with a direct interest of 97.18%. She is also the spouse of Loh Boon Ginn and sister-in-law of Loh Shy Tyug and Loh Shy Ming, the Non-Independent Executive Directors of SCBUILD/0109. ● She does not hold any shares in SCBUILD/0109 as at LPD
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		<p>hydro power plant, waste to energy facilities, biomass, biogas power plant facilities and other renewable energy related projects;</p> <p>e) construction of residential, industrial and commercial buildings projects including and not limited to building, mechanical & electrical and civil construction works;</p> <p>f) operation and maintenance of generation facilities that produce electric energy;</p> <p>g) property development including residential, commercial and industrial buildings;</p> <p>h) installation for electric vehicle chargers for residential, commercial and industrial buildings;</p> <p>i) feasibility studies, site assessment, project development, permitting, licensing and regulatory approvals for renewable energy and power infrastructure projects;</p> <p>j) design, supply, installation, testing, commissioning, energisation, grid connection and interconnection works for power plants, substations, transmission and distribution infrastructure;</p> <p>k) ownership, financing, management, operation,</p>					
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		<p>maintenance, leasing, sale or disposal of renewable energy assets and related infrastructure;</p> <p>l) participation in government, private sector and utility programmes, tenders, concessions, power purchase arrangements, corporate green power programmes and other renewable energy procurement schemes including but not limited to Request For Proposal for Large Scale Solar and Corporate Renewable Energy Supply Scheme, Feed in Tariff (FiT) Program by relevant authority;</p> <p>m) SCBUILD/0109 Group shall be fully responsible for the investment, costs, expenses for tender and construction cost for building of solar power plant, solar power on the roof, battery energy storage system ("BESS"), geothermal, hydro power plant and waste to energy, biomass, biogas power plant facilities and other renewable energy related projects.</p> <p>n) The provision of financial assistance by SCBUILD/0109 Group to AMSB and/or special purpose vehicle, joint</p>					
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		venture company established between SCBUILD/0109 Group and AMSB and/or the relevant project entities in connection with projects undertaken jointly, collaboratively, or in association with AMSB ,including but not limited to the issuance of corporate guarantees, financial undertakings, letters of support, indemnities, security arrangements, advances, funding support, or such other financial assistance as may be required for the implementation, financing, performance, or completion of the said projects.					
JKSSB	SCBUILD/0109	<p>Joint Venture with SCBUILD/0109 Group in relation to energy-related and renewable energy projects and assets, including the investment, development, acquisition, financing, ownership, operation, management and disposal thereof, including but not limited to the following:-</p> <p>a) Investment in, development, acquisition, financing, ownership, operation, management and disposal of energy-related and renewable energy projects and assets, including energy related power</p>	-	1,000	50,000	<p>(i) Loh Boon Ginn (ii) Kuay Jeaneve (iii) Loh Shy Tyug (iv) Loh Shy Ming</p>	<p>(i) Loh Boon Ginn, being the Chairman and Managing Director/Chief Executive Officer and shareholder of the Company with a direct interest of 8.59%, is the director of SCECSB. He is also the spouse of Kuay Jeaneve and the brother of Loh Shy Tyug and Loh Shy Ming, the Non-Independent</p>

		<p>plants and facilities such as solar power plant, rooftop solar systems, BESS, geothermal power plant, hydro power plant and waste to energy, biomass, biogas power plant facilities and other renewable energy related projects;</p> <p>b) participation in government, private sector and utility programmes, tenders, concessions, power purchase arrangements, corporate green power programmes and other renewable energy procurement schemes including but not limited to Request for Proposal for Large Scale Solar and Corporate Renewable Energy Supply Scheme, Feed in Tariff (FiT) Program by relevant authority;</p> <p>c) SCBUILD/0109 Group shall be fully responsible for the investment, costs, expenses for tender and construction cost for building of solar power plant, solar power on the roof, BESS, geothermal, hydro power plant and waste to energy, biomass, biogas power plant facilities and other renewable energy related projects.</p> <p>d) The provision of financial assistance by SCBUILD/0109 Group to JK Spark Sdn. Bhd. and/or special purpose vehicle, joint venture company</p>					<p>Executive Directors of SCBUILD/0109; and</p> <p>(ii) He is not a Director of JKSSB and he does not hold any shares in JKSSB as at LPD.</p> <p>(iii) Kuay Jeaneve, the Deputy Executive Chairman of the Company, is the director of and shareholder of JKSSB with a direct interest of 100%. She is also the spouse of Loh Boon Ginn and sister-in-law of Loh Shy Tyug and Loh Shy Ming, the Non-Independent Executive Directors of SCBUILD/0109.</p> <p>(iv) She does not hold any shares in SCBUILD/0109 as at LPD.</p>
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		<p>established between SCBUILD/0109 Group and JK Spark Sdn. Bhd. and/or the relevant project entities in connection with projects undertaken jointly, collaboratively, or in association with JK Spark Sdn. Bhd., including but not limited to the issuance of corporate guarantees, financial undertakings, letters of support, indemnities, security arrangements, advances, funding support, or such other financial assistance as may be required for the implementation, financing, performance, or completion of the said projects.</p>					
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* The value of the transaction is estimated only and will be subject to variations.

6. AMOUNT DUE AND OWING BY RELATED PARTIES PURSUANT TO THE RRPTs

As at the LPD, there is no amount due and owing to our Group by the Related Parties pursuant to the RRPTs that has exceeded the credit terms, and hence, the disclosures as required under Paragraphs 16A and 16B in Annexure GN8-A of Guidance Note 8 of the Listing Requirements, are not applicable.

7. REVIEW METHODS OR PROCEDURES FOR RRPT(S)

The following review procedures have been formalised to ensure that the RRPTs contemplated under the Proposed New Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of SCBUILD/0109: -

- (i) the Related Parties, Interested Directors and Interested Persons Connected will be advised that they are subject to the shareholders mandate and will also be advised of the review and disclosure procedures;
- (ii) the transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;
- (iii) some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;
- (iv) the management of the SCBUILD/0109 is cognizant that all RRPT(s) are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from 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 products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there have not been any similar or substantially similar transactions between SCBUILD/0109 and unrelated third parties, the terms of the transactions for the products or services will be in accordance to the usual business practices of the Group to ensure that the RRPT(s) is not detrimental to the SCBUILD/0109;
- (v) where a transaction is valued at more than RM500,000, it will be notified to the Audit Committee ("AC") and subject to approval by the Board (save for the Interested Directors as set out in Section 12 of this Circular). Where a transaction is valued at RM500,000 or less, it will be approved by a senior management staff who has been identified for this purpose and who shall have no interest in the transaction and notify the AC;
- (vi) records will be maintained by the respective companies to capture all RRPT(s) which are entered pursuant to the shareholders' mandate;
- (vii) the annual internal audit plan shall incorporate a review of all RRPT(s) entered into pursuant to the shareholders' mandate to ensure that relevant approvals are obtained and the procedures in respect of such transactions are adhered to;
- (viii) the Board and AC shall review on quarterly basis to ascertain that the guidelines and procedures to monitor RRPT(s) have been complied with; and
- (ix) the Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and AC has an interest in the transaction to be reviewed by the Board and

AC, as the case may be, he will abstain from any decision making by the Board or AC in respect of the said transaction.

The RRPT that are contemplated under the Proposed New Shareholders' Mandate are in compliance with Rule 10.09(2) of the Listing Requirements and the relevant provisions under Section 3.1 and 3.2 of Guidance Note 8 of the Listing Requirements.

8. DISCLOSURE IN ANNUAL REPORT 2026

Disclosure will be made in the Annual Report 2026 of our Company of the aggregate value of RRPT(s) conducted pursuant to the Proposed New Shareholders' Mandate during the financial year, where the aggregate value is equal or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements. In making the disclosure, our Company must provide a breakdown of the aggregate value of the RRPT(s) made during the financial year, amongst others, based on the following information:

- a) the type of RRPT(s) made; and
- b) the names of the Related Parties involved in each type of the RRPT(s) made and their relationship with the Group.

9. STATEMENT BY THE AUDIT COMMITTEE

The AC has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The AC will review and ascertain on quarterly basis whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 7 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The AC will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The AC of the Company is of the opinion that review procedures are sufficient to ensure that and the RRPTs will be carried out at arms' length and in accordance with SCBUILD/0109 Group's normal commercial terms, and hence, will not be prejudicial to the shareholders or disadvantageous to SCBUILD/0109 and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of SCBUILD/0109.

The AC of the Company has seen and reviewed the procedures set out in Section 7 above and is of the view that SCBUILD/0109 has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the AC.

10. RATIONALE OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will enable the SCBUILD/0109 Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPT(s) carried out within the SCBUILD/0109 Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

11. EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is administrative in nature and is therefore not expected to have any effect on the issued and paid-up capital, substantial shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of SCBUILD/0109.

12. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the Directors, major shareholders, chief executive or persons connected to them as defined in the Listing Requirements, have any interest, either direct or indirect, in the Proposed New Shareholders' Mandate.

- a) Loh Boon Ginn, being the Chairman and Managing Director/Chief Executive Officer and substantial shareholder of the Company, is the director of SCECSB. He is also the spouse of Kuay Jeaneve and the brother of Loh Shy Tyug and Loh Shy Ming, the Non-Independent Executive Directors of SCBUILD/0109;
- b) Kuay Jeaneve, the Deputy Executive Chairman of the Company, is the director of AMSB and JKSSB. She is also the spouse of Loh Boon Ginn and sister-in-law of Loh Shy Tyug and Loh Shy Ming, the Non-Independent Executive Directors of SCBUILD/0109;
- c) Loh Shy Tyug, the Non-Independent Executive Director of the Company. She is the sister of Loh Boon Ginn and Loh Shy Ming and sister-in-law of Kuay Jeaneve;
- d) Loh Shy Ming, the Non-Independent Executive Director of the Company. She is the sister of Loh Boon Ginn and Loh Shy Tyug and sister-in-law of Kuay Jeaneve.

As at LPD, the direct and/or indirect shareholdings of the Interested Directors in the Company are as follows:

	Direct Interest		Indirect Interest	
	No. of SCBUILD/0109 Shares	%	No. of SCBUILD/0109 Shares	%
<u>Interested Directors of the Company</u>				
Loh Boon Ginn	457,013,636	8.59	-	-
Kuay Jeaneve	-	-	-	-
Loh Shy Tyug	-	-	-	-
Loh Shy Ming	-	-	-	-

The Interested Directors have abstained and will continue to abstain from deliberation and voting at the relevant Board meetings in respect of the Proposed New Shareholders' Mandate.

In addition, the Interested Director will abstain from voting, deliberating and approving in respect of their direct and indirect interests in SCBUILD/0109 on the resolution for the Proposed New Shareholders' Mandate at the forthcoming 20th AGM. They have also undertaken to ensure that person connected with them shall also abstain from voting in respect of their direct and indirect interests in SCBUILD/0109 on the resolution for the Proposed New Shareholders' Mandate at the forthcoming 20th AGM.

13. APPROVALS REQUIRED

The Proposed New Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming 20th AGM to be convened.

14. BOARD'S RECOMMENDATION

The Board (save for the Interested Directors as set out in Section 12 of this Circular), having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the shareholders and SCBUILD/0109.

Accordingly, the Board (save for the Interested Directors as set out in Section 12 of this Circular), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming 20th AGM.

15. 20th AGM

The 20th AGM of the Company, the notice of which is enclosed together with the Annual Report 2026 of the Company, will be held Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan Malaysia on Thursday, 30 July 2026 at 11:00 a.m. or any adjournment thereof for the purpose considering and, if thought fit, passing the resolution to give effect to the Proposed New Shareholders' Mandate.

If you are unable to attend and vote in person at the 20th AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2026 in accordance with the instructions printed therein as soon as possible so as to arrive at Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time set for the 20th AGM.

The completion and return 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.

16. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
SC ESTATE BUILDER BERHAD

Loh Boon Ginn
Ahli Mahkota Kedah
Chairman and Managing Director/Chief Executive Officer

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of SCBUILD/0109 who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, SCBUILD/0109 is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of SCBUILD/0109 and our Board has no knowledge of any proceedings, pending or threatened against SCBUILD/0109 or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of SCBUILD/0109.

3. MATERIAL CONTRACTS

Save for the following, as at the LPD, SCBUILD/0109 has not entered into any material contracts (not being contracts entered into the ordinary course of business) within 2 years immediately preceding the date of the Circular:

- a) Collaboration agreement dated 24 July 2024 entered into between SCECSB, SC Estate IBS Sdn Bhd, RMM Maju Malaysia Sdn Bhd, Visi Sempena Sdn Bhd and AMSB for the joint venture arrangement to work together as joint venture partners for the development of a building construction project comprising of 510 units of Affordable Houses on that piece of land held under HS(D)14970, PT819, Bandar Alor Setar, Daerah Kota Setar, Kedah Darul Aman measuring approximately 7,345.5646 square meters will be developed in phase by phase.

As at LPD, there is no material development in relation to the collaboration agreement dated 24 July 2024 entered into between SCECSB, SC Estate IBS Sdn Bhd, RMM Maju Malaysia Sdn Bhd, Visi Sempena Sdn Bhd and AMSB.

- b) Joint venture agreement dated 17 October 2024 entered into between SCBUILD/0109 and JK Spark Sdn Bhd to collaborate and participate in the submission as a consortium for the large-scale solar power plants for Sabah project initiated by the Energy Commission of Sabah.
- c) Mutual termination letter dated 23 October 2024 entered into between Merchant Esteem Sdn Bhd and SC Estate IBS Sdn Bhd to mutually terminate the letter of award dated 15 January 2021 from Merchant Esteem Sdn Bhd for the proposed prototype solar power on the roofs on one unit of terrace/ shop houses and the proposed finance, build and complete of 28 units single storey terrace/ shop houses at town of Alor Setar, State of Kedah Daul Aman, Malaysia.
- d) Sale and purchase agreement dated 28 October 2024 entered into between SCECSB and Aspirasi BS (Melaka) Sdn Bhd for the disposal of a piece of 99 years leasehold land held under title no PN23168, Lot 10511, Mukim Batu Berendam, Daerah Melaka Tengah, Negeri Melaka measuring approximately 8,137 square meters in area together with all buildings erected thereon with lease expiring on 30 December 2097 for a total purchase consideration of RM2,600,000.00 ("Melaka Land Disposal SPA").
- e) Supplemental agreement to the Melaka Land Disposal SPA 8 November 2024 entered into between SCECSB and Aspirasi BS (Melaka) Sdn Bhd to vary the terms of the Melaka Land Disposal SPA:-
- (i) a piece of ninety-nine (99) years vacant leasehold land held under title No: PN23168, Lot 10511, Mukim Batu Berendam, Daerah Melaka Tengah, Negeri Melaka measuring approximately 8,137 square meters in area with lease expiring on 30 December 2097 ("Property").

- (ii) Both parties agree and confirm that the purchase of the said Property is on "as is where is basis" and the said Property is a vacant land.
 - (iii) Both parties agree and confirm that the Melaka Land Disposal SPA merely describes the said Property in general form and that the purchase of the Property is on an "as is, where is" basis at all times.
- f) Memorandum of understanding dated 16 January 2025 entered into between SCBUILD/0109, Juruwasa Sdn Bhd and China National Electric Engineering Co Ltd for the development of the 1000 ton/ton Waste to Energy Project in Kota Kinabalu, Sabah, Malaysia.

As at LPD, there is no material development in relation to the memorandum of understanding dated 16 January 2025 entered into between SCBUILD/0109, Juruwasa Sdn Bhd, and China National Electric Engineering Co Ltd.

- g) Sale and purchase agreement dated 23 January 2025 entered into between SCECSB and Aspirasi BS (Melaka) Sdn Bhd for the disposal of a piece of vacant land held under title no GM14815, Lot 282, Bandar Alor Setar, Daerah Kota Setar, Kedah Darul Aman measuring approximately 3,630 square meters (0.363 hectares) in area whereby the express condition of the land is "tanah yang terkandung dalam hakmilik ini hendaklah digunakan bagi maksud tapak resort sahaja" for a total purchase consideration of RM5,450,000.00 ("Proposed Disposal of Lot 282").
- h) Sale and purchase agreement dated 30 April 2025 entered into between SCECSB and Pioneer Privilege Sdn Bhd for the disposal of a piece of vacant land held under title no: GM14814, Lot 279, Bandar Alor Setar, Daerah Kota Setar, Kedah Darul Aman measuring approximately 5,897 square meters (0.5897 hectares) in area whereby the express condition of the land is "tanah yang terkandung dalam hakmilik ini hendaklah digunakan bagi maksud tapak resort sahaja" for a total purchase consideration of RM7,937,500.00 ("Proposed Disposal of Lot 279").
- i) Heads of agreement dated 15 July 2025 entered into between SCBUILD/0109 with Koay Seok Chin to purchase 20,000,000 ordinary shares in Sentosa Club Hotel Sdn Bhd ("Sentosa"), representing 25.00% of the issued share capital of Sentosa free from all charges, pledges, liens, and other encumbrances of whatsoever nature now or hereafter and attaching thereto including with all rights of whatsoever nature now or hereafter attaching thereto at the purchase consideration to be determined upon the completion of the valuation of Sentosa, by way of issuance of redeemable convertible preference shares ("RCPS") in SCBUILD/0109 to Koay Seok Chin.
- j) Sale and purchase agreement dated 22 July 2025 entered into between SCECSB and Novium Pinnacle Sdn Bhd for the disposal of a piece of vacant land held under title no: GM14813, Lot 278, Bandar Alor Setar, Daerah Kota Setar, Kedah Darul Aman measuring approximately 5834 square meters (0.5834 hectares) in area whereby the express condition of the land is "tanah yang terkandung dalam hakmilik ini hendaklah digunakan bagi maksud tapak resort sahaja" for a total purchase consideration of RM8,800,000.00 ("Proposed Disposal of Lot 278").
- k) Joint venture agreement dated 19 September 2025 entered into between SC Estate Energy Sdn Bhd and Vanguard North Sdn Bhd to develop two (2) parcels of building land held under GM931, Lot No. 457 & GM932, Lot No. 458 together with two (2) parcels of development land held under GM458, Lot No. 1740 & and GM456, Lot No. 1741, Kubang Pasu, Kedah Darul Aman measuring approximately 248,468 square metres located in Kedah Darul Aman, into a development of building construction project.
- l) Shares sale agreement dated 15 January 2026 entered into between with SCBUILD/0109 and Koay Seok Chin for the proposed acquisition of 20,000,000 ordinary shares by SCBUILD/0109 in Sentosa, representing 25.00% equity interest in Sentosa for a total purchase consideration of RM18,791,000 via the issuance of 1,879,100,000 RCPS at the RCPS Issue Price ("Proposed Acquisition") and Shareholders' agreement dated 15 January 2026 entered into between SCBUILD/0109 and Koay Seok Chin and Loh Shy Huey.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at SCBUILD/0109's Registered Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur during business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of our forthcoming 20th AGM: -

- a. the Constitution of the Company;
- b. the audited financial statements of SCBUILD/0109 for the financial period ended 31 January 2026 and 31 July 2024;
- c. latest unaudited results ended 31 January 2026; and
- d. material contracts referred to in Section 3 of Appendix I.

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ORDINARY RESOLUTION 5

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements ("**AMLR**") of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("**SCBUILD/0109 Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 29 May 2026, which are necessary for the day-to-day operations of the SCBUILD/0109 Group provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company ("**Proposed New Shareholders' Mandate**");

THAT the Proposed Shareholders' Mandate is subject to annual review and any authority conferred by the Proposed Shareholders' Mandate, shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by a resolution passed at the next AGM, 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 resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND FURTHER THAT the Directors of the Company 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 Proposed Shareholders' Mandate in the best interest of the Company."