

THIS CIRCULAR/STATEMENT 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 Malaysia Securities**") has only perused the contents of this Circular/Statement in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities.

Bursa Malaysia Securities has not perused the contents of this Circular/Statement in relation to the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature and proposed share buy-back authority for the Company to purchase of up to 10% of the total number of issued shares of the Company prior to its issuance as it is an exempt document pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities.

Bursa Malaysia Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



PTT SYNERGY GROUP BERHAD
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

CIRCULAR/STATEMENT TO SHAREHOLDERS IN RELATION TO THE

PART A

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

PART B

PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

The resolutions in respect of the above proposals will be tabled as Special Business at the Fifty-Fourth Annual General Meeting ("**AGM**") of the Company, which is scheduled to be held at 2A-1-1(B), Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 26 November 2025 at 10:30 a.m. or any adjournment thereof. The Notice and Form of Proxy are set out in the Annual Report of the Company for the financial year ended 30 June 2025 which is available at the Company's website at <https://ptt.com.my/>.

If you are unable to attend and vote at the Fifty-Fourth AGM, the Form of Proxy must be completed and deposited at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than 48 hours before the time set for holding the Fifty-Fourth AGM. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the Fifty-Fourth AGM should you subsequently wish to do so.

Day, date and time of the Fifty-Fourth AGM : Wednesday, 26 November 2025 at 10:30 a.m.

Last day, date and time for lodging the Form of Proxy : Monday, 24 November 2025 at 10:30 a.m.

DEFINITIONS

For the purpose of this Circular/Statement and the accompanying appendix, except where the context otherwise requires, the following definitions shall apply: -

- "Act" – Companies Act 2016, as amended from time to time and any re-enactment thereof
- "AGM" – Annual General Meeting
- "Annual Report 2025" – Annual Report of PTT issued for FYE 2025
- "ATTG" – Aim Tetap Teguh Group Sdn. Bhd. [Registration No. 202001023181 (1379501-T)]
- "Board" – Board of Directors of PTT
- "Bursa Malaysia Securities" – Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- "Circular" – Circular to Shareholders dated 28 October 2025
- "CMSA" – Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
- "Director(s)" – Shall have the same meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed New and Renewal of Shareholders' Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a director or a chief executive officer of the Company or any other company which is its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
- "ECSSB" – Ediya Coffee Services Sdn. Bhd. [Registration No. 202301027133 (1521056-W)]
- "EPS" – Earnings per share
- "FYE" – Financial year ended/ending 30 June, as the case may be
- "Listing Requirements" – Main Market Listing Requirements of Bursa Malaysia Securities, including any amendments thereto that may be made from time to time
- "LPD" – 2 October 2025, being the latest practicable date prior to the date of this Circular
- "Major Shareholder(s)" – A person who has an interest or interests in one or more voting shares in the 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.

DEFINITIONS (*Cont'd*)

"Major Shareholder(s)" – For the purpose of the Proposed New and Renewal of Shareholders' Mandate, it includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a major shareholder of the Company as defined under Paragraph 1.01 of the Listing Requirements or any other company which is its subsidiary or holding company.

For the purpose of this definition, "interest in shares" shall have the same meaning given in Section 8 of the Act.

"NA" – Net assets attributable to ordinary equity holders of PTT

"Person(s) Connected" – In relation to any person (referred to as "**said Person**") means such person who falls under any one of the following categories: -

i) a family member of the said Person. Family in relation to a person means such person who falls within any one of the following categories: -

- (a) spouse;
- (b) parent;
- (c) child including an adopted child and step-child;
- (d) brother or sister; and
- (e) spouse of the person referred to in subparagraphs (c) and (d) above.

ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;

iii) a partner of the said Person;

iv) a person, or where a 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 said Person;

v) a person, or where a person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes of the said Person is accustomed or is under an obligation, whether formal or informal, to act;

vi) a body corporate in which the said Person or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or

vii) a body corporate which is a Related Corporation of the said Person.

DEFINITIONS (Cont'd)

"Prevailing Laws"	– Any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities including but not limited to the Listing Requirements
"Proposed New and Renewal of Shareholders' Mandate"	– Proposed New and Renewal of Shareholders' Mandate for RRPTs to be entered into by PTT Group from the date of the forthcoming AGM until the next AGM
"Proposed Share Buy-Back Authority"	– Proposed share buy-back authority to enable the Company to purchase its own Shares up to 10% of the total number of issued shares of the Company
"PTT" or "the Company"	– PTT Synergy Group Berhad [Registration No. 197101000134 (10493-P)]
"PTTA"	– PTT Assets Sdn. Bhd. [Registration No. 202201003650 (1449347-P)]
"PTTD"	– PTT Development Sdn. Bhd. [Registration No. 198201001372 (81116-T)]
"PTTI"	– PTT Infra Sdn. Bhd. [Registration No. 198201001934 (81680-M)]
"PTTJ"	– PTT Jentera Sdn. Bhd. [Registration No. 200801035760 (837101-V)]
"PTT Group" or "the Group"	– Collectively, PTT and its subsidiaries
"PTTSB"	– Pembinaan Tetap Teguh Sdn. Bhd. [Registration No. 200001018496 (521103-D)]
"PTT Share(s)" or "Share(s)"	– Ordinary share(s) in PTT
"Purchased Shares"	– PTT Shares purchased pursuant to Proposed Share Buy-Back Authority
"Related Corporation"	– A corporation is deemed to be related to each other if it is: - (a) a holding company of another corporation; (b) a subsidiary of another corporation; or (c) a subsidiary of the holding company of another corporation.
"Related Party(ies)"	– As defined in the Listing Requirements, a Director, Major Shareholder, or Person Connected with such Director or Major Shareholder
"RRPTs"	– Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations and are to be entered into by PTT Group in the ordinary course of business of PTT Group involving the direct and/or indirect interests of Related Party(ies)
"RM" and "sen"	– Ringgit Malaysia and sen, respectively

DEFINITIONS (Cont'd)

- "Rules" – Rules on Take-Overs, Mergers and Compulsory Acquisitions as issued by the SC, as amended from time to time and any re-enactment thereof
- "SC" – Securities Commission Malaysia
- "Substantial Shareholder(s)" – A person who has an interest or interests in one (1) or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares included in the Company as defined under Section 136 of the Act
- "Statement" – Share Buy-Back Statement dated 28 October 2025
- "Treasury Shares" – The Shares purchased by the Company which are or will be retained in treasury and shall have the meaning given under Section 127 of the Act
- "WTIP" – WTIP Development & Management Sdn. Bhd. [Registration No. 202001034355 (1390676-X)]

Unless otherwise stated, the information set out above in relation to the Major Shareholder(s), Director(s), and Person(s) Connected is as at the LPD.

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

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day shall be a reference to Malaysian time unless otherwise stated.

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

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PART A

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE



PTT SYNERGY GROUP BERHAD
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

Registered Office:
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

28 October 2025

Board of Directors: -

Dato' Abd Rahim bin Jaafar (*Executive Chairman*)
Teo Swee Leng (*Deputy Chairman*)
Teo Swee Phin (*Managing Director*)
Tang Choi Peng (*Group Chief Executive Officer cum Executive Director*)
Datin Ng Fong Shiang (*Executive Director*)
Dato' Mahamed bin Hussain (*Independent Non-Executive Director*)
Datuk Ir. Ruslan bin Abdul Aziz (*Independent Non-Executive Director*)
Toh Seng Thong (*Independent Non-Executive Director*)

To: The shareholders of PTT

Dear Sir/Madam,

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

1.0 INTRODUCTION

At the Fifty-Third AGM of the Company held on 27 November 2024 and Extraordinary General Meeting of the Company held on 27 February 2025, the Company obtained general mandates from its shareholders for the Company and/or its subsidiaries to enter into RRPTs in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public.

In accordance with the Listing Requirements, the mandates referred to above shall lapse at the conclusion of the forthcoming Fifty-Fourth AGM of the Company, unless authority for its renewal is obtained from the shareholders at the said AGM of the Company.

The Company had on 10 October 2025 announced to Bursa Malaysia Securities its intention to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate at the forthcoming Fifty-Fourth AGM of the Company.

The purpose of this Circular is to provide you with details of the Proposed New and Renewal of Shareholders' Mandate and seek your approval for the ordinary resolutions to be tabled at the forthcoming Fifty-Fourth AGM of the Company. The Notice of the Fifty-Fourth AGM and the Form of Proxy are enclosed in the Annual Report 2025.

1.0 INTRODUCTION (*CONT'D*)

The Company advises you to read and carefully consider the contents of this Circular before voting on the ordinary resolutions in relation to the Proposed New and Renewal of Shareholders' Mandate to be tabled at the forthcoming Fifty-Fourth AGM.

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

2.1 The Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a mandate from its shareholders for RRPTs, subject to the following: -

- (i) the 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;
- (ii) 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 (based on the type of transactions, names of Related Parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregate value is equal to or more than the thresholds below in relation to a listed issuer with an issued share capital of RM60 million and above: -
 - (a) the consideration, value of the assets, capital outlay, or costs of the aggregated transactions is RM1 million or more; or
 - (b) the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Malaysia Securities. The draft circular must be submitted to Bursa Malaysia Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the relevant Related Party must comply with the following requirements: -
 - (a) a Related Party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the RRPT;
 - (b) an Interested Related Party who is a Director or Major Shareholder must ensure that Persons Connected with them abstain from voting on the resolution in respect of the RRPT; and
 - (c) where the Interested Related Party is a Person Connected with a Director or Major Shareholder, must not vote on the resolution in respect of the RRPT.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.1 The Listing Requirements (cont'd)

- (v) the listed issuer immediately announces to Bursa Malaysia Securities when the actual value of a RRPT entered into by the listed issuer 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 Malaysia Securities in its announcement.

Accordingly, the Board proposes to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate pursuant to Paragraph 10.09(2) of the Listing Requirements and the provision under items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements. The Proposed New and Renewal of Shareholders' Mandate will allow PTT Group, in the normal course of business, to enter into the RRPTs referred to in Section 2.5 with the Related Party(ies), provided that such transactions are made at arm's length, on PTT Group's normal commercial terms and terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of PTT.

2.2 Validity Period of the Proposed New and Renewal of Shareholders' Mandate

The authority to be conferred pursuant to the Proposed New and Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the date of passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date 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
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

2.3 Principal Activities of PTT Group

PTT is principally engaged in investment and property holding.

The principal activities of the subsidiaries of PTT as at the LPD are as follows: -

Name	Principal Activities	Effective Equity Interest (%)
Hoover Management Sdn. Bhd.	Provision of management services	100.00
PROTT Sdn. Bhd. (formerly known as Projek Tetap Teguh Sdn. Bhd.)	Real estate activities with own or lease property	100.00

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.3 Principal Activities of PTT Group (cont'd)

Name	Principal Activities	Effective Equity Interest (%)
PTTSB	Construction contractors and property investment	100.00
PTTA	Asset management and property investment holding	100.00
PTTD	Property development, building and civil contractors	100.00
PTT E Energy Sdn. Bhd.	1. Operation of transmission, distribution and sales of electricity 2. Other transportation support activities 3. Operation of generation facilities that produce electric energy	100.00
PTTI	Building, earthworks and civil contractors	100.00
PTT Logistics Hub 1 Sdn. Bhd.	Renting and operational leasing of automated storage and retrieval system together with warehouse	100.00
PTT Logistics Hub 2 Sdn. Bhd.	Renting and operational leasing of automated storage and retrieval system together with warehouse	100.00
PTT Logistics Hub 3 Sdn. Bhd.	Renting and operational leasing of automated storage and retrieval system together with warehouse	100.00
PTT Machineries Sdn. Bhd.	Letting of machineries and providing maintenance services	100.00
PTT Property Sdn. Bhd.	Property development and investment holding	100.00
PTT Synexis Sdn. Bhd.	Develop and lease of warehouse	100.00
PTT Logistics Sdn. Bhd.	1. Freight transport by road 2. Warehousing and storage services 3. Other transportation support activities	70.00
PTT Robotics Sdn. Bhd.	Selling, leasing, servicing and maintaining of automated storage and retrieval system's software and hardware, equipment and spare parts	70.00

It is envisaged that, in the normal course of PTT Group's businesses, transactions of a revenue or trading nature between companies in PTT Group and the Related Party(ies) are likely to occur, which are necessary for its day-to-day operations.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties

The Related Parties in which the Proposed New and Renewal of Shareholders' Mandate is applicable are as follows: -

Name	Background Information																					
PTTJ	<p>PTTJ was incorporated on 31 October 2008 under the Companies Act, 1965. PTTJ is principally engaged in letting of earth moving machineries and providing maintenance services.</p> <p>As at the LPD, the Directors of PTTJ are as follows: -</p> <ol style="list-style-type: none"> 1. Teo Swee Phin 2. Faddy bin Nordin <p>As at the LPD, the shareholder of PTTJ and his shareholdings are as follows: -</p> <table border="1" data-bbox="528 824 1382 891"> <thead> <tr> <th>Shareholder</th> <th>No. of Shares</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Teo Swee Phin</td> <td>5,000,000</td> <td>100.00</td> </tr> </tbody> </table>	Shareholder	No. of Shares	% of Shareholding	Teo Swee Phin	5,000,000	100.00															
Shareholder	No. of Shares	% of Shareholding																				
Teo Swee Phin	5,000,000	100.00																				
ECSSB	<p>ECSSB was incorporated on 14 July 2023 under the Act. ECSSB is principally engaged to carry on the business of retail sale of tea, coffee, soft drinks, mineral water and other beverages and other service activities.</p> <p>As at the LPD, the Directors of ECSSB are as follows: -</p> <ol style="list-style-type: none"> 1. Teo Swee Phin 2. Ian Ong Ming Hock 3. Hafiz @ Mohd Hafiz bin Ab Rahim <p>As at the LPD, the shareholders of ECSSB and their respective shareholdings are as follows: -</p> <table border="1" data-bbox="528 1406 1382 1742"> <thead> <tr> <th>Shareholders</th> <th>No. of Shares</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>ATTG</td> <td>600,000</td> <td>20.00%</td> </tr> <tr> <td>Oatster Marketing Sdn. Bhd.</td> <td>200,000</td> <td>6.67%</td> </tr> <tr> <td>Uncle Don's Holdings Sdn. Bhd.</td> <td>100,000</td> <td>3.33%</td> </tr> <tr> <td>Hafiz @ Mohd Hafiz bin Ab Rahim</td> <td>100,000</td> <td>3.33%</td> </tr> <tr> <td>Teo Swee Phin</td> <td>2,000,000</td> <td>66.67%</td> </tr> <tr> <td>Total</td> <td>3,000,000</td> <td>100.00</td> </tr> </tbody> </table>	Shareholders	No. of Shares	% of Shareholding	ATTG	600,000	20.00%	Oatster Marketing Sdn. Bhd.	200,000	6.67%	Uncle Don's Holdings Sdn. Bhd.	100,000	3.33%	Hafiz @ Mohd Hafiz bin Ab Rahim	100,000	3.33%	Teo Swee Phin	2,000,000	66.67%	Total	3,000,000	100.00
Shareholders	No. of Shares	% of Shareholding																				
ATTG	600,000	20.00%																				
Oatster Marketing Sdn. Bhd.	200,000	6.67%																				
Uncle Don's Holdings Sdn. Bhd.	100,000	3.33%																				
Hafiz @ Mohd Hafiz bin Ab Rahim	100,000	3.33%																				
Teo Swee Phin	2,000,000	66.67%																				
Total	3,000,000	100.00																				

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties (cont'd)

Name	Background Information						
WTIP	<p>WTIP was incorporated on 26 October 2020 under the Act. WTIP is principally engaged in development of building projects, buying, selling, renting and operating of self-owned or lease real estate.</p> <p>As at the LPD, the Directors of WTIP are as follows: -</p> <ol style="list-style-type: none">1. Teo Swee Phin2. Low Wan Cheong @ Low Poh Cheong <p>As at the LPD, the shareholder of WTIP and its shareholdings are as follows: -</p> <table border="1" data-bbox="528 757 1380 824"><thead><tr><th data-bbox="528 757 815 790">Shareholder</th><th data-bbox="815 757 1061 790">No. of Shares</th><th data-bbox="1061 757 1380 790">% of Shareholding</th></tr></thead><tbody><tr><td data-bbox="528 790 815 824">ATTG</td><td data-bbox="815 790 1061 824">6</td><td data-bbox="1061 790 1380 824">100%</td></tr></tbody></table>	Shareholder	No. of Shares	% of Shareholding	ATTG	6	100%
Shareholder	No. of Shares	% of Shareholding					
ATTG	6	100%					

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate

The details and nature of RRPTs which PTT Group and the Related Parties will enter into are set out below: -

(a) Proposed New Shareholders' Mandate

Related Parties	Transacting Parties	Nature of Transactions	Interested Directors/Major Shareholders and Persons Connected to them	Estimated aggregate value from the forthcoming Fifty-Fourth AGM until the next AGM* (RM'000)
PTTJ	PTTA	Rental of factory lots located at No. 16, Jalan Inai 2D/KU5, Bandar Bukit Raja, 41050 Klang, Selangor measuring approximately 43,561.55 square metres ("Factory") to PTTJ ^β	Teo Swee Leng ⁽¹⁾ Teo Swee Phin ⁽²⁾ Dato' Abd Rahim bin Jaafar ⁽³⁾ ATTG ⁽⁴⁾ Faddy bin Nordin ⁽⁵⁾	1,000

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(b) Proposed Renewal of Shareholders' Mandate

Related Parties	Transacting Parties	Nature of Transactions	Interested Directors/ Major Shareholders and Persons Connected to them	Estimated aggregate value as disclosed in the Circular dated 30 October 2024 (RM'000)	Actual value transacted from 27 November 2024 to LPD (RM'000)	Estimated aggregate value from the forthcoming Fifty-Fourth AGM until the next AGM * (RM'000)
PTTJ	PTT Group	Receipt of services of repair and maintenance of machinery ⁽⁵⁾ including spare parts from PTTJ	Teo Swee Leng ⁽¹⁾	20,000	300	20,000
PTTJ	PTT Group	Purchasing and/or leasing of machinery ⁽⁵⁾ for the undertaking of construction/infrastructure from PTTJ	Teo Swee Phin ⁽²⁾ Dato' Abd Rahim bin Jaafar ⁽³⁾	32,000	19,286	52,000
PTTJ	PTT Group	Purchasing of concrete from PTTJ	ATTG ⁽⁴⁾ Faddy bin Nordin ⁽⁵⁾	10,000	0	10,000

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(b) Proposed Renewal of Shareholders' Mandate

Related Parties	Transacting Parties	Nature of Transactions	Interested Directors/ Major Shareholders and Persons Connected to them	Estimated aggregate value as disclosed in the Circular dated 30 October 2024 (RM'000)	Actual value transacted from 27 November 2024 to LPD (RM'000)	Estimated aggregate value from the forthcoming Fifty-Fourth AGM until the next AGM * (RM'000)
ECSSB	PTT Group	Sales and/or leasing of robotic equipment, e.g. mobile digital coffee device uses remote control and dual cooperative robotic arm technology to ECSSB	Teo Swee Leng ⁽¹⁾ Teo Swee Phin ⁽²⁾ Dato' Abd Rahim bin Jaafar ⁽³⁾ ATTG ⁽⁴⁾ Faddly bin Nordin ⁽⁵⁾	3,000	0	3,000

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2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(b) Proposed Renewal of Shareholders' Mandate

Related Parties	Transacting Parties	Nature of Transactions	Interested Directors/ Major Shareholders and Persons Connected to them	Estimated aggregate value as disclosed in the Circular dated 12 February 2025 (RM'000)	Actual value transacted from 27 November 2024 to LPD (RM'000)	Estimated aggregate value from the forthcoming Fifty-Fourth AGM until the next AGM* (RM'000)
WTIP	PTTSB	Design and undertaking of construction/infrastructure from WTIP ⁽⁶⁾	Teo Swee Leng ⁽¹⁾ Teo Swee Phin ⁽²⁾ Dato' Abd Rahim bin Jaafar ⁽³⁾ ATTG ⁽⁴⁾ Faddly bin Nordin ⁽⁵⁾	42,000	0	42,000

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2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

(c) RRPTs that are not sought under Renewal of Shareholders' Mandate ^

Related Parties	Transacting Parties	Nature of Transactions	Interested Directors/ Major Shareholders and Persons Connected to them	Estimated aggregate value as disclosed in the Circular dated October 2024 (RM'000)	Actual value transacted from November 2024 to LPD (RM'000)
PTTJ	PTTD and/or PTTI	Purchasing and/or leasing of machinery ⁽⁷⁾ for the undertaking of construction/infrastructure from PTTJ	Teo Swee Leng ⁽¹⁾ Teo Swee Phin ⁽²⁾	32,000	2,154
Aim Concept Sdn. Bhd.	Heap Wah Barakah Sdn. Bhd. @	Sale of building materials for construction/infrastructure, and water related products and systems ⁽⁸⁾ to ACSB	Dato' Abd Rahim bin Jaafar ⁽³⁾ ATTG ⁽⁴⁾	5,000	0
Teo Swee Phin	PTT Group	Rental of office spaces located at Unit Nos. B1-1-1, B2-23A-1, B2-25-1, B2-25-2, Space U8 Mall, No. 6 Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor measuring approximately 236 square metres each unit (" Office Space ") from Teo Swee Phin [#]	Faddy bin Nordin ⁽⁵⁾	500	36

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

Notes: -

* The estimated values as set out above are based on management's estimates of the value of transactions to be undertaken for the period from the forthcoming Fifty-Fourth AGM to the next AGM. However, the value of transactions may be subject to changes.

β The rental of Factory is for a tenure of up to 3 years, commencing on 1 May 2025 and expiring on 30 April 2028.

The payment of rental is on a monthly basis.

The transaction complies with Paragraph 3.2(c), Practice Note 12 of the Listing Requirements.

⁽¹⁾ Teo Swee Leng is a Director and Major Shareholder of PTT. He is also a Director and Major Shareholder of ATTG and WTIP as well as a Major Shareholder of ECSSB. His direct and indirect interests in ATTG, WTIP and ECSSB as at the LPD are as follows: -

Companies	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
ATTG	30,000	24.92	-	-
WTIP	-	-	6	100.00
ECSSB	-	-	600,000	20.00

Teo Swee Leng is a person connected to Teo Swee Phin, Dato' Abd Rahim bin Jaafar and Faddy bin Nordin pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Phin, Dato' Abd Rahim bin Jaafar and Faddy bin Nordin are the Directors and Major Shareholders.

⁽²⁾ Teo Swee Phin is a Director and Major Shareholder of PTT. He is also a Director and Major Shareholder of ATTG, PTTJ, WTIP and ECSSB. His direct and indirect interests in ATTG, PTTJ, WTIP and ECSSB as at the LPD are as follows: -

Companies	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
ATTG	29,000	24.08	-	-
PTTJ	5,000,000	100.00	-	-
WTIP	-	-	6	100.00
ECSSB	2,000,000	66.67	600,000	20.00

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

Notes (cont'd): -

Teo Swee Phin is a person connected to Teo Swee Leng, Dato' Abd Rahim bin Jaafar and Faddy bin Nordin pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Leng, Dato' Abd Rahim bin Jaafar and Faddy bin Nordin are the Directors and Major Shareholders.

(3) Dato' Abd Rahim bin Jaafar is a Director and Major Shareholder of PTT. He is also a Director and Major Shareholder of ATTG, WTIP and ECSSB. His direct and indirect interests in ATTG, WTIP and ECSSB as at the LPD are as follows: -

Companies	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
ATTG	49,371	41.00	-	-
WTIP	-	-	6	100.00
ECSSB	-	-	600,000	20.00

Dato' Abd Rahim bin Jaafar is a person connected to Teo Swee Leng, Teo Swee Phin and Faddy bin Nordin pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Leng, Teo Swee Phin and Faddy bin Nordin are the Directors and Major Shareholders.

(4) ATTG is a Major Shareholder of PTT, WTIP and ECSSB. Its direct and indirect interests in WTIP and ECSSB as at the LPD are as follows: -

Companies	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
WTIP	6	100.00	-	-
ECSSB	600,000	20.00	-	-

(5) Faddy bin Nordin is a Director of PTTSB. He is also a Director and Major Shareholder of ATTG. His direct and indirect interests in ATTG as at the LPD are as follows: -

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPTs contemplated under the Proposed New and Renewal of Shareholders' Mandate (cont'd)

Notes (cont'd): -

Company	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
ATTG	12,037	10.00	-	-

Faddy bin Nordin is a person connected to Teo Swee Leng, Teo Swee Phin and Dato' Abd Rahim bin Jaafar pursuant to his directorship and major shareholding in ATTG, of which Teo Swee Leng, Teo Swee Phin and Dato' Abd Rahim bin Jaafar are the Directors and Major Shareholders.

(6) To provide design works and undertake construction/infrastructure to develop a 89.6 acres of land in Kawasan Perindustrian Wakaf Tapai, Mukim Bukit Payong, Daerah Marang, Negeri Terengganu into Wakaf Tapai Innovation Park. The construction/infrastructure includes land improvement and earthwork. The project shall commence on 30 August 2024 and to be completed by 30 August 2026.

(7) Machinery(ies) refer to articulated truck, bulldozer, compactor, excavator, concrete mixer, wheel loader, back pusher and etc.

(8) Building materials refer to water tank, tab and bathroom accessories. Water related products and systems refer to valve, pipes and fitting, water pump, water heater and etc.

^ No shareholders' mandate is sought for the RRPTs at the forthcoming AGM.

@ For the avoidance of doubt, PTT had on 28 March 2025 completed the disposal of its 70% equity interest in Heap Wah Barakah Sdn. Bhd., and consequently, Heap Wah Barakah Sdn. Bhd. is no longer a subsidiary of PTT and therefore the RRPT is not sought to renewal.

The rental of Office Space at Unit Nos. B1-1-1 is for a tenure of up to 3 years, commencing on 1 September 2025 and expiring on 31 August 2028 and B2-25-2 is renewable on a monthly basis. The tenancy for Office Space at Unit Nos. B2-23A-1 and B2-25-1 had expired and the Company is not intended to renew the tenancy.

The payment of rental of Office Space at Unit Nos. B1-1-1 and B2-25-2 is on a monthly basis.

The transaction complies with Paragraph 3.2(c), Practice Note 12 of the Listing Requirements.

The actual value transacted of the above transactions from the date on which the existing mandate was obtained (i.e. the date of the Fifty-Third AGM on 27 November 2024) up to the LPD was not exceeding the estimated value by 10% or more.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.6 Amount Due and Owing to PTT Group by Related Parties

As at the LPD, there is no amount due and owing to PTT Group by its Related Parties, which exceeded the credit term. Therefore, the disclosures as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements are not applicable.

2.7 Review Procedures for the RRPTs

The procedures and processes to ensure that the RRPTs are conducted at arm's length and on normal commercial terms which are consistent with PTT's usual business practices and policies are envisaged as follows: -

- (a) Each Director is required to make full disclosure at once of any interest he or she may have in any business enterprise with an existing or proposed business relationship or transaction with the Company and/or its subsidiaries.
- (b) A list of Related Parties of PTT Group will be circulated to the Directors and the management of the Group where considerations would be made after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, compared with the prevailing market prices and rates, industry norms and standards, as well as general practices, adopted by service providers of similar capacities and capabilities generally available in the open market. In addition, wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by unrelated third parties.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the pricing of any RRPTs entered into will be determined based on usual business practices and policies of the Group to ensure that the RRPTs are not detrimental to the Group.

- (c) There are no specific thresholds for approval of RRPTs within the Group. However, all potential RRPTs have to be disclosed. Through the Audit Committee, the Board will subsequently review the RRPTs and ensure compliance with internal control procedures and the provisions of the Listing Requirements. The review includes the examination of the nature of the transaction, and if necessary, its supporting documents and/or such data deemed necessary by the Audit Committee. All RRPTs entered into will be recorded in a register to be maintained by the Company.
- (d) The interested Directors in the RRPTs must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPTs.

2.0 DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.7 Review Procedures for the RRPTs (cont'd)

- (e) The internal audit plan shall incorporate a periodic review of identified and reported related party transactions to determine whether internal guidelines and procedures have been complied with to ensure that the transactions are at arms' length. In addition, an annual review of the system of controls to ensure all related party transactions are adequately identified and reported and that review procedures were adhered to; and
- (f) The Board and the Audit Committee of PTT shall periodically review the internal audit plan to ascertain that review procedures established to monitor the RRPTs are complied with. The interested Directors in the RRPTs must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPTs.

2.8 Statement by the Audit Committee

The Audit Committee of PTT has seen and reviewed the procedures as set out in Section 2.7 of this Circular and is of the view that the procedures are sufficient to ensure that the RRPTs are not favourable to the Related Parties than those generally available to the public and not detrimental to the interests of the minority shareholders of PTT.

The Audit Committee is satisfied that PTT Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes on an annual basis.

2.9 Rationale and Benefits of the Proposed New and Renewal of Shareholders' Mandate

The Proposed New and Renewal of Shareholders' Mandate will enable the Company to grow its construction business and potentially improve its future earnings by securing construction contracts from the relevant Related Parties and enabling the Group to procure the necessary machinery and equipment critical to carry out the construction works.

Accordingly, the Proposed New and Renewal of Shareholders' Mandate will enable the Group to secure and undertake the RRPTs expeditiously without announcing and convening separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction(s). Further, certain transactions, such as the award of contracts, could be time-sensitive in nature, making it impractical to seek shareholders' approval on a case-to-case basis. Hence, the Proposed New and Renewal of Shareholders' Mandate will substantially reduce the expenses, time and resources associated with convening general meetings on an ad hoc basis.

Further, the Proposed New and Renewal of Shareholders' Mandate will enable the Group to pursue available business opportunities expeditiously and, in turn, achieve the business objectives of the Group.

3.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Based on the Record of Depositors as at the LPD, the direct and indirect interests of the Directors, Major Shareholders and/or Persons Connected to them who are interested in the Proposed New and Renewal of Shareholders' Mandate are as follows: -

Interested Directors/ Major Shareholders/ Persons Connected to the Interested Directors/Major Shareholders	Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*
<u>Directors</u>				
Dato' Abd Rahim bin Jaafar	-	-	194,632,098 ⁽¹⁾	45.04
Teo Swee Leng	9,049,240	2.09	194,632,098 ⁽¹⁾	45.04
Teo Swee Phin	64,990,624	15.04	194,632,098 ⁽¹⁾	45.04
Faddly bin Nordin	-	-	-	-
<u>Major Shareholders</u>				
Dato' Abd Rahim bin Jaafar	-	-	194,632,098 ⁽¹⁾	45.04
Teo Swee Leng	9,049,240	2.09	194,632,098 ⁽¹⁾	45.04
Teo Swee Phin	64,990,624	15.04	194,632,098 ⁽¹⁾	45.04
ATTG	194,632,098	45.04	-	-

Notes: -

* Based on the total number of 432,162,162 ordinary shares as at the LPD.

⁽¹⁾ Deemed interested by virtue of his interests in ATTG pursuant to Section 8(4) of the Act.

The abovementioned interested Directors have abstained and will continue to abstain from Board deliberations and voting on the resolutions pertaining to the Proposed New and Renewal of Shareholders' Mandate at the Board meetings.

The abovementioned interested Directors, Major Shareholders and/or Person Connected to Directors and/or Major Shareholders have abstained and will continue to abstain from voting on the resolutions pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM.

The abovementioned interested Directors and Major Shareholders have undertaken to ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolutions pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM.

4.0 FINANCIAL EFFECTS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed New and Renewal of Shareholders' Mandate is not expected to have any material impact on the issued share capital, NA, gearing, EPS, and Major Shareholders' shareholdings of PTT and/or PTT Group.

5.0 APPROVAL REQUIRED

The Proposed New and Renewal of Shareholders' Mandate is subject to the approval of the shareholders of PTT at the forthcoming Fifty-Fourth AGM to be convened or at any adjournment thereof.

6.0 DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed New and Renewal of Shareholders' Mandate, including the rationale and prospects, is of the opinion that the Proposed New and Renewal of Shareholders' Mandate is fair, reasonable, and in the best interest of PTT Group.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolutions pertaining to the Proposed New and Renewal of Shareholders' Mandate at the forthcoming AGM of the Company.

7.0 AGM

The Fifty-Fourth AGM, Notice of which is enclosed in the Annual Report 2025 of the Company, will be held at 2A-1-1(B), Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 26 November 2025 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving, inter alia, with or without modifications, the ordinary resolutions on the Proposed New and Renewal of Shareholders' Mandate as set out in the said Notice.

If you are unable to attend and vote in person at the Fifty-Fourth AGM, you may complete the Form of Proxy and deposit it at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than 48 hours before the time set for holding the Fifty-Fourth AGM. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the Fifty-Fourth AGM should you subsequently wish to do so.

8.0 FURTHER INFORMATION

You are advised to refer to the attached Appendix I for further information.

Yours faithfully,

For and on behalf of the Board of Directors
PTT SYNERGY GROUP BERHAD

DATO' MAHAMED BIN HUSSAIN
INDEPENDENT NON-EXECUTIVE DIRECTOR

PART B

**PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE
OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY**



PTT SYNERGY GROUP BERHAD
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

Registered Office:
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

28 October 2025

Board of Directors: -

Dato' Abd Rahim bin Jaafar (*Executive Chairman*)
Teo Swee Leng (*Deputy Chairman*)
Teo Swee Phin (*Managing Director*)
Tang Choi Peng (*Group Chief Executive Officer cum Executive Director*)
Datin Ng Fong Shiang (*Executive Director*)
Dato' Mahamed bin Hussain (*Independent Non-Executive Director*)
Datuk Ir. Ruslan bin Abdul Aziz (*Independent Non-Executive Director*)
Toh Seng Thong (*Independent Non-Executive Director*)

To: The shareholders of PTT

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK AUTHORITY

1.0 INTRODUCTION

The Company had on 16 October 2025 announced to Bursa Malaysia Securities its intention to seek the shareholders' approval for the Proposed Share Buy-Back Authority at the forthcoming Fifty-Fourth AGM of the Company.

The purpose of this Statement is to provide you with details of the Proposed Share Buy-Back Authority and seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming Fifty-Fourth AGM of the Company. The Notice of the Fifty-Fourth AGM and the Form of Proxy are enclosed in the Annual Report 2025.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING FIFTY-FOURTH AGM.

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2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

The Board proposes to seek your approval for the authority for the Company to purchase its own Shares of up to 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities at any point of time.

The Proposed Share Buy-Back Authority shall be effective upon the passing of the ordinary resolution at the forthcoming Fifty-Fourth AGM of the Company and shall continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by an 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 of the Company after that date it is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is earlier.

3.0 MAXIMUM LIMIT

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point of time.

The Company may purchase up to 43,216,216 Shares based on total number of issued shares of the Company of 432,162,162 Shares as at LPD.

The actual number of Shares to be purchased and the timing of such purchase will depend on, among others, the prevailing equity market conditions and sentiments of the stock market, as well as the retained profits and financial resources available to the Company at the time of the purchase(s).

4.0 TREATMENT OF PURCHASED SHARES

In accordance with Section 127 of the Act, the Directors would be able to deal with any PTT Shares so purchased by the Company in the following manner: -

- (i) to cancel the Purchased Shares;
- (ii) to retain the Purchased Shares in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities and/or transfer under an employees' share scheme (if any) and/or transfer as purchase consideration;
- (iii) to retain part of the Purchased Shares as Treasury Shares and cancel the remainder; and/or
- (iv) to deal in such other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force.

4.0 TREATMENT OF PURCHASED SHARES (CONT'D)

The decision whether to retain the Purchased Shares as Treasury Shares, or to cancel the Purchased Shares or a combination of both, or any alternatives as mentioned above, will be made by the Board at the appropriate time.

If such Purchased Shares were held as Treasury Shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares would not be taken into account in calculating the number or percentage of Shares or a class of Shares in the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at shareholders' meetings.

5.0 PURCHASE PRICE

In accordance with Paragraph 12.17 of the Listing Requirements, PTT may only purchase its own shares on Bursa Malaysia Securities at a price which is not more than 15% above the weighted average market price of PTT Shares for the past 5 market days immediately preceding the date of purchase(s).

6.0 RESALE OR TRANSFER PRICE

In the case of resale or transfer of Treasury Shares (if any), the Company may only resell the Treasury Shares on Bursa Malaysia Securities or transfer the Treasury Shares pursuant to Section 127(7) of the Act at: -

- (i) a price which is not less than the weighted average market price for the PTT Shares for the 5 market days immediately before the resale or transfer; or
- (ii) a discounted price of not more than 5% to the weighted average market price for the PTT Shares for the 5 market days immediately before the resale or transfer provided that: -
 - (a) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (b) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

7.0 REASONS/RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY

The Proposed Share Buy-Back Authority will enable PTT to utilise any of its surplus financial resources to purchase its own Shares from the open market. The Company may be able to stabilise the supply and demand of the PTT Shares traded on the Main Market of Bursa Malaysia Securities and thereby support its fundamental value. Further, the increase in EPS, if any, arising from the Proposed Share Buy-Back Authority is expected to benefit the shareholders of the Company.

The Purchased Shares can be held as Treasury Shares and resold or transferred on Bursa Malaysia Securities with the intention of realising a potential gain without affecting the total number of issued Shares of the Company. Should any Treasury Shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

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8.0 RETAINED PROFITS

In accordance with the Listing Requirements, the total maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority must be made wholly out of the Company's retained profits only based on the latest audited and unaudited financial statements, where applicable. As at 30 June 2025, being the latest available audited financial statements, the Company's audited retained profits amounted to RM67,222,705.

9.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY

9.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back Authority are as follows: -

- (i) PTT may be able to stabilise the supply and demand of PTT Shares in the open market and thereby support its fundamental value;
- (ii) General investors' confidence in the stability of PTT Shares' price is expected to be enhanced as PTT is empowered to implement the Proposed Share Buy-Back Authority;
- (iii) PTT Group will be able to utilise its financial resources for which it has no immediate usage for the purchase of PTT Shares;
- (iv) Provides PTT flexibility in achieving the desired capital structure, in terms of debt and equity composition and the size of equity;
- (v) The Proposed Share Buy-Back Authority will help enhance value for shareholders from a resultant reduction in the number of Shares in the market, all things being equal. Further, it may increase the EPS when the Purchased Shares are cancelled, thereby making the shares more attractive to investors; and
- (vi) PTT may utilise the Treasury Shares as future dividend payout to shareholders of the Company and/or for resale in the open market should opportunities arise in the future.

9.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back Authority are as follows: -

- (i) The Proposed Share Buy-Back Authority will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future; and
- (ii) As the Proposed Share Buy-Back Authority can only be made out of the retained profits of the Company, it may result in the reduction of financial resources available for distribution to shareholders of the Company in the immediate future.

Nevertheless, the Proposed Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and the shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact.

10.0 SOURCE OF FUNDS

The amount allocated for the Proposed Share Buy-Back Authority would be financed by internally generated funds and/or bank borrowings.

In the event that the Company decides to utilise external borrowings to finance the purchase of PTT Shares, the Board will ensure that the Company has sufficient funds to repay the external borrowings and such repayment will not have a material effect on the Company's cash flow.

Depending on the quantum and the purchase price, the Proposed Share Buy-Back Authority may reduce the working capital of PTT Group.

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11.0 DIRECTORS' AND SUBSTANTIAL/MAJOR SHAREHOLDERS' SHAREHOLDINGS

The following tables show the proforma effects of the Proposed Share Buy-Back Authority on the direct and indirect interests of the Directors and Substantial/Major Shareholders and any person connected with the Directors and/or Substantial/Major Shareholders as at LPD: -

	As at LPD#				After full implementation of the Proposed Share Buy-Back Authority*			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors</u>								
Dato' Abd Rahim bin Jaafar	-	-	194,632,098 ⁽¹⁾	45.04	-	-	194,632,098 ⁽¹⁾	50.04
Teo Swee Leng	9,049,240	2.09	194,632,098 ⁽¹⁾	45.04	9,049,240	2.33	194,632,098 ⁽¹⁾	50.04
Teo Swee Phin	64,990,624	15.04	194,632,098 ⁽¹⁾	45.04	64,990,624	16.71	194,632,098 ⁽¹⁾	50.04
Tang Choi Peng	1,500,000	0.35	-	-	1,500,000	0.39	-	-
Datin Ng Fong Shiang	-	-	-	-	-	-	-	-
Dato' Mahamed bin Hussain	-	-	-	-	-	-	-	-
Datuk Ir. Ruslan bin Abdul Aziz	-	-	-	-	-	-	-	-
Toh Seng Thong	-	-	-	-	-	-	-	-
<u>Substantial/ Major Shareholders</u>								
ATTG	194,632,098	45.04	-	-	194,632,098	50.04	-	-
Dato' Abd Rahim bin Jaafar	-	-	194,632,098 ⁽¹⁾	45.04	-	-	194,632,098 ⁽¹⁾	50.04
Teo Swee Leng	9,049,240	2.09	194,632,098 ⁽¹⁾	45.04	9,049,240	2.33	194,632,098 ⁽¹⁾	50.04
Teo Swee Phin	64,990,624	15.04	194,632,098 ⁽¹⁾	45.04	64,990,624	16.71	194,632,098 ⁽¹⁾	50.04

11.0 DIRECTORS' AND SUBSTANTIAL/MAJOR SHAREHOLDERS' SHAREHOLDINGS (CONT'D)

Notes: -

- (1) Deemed interested by virtue of his interests in ATTG pursuant to Section 8(4) of the Act.
- # Calculated based on the Company's total issued Shares of 432,162,162 Shares as at LPD.
- * Assuming that 43,216,216 Shares, being the maximum number of Shares of not more than 10% of the total number of issued Shares of the Company as at LPD, are bought back and subsequently cancelled or retained as Treasury Shares, and there is no change in the number of shares held by Directors and Substantial/Major Shareholders.

Save for the resulting increase in percentage shareholdings as a consequence of the Proposed Share Buy-Back Authority, none of the Directors, Substantial/Major Shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of Treasury Shares, if any.

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12.0 PUBLIC SHAREHOLDINGS SPREAD

Pursuant to Paragraph 8.02(1) of the Listing Requirements, a listed issuer must ensure that at least 25% of its total listed shares (excluding Treasury Shares) are in the hands of public shareholders.

As at LPD, the public shareholdings spread of the Company was 35.35%.

In any case, the Board will ensure that the share buy-back exercise of the Company be implemented in such a manner so as not to cause the public shareholdings spread to fall below the minimum 25% threshold as required under Paragraph 8.02 of the Listing Requirements.

13.0 IMPLICATIONS RELATING TO THE RULES

As it is not intended for the Proposed Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer by any of its Substantial Shareholders and/or persons acting in concert with them, the Company is mindful that only such number of PTT Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Rules will not be triggered. However, in the event that an obligation to undertake a mandatory offer should arise with respect to any parties resulting from the Proposed Share Buy-Back Authority, the relevant parties shall make necessary application to SC for an exemption from undertaking a mandatory offer under the Rules before a mandatory offer is triggered.

14.0 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

On the assumption that the Proposed Share Buy-Back Authority is carried out in full, the effects of the Proposed Share Buy-Back Authority on the share capital, NA, working capital and EPS of the Company are set out below: -

a) Share Capital

The effects of the Proposed Share Buy-Back Authority on the share capital of the Company will depend on the intention of the Board as to the treatment of the Shares purchased.

If the Shares so purchased are retained as Treasury Shares, the issued share capital of the Company will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distributions or otherwise will be suspended. While these shares remain as Treasury Shares, the Act prohibits the taking into account of such shares in calculating the number of percentage of shares for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of vote(s) on resolutions at shareholders' meetings.

In the event that all the Shares purchased are cancelled and on the assumption that the Proposed Share Buy-Back Authority is exercised in full, the proforma effects of the Proposed Share Buy-Back Authority on the total number of issued shares of PTT as at LPD, are as follows: -

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14.0 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY (CONT'D)

a) Share Capital (Cont'd)

	No. of Shares
Total number of issued Shares as at LPD	432,162,162
Less: Shares purchased amounting to 10% of the total number of issued Shares pursuant to the Proposed Share Buy-Back Authority and cancelled	(43,216,216)
Total number of issued Shares after the Proposed Share Buy-Back Authority	388,945,946

However, the Proposed Share Buy-Back Authority will have no effect on the total number of issued Shares of PTT if all PTT Shares bought back are to be retained as Treasury Shares, resold or distributed to the shareholders.

b) NA

The Proposed Share Buy-Back Authority may increase or decrease the NA per share of PTT Group depending on the purchase price in comparison to the NA per share of PTT Group at the time that the Shares are purchased.

In the event the Shares which are retained as Treasury Shares are resold, the NA of PTT Group will increase or decrease depending on whether a gain or a loss is realised upon the resale. The quantum of the increase or decrease in NA will depend on the actual disposal price and the number of the Shares purchased, retained as Treasury Shares, which are resold.

c) Working Capital

The Proposed Share Buy-Back Authority will reduce the working capital and cash flow of PTT Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase price of the Shares.

For Shares purchased which are kept as Treasury Shares, upon resale of such shares, the working capital and cash flow of PTT Group will increase assuming that a gain has been realised. The quantum of the increase in the working capital will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold.

d) EPS

The effect of the Proposed Share Buy-Back Authority on the EPS of PTT Group will depend on, inter-alia, actual number of Shares bought back and the price paid and the effective cost of funding to PTT Group, or any loss in interest income to PTT Group.

In the event the Shares which are retained as Treasury Shares are resold, the extent of the effect on the earnings of PTT Group will depend on the actual selling prices, the number of Treasury Shares resold and effective gain or interest savings arising therefrom.

15.0 PURCHASE, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES MADE IN THE PREVIOUS 12 MONTHS

PTT does not have an existing authority to purchase PTT Shares. Hence, the Company does not currently hold any Treasury Shares and has not purchased, resold, transferred or cancelled any PTT Shares during the last 12 months preceding the LPD.

16.0 HISTORICAL SHARE PRICES

The monthly highest and lowest closing prices of PTT Shares as traded on Bursa Malaysia Securities for the preceding 12 months from October 2024 to September 2025 are as follows: -

	High (RM)	Low (RM)
2024		
October	1.120	0.955
November	1.070	0.955
December	1.130	1.030
2025		
January	1.430	1.130
February	1.500	1.370
March	1.350	1.200
April	1.270	1.160
May	1.240	1.190
June	1.260	1.200
July	1.450	1.200
August	1.470	1.420
September	1.450	1.410

The last transacted market price of PTT Shares on the LPD was RM1.430 per Share.

(Source: The Wall Street Journal)

17.0 DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back Authority, including the rationale, is of the opinion that the Proposed Share Buy-Back Authority is fair, reasonable, and in the best interest of PTT Group.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back Authority at the forthcoming AGM of the Company.

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18.0 AGM

The Fifty-Fourth AGM, Notice of which is enclosed in the Annual Report 2025 of the Company, will be held at 2A-1-1(B), Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 26 November 2025 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving, inter alia, with or without modifications, the ordinary resolution on the Proposed Share Buy-Back Authority as set out in the said Notice.

If you are unable to attend and vote in person at the Fifty-Fourth AGM, you may complete the Form of Proxy and deposit it at the Company's Registered Office at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not later than 48 hours before the time set for holding the Fifty-Fourth AGM. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the Fifty-Fourth AGM should you subsequently wish to do so.

19.0 FURTHER INFORMATION

You are advised to refer to the attached Appendix I for further information.

Yours faithfully,

For and on behalf of the Board of Directors
PTT SYNERGY GROUP BERHAD

DATO' MAHAMED BIN HUSSAIN
INDEPENDENT NON-EXECUTIVE DIRECTOR

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular/Statement has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given in this Circular/Statement and confirm that, after having made 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 in this Circular/Statement false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts (not being contract entered into in the ordinary course of business) within the past 2 years immediately preceding the date of this Circular/Statement: -

- a) Sale and purchase agreement dated 23 April 2024 entered into between PTTSB with HS Vision One Sdn. Bhd. for the disposal of a freehold land held under Geran 336655, Lot 119360, Mukim of Dengkil, District of Sepang, State of Selangor with land area measuring approximately 4,051 square metres together with a unit of 3-storey detached factory constructed thereon bearing the postal address of No. 15, Jalan Cipta Serenia 1, Pusat Perindustrian Cipta Selatan, 43900 Sepang, Selangor Darul Ehsan for a total cash consideration of RM13.0 million only. The sale and purchase transaction has been completed on 5 November 2024, with the full purchase consideration duly received and transfer of ownership effected in favour of HS Vision One Sdn. Bhd.
- b) Sale and purchase agreements dated 10 July 2024 entered into between PTTSB with MCM Land Sdn. Bhd. for the disposal of two (2) units of 3-storey detached factory held under Geran 336653, Lot 119358 and Geran 336654, Lot 119359, Mukim of Dengkil, District of Sepang, State of Selangor with lands area measuring approximately 4,051 square metres respectively bearing the postal address of No. 11 & 13, Jalan Cipta Serenia 1, Pusat Perindustrian Cipta Selatan, 43900 Sepang, Selangor Darul Ehsan for a total cash consideration of RM26.0 million only. The sale and purchase transaction has been completed on 6 December 2024, with the full purchase consideration duly received and transfer of ownership effected in favour of MCM Land Sdn. Bhd.
- c) Sale and purchase agreements dated 17 July 2024 entered into between PTTSB with Sime Darby Property (Serenia City) Sdn. Bhd. for the acquisition of the two (2) pieces of lands with semi-detached factory held under H.S.(D). No. 59966, P.T. No. 72263, and H.S.(D). No. 59967, P.T. No. 72264, Mukim of Dengkil, District of Sepang, State of Selangor Darul Ehsan with land area measuring approximately 2,633.4 square metres respectively bearing postal address 2A and 6, Jalan Cipta Serenia 8, Pusat Perindustrian Serenia, Bandar Serenia, 43900 Sepang, Selangor Darul Ehsan for a cash consideration of RM10,998,888.00 each. The sale and purchase transaction is pending delivery of vacant possession as at the LPD of which the vacant possession of the property shall be delivered to the purchaser tentatively by July 2027.

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2. MATERIAL CONTRACTS (*CONT'D*)

- d) Sale and purchase agreement dated 20 September 2024 entered into between PTT Property Sdn. Bhd. with Sime Darby Property (Serenia City) Sdn. Bhd. for the acquisition of a semi-detached factory held under H.S.(D). No. 59968, P.T. No. 72265, Mukim of Dengkil, District of Sepang, State of Selangor measuring in area of approximately 2,633.4 square metres bearing postal address 8, Jalan Cipta Serenia 8, Pusat Perindustrian Serenia, Bandar Serenia, 43900 Sepang, Selangor Darul Ehsan for a total cash consideration of RM10,998,888.00 only. The sale and purchase transaction is pending delivery of vacant possession as at the LPD of which the vacant possession of the property shall be delivered to the purchaser tentatively by September 2027.
- e) On 18 December 2024, the Company entered into a Share Sales Agreement ("**SSA**") with HW Barakah Sdn. Bhd. to dispose its 70% equity interest in Heap Wah Barakah Sdn. Bhd. comprising 700,000 ordinary shares for a total cash consideration of RM15.0 million. On 28 March 2025, the Company has completed all the condition precedents as stipulated in the SSA. Consequently thereupon, Heap Wah Barakah Sdn. Bhd. ceased to be a subsidiary of the Company.
- f) On 2 December 2024, the Company via its wholly-owned subsidiary entered into a conditional sale and purchase agreement ("**SPA**") with MTrustee Berhad ("**MTrustee**"), the trustee of CapitaLand Malaysia Trust ("**CLMT**") for the proposed disposal of two (2) parcels of adjoining freehold land together with a single-storey industrial warehouse with an annexed three-storey office building and ancillary buildings to be erected thereon, for a cash consideration of RM180.0 million. In conjunction with this, an indirect wholly-owned subsidiary of the Company, ProTT Sdn. Bhd. (formerly known as Projek Tetap Teguh Sdn. Bhd.) has also executed a lease agreement with MTrustee (acting as trustee of CLMT) to lease property for a lease term of ten (10) years (with an option to renew for 2 terms of 5 years), commencing from 26 September 2025. The aforesaid disposal and leaseback were completed on 26 September 2025.
- g) Eight (8) separate Sale and Purchase Agreements dated 18 July 2025 entered into between PTT Logistics Hub 2 Sdn. Bhd. with Koperasi Kakitangan Bank Rakyat Berhad for the acquisition of eight (8) parcels of freehold land for a total cash consideration of RM60,000,000.00 only. As at the LPD, six (6) parcels of freehold land have been duly registered into PTT Logistics Hub 2 Sdn. Bhd.'s name and the remaining two (2) parcels of freehold land tentatively to be registered into PTT Logistics Hub 2 Sdn. Bhd.'s name by October 2025.

3. MATERIAL LITIGATION, CLAIM, OR ARBITRATION

As at LPD, there is no material litigation, claim or arbitration proceedings, either pending or threatened, against the Group. The Board is also not aware of any circumstances or facts that are likely to give rise to any such proceedings which may have a material and adverse effect on the financial position or business of PTT Group.

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4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal office hours (except for public holidays) from the date of this Circular/Statement, up to and including the date of the forthcoming Fifty-Fourth AGM: -

- a. The Constitution of PTT;
- b. The audited financial statements of the Group for the past 2 FYEs 2024 and 2025; and
- c. The material contracts referred to in Section 2 of Appendix I of this Circular/Statement.

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