EVERGREEN MAX CASH CAPITAL BERHAD ("EMCC" OR THE "COMPANY")

PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF EMCC FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") ("PROPOSED TRANSFER")

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1. INTRODUCTION

On behalf of the Board of Directors of EMCC ("**Board**"), UOB Kay Hian (M) Sdn Bhd ("**UOBKH**") wishes to announce that the Company proposes to undertake the Proposed Transfer.

Further details of the Proposed Transfer are set out in the ensuing sections.

2. DETAILS OF THE PROPOSED TRANSFER

The Proposed Transfer entails the transfer of the listing of and quotation for the entire issued share capital of EMCC from the ACE Market to the Main Market of Bursa Securities. As at 15 June 2026, being the latest practicable date prior to the date of this announcement ("**LPD**"), the issued share capital of the Company is RM155,875,103.87 comprising 1,120,604,999 ordinary shares in EMCC ("**EMCC Share(s)**" or "**Share(s)**").

EMCC and its subsidiaries ("**EMCC Group**" or the "**Group**") is deemed to have met the requirements for the Proposed Transfer as set out in the Equity Guidelines issued by the Securities Commission Malaysia ("**SC**") ("**Equity Guidelines**") and the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), which include, amongst others, the following:-

(i) Listing track record

The Company has met the listing track record requirements pursuant to Paragraph 8.01(a) of the Equity Guidelines, which requires a corporation seeking a transfer of listing to the Main Market of Bursa Securities to have been listed on the ACE Market of Bursa Securities for at least 2 full financial years from the date of listing, based on the audited financial statements prior to submission to the SC. Having been listed on the ACE Market of Bursa Securities on 26 September 2023 ("**Listing**"), EMCC has completed 2 full financial years, being the financial year ended 31 December ("**FYE**") 2024 and FYE 2025.

(ii) Profit requirements

EMCC is seeking the transfer of its listing from the ACE Market to the Main Market of Bursa Securities based on the profit test pursuant to Paragraph 5.02(a) of the Equity Guidelines.

EMCC Group has achieved an audited consolidated profit after tax ("**PAT**") of approximately RM36.70 million for the most recent FYE 2025 and an aggregate consolidated PAT of approximately RM72.64 million for the past 3 audited financial years, being FYE 2023, FYE 2024 and FYE 2025.

The Group has also adjusted the PAT for gains/losses which are non-recurring in nature or are not in the ordinary course of business of the Group. The PAT as presented in the audited financial statements of the Group and the PAT adjusted for the one-off items for the past 3 audited financial years are set out in the table below:-

	Audited			
	FYE 2023 *(restated)*	**FYE 2024 *(restated)***	**FYE 2025**	**Aggregate**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PAT	**13,880**	**22,057**	**36,704**	**72,641**
Adjusted for:-				
Net losses/(gain) on unrealised foreign exchange	924	(567)	(2,521)	**(2,164)**
Listing expenses	392	-	-	**392**
Others(1)	(1,137)	(1,354)	(919)	**(3,410)**
Adjusted PAT	**14,059**	**20,136**	**33,264**	**67,459**

Note:-

(1) Comprise, amongst others, rental income, interest income, reversal of impairment loss on trade receivables, insurance claim received, wages subsidies grant received, other payables written off, rent concession and gain on disposal of investment properties, property, plant and equipment and right-of-use assets.

Based on the Group's aggregate adjusted PAT of approximately RM67.46 million for the past 3 audited financial years (i.e. FYE 2023, FYE 2024 and FYE 2025), the Group has met the profit requirements under Paragraph 5.02(a) of the Equity Guidelines in respect of the Proposed Transfer, which requires the Group to achieve an aggregate after-tax profit of at least RM30 million for the most recent 3 full financial years and an after-tax profit of at least RM15 million for the most recent financial year, based on audited financial statements. In addition, the Group's PAT is solely contributed from its subsidiaries as EMCC does not have any associated companies and EMCC Group has been operating in the same core business, namely provision of pawnbroking services and retail and trading of gold and luxury products, over the past 3 audited financial years from the FYE 2023 to FYE 2025.

(iii) Auditors' opinion

The audited consolidated financial statements of EMCC for FYE 2023 and FYE 2024 were audited by ChengCo PLT, while the audited consolidated financial statements for FYE 2025 were audited by Crowe Malaysia PLT. In respect of each of the financial years, the auditors did not express a modified opinion, and no statement of material uncertainty related to going concern was included in the audited consolidated financial statements.

Accordingly, the Group has met the requirements pursuant to Paragraph 8.01(c) of the Equity Guidelines, which states that the auditors must not have expressed a modified opinion and there is no statement of material uncertainty related to going concern on the audited financial statements of the applicant, for the most recent 3 full financial years.

(iv) Healthy financial position

Based on the audited consolidated statement of financial position of the Group as at 31 December 2025, EMCC has:-

(a) retained profits and net assets attributable to the owners of the Company of approximately RM87.45 million and RM261.66 million, respectively;

(b) current assets and current liabilities of approximately RM563.60 million and RM240.34 million, respectively, representing a current ratio of 2.34 times; and

(c) cash and bank balances of approximately RM35.79 million.

However, the Group had recorded negative net cash for operating activities for each of the FYE 2023, FYE 2024 and FYE 2025, details of which are set out below:-

	Audited		
	FYE 2023	**FYE 2024** ***(restated)***	**FYE 2025**
	RM'000	**RM'000**	**RM'000**
Net cash for operating activities	(7,902)	(65,276)	(156,676)

Under Malaysian Financial Reporting Standards ("**MFRS**") 107 Statement of Cash Flows, cash flows from operating activities represent movements of cash arising from an entity's main income-generating business activities. As such, the issuance of pawn loans or pawn financing is treated as a cash outflow under operating activities since it forms the core revenue-generating activity of the Group. The corresponding funding raised (via amongst others, issuance of securities and drawdown of borrowings) to support the disbursement of these pawn loans or pawn financing is, however, captured as cash flows from financing activities.

Accordingly, the negative net cash for operating activities recorded by the Group for the FYE 2023, FYE 2024 and FYE 2025 was primarily the result of this accounting classification, whereby the disbursement of pawn loans or pawn financing under the pawnbroking services segment was presented as cash outflows under operating activities (i.e. increase in trade receivables).

This difference in accounting treatment (which is inherent to the pawnbroking business model) results in a structural mismatch in the cash flow classification as the cash outflows from the disbursement of pawn loans or pawn financing are not offset by the related financing cash inflows, leading to a negative operating cash flow position. As the Group continues to expand its pawnbroking business and disburse an increasing volume of pawn loans or pawn financing, the reported operating cash outflows in the operating activities and cash inflows in the financing activities are expected to increase correspondingly.

In addition, the Group has unutilised credit facilities of approximately RM40.30 million as at the LPD.

In view of the above, the Board is of the view that, after taking into account the Group's cash and bank balances and available banking facilities, the Group has sufficient working capital to meet its existing and foreseeable operational requirements for at least 12 months from the date of transfer of listing to the Main Market of Bursa Securities.

Accordingly, the Group has met the healthy financial position requirements pursuant to Paragraph 8.01(d) of the Equity Guidelines, which requires the Group to have sufficient level of working capital to fund its continuing operations for at least 12 months from the date of the transfer of listing to the Main Market of Bursa Securities and no accumulated losses based on its latest audited consolidated financial statements, if the transfer of listing to the Main Market of Bursa Securities is sought under the profit test.

(v) Management team

EMCC has maintained continuity of the same management for the most recent 3 full financial years prior to the date of this announcement. The Company is led by its key senior management team, which comprises the following members throughout the past 3 audited financial years from the FYE 2023 to FYE 2025:-

Name	Designation
Dato' Low Kok Chuan	Non-Independent Executive Director / Group Managing Director
Datin Tea Guat Ngo	Non-Independent Executive Director
Low Kai Loon	Non-Independent Executive Director
Sing Suk Fuen	Chief Executive Officer
Tan Chai Seong	Chief Operating Officer
Hee Chee Keong	Chief Financial Officer

Accordingly, the Group has met the requirements pursuant to Paragraph 8.01(e) of the Equity Guidelines, which requires the Company to have continuity of substantially the same management for at least the most recent 3 full financial years prior to submission to the SC.

(vi) Public shareholding spread

Pursuant to the Listing Requirements, the Company is required to meet public shareholding spread of at least 25% of the total number of listed shares (excluding treasury shares) to be in the hands of a minimum number of 1,000 public shareholders holding not less than 100 shares each.

Based on the Record of Depositors of EMCC as at the LPD, approximately 43.11% of the issued share capital of EMCC is held by 3,670 public shareholders holding not less than 100 EMCC Shares each.

As such, EMCC has met the public shareholding spread requirement of the Listing Requirements.

(vii) Bumiputera equity requirement

EMCC had complied with the Bumiputera equity requirement for public listed companies when it was listed on the ACE Market of Bursa Securities on 26 September 2023.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSED TRANSFER

The Proposed Transfer marks another significant milestone for the Group following its listing on the ACE Market of Bursa Securities on 26 September 2023. The Proposed Transfer signifies the continued growth, profitability and financial strength of the Group, having met the requirements for a transfer to the Main Market of Bursa Securities as set out in the Equity Guidelines. As at the LPD, the market capitalisation of the Company is approximately RM361.28 million (having grown significantly from the Listing's market capitalisation of approximately RM267.58 million in 2023), reflecting the Group's current prospects, the growing size and scale of operations, as well as stakeholders' confidence and belief in EMCC. The Board believes that the Proposed Transfer will enhance the Company's credibility and reputation, and accord EMCC greater recognition and appeal amongst investors, in particular, institutional investors.

Further, the Proposed Transfer is also expected to enhance the confidence of the Group's business partners, financiers, employees and shareholders through its profile as a company listed on the Main Market of Bursa Securities.

4. EFFECTS OF THE PROPOSED TRANSFER

The Proposed Transfer will not have any effect on the issued share capital and substantial shareholders' shareholdings of the Company as well as the net assets, gearing, earnings and earnings per share of EMCC Group.

5. APPROVALS REQUIRED

The Proposed Transfer is subject to the following approvals being obtained:-

(i) the SC, for the Proposed Transfer;

(ii) the equity compliance unit of the SC, for the resultant equity structure of EMCC pursuant to the Proposed Transfer;

(iii) Bursa Securities, for the Proposed Transfer, which will be sought after obtaining the SC's approval for the Proposed Transfer; and

(iv) any other relevant authority, if required.

The Proposed Transfer is not conditional upon any other proposals undertaken or to be undertaken by the Company.

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

None of the Directors, major shareholders, chief executive of EMCC and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Transfer.

7. DIRECTORS' STATEMENT

The Board, having considered all aspects of the Proposed Transfer, is of the opinion that the Proposed Transfer is in the best interest of the Company.

8. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Board expects the Proposed Transfer to be completed by the 4^{th} quarter of 2026.

9. APPLICATION TO THE AUTHORITIES

Barring any unforeseen circumstances, the applications to the SC for the Proposed Transfer shall be made within 2 months from the date of this announcement.

10. PRINCIPAL ADVISER

UOBKH has been appointed as the Principal Adviser to the Company for the Proposed Transfer.

This announcement is dated 10 July 2026.