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 adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, Valuation Certificate and Report, make 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.

INFOLINE TEC GROUP BERHAD

(Registration No. 202101032489 (1432789-M))
(Incorporated in Malaysia)

CIRCULAR TO OUR SHAREHOLDERS IN RELATION TO THE

(I) PROPOSED ACQUISITION OF 2 ADJOINING INTERMEDIATE UNITS OF 3-STOREY SEMI-DETACHED FACTORY BUILDINGS BUILT ON LEASEHOLD LAND, H.S.(D) 296779 & 296780, PT NO. 12703 & 12704, PEKAN BARU SUNGAI BULOH, DAERAH PETALING, NEGERI SELANGOR, FOR A TOTAL PURCHASE CONSIDERATION OF RM18,577,776 TO BE SATISFIED VIA CASH (“PROPOSED ACQUISITION”); AND

(II) PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF THE ISSUED SHARE CAPITAL OF INFOLINE TEC GROUP BERHAD (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE PROPOSED ESOS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT (“PROPOSED ESOS”)

(COLLECTIVELY, REFERRED TO AS THE “PROPOSALS”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

Principal Adviser

INVESTMENT BANK

MBSB INVESTMENT BANK BERHAD

Registration No. 197501002077 (23878-X)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Our Notice of EGM together with the Form of Proxy are enclosed in this Circular. The details of our forthcoming EGM are as follows:

Date and time of our forthcoming EGM	:	Friday, 28 August 2026 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of Fifth Annual General Meeting which is scheduled to be held on the same day at 9:30 a.m., whichever is later
Meeting venue of our forthcoming EGM	:	Mutiara 3, Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan
Last date and time for lodging the Form of Proxy	:	Wednesday, 26 August 2026 at 11:00 a.m.

If you are unable to attend and vote at the forthcoming EGM, you may appoint a proxy or proxies to attend and vote on your behalf. The instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by our Company’s Share Registrar not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

(i) In hard copy form

The Proxy Form must be deposited with our Company’s Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The Proxy Form can be lodged electronically lodged via the following methods:
(a) Vide Facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
(b) Vide designated Email Address of Share Registrar: info@sshsb.com.my

This Circular is dated 27 July 2026

DEFINITIONS

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

Act	:	Companies Act 2016
Board	:	Board of Directors of Infoline
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
By-Laws	:	The terms and conditions of the Proposed ESOS as amended, modified and/or supplemented from time to time, the draft of which is set out in **Appendix IV** of this Circular
CCC	:	Certificate of Completion and Compliance
Circular	:	This circular to our shareholders dated 27 July 2026 in relation to the Proposals
Constitution	:	Constitution of our Company
Directors	:	A natural person who holds a directorship in our Group and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
EGM	:	Extraordinary General Meeting
Eligible Persons	:	Eligible Directors and employees of our Group (excluding subsidiaries which are dormant), who meet the criteria of eligibility for participation in the Proposed ESOS as set out in the By-Laws
EPS	:	Earnings per Share
ESOS	:	Employee share option scheme
ESOS Award Date	:	The date on which ESOS Awards are awarded to any Eligible Person pursuant to an award letter
ESOS Awards	:	The grant of such number of ESOS Options to the Eligible Persons to subscribe for the Shares at the ESOS Exercise Price in the manner and subject to the terms and conditions provided in the By-Laws
ESOS Committee	:	A committee comprising such Directors and/or senior management of our Group as appointed by our Board to implement and administer the Proposed ESOS in accordance with the By-Laws and its terms of reference
ESOS Exercise Price	:	The price at which the ESOS Participant shall be entitled to subscribe for the Shares by exercising his/her ESOS Options as determined in accordance with the By-Laws
ESOS Options	:	The right of an ESOS Participant to subscribe for new Infoline Shares under the Proposed ESOS pursuant to the contract constituted by the Eligible Person's acceptance of an ESOS Award in the manner as indicated in the By-Laws
ESOS Participants	:	Eligible Persons who have accepted a grant of ESOS Options in accordance with the terms of the Proposed ESOS

FPE	:	Financial period ended
FYE	:	Financial year ended
Infoline or Company	:	Infoline Tec Group Berhad (Registration No. 202101032489 (1432789-M))
Infoline Group or Group	:	Infoline and its subsidiaries
Infoline IT Solutions	:	Infoline IT Solutions Sdn Bhd (Registration No. 201301015421 (1045254-P)), a wholly-owned subsidiary of Infoline
Infoline Shares or Shares	:	Ordinary shares in Infoline
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
Lot 10	:	3 storey semi-detached factory building built on leasehold land, H.S.(D) 296779, PT No. 12703, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor
Lot 10 SPA	:	The conditional sale and purchase agreement dated 8 April 2026 entered into between Infoline IT Solutions and Huayi (SEA) Sdn Bhd in relation to the acquisition of Lot 10
Lot 11	:	3 storey semi-detached factory building built on leasehold land, H.S.(D) 296780, PT No.12704, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor
Lot 11 SPA	:	The conditional sale and purchase agreement dated 8 April 2026 entered into between Infoline IT Solutions and Orionis Technology (M) Sdn Bhd in relation to the acquisition of Lot 11
LPD	:	30 June 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder	:	Means a person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is (a) 10% or more of the total number of voting shares in our Company; or (b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act
MBSB IB or Principal Adviser	:	MBSB Investment Bank Berhad (Registration No. 197501002077 (23878-X)), being our Principal Adviser for the Proposals
NA	:	Net assets
Person Connected	:	Person connected as defined in the Paragraph 1.01 of the Listing Requirements
Properties	:	Collectively, Lot 10 and Lot 11
Proposals	:	Collectively, the Proposed Acquisition and Proposed ESOS

Proposed Acquisition	:	Proposed acquisition by Infoline IT Solutions of 2 adjoining intermediate units of Lot 10 and Lot 11 from Huayi (SEA) Sdn Bhd and Orionis Technology (M) Sdn Bhd, respectively for a total cash consideration of RM18,577,776
Proposed Allocation	:	Proposed allocation of ESOS options to the eligible Directors of our Group
Proposed ESOS	:	Proposed establishment of an ESOS of up to 10% of the total number of the issued Infoline Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS for the Eligible Persons
Purchase Consideration	:	Total purchase consideration of RM18,577,776 pursuant to the Proposed Acquisition
RM	:	Malaysian Ringgit
SPAs	:	Collectively, Lot 10 SPA and Lot 11 SPA
Valuation Certificate	:	Certificate of valuation of the Properties dated 5 March 2026 prepared by the Independent Valuer
Vendors	:	Huayi (SEA) Sdn Bhd being the vendor of Lot 10 and Orionis Technology (M) Sdn Bhd being the vendor of Lot 11, which are related to each other
VPC or Independent Valuer	:	VPC Alliance (KL) Sdn Bhd (Registration No. 199001001276 (192837-V))
VWAP	:	Volume-weighted average price

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PRESENTATION OF INFORMATION

References to "**our Company**", "**we**", "**us**" and "**our**" in this Circular are to Infoline and references to "**our Group**" in this Circular are to our Company and our subsidiaries. All references to "**you**" and "**your**" in this Circular are to our shareholders.

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

Any reference in this Circular to the provisions of any enactment, statute, rules, regulation or rules of stock exchange or guideline shall (where the context admits) be construed as a reference to the provisions of such enactment, statute, rules, regulation or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments to the enactment, statute, rules, regulation, rules of stock exchange or guideline for the time being in force.

Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date respectively, unless otherwise specified.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Any discrepancy between the figures shown herein and figures published by our Company, such as in the quarterly results or annual reports of our Company (as the case may be), is due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due inquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. Hence, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Company's and/or our Group's plans and objectives will be achieved.

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TABLE OF CONTENTS

EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposals in this Circular. You are advised to read and carefully consider the contents of this Circular and the appendices contained herein in its entirety for further details and not to rely solely on this Executive Summary in forming a decision on the Proposals before voting on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

Salient information		Description	Reference to the Circular
Summary of the Proposals	:	**Proposed Acquisition** Proposed acquisition by Infoline IT Solutions of 2 adjoining intermediate units of 3 storey semi-detached factory buildings built on leasehold land, H.S.(D) 296779, PT No. 12703, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor and H.S.(D) 296780, PT No.12704, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor for a total cash consideration of RM18,577,776 to be fully satisfied via bank borrowings and/or internally generated funds. The Purchase Consideration was arrived at on a willing buyer-willing seller basis, taking into consideration the market value of the properties of RM18,600,000 as appraised by the Independent Valuer, as well as the rationale and justification for the Proposals as outlined in Section 5 of this Circular. **Proposed ESOS** Proposed establishment and implementation of an employees' share option scheme of up to 10% of the total number of issued Infoline Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS.	Section 2
Duration of the Proposed ESOS	:	The Proposed ESOS shall be in force for a period of 5 years with an option of 5 years extension, provided that the total duration shall not, in aggregate, exceed 10 years from the effective date of implementation of the Proposed ESOS.	Section 2.2.2
Rationale and justification for the Proposals	:	**Proposed Acquisition** The Proposed Acquisition is for our Group to establish a new head office which is owned by our Group. The Proposed Acquisition is aligned with our Company's long-term strategic objectives to strengthen its corporate image within the IT industry. **Proposed ESOS** The Proposed ESOS is intended to: (i) recognise the contribution of the Eligible Persons whose services are valued and considered vital to the operations and continued growth of our Group; (ii) attract and reward the Eligible Persons by allowing them to participate in our Group's profitability and eventually realise any capital gains arising from appreciation in the value of Shares; (iii) motivate the Eligible Persons towards improved performance through greater productivity and loyalty; (iv) inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of our Company; and (v) possibly retain the Eligible Persons, hence ensuring that the loss of key personnel is kept to a minimum level.	Section 5

Salient information		**Description**	**Reference to the Circular**
Approvals required	:	The Proposals are subject to the following approvals being obtained: (i) Bursa Securities for the listing of and quotation for such number of new Shares, representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS, which was obtained on 11 June 2026; and (ii) the shareholders of Infoline for the Proposals at our forthcoming EGM.	Section 10
Interests of Directors, major shareholders, chief executive and/or Persons Connected with them	:	Save as disclosed below, none of the Directors, major shareholders and chief executive of our Company and/or Persons Connected with them has any interest in the Proposals. All our Directors are Eligible Persons under the Proposed ESOS, and are therefore deemed interested in the Proposed ESOS and to the extent of their respective allocations as well as the allocations to Persons Connected with them (if any) under the Proposed ESOS. Notwithstanding, all our Directors have agreed to table the Proposed ESOS to our shareholders for their consideration and approval. Accordingly, our Directors have abstained and will continue to abstain from all deliberations, recommendations and voting in respect of their own respective allocations and the allocations to Persons Connected with them (if any) under the Proposed ESOS at the relevant Board meetings. Our Directors will also abstain from voting in respect of their direct and/or indirect shareholdings in our Company (if any) on the ordinary resolutions pertaining to the Proposed ESOS and their respective allocations as well as the allocations to Persons Connected with them (if any) under the Proposed ESOS, to be tabled at our forthcoming EGM. Our Directors, Eligible Persons who are major shareholders and/or chief executive will also ensure that Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company (if any) on the ordinary resolutions pertaining to the Proposed ESOS and the respective allocations to our Directors, Eligible Persons who are major shareholders, chief executive as well as the allocations to Persons Connected with them under the Proposed ESOS (if any), to be tabled at our forthcoming EGM.	Section 11

Salient information		Description	Reference to the Circular
Directors' statements and recommendation	:	**Proposed Acquisition** Our Board, having considered and deliberated on all aspects of the Proposed Acquisition, including but not limited to the terms and conditions of the SPAs, the basis and justification for the Purchase Consideration, and the rationale and pro forma effects of the Proposed Acquisition, is of the opinion that the Proposed Acquisition is in the best interests of our Company. Accordingly, our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM. **Proposed ESOS** In view that all our Directors are eligible to participate in the Proposed ESOS, our Board has abstained and will continue to abstain from expressing an opinion and making any recommendation on the resolutions pertaining to the Proposed ESOS and their respective allocations as well as the allocations to Persons Connected with them, if any, under the Proposed ESOS.	Section 14

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INFOLINE TEC GROUP BERHAD

(Registration No. 202101032489 (1432789-M))
(Incorporated in Malaysia)

Registered Office:

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

27 July 2026

Board of Directors:

Ang Seng Wong (Independent Non-Executive Chairman)
Choo Wei Chuen (Non-Independent Executive Director / Chief Executive Officer)
Loo Wai Hong (Non-Independent Executive Director / Chief Operating Officer)
Too Yit Meng (Non-Independent Executive Director / Chief Marketing Officer)
Tan Mui Ping (Independent Non-Executive Director)
Olivia Lim (Independent Non-Executive Director)
Alwizah Al-Yafii binti Ahmad Kamal (Independent Non-Executive Director)

To: Our Shareholders

Dear Sir/ Madam,

(i) PROPOSED ACQUISITION OF PROPERTIES; AND
(ii) PROPOSED EMPLOYEES' SHARE OPTION SCHEME

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1. INTRODUCTION

On 8 April 2026, MBSB IB, on behalf of our Board, announced that:

(i) Infoline IT Solutions, the wholly-owned subsidiary of our Company had, on 8 April 2026 entered into the following sale and purchase agreements with:

(a) Huayi (SEA) Sdn Bhd for the acquisition of Lot 10 for a cash consideration of RM9,288,888; and

(b) Orionis Technology (M) Sdn Bhd for the acquisition of Lot 11 for a cash consideration of RM9,288,888.

(ii) Our Board also proposed to establish an employees' share option scheme of up to 10% of the issued share capital of our Company (excluding treasury shares) for the eligible Directors and employees of our Company and its subsidiaries, which are not dormant, who fulfil the eligibility criteria as set out in the By-Laws.

On 11 June 2026, MBSB IB had, on behalf of our Board, announced that Bursa Securities had vide its letter dated 11 June 2026 approved the listing of and quotation for the new Shares representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS, and subject to the conditions as disclosed in Section 10 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS WHICH WILL BE TABLED AT OUR FORTHCOMING EGM. OUR NOTICE OF EGM AND FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Proposed Acquisition

The Proposed Acquisition entails the acquisition of 2 adjoining intermediate units of 3 storey semi-detached factory buildings i.e Lot 10 and Lot 11, which are adjacent to each other, for a total cash consideration of RM18,577,776 to be fully satisfied via bank borrowings and/or internally generated funds.

Subject to the terms and conditions of the SPAs, the Vendors have agreed to sell and Infoline IT Solutions has agreed to purchase the Properties free from all encumbrances, caveats, and with legal possession, on an “as is where is” basis as at the date of the SPAs, for the Purchase Consideration. Further, Infoline IT Solutions and the Vendors have agreed for both Lot 10 SPA and Lot 11 SPA to be dependent on each other and shall be completed concurrently. The salient terms of SPAs are set out in **Appendix I and Appendix II** of this Circular.

Upon completion of the Proposed Acquisition, our Company intends to use the Properties as its new head office.

2.1.1 Information of the Properties

Details of the Properties are as follows:

Item	Description	
	Lot 10	Lot 11
Title particulars	H.S.(D) 296779 PT No.12703, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor	H.S.(D) 296780 PT No.12704, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor
Description	Rectangular in shaped semi-detached factory building	Rectangular in shaped semi-detached factory building
Land area	787.5 square metres	787.5 square metres
Tenure / Expiry date of the lease	99 years / 18 October 2106	99 years / 18 October 2106
Category of land use	Commercial	Commercial
Registered proprietor	Huayi (SEA) Sdn Bhd	Tamadun Cemerlang Sdn Bhd (1)
Beneficial owner		Orionis Technology (M) Sdn Bhd
Existing use / Occupancy	Office	Office
Built up area	8,818 square feet (819.21 square metres)	8,818 square feet (819.21 square metres)

Item	Description	
	Lot 10	**Lot 11**
Lettable area	7,911 square feet (787.5 square metres)	7,911 square feet (787.5 square metres)
Approximate age of the buildings	12 years (from the date of CCC)	12 years (from the date of CCC)
Valuer	VPC Alliance (KL) Sdn Bhd	VPC Alliance (KL) Sdn Bhd
Method of valuation	Comparison Method	Comparison Method
Market Value / Date of valuation	RM9,300,000 / 5th March 2026	RM9,300,000 / 5th March 2026
Net book value	Our Company is not privy to the net book value of the Properties from the Vendors and as such, is unable to disclose this information	
Restriction in interest	Tanah ini boleh dipindahmilik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri	Tanah ini boleh dipindahmilik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri
Encumbrances	Charged to Ambank Islamic Berhad vide Presentation No. 001SC4453/2019 dated 23rd January 2019 (2)	Assigned to Alliance Bank Malaysia Berhad (3)
Purchase price	RM9,288,888	RM9,288,888

Notes:

(1) The perfection of transfer for the title deed of Lot 11 by Tamadun Cemerlang Sdn Bhd (developer) to Orionis Technology (M) Sdn Bhd has not taken place. It is one of the conditions precedent in the Lot 11 SPA that Orionis Technology (M) Sdn Bhd obtains the written consent of Tamadun Cemerlang Sdn Bhd to transfer Lot 11 directly to Infoline IT Solutions or to have the title to Lot 11 duly registered in its name. Tamadun Cemerlang Sdn Bhd has on 9 April 2026 confirmed that it has agreed to the direct transfer from itself to Infoline IT Solutions subject to the fulfilment of the conditions listed in its confirmation letter. Infoline IT Solutions and its financier's solicitors are currently in the process of complying with the conditions listed in Tamadun Cemerlang Sdn Bhd's confirmation letter.

(2) The property is presently charged to Ambank Islamic Berhad. Pursuant to the terms of the Lot 10 SPA, Huayi (SEA) Sdn Bhd is required to fully redeem and discharge the said charge prior to or upon completion of the Proposed Acquisition.

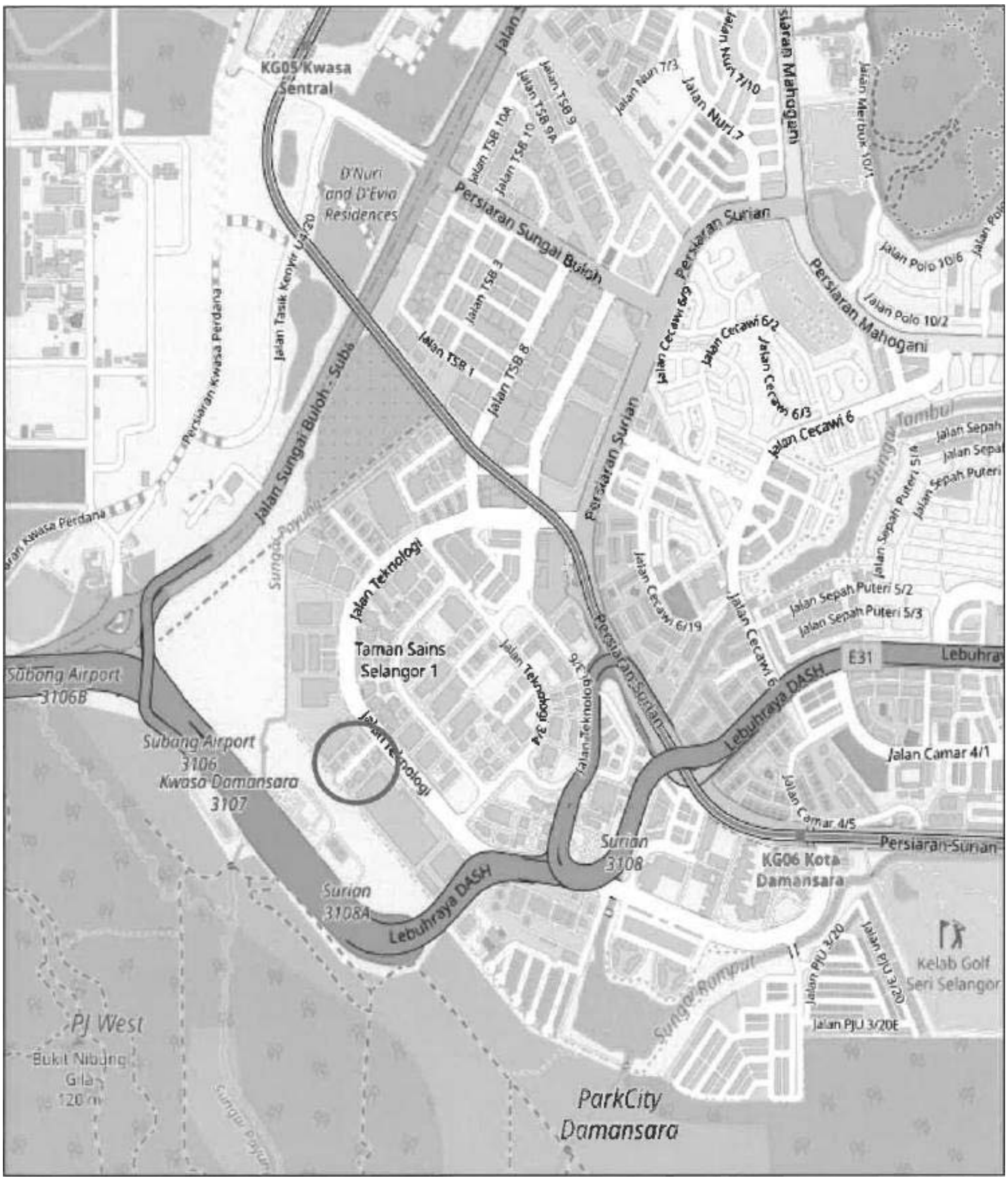
(3) The property is presently assigned to Alliance Bank Malaysia Berhad. Pursuant to the terms of the Lot 11 SPA, Orionis Technology (M) Sdn Bhd is required to fully redeem and procure the reassignment of all its rights, title, interest and benefits in Lot 11 from Alliance Bank Malaysia Berhad back to Orionis Technology (M) Sdn Bhd prior to or upon completion of the Proposed Acquisition.

2.1.2 Location and locality of the Properties

The Properties are located about 25 kilometres due northwest of Kuala Lumpur City Centre. The access to the Properties from the Kuala Lumpur City Centre is via Jalan Duta, North South Highway, North Klang Valley Expressway. Alternatively, the Properties are accessible via DASH Highway through the Kota Damansara Interchange.

The immediate vicinity of the Properties and along Lorong Teknologi C consists of 14 units of 3 storey semi-detached factory buildings of different type in terms of built-up areas and 1 unit of 3 storey detached factory building. Other developments within Taman Sains Selangor 1 include 1½ storey to 3 storey semi-detached factory buildings and individual detached factories with prominent occupants of industrial, engineering and manufacturing companies. Other small industrial developments in the vicinity include Nouvelle Industrial Park, Pusat Teknologi Sinar Damansara, Pusat Teknologi Sunsuria, Sungai Buloh Industrial Park, Kota Damansara Auto Park City and EM Hub which comprises of two to three storey semi-detached factories, terrace factories and 6 storey flatted factories.

The location and pictures of the Properties are shown below:



(Source: Valuation report of the Properties dated 5 March 2026 prepared by the Independent Valuer)

2.1.3 Information on the Vendors

(i) Huayi (SEA) Sdn Bhd

Huayi (SEA) Sdn Bhd was incorporated in Malaysia under the Act on 22 April 2010 with its registered office address at No.34-A Jalan SG3/2, Pusat Bandar Sri Gombak, 68100 Batu Caves, Selangor and its place of business at No.10 & 11, Lorong Teknologi C, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor.

As at the LPD, the issued share capital of Huayi (SEA) Sdn Bhd is RM50,000 comprising 50,000 ordinary shares.

Huayi (SEA) Sdn Bhd is an investment holding company carrying on the business of all kind of mineral minings, operation, marketing and selling not limited to river sand, river mouth sand and silica sand.

The directors of Huayi (SEA) Sdn Bhd are Leow Yong Kim and Teo Siok Hoon. Huayi (SEA) Sdn Bhd's shareholders and their shareholdings are as follows:

Name of shareholders	No. of ordinary shares held	Shareholdings (%)
Leow Yong Kim	40,000	80.00
Teo Siok Hoon	10,000	20.00
Total	**50,000**	**100.00**

The directors and shareholders of Huayi (SEA) Sdn Bhd are not Persons Connected to the directors and substantial shareholders of Infoline Group.

(ii) Orionis Technology (M) Sdn Bhd

Orionis Technology (M) Sdn Bhd was incorporated in Malaysia under the Act on 3 January 2000 with its registered office address at No.34-A Jalan SG3/2, Pusat Bandar Sri Gombak, 68100 Batu Caves, Selangor and its place of business at Omni/01 Lot 11, Lorong Teknologi C, Taman Sains Selangor 1, PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor.

As at the LPD, the issued share capital of Orionis Technology (M) Sdn Bhd is RM2,500,000 comprising 2,500,000 ordinary shares.

Orionis Technology (M) Sdn Bhd is principally engaged in the business of trading in sanitary wares and sub-contractor (construction).

The directors of Orionis Technology (M) Sdn Bhd are Leow Yong Kim and Teo Siok Hoon. Orionis Technology (M) Sdn Bhd's shareholders and their shareholdings are as follows:

Name of shareholders	No. of ordinary shares held	Shareholdings (%)
Leow Yong Kim	1,666,667	66.67
Teo Siok Hoon	833,333	33.33
Total	**2,500,000**	**100.00**

The directors and substantial shareholders of Orionis Technology (M) Sdn Bhd are not Persons Connected to the directors and substantial shareholders of Infoline Group.

2.1.4 Valuation of the Properties

VPC was appointed by our Company as the Independent Valuer to conduct an independent valuation on the Properties to facilitate the Proposed Acquisition. In arriving at the market value of the Properties, the Independent Valuer had adopted the market approach via comparison method as the primary method of valuation, with income approach as a cross check to ascertain the current market value of the Properties. Recent transactions of 3 storey semi-detached factory within Kota Damansara and the vicinity are analysed for comparison purposes and adjustments made for location, time factor and land area. The description of the comparison method and income approach is as follows:

Valuation Approach	**Methodology approach**
Comparison method	This approach entails the estimation of the market value of the property by comparing it with recent sales transactions of similar properties within the same locality or comparable areas. Appropriate adjustments are made for differences in factors such as location, land area, building size, age, condition, tenure, accessibility and other relevant characteristics to arrive at the market value of the subject property.
Income approach	This approach entails the capitalisation of the nett income of the property i.e. gross market rental value less current maintenance expenses and outgoings. The figures arrived at are based on the rental evidence of the semi detached factories within the locality.

The valuation of the Properties comprises both land and building components. The computation of the land value and building value is set out below:

Lot 10 and Lot 11	Total floor area (square feet)	Value per square feet (RM)	Value (RM)
Land value	16,954	(1)850	14,410,900
Building value			
- main floor	15,822	(2)305	4,825,710
- roof top area	1,814	(3)20	36,280
			4,861,990
Less: Depreciation (12%)			(583,439)
			4,278,551
Total of land value and building value			**18,689,451**

Notes:

(1) After taking into consideration 3 sales data, the Independent Valuer has adopted the land value at RM850 per square feet as the best comparable due to similarity in terms of the type of property, time factor, land area and located within the same development as the Properties.

(2) The Independent Valuer has adopted the building value for the main floor at RM305 per square feet after taking into consideration the construction of reinforced metal framed structure with plastered brick infill walls for the whole storey, metal deck roof/reinforced concrete flat roof and cement rendered with epoxy/ceramic tiles floorings.

(3) The Independent Valuer has adopted the building value for the roof top area at RM20 per square feet as the roof top area had been renovated with ceramic tiles floorings and partially covered with awning roof.

Based on the above, it is the opinion of the Independent Valuer that the market value of the Properties, in its physical condition, and with the benefit of vacant possession and free from encumbrances, is RM18,600,000 as at 5 March 2026. The Valuation Certificate from the Independent Valuer on the Properties is set out in **Appendix III** of this Circular.

2.1.5 Basis and justification for the Purchase Consideration

The Purchase Consideration was arrived at on a willing buyer-willing seller basis, after taking into consideration the following:

(i) the market value of the Properties amounting to RM18,600,000, as appraised by the Independent Valuer taking into account the physical condition of the Properties with the benefit of vacant possession and free from encumbrances; and

(ii) the rationale and benefits of the Proposals as set out in Section 5 of this Circular.

Pursuant to the above, our Board is of the view that the Purchase Consideration is justifiable as the Purchase Consideration is lower than the market value of the Properties (RM18,600,000) appraised by the Independent Valuer appointed by our Company. The Valuation Certificate from the Independent Valuer on the Properties is set out in **Appendix III** of this Circular.

2.1.6 Mode of settlement

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

Milestones	Lot 10 SPA RM	Lot 11 SPA RM	Total RM	%
Paid on a date prior to the signing of the SPAs (1)	185,777.76	185,777.76	371,555.52	2.00
Paid upon execution of the SPAs (2)	743,111.04	743,111.04	1,486,222.08	8.00
Payable on the completion date (within 3 months from the fulfilment of the conditions precedent of the SPAs) (3)	8,359,999.20	8,359,999.20	16,719,998.40	90.00
Total	**9,288,888.00**	**9,288,888.00**	**18,577,776.00**	**100.00**

Notes:

(1) Being payment of the earnest deposit made on 26 January 2026.

(2) Being payment of the balance deposit made in the following manner:

(a) on 8 April 2026, a sum of RM278,666.64 for each of Lot 10 SPA and Lot 11 SPA, amounting to an aggregate sum of RM557,333.28 ("**RPGT Sum**"), which is equivalent to 3% of the Purchase Consideration, has been paid by Infoline IT Solutions to its solicitors, as stakeholders who are authorised to remit the RPGT Sum to the Inland Revenue Board in accordance with the Real Property Gains Tax Act, 1976 no later than 30 days from the date of fulfilment of the conditions precedent of the SPAs; and

(b) on 8 April 2026, a sum of RM464,444.40 for each of Lot 10 SPA and Lot 11 SPA, amounting to an aggregate sum of RM928,888.80, which is equivalent to 5% of the Purchase Consideration, has been paid by Infoline IT Solutions to the Vendors' solicitors.

(3) If the balance Purchase Consideration is not paid within the completion period, an automatic one-month extension will be provided, subject to an interest at eight per cent (8%) per annum, calculated daily from the expiration of the completion period.

2.1.7 Source of funding

Our Group intends to finance the Purchase Consideration entirely via cash through a combination of bank borrowings (approximately 85% of the Purchase Consideration) and the balance via internally generated funds. As at the LPD, bank borrowings for part-payment of the Purchase Consideration have been secured by our Group.

2.1.8 Liabilities to be assumed

Save for the obligations and liabilities in and arising from, pursuant to or in connection with the SPAs, there are no other liabilities, including contingent liabilities or guarantees, to be assumed by our Group.

2.1.9 Additional financial commitment

Upon completion of the Proposed Acquisition, our Group expects to incur additional costs for the renovation and fit-out of the Properties. Our Group's budget in respect of the additional cost for renovation and fit-out of the Properties is estimated to range between RM12 million and RM14 million. For avoidance of doubt, the renovation costs for the Properties can only be determined after finalisation of the renovation plan.

The renovation costs will be funded via a combination of internally generated funds and/ or bank borrowings, the exact quantum of which, will be determined by our Board and the management of our Group at a later stage, depending on the cost of funding and our Group's cash requirements at the material time.

2.2 Proposed ESOS

2.2.1 Details of the Proposed ESOS

The Proposed ESOS entails the proposed establishment and implementation of an employees' share option scheme by our Company. The number of new ordinary shares in Infoline to be made available under the Proposed ESOS shall be up to 10% of the total number of issued Infoline Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS.

The Proposed ESOS will be administered by the ESOS Committee in accordance with the By-Laws. The members of the ESOS Committee shall comprise such Directors and/or senior management personnel of our Group to be approved by the Board from time to time. Our Board will also formulate and approve the terms of reference of the ESOS Committee.

The Proposed ESOS is intended to allow our Company to award share options to the Eligible Persons, subject to them fulfilling certain vesting conditions as determined by the ESOS Committee at a later date after the establishment of the Proposed ESOS.

In implementing the Proposed ESOS, the vesting of any Shares under the Proposed ESOS shall be satisfied by issuance of new Shares, taking into consideration, amongst others, factors such as the prevailing market price of the Shares, funding requirements of our Group, future returns and the potential cost arising from the granting of the ESOS Awards. Further details on the potential cost arising from the granting of the ESOS Awards are set out in Section 8.3.2 of this Circular.

2.2.2 Indicative salient terms of the Proposed ESOS

(i) Maximum number of Shares available under the Proposed ESOS

As at the LPD, our Company has an issued share capital of RM36,592,160 comprising 362,287,520 Shares (excluding 941,600 treasury shares).

The number of Shares which may be made available under the Proposed ESOS shall be a maximum of 10% of the total number of issued Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS ("**Maximum Shares**").

If the total number of Shares made available under the Proposed ESOS exceeds the Maximum Shares as a result of our Company purchasing our own shares, reducing its total number of issued Shares and/ or undertaking any other corporate proposals resulting in the reduction of the total number of issued Shares, all ESOS Options offered before the said variation of the total number of issued Shares shall remain valid and the Shares comprised in such ESOS Options may be vested as if that purchase, reduction and/ or corporate proposals had not occurred. However, no further ESOS Options shall be offered by Infoline unless the total number of Infoline Shares made available under the Proposed ESOS falls below the Maximum Shares.

(ii) Basis of allocation and maximum allowable allotment

The allocation of Infoline Shares to be made available for the ESOS Awards shall be determined by the ESOS Committee from time to time during the tenure of the Proposed ESOS.

Subject to the By-Laws, the maximum number of Infoline Shares awarded to any one Eligible Person under the Proposed ESOS at any point in time in the ESOS Award shall be at the sole and absolute discretion of the ESOS Committee after taking into consideration, inter alia, the Eligible Person's position, job performance, job grade, seniority, length of service and/or such other factors as the ESOS Committee deems fit, and subject to the following conditions:

(a) the total number of Infoline Shares made available under the Proposed ESOS shall not exceed the amount in Section 2.2.2(i) above;

(b) not more than 10% of the total number of issued Shares made available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through Persons Connected (as defined in the Listing Requirements) with the Eligible Person, holds 20% or more of the total number of issued Shares of our Company (excluding treasury shares);

(c) if the Eligible Person is a Director, major shareholders or the chief executive officer of our Company or its holding company or any Persons Connected with them, the specific allocation of ESOS Options granted by our Company to such Eligible Person must first be approved by the shareholders of our Company at a general meeting, and they together with Persons Connected to them shall not vote on the resolution approving the said allocation and allotment;

(d) not more than 80% of the total ESOS Awards to be issued under the Proposed ESOS shall be allocated to the eligible Directors and/or senior management (where "senior management" refers to employees of our Group holding the position of senior manager and above or other senior position as may be determined by the ESOS Committee from time to time to be senior management and which shall be subject to any criteria as may be determined at the sole discretion of the ESOS Committee from time to time) of our Group.

    The maximum allocation of ESOS Awards made available in aggregate to the eligible Directors and/or senior management was determined after taking into consideration, amongst others, the number of Directors and senior management who are eligible to participate in the Proposed ESOS as well as their position, ranking, seniority, length of service and contribution to our Group. Such amount allocated also aims to reward and retain the senior management of our Group for their commitment, dedication, loyalty and to drive enhanced productivity.

    As at the LPD, there are 93 Eligible Persons in our Group; and

(e) the Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to Persons Connected with them, if any, provided always that it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time.

The ESOS Committee shall be entitled to determine the maximum number of ESOS Awards that will be made available to an Eligible Person under the Proposed ESOS, in the manner provided in the By-Laws in relation to each class or grade of the Eligible Persons and the maximum number of ESOS Awards that can be awarded to the Eligible Persons under the Proposed ESOS from time to time, and the decision of the ESOS Committee shall be final and binding.

For avoidance of doubt, the ESOS Committee may at its sole and absolute discretion determine whether granting of the ESOS Awards to the Eligible Persons will be staggered over the duration of the Proposed ESOS or in a single grant and/or whether the ESOS Awards will be subject to any vesting period and if so, to determine the vesting conditions including whether such vesting conditions are subject to performance targets.

(iii) Eligibility

Subject to the discretion of the ESOS Committee, only Eligible Persons who fulfil the following conditions as at the date of the ESOS Award is made in writing by the ESOS Committee, shall be eligible to participate in the Proposed ESOS:

(a) the Director or employee shall have attained the age of at least 18 years and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(b) if he/she is an executive Director or employee, he/she must have been employed on a full-time basis and have been in the employment of our Company or any company in our Group (which is not dormant) for such period as may be determined by the ESOS Committee prior to and up to the ESOS Award Date and has not served a notice of resignation nor received a notice of termination;

(c) if he/she is a non-executive Director, he/she must have been appointed to our Board and remain appointed as a Director of our Group (excluding dormant subsidiaries) and have not served a notice to resign nor received a notice of termination, as at the ESOS Award Date;

(d) if the Director or employee is employed by a company which is acquired by our Group during the duration of the Proposed ESOS and becomes a subsidiary upon such acquisition, the said Director or employee must become an Eligible Person within the meaning of the By-Laws following the date that such company becomes or is deemed to be a subsidiary of our Group; and

(e) he/she fulfils any other eligibility criteria which have been determined by the ESOS Committee at its sole and absolute discretion from time to time.

provided always that the selection of any Director or eligible employee for participation in the Proposed ESOS and the number of ESOS Awards to be awarded to an Eligible Person under the Proposed ESOS shall be at the sole discretion of the ESOS Committee and the decision of the ESOS Committee shall be final and binding.

Notwithstanding the above, the ESOS Committee may, in its absolute discretion, but subject to compliance with the Listing Requirements, waive any of the conditions of eligibility as set out in the By-Laws.

(iv) Duration and termination

The Proposed ESOS, when implemented, shall be in force for a period of 5 years with an option of 5 years extension, provided that the total duration shall not, in aggregate, exceed 10 years from the effective date of implementation of the Proposed ESOS ("**Effective Date**"). The Effective Date shall be a date determined by the Board on the recommendation of the ESOS Committee upon obtaining all approvals required from the regulatory authorities and the full compliance by our Company with all relevant provisions of the Listing Requirements in relation to the Proposed ESOS, as more particularly set out in the By-Laws.

The Proposed ESOS may be terminated by our Company at any time before the date of expiry of the Proposed ESOS in accordance with the terms of the By-Laws provided that an announcement is released to Bursa Securities on the following:

(a) the effective date of termination;

(b) the number of ESOS Options exercised pursuant to the Proposed ESOS; and

(c) the reasons for termination of the Proposed ESOS.

Upon expiry or termination of the Proposed ESOS, any ESOS Awards which have yet to be vested or exercised (as the case may be and whether fully or partially) shall be deemed cancelled and be null and void.

Subject to the Listing Requirements, approval or consent of the shareholders of our Company by way of resolution in a general meeting and written consent of the selected Eligible Persons who have accepted an ESOS Award in relation to the unvested Infoline Shares and/or unexercised ESOS Options are not required to effect the termination of the Proposed ESOS.

(v) Basis of determining the ESOS Exercise Price

For the Proposed ESOS, subject to any adjustments made under the By-Laws and pursuant to the Listing Requirements, the ESOS exercise price which will be payable by the ESOS Participants upon the exercise of the ESOS Options shall be based on the 5-day VWAP of Infoline Shares as at the ESOS Award Date, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time during the tenure of the Proposed ESOS, as determined by the Board upon recommendation of the ESOS Committee.

(vi) Ranking of the new Infoline Shares pursuant to the Proposed ESOS

The ESOS Participants will not be entitled to any voting right or participation in any form of distribution and/or offer of further securities in our Company until and unless such ESOS Participants exercise their ESOS Options into new Shares.

Any new Shares to be issued under the Proposed ESOS pursuant to the exercise of the ESOS Options, shall upon allotment and issuance and full payment, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of Infoline and such amendments thereafter, if any.

(vii) Retention Period

The ESOS Committee shall be entitled to prescribe or impose, in relation to any offer, any condition relating to any retention period or restriction on the new Shares to be issued pursuant to the exercise of the ESOS Options as it deems fit.

Notwithstanding the above, in accordance with the Listing Requirements, an ESOS Participant who is a non-executive Director of our Company shall not sell, transfer or assign the Shares obtained through the exercise of the ESOS Options offered to him/her within 1 year from the date of the ESOS Awards.

(viii) Alteration of share capital during the duration of the Proposed ESOS

In the event of any alteration in the capital structure of our Company prior to the last day of the duration of the Proposed ESOS, whether by way of a capitalisation issue, rights issue, bonus issue, consolidation or subdivision of Infoline Shares or reduction of capital or any other variation of capital, our Company may in its discretion in good faith cause such adjustment to be made to the number of ESOS Options which shall be exercisable and/or the ESOS Exercise Price.

The following provisions shall apply in relation to an adjustment which is made pursuant to the By-Laws:

(a) any adjustment to the ESOS Exercise Price shall be rounded up to the nearest one (1) sen; and

(b) in determining an ESOS Participant's entitlement to subscribe for Infoline Shares and/or number of Infoline Shares to be vested, any fractional entitlements will be disregarded.

(ix) Listing and quotation for the new Shares

The new Shares to be issued pursuant to the Proposed ESOS will be listed and quoted on the Main Market of Bursa Securities.

2.2.3 Proposed Allocation

Pursuant to Paragraph 6.06(1) of the Listing Requirements, our Company must not issue any Shares to our Directors, major shareholders, chief executive or persons connected with them who is an Eligible Person unless our shareholders have approved the specific allotment to be made to them in a general meeting. Accordingly, our Company will seek the approval of our shareholders at the forthcoming EGM for the Proposed Allocation to the following eligible Directors:

No.	Name	Designation
1.	Ang Seng Wong	Independent Non-Executive Chairman
2.	Choo Wei Chuen	Non-Independent Executive Director / Chief Executive Officer
3.	Loo Wai Hong	Non-Independent Executive Director / Chief Operating Officer
4.	Too Yit Meng	Non-Independent Executive Director / Chief Marketing Officer
5.	Tan Mui Ping	Independent Non-Executive Director
6.	Olivia Lim	Independent Non-Executive Director
7.	Alwizah Al-Yafii binti Ahmad Kamal	Independent Non-Executive Director

3. UTILISATION OF PROCEEDS TO BE RAISED FROM THE PROPOSED ESOS

Pursuant to the Proposed ESOS, our Company will be receiving gross proceeds from the Eligible Persons for the exercise of the ESOS Options by the Eligible Persons. However, the actual amount of proceeds to be raised from the Proposed ESOS will depend on the number of ESOS Options granted and exercised at the relevant point of time and the ESOS Exercise Price payable upon the exercise of the ESOS Options.

Our Company intends to use the proceeds arising from the exercise of the ESOS Options for the working capital to fund our Group's day-to-day operations to support existing business operations which shall include, but is not limited to, the payment of trade and other payables, staff costs such as salaries, statutory contributions and employee benefits e.g. medical claims and other operating expenses. Our Company expects to utilise the proceeds for the said working capital requirements within a period of 12 months, as and when the proceeds are received throughout the tenure of the Proposed ESOS.

Pending utilisation of proceeds raised as and when the ESOS Options are exercised, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interests derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used to fund our Group's working capital.

The estimated expenses in relation to the Proposals are approximately RM0.55 million, which will be paid by our Company through internally generated funds.

4. FUND RAISING EXERCISES IN THE PAST 12 MONTHS

For the avoidance of doubt, our Company has not conducted any fund-raising exercises for the past 12 months up to the LPD.

5. RATIONALE AND JUSTIFICATION FOR THE PROPOSALS

5.1 Proposed Acquisition

The Proposed Acquisition is for our Group to establish a new head office which is owned by our Group. Upon completion of the Proposed Acquisition, our Group will relocate its business operations which is currently operating from several rented premises located at No. 51-G, 51-2, 51-3, 53-1, 53-2 and 53-3, Jalan PJU 5/20E Pusat Perdagangan Kota Damansara 47810 Petaling Jaya Selangor Darul Ehsan, with a total built-up area of 7,980 square feet.

The Properties will be fully self-occupied by our Group. The Proposed Acquisition is aligned with our Company's long-term strategic objectives to strengthen its corporate image within the IT industry. Having a self-owned and well-located premises enhances our Company's brand presence, credibility and professionalism in the eyes of clients, investors and business partners.

In addition, the Properties offer a larger built-up area compared to our Group's current rented premises, which are expected to better support our Group's Network Operations Centre ("**NOC**") and Security Operations Centre ("**SOC**"), as the capacity at the current premises are approaching its limit.

Further, as the Properties are located within the same vicinity and approximately 7 kilometres from our Group's existing rented premises, relocation of the current operations from the existing premises to the new premises is expected to be less disruptive to our Group's operations.

Upon relocation to the Properties, our Group intends to terminate the tenancy agreements for the existing rented premises. The estimated saving in rental costs following the termination of the tenancy agreements is approximately RM227,000 per annum.

5.2 Proposed ESOS

The implementation of the Proposed ESOS primarily serves to align the interests of the Eligible Persons to the corporate goals of our Group. The Proposed ESOS will provide the Eligible Persons with an opportunity to have equity participation in our Company and help achieve the objectives as set out below:

(i) to recognise the contribution of the Eligible Persons whose services are valued and considered vital to the operations and continued growth of our Group;

(ii) to attract and reward the Eligible Persons by allowing them to participate in our Group's profitability and eventually realise any capital gains arising from appreciation in the value of Shares;

(iii) to motivate the Eligible Persons towards improved performance through greater productivity and loyalty;

(iv) to inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of our Company; and

(v) to possibly retain the Eligible Persons, hence ensuring that the loss of key personnel is kept to a minimum level.

The Proposed ESOS is also extended to include the non-executive Directors of our Group to recognise their contribution to our Group in respect of their responsibilities as non-executive Directors and to enable them to participate in the future growth of our Group.

The inclusion of Independent Directors in the Proposed ESOS on the other hand is intended to align their interests with those of shareholders by linking part of their remuneration to the long-term performance of our Company. Our Board is of the view that such participation will not impair their ability to exercise independent judgment, perform an effective check-and-balance role or act in the best interest of our Company as the allocation and granting of ESOS Options to them will be determined by the ESOS Committee. In considering such allocations, the ESOS Committee will take into account, among other factors, whether the allocation may affect the independence of the Independent Directors, including their potential shareholdings upon full exercise of the ESOS Options granted. Furthermore, the Independent Directors concerned will abstain from all deliberations and voting in respect of their own allocations as well as the allocations to Persons Connected with them, if any, under the Proposed ESOS.

6. RISKS OF THE PROPOSALS

6.1 Non-completion of the Proposed Acquisition

In the event that any of the conditions precedent and/or the condition of concurrent completion of Lot 10 SPA and Lot 11 SPA as stated in **Appendix I** and **Appendix II** of this Circular are not fulfilled, the Proposed Acquisition would not be completed and all the potential benefits arising from the Proposed Acquisition would not materialise.

Our Group will use its best endeavours by engaging with the relevant authorities/ parties to obtain all the necessary approvals to ensure the conditions precedent are fulfilled in a timely manner to complete the Proposed Acquisition.

6.2 Financing risk

The Purchase Consideration will be satisfied by bank borrowings and internally generated funds, hence may incur additional interest expenses. The interest rates of the borrowings are dependent on various factors, which include general economic and capital market conditions, credit availability from banks or other lenders, lenders' confidence in our Group and political and social conditions in Malaysia. There can be no assurance that the necessary borrowings will be available in amounts or on terms acceptable to our Group.

Nonetheless, our Group is mindful of the financing risks and shall mitigate it by adopting prudent cashflow management and by monitoring and managing the overall borrowings' exposure on an on-going basis.

7. INDUSTRY OVERVIEW AND OUTLOOK, AND PROSPECTS OF THE GROUP AND PROPERTIES TO BE ACQUIRED

7.1 Overview and outlook of the Malaysian economy

Malaysia's economy remains strong, having grown by a steady 4.4% in the first six months of the year. Growth is projected to continue within the range of 4% – 4.8% in 2025 and 4% – 4.5% in 2026. These projections are consistent with the International Monetary Fund (IMF) in the World Economic Outlook Update, July 2025, which forecasts Malaysia's growth at 4.5% for 2025 and 4% for 2026.

The growth will mainly be underpinned by strong domestic demand, moderate inflation, favourable labour market and proactive policies undertaken by the Government. The performance will also be supported by the ASEAN-Malaysia Chairmanship 2025 and Visit Malaysia 2026 ("**VM2026**"). The economy continues to be steered by the Ekonomi MADANI framework and the Government remains committed to positioning Malaysia as an attractive destination for quality investments. At the same time, ongoing improvements in the wage-setting mechanism and rising business efficiency are expected to strengthen the wage structure, thus contributing to a higher labour income share.

In 2025, the economy is expected to grow between 4% and 4.8%, underpinned by firm domestic demand. From the demand perspective, private consumption is anticipated to remain resilient, supported by higher disposable income, favourable labour market conditions, targeted assistance programmes and vibrant tourism activities. Investment momentum will be sustained by the realisation of multi-year projects and strong inflows into high-growth segments such as semiconductors and data centres. From a supply perspective, the services and manufacturing sectors will continue to lead growth. The services sector will be driven by robust tourism activities, dynamic retail trade and increased demand for business-related services. Meanwhile, the manufacturing sector will benefit from growing semiconductor demand due to the expansion of the digital economy and the increasing use of artificial intelligence ("**AI**") edge applications as well as strong performance in domestic-oriented industries.

In 2026, Malaysia's economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System (SSPA), continuation of targeted assistance programmes and robust tourism activities in conjunction with VM2026.

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

7.2 Overview and outlook of the information technology (“IT”) infrastructure, IT services and cybersecurity solutions industry in Malaysia

Resilient private investment underpinned by robust spending on structures, machinery and equipment, particularly for data centres. Export growth remained firm, driven by high demand for electrical and electronics (“**E&E**”) products as well as travel and information and communication technology (“**ICT**”) services. Sustained growth driven by strong E&E production following continued demand for AI-related components.

Investment intentions continued to remain forthcoming with higher investment approvals recorded in 2025 at RM426.7 billion, compared to RM384.4 billion in 2024, driven by both domestic and foreign investments. Notably, 84.9% of manufacturing projects approved between 2021 and 2025 are in various phases of implementation.

Foreign investments continue to be concentrated in high-complexity subsectors such as ICT, E&E and chemical products which accounted for 64.3% of foreign investment approvals in 2025. Within ICT, data centre investments remain a key contributor, reflecting strong demand for digital infrastructure.

Emerging industries are shaping Malaysia’s next economic frontier. The digital economy is growing rapidly with AI, cloud computing, 5G technology and e-commerce, while the green economy is advancing through renewable energy, electric vehicles ecosystems and battery technology. Businesses benefit from efficiency gains and market expansion, through policies such as the National Fourth Industrial Revolution Policy, National Semiconductor Strategy and the forthcoming National AI Action Plan 2030. Recognising these opportunities as well as the challenges of micro, small and medium enterprises to adopt digital technology, the Government will continue to invest in digital infrastructure, particularly in rural areas, provide support and advisory services to micro, small, and medium enterprises as well as enhance AI governance and cybersecurity frameworks.

(Source: Bank Negara Malaysia, Quarterly Bulletin 1Q 2026 and Economic Outlook 2026, Ministry of Finance Malaysia)

7.3 Prospects of the Infoline Group

The global IT services market, estimated at approximately USD1.5 trillion, continues to evolve rapidly, driven by accelerating adoption of AI, intelligent automation, cloud computing and advanced data analytics. These technologies are expected to underpin sustained industry expansion over the coming years, while the global cybersecurity market is forecast to record strong double-digit growth as organisations intensify investments in digital resilience, regulatory compliance and cyber threat mitigation. In line with these market developments, our Group is strengthening its strategic focus on higher-value IT infrastructure, managed services and cybersecurity solutions, while progressively integrating AI-enabled capabilities and automation into its service offerings to improve operational efficiency, scalability and customer experience.

In tandem with the industry’s shift toward sustainable digital transformation, demand for energy-efficient infrastructure, green data centres, secure cloud environments and environmental, social and governance (ESG)-aligned technology solutions continue to rise. Our Group remains committed to embedding sustainable business practices across its operations and service delivery, while enhancing governance oversight and strengthening long-term stakeholder value creation through responsible and resilient business strategies. As part of its long-term growth and operational expansion plans, our Group had proposed the acquisition of a three-storey semi detached factory building to serve as our Group’s new headquarters and operational hub, supporting future business expansion and enhancing service delivery capabilities.

Regionally, our Group is well-positioned to capitalise on growing digitalisation trends across Malaysia, Singapore, China, India and other Asia Pacific markets, supported by government-led digital initiatives and increasing enterprise demand for secure and scalable IT infrastructure. Leveraging its established regional presence, expanding technology partnerships and dedicated NOC and SOC capabilities, our Group continues to enhance its cross border service delivery and managed cybersecurity offerings. Despite ongoing macroeconomic uncertainties and geopolitical challenges, our Group's diversified customer base, expanding regional footprint and strategic emphasis on cybersecurity, managed services and next-generation digital solutions provide a solid foundation to strengthen resilience, improve operational performance and support sustainable long-term growth.

(Source: Interim Financial Report of 4th Quarter Ended 31 March 2026 of Infoline)

7.4 Prospects of the Properties to be acquired

The Properties are expected to serve as a strategic technology hub, housing our Group's NOC and SOC, while also functioning as a dedicated technology centre to showcase its products and solutions. Centralising these critical functions within a purpose-built facility will enhance operational efficiency, strengthen service reliability and support the delivery of 24/7 monitoring and cybersecurity services to clients. The establishment of an integrated NOC and SOC underscores our Company's growing capabilities in managed services and cybersecurity, positioning it to capitalise on increasing demand for digital infrastructure resilience and threat management. In addition, the technology centre will provide a professional platform for live demonstrations, proof-of-concept testing and client engagement sessions, thereby enhancing business development efforts and reinforcing our Company's standing as an innovative and solutions-driven IT provider.

(Source: Management of Infoline)

8. EFFECTS OF THE PROPOSALS

8.1 Issued share capital

8.1.1 Proposed Acquisition

The Proposed Acquisition will not have any effect on the issued share capital of our Company as there will be no issuance of new Infoline Shares under the Proposed Acquisition.

8.1.2 Proposed ESOS

The Proposed ESOS will not have any immediate effect on the existing issued share capital of our Company until such time new Shares are issued pursuant to the Proposed ESOS. The issued share capital of our Company may increase progressively depending on the number of new Shares to be issued arising from the exercise of the ESOS Options.

For illustrative purposes, the pro forma effects of the Proposed ESOS on the share capital of our Company are illustrated based on the following 2 scenarios:

Minimum Scenario : Assuming none of the treasury shares retained by our Company as at the LPD are resold at cost prior to the implementation of the Proposed ESOS.

Maximum Scenario : Assuming all of the treasury shares retained by our Company as at the LPD are resold at cost prior to the implementation of the Proposed ESOS.

	Minimum Scenario		**Maximum Scenario**	
	No. of Shares	**RM**	**No. of Shares**	**RM**
Issued share capital as at the LPD	363,229,120	36,934,805	363,229,120	36,934,805
Treasury shares adjustment	(941,600)	(342,645)	-	-
Issued share capital (net of treasury shares)	**362,287,520**	**36,592,160**	**363,229,120**	**36,934,805**
Shares to be issued pursuant to the Proposed ESOS	36,228,752	(1) 10,796,168	36,322,912	(1) 10,824,228
Enlarged issued share capital	**398,516,272**	**47,388,328**	**399,552,032**	**47,759,033**

Note:

(1) For illustrative purposes only, the ESOS Exercise Price is calculated based on RM0.298, being approximately 9.86% discount to the 5-day VWAP of Infoline Shares up to and including the LPD of RM0.3306 per Infoline Share.

8.2 NA per Share and gearing

8.2.1 Proposed Acquisition

Based on the latest audited consolidated financial statements of our Group for the FPE 31 March 2025, the pro forma effects of the Proposed Acquisition on the NA and gearing level of our Group are set out below:

	Audited FPE 31 March 2025	**After the Proposed Acquisition**
	RM'000	**RM'000**
Share capital	36,935	36,935
Reserves	(12,020)	(12,020)
Retained profits	35,843	(1) 35,493
Total equity	**60,758**	**60,408**
Number of Shares in issue ('000 units)	363,229	363,229
NA per Share (RM)	0.17	0.17
Total borrowings (RM)	-	(2) 15,791
Gearing level (times)	-	0.26

Notes:

(1) After deducting estimated expenses of approximately RM0.35 million for the Proposed Acquisition.

(2) After accounting for the additional bank borrowings of approximately RM15.79 million to partially fund the Proposed Acquisition.

8.2.2 Proposed ESOS

Pursuant to the Proposed ESOS, save for the potential impact of Malaysian Financial Reporting Standards 2, on "Share-Based Payment" ("**MFRS 2**") issued by the Malaysian Accounting Standards Board, as elaborated in Section 8.3 of this Circular, the Proposed ESOS is not expected to have any immediate effect on the NA, NA per Share and gearing of our Group until such time new Shares are issued. Any potential effect on the NA, NA per Share and gearing of our Group in the future will depend on factors such as the actual number of Shares to be issued which can only be determined at the point of the exercise of the ESOS Options and ESOS Exercise Price.

Upon vesting of the ESOS Options pursuant to the Proposed ESOS, the NA per Share of our Group is expected to:

(i) increase if the ESOS Exercise Price is higher than the NA per Share of our Group; or

(ii) decrease if the ESOS Exercise Price is lower than the NA per Share of our Group,

at such point of exercise and/or vesting.

The estimated expenses in relation to the Proposed ESOS are approximately RM0.20 million, which will be paid by our Company through internally generated funds.

8.3 Earnings and earnings per Share ("EPS")

8.3.1 Proposed Acquisition

The Proposed Acquisition is not expected to have any material effect on the EPS of our Group for the financial year ending 31 March 2027.

For illustration purposes, based on the audited consolidated financial statements of our Group for the FPE 31 March 2025 and assuming that the Proposed Acquisition had been affected on 1 January 2024, being the beginning of the FPE 31 March 2025, the proforma effects of the Proposed Acquisition on the consolidated earnings and EPS of our Group are as follows:

	Audited FPE 31 March 2025	**After the Proposed Acquisition**
PAT attributable to the owners of our Company (RM'000)	14,255	(1) 13,905
Total number of Shares in issue ('000)	363,229	363,229
EPS (2) (sen)	3.92	3.83

Notes:

(1) After deducting estimated expenses of approximately RM0.35 million for the Proposed Acquisition.

(2) Computed based on audited PAT attributable to the owners of our Company divided by total number of Shares in issue.

8.3.2 Proposed ESOS

The Proposed ESOS may have an effect on the earnings of our Group for the financial year ending 31 March 2027 and throughout the duration of the Proposed ESOS upon implementation due to possible impact of the MFRS 2 on share-based payment. However, any potential effect on the EPS of our Group in the future would depend on the number of ESOS Options granted and exercised, the ESOS Exercise Price payable upon the exercise of the ESOS Options under the Proposed ESOS, as well as the earnings impact of the MFRS 2 on share-based payment.

In accordance with MFRS 2, the cost arising from the issuance of the ESOS Options is measured by the fair value of the ESOS Options, which is expected to vest at each date of offer and is recognised in the statements of profit or loss and other comprehensive income over the vesting period of the ESOS Options, thereby reducing the earnings of our Group. The fair value of the ESOS Options is determined after taking into consideration, amongst others, the historical volatility of the Shares, the risk-free rate, the ESOS Exercise Price and time to maturity of the ESOS Options from the vesting date of the ESOS Options. Hence, the potential effect on the EPS of our Group, as a consequence of the recognition of the said cost, cannot be determined at this juncture.

Nevertheless, our Company has taken note of the potential impact of the MFRS 2 on our Group's future earnings and shall take into consideration such impact on the allocation and granting of ESOS Options to the Eligible Persons.

8.4 Substantial shareholders' shareholdings

8.4.1 Proposed Acquisition

The Proposed Acquisition will not have any effect on the substantial shareholders' shareholdings in our Company as there will be no issuance of new Shares arising from the Proposed Acquisition.

8.4.2 Proposed ESOS

The Proposed ESOS will not have an immediate effect on the shareholdings of the substantial shareholders of Infoline unless the substantial shareholders of our Company are participants in the Proposed ESOS themselves and/or until such time when the new Shares are issued pursuant to the Proposed ESOS, which should result in a dilution in their shareholdings. Any potential effect on the substantial shareholdings in Infoline will depend on the number of ESOS Options granted and new Shares to be issued arising from the exercise of the ESOS Options under the Proposed ESOS.

For illustrative purposes, assuming that the Maximum Shares available under the Proposed ESOS are fully granted and vested, and such Maximum Shares are fully satisfied by the issuance of new Shares, the pro forma effects of the Proposed ESOS on the substantial shareholders' shareholdings of our Company are as follows:

	As at the LPD				After the Proposed ESOS			
	Direct		Indirect		Direct		Indirect	
Substantial shareholders	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Choo Wei Chuen	154,585,606	42.67	-	-	(3)158,217,897	39.60	-	-
Loo Wai Hong	54,605,861	15.07	-	-	(4)64,048,861	16.03	-	-

Notes:

(1) Based on the issued share capital of our Company as at the LPD (excluding treasury shares) of 362,287,520 Shares.

(2) Based on the enlarged issued share capital of our Company of 399,552,032 Shares with the following assumptions:

(i) all of the treasury shares retained by our Company as at the LPD are resold at cost; and

(ii) the Maximum Shares available under the Proposed ESOS are fully granted and vested, and such Maximum Shares are fully satisfied by the issuance of 36,322,912 new Shares on an immediate basis.

(3) Assuming Choo Wei Chuen, an eligible Director of the Company, owning more than 20% equity interest in the Company has been granted a maximum allocation of 3,632,291 Shares equivalent to approximately 10% of the ESOS Options offered.

(4) Assuming Loo Wai Hong, an eligible Director of the Company, has been granted an allocation of 9,443,000 Shares equivalent to approximately 26.00% of the ESOS Options offered.

8.5 Convertible securities

As at the LPD, our Company does not have any convertible securities.

9. PERCENTAGE RATIO

The highest percentage ratio applicable to the Proposed Acquisition pursuant to Paragraph 10.02(g) of the Listing Requirements is 30.58% based on the latest audited financial statements of our Company for the FPE 31 March 2025.

10. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:

(i) Bursa Securities for the listing of and quotation for such number of new Shares, representing up to 10% of the total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS, which was obtained on 11 June 2026; and

(ii) the shareholders of Infoline for the Proposals at our forthcoming EGM.

The Proposed Acquisition and Proposed ESOS are not inter-conditional upon each other.

The Proposals are not conditional upon any other proposals undertaken or to be undertaken by our Company.

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

Save as disclosed below, none of the Directors, major shareholders and chief executive of our Company and/or Persons Connected with them has any interest in the Proposals.

All our Directors are Eligible Persons under the Proposed ESOS, and are therefore deemed interested in the Proposed ESOS and to the extent of their respective allocations as well as the allocations to Persons Connected with them (if any) under the Proposed ESOS. Notwithstanding, all our Directors have agreed to table the Proposed ESOS to our shareholders for their consideration and approval.

Accordingly, our Directors have abstained and will continue to abstain from all deliberations, recommendations and voting in respect of their own respective allocations and the allocations to Persons Connected with them (if any) under the Proposed ESOS at the relevant Board meetings. Our Directors will also abstain from voting in respect of their direct and/or indirect shareholdings in our Company (if any) on the ordinary resolutions pertaining to the Proposed ESOS and their respective allocations as well as the allocations to Persons Connected with them (if any) under the Proposed ESOS, to be tabled at our forthcoming EGM.

Our Directors, Eligible Persons who are major shareholders and/or chief executive will also ensure that Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company (if any) on the ordinary resolutions pertaining to the Proposed ESOS and the respective allocations to our Directors, Eligible Persons who are major shareholders, chief executive as well as the allocations to Persons Connected with them under the Proposed ESOS (if any), to be tabled at our forthcoming EGM.

As at the LPD, the shareholdings of the interested Directors and major shareholders are set out below:

	Direct		Indirect	
	No. of Shares	**(1)%**	**No. of Shares**	**(1)%**
Interested Directors and major shareholders				
Choo Wei Chuen	154,585,606	42.67	-	-
Loo Wai Hong	54,605,861	15.07	-	-
Interested Directors				
Too Yit Meng	14,430,253	3.98	-	-
Olivia Lim	50,000	0.01	-	-
Alwizah Al-Yafii binti Ahmad Kamal	35,000	0.01	-	-

Note:

(1) Based on the issued share capital of our Company as at the LPD (excluding treasury shares) of 362,287,520 Shares.

Any proposed allocation of ESOS Awards to interested Directors, chief executive, Eligible Persons who are major shareholders and/or Persons Connected with them is subject to the approval of the shareholders of our Company at our forthcoming EGM.

12. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, there is no other corporate exercise / scheme which has been announced by our Company but is pending completion as at date of this Circular.

13. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposals are expected to be completed by the second half of 2026.

14. DIRECTORS' STATEMENTS AND RECOMMENDATION

14.1 Proposed Acquisition

Our Board, having considered and deliberated on all aspects of the Proposed Acquisition, including but not limited to the terms and conditions of the SPAs, the basis and justification for the Purchase Consideration, and the rationale and pro forma effects of the Proposed Acquisition, is of the opinion that the Proposed Acquisition is in the best interests of our Company.

Accordingly, our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.

14.2 Proposed ESOS

In view that all our Directors are eligible to participate in the Proposed ESOS, our Board has abstained and will continue to abstain from expressing an opinion and making any recommendation on the resolutions pertaining to the Proposed ESOS and their respective allocations as well as the allocations to Persons Connected with them, if any, under the Proposed ESOS.

15. EGM

Our forthcoming EGM, the notice of which is enclosed in this Circular, will be held on Friday, 28 August 2026 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of Fifth Annual General Meeting which is scheduled to be held on the same day at 9:30 a.m., whichever is later, at Mutiara 3, Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, for the purpose of considering and if thought fit, passing with or without any modifications, the ordinary resolutions as set out in our Notice of EGM therein to give effect to the Proposals. Our Notice of EGM and the Form of Proxy are enclosed in this Circular.

If you are unable to attend and vote at the forthcoming EGM, you may appoint a proxy or proxies to attend and vote on your behalf. The instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by our Company's Share Registrar not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

(i) In hard copy form

The Proxy Form must be deposited with our Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The Proxy Form can be lodged electronically lodged via the following methods:
(a) Vide facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
(b) Vide designated Email Address of Share Registrar: info@sshsb.com.my

The completion and lodging of the Form of Proxy will not preclude you from attending, participating, speaking and voting at the EGM should you subsequently decide to do so.

16. FURTHER INFORMATION

You are requested to refer to the attached appendices of this Circular for further information.

Yours faithfully
For and on behalf of
INFOLINE TEC GROUP BERHAD

Ang Seng Wong
Independent Non-Executive Chairman

1. AGREEMENT TO SELL AND TO PURCHASE

Subject to the satisfaction of the Conditions Precedent below, Huayi (SEA) Sdn Bhd ("**Huayi**") agrees to sell and Infoline IT Solutions Sdn Bhd ("**Infoline IT Solutions**") agrees to purchase the Lot 10 on an "as is where is" basis from Huayi on the following basis:

(a) the Lot 10 is free from all encumbrances on the date of Completion;

(b) with vacant possession; and

(c) each of the representations and warranties set out in the Lot 10 SPA is true and accurate in all respects;

and upon the terms and conditions contained in the Lot 10 SPA.

2. CONDITIONS PRECEDENT

2.1 The Lot 10 SPA is conditional upon the compliance and fulfilment of the following conditions precedent ("**Conditions Precedent**") on or before the date falling six (6) months after the date of the Agreement or such other date as may be mutually agreed by the parties ("**Cut-Off Date**"):

(a) Huayi having obtained, at its own costs and expenses:

(i) the approval of its shareholders and the shareholders of its holding company (if relevant) ("**Vendor's Shareholders' Approval**"); and

(ii) the written approval of the State Authority for the transfer of the Lot 10 to Infoline IT Solutions pursuant to the restrictions in interest set out in the Title Deed ("**Consent to Transfer**"); and

(b) Infoline IT Solutions having obtained, at its own costs and expenses:

(i) the written approval of the State Authority to charge the Lot 10 in favour of the financier ("**Consent to Charge**") pursuant to the restrictions in interest set out in the Title Deed; and

(ii) the approval of its shareholders and the shareholders of its holding company (if relevant) ("**Purchaser's Shareholders' Approval**"); and

(c) Infoline IT Solutions to furnish to Huayi one (1) set of the following documents duly certified by Infoline IT Solutions's company secretary:-

(i) the resolution of the board of directors of Infoline IT Solutions authorising the acquisition of the Lot 10 and the execution, delivery and performance of the Lot 10 SPA and all other relevant documents in respect of the acquisition of the Lot 10 from Huayi; and

(ii) the resolution of the shareholders of Infoline IT Solutions authorising the acquisition of the Lot 10 and the execution, delivery and performance of the Lot 10 SPA and all other relevant documents in respect of the acquisition of the Lot 10 from Huayi,

(d) the completion of a due diligence on the Lot 10 undertaken by Infoline IT Solutions within 30 days from the date of the Lot 10 SPA ("**Due Diligence Period**") including a valuation on the Property and the findings and results of the due diligence thereof being satisfactory to Infoline IT Solutions. If Infoline IT Solutions is not satisfied with the findings and results of the due diligence, Infoline IT Solutions shall notify Huayi in writing within the Due Diligence Period, specifying the reasons for such dissatisfaction, and Huayi shall be required to take reasonable steps to rectify any such issues raised, failing which Infoline IT Solutions shall be deemed to have accepted the results of the due diligence and this condition shall be deemed fulfilled;

(e) any other approvals as may be required from relevant authorities to be obtained by Huayi and/or Infoline IT Solutions for the sale and transfer of the Lot 10 to Infoline IT Solutions; and

(f) the sale and purchase agreement for the Lot 11 ("**Lot 11 SPA**") becoming unconditional.

2.2 The Lot 10 SPA shall become unconditional when all the Conditions Precedent are satisfied and on the same date as Lot 11 SPA becoming unconditional, whichever is later. Upon the last of the Conditions Precedent being fulfilled as notified by the solicitors of the Party making the relevant applications to the solicitors of the other Party, together with certified copies of the letters containing the respective approvals ("**Unconditional Date**"). Each Party agrees and covenants with the other Party to forthwith notify the other Party in writing of the fulfilment of the Condition Precedent together with a certified true copy of the relevant documents evidencing such fulfilment (and in the case of the Consent to Transfer, the original letter from the state authority containing the Consent to Transfer) ("**CP Fulfilment Notice**") and the relevant Condition Precedent shall be deemed fulfilled on the date of the other Party's receipt of a CP Fulfilment Notice from the other Party.

2.3 Save as otherwise provided in the Lot 10 SPA, in the event that any of the Conditions Precedent is not fulfilled by the Cut-Off Date despite all reasonable efforts by the Parties (unless any of such Conditions Precedent is waived in writing by the Parties where such waiver is legally permitted for the sale of the Lot 10 to Infoline IT Solutions to be completed), either Party shall be entitled to rescind and terminate the Lot 10 SPA by way of notice in writing to the other Party and thereafter, within ten (10) Business Days from the date of the notice of termination:

(a) Huayi shall refund or return to Infoline IT Solutions the earnest deposit amounting to 2% of the purchase price free of interest;

(b) Huayi's Solicitors shall return to Infoline IT Solutions the balance deposit amounting to 8% of the purchase price less the RPGT Sum amounting to 3% of the purchase price free of interest;

(c) Infoline IT Solutions's Solicitors shall release the RPGT Sum to Infoline IT Solutions. If the RPGT Sum has been paid over to the Inland Revenue Board (because Conditions Precedent (a)(ii) and (b)(i) have been satisfied) the RPGT Sum will be refunded to Infoline IT Solutions by Huayi free of interest; and

(d) in exchange for the refund of the deposit in the manner as aforesaid, each Party shall return or cause to be returned to the other Party all documents delivered by or on behalf of the respective Party to the other Party or their solicitors pursuant to the terms of the Lot 10 SPA.

Thereafter, the Lot 10 SPA shall be null and void and shall be of no effect whatsoever and neither Party shall have any right or claim against the other save for antecedent breaches. In the event the Earnest Deposit and the Balance Deposit less RPGT Sum (or any part thereof) is not refunded to Infoline IT Solutions by the expiry of the said period of ten (10) Business Days, interest at the rate of eight percent (8%) per annum calculated on a daily basis based on a three hundred and sixty-five (365) days year ("**Interest"**) shall be imposed on the amount due and owing.

3. PURCHASE PRICE AND PAYMENT TERMS

3.1 The purchase price for the Lot 10 shall be **Ringgit Malaysia Nine Million two hundred eighty-eight thousand eight hundred eighty-eight (RM9,288,888.00)** only ("**Purchase Price**").

3.2 The Purchase Price shall be paid by Infoline IT Solutions in the following manner:

(A) The Earnest Deposit

Infoline IT Solutions has on 26 January 2026 paid to Huayi's property agent, One Maker Realty Sdn Bhd, the Earnest Deposit, the receipt of which Huayi hereby acknowledges.

(B) The Balance Deposit

Infoline IT Solutions shall on the signing of the Lot 10 SPA pay the Balance Deposit in the following manner:-

(a) to pay the sum of **Ringgit Malaysia Four hundred sixty-four thousand four hundred forty-four (RM464,444.40)** only being 5% of the Purchase Price to Huayi's Solicitors to be held by it as stakeholders' pending the satisfaction of all the Conditions Precedent, and which shall only be released to Huayi upon the fulfilment of the Conditions Precedent; and

(b) to pay the RPGT Sum to Infoline IT Solutions's Solicitors to be held by it as stakeholders' pending the satisfaction of all the Conditions Precedent in (a) (ii) and (b) (i).

Infoline IT Solutions's Solicitors shall retain the RPGT Sum in an interest bearing account. The interest accrued on the RPGT Sum will belong to Infoline IT Solutions if all the Conditions Precedent are not satisfied. The interest accrued on the Balance Deposit will belong to Huayi if all the Conditions Precedent are satisfied resulting in the Unconditional Date and Completion can occur.

On the occurrence of the Unconditional Date, Huayi's Solicitor shall within 60 days of the satisfaction of Condition Precedent (b) (i) and (a) (ii), pay Huayi's tax agent or the Director General of Inland Revenue the RPGT Sum in respect of the disposal of the Lot 10 by Huayi to Infoline IT Solutions,

(C) Balance Sum

Within three (3) months from the Unconditional Date ("**Completion Period**") subject to any extension below), Infoline IT Solutions shall pay the Balance Sum to Infoline IT Solutions's Solicitors, who will pay the licensed banking institution which holds a charge(s) over the Lot 10 ("**Chargee**") or Huayi or Huayi's Solicitors the sum that the Chargee requires before it will discharge the charge from the Lot 10 which should not be more than the Balance Sum ("**Redemption Amount**") first. Any remaining amount of the Balance Sum shall not be paid over to Huayi until Clause 6.3 of the Lot 10 SPA has been fulfilled and will be held by Huayi's Solicitors as stakeholder.

Huayi's Solicitors shall release the Redemption Amount to the Chargee in accordance with the Lot 10 SPA.

3.3 In the event that Infoline IT Solutions does not pay the Balance Sum or any part thereof within the Completion Period, Huayi shall grant to Infoline IT Solutions an automatic extension of one (1) month from the expiry of the Completion Period ("**Extended Completion Period**") to pay the Balance Sum or the amount thereof that is outstanding subject to Infoline IT Solutions paying to Huayi Interest on the outstanding amount of the Balance Sum calculated from the date of commencement of the Extended Completion Period to the date of payment of the Balance Sum in full based on a three hundred and sixty-five (365) day year on the actual number of days elapsed and such Interest shall be payable on the date Infoline IT Solutions pays the Balance Sum in full to Huayi's Solicitors as stakeholders.

3.4 Huayi hereby declares and acknowledges that all payments made by Infoline IT Solutions to Huayi's Solicitors whether as stakeholder or otherwise shall be sufficient discharge of Infoline IT Solutions's payment obligations to Huayi in respect of such payments. Infoline IT Solutions hereby declares and acknowledges that all payments made by Huayi to Infoline IT Solutions 's Solicitors whether as stakeholder or otherwise shall be sufficient discharge of Infoline IT Solutions's payment obligations to Huayi in respect of such payments unless as indicated otherwise and mutually agreed in writing between the parties.

3.5 The date on which the full amount of the Balance Sum together with the Interest for late payment, if any has been paid to Huayi's Solicitors as stakeholder shall hereinafter be referred to as the "**Completion Date**".

4. CONCURRENT COMPLETION OF THE LOT 11 SPA

4.1 Concurrent Completion: Notwithstanding any other provision in the Lot 10 SPA, the Parties agree and intend that the Lot 10 SPA shall be dependent on Infoline IT Solutions's purchase of Lot 11 from Orionis Technology (M) Sdn Bhd in accordance with the Lot 11 SPA and that both SPAs shall be completed concurrently. The parties further agree that Infoline IT Solutions shall not be obliged to complete the purchase of the Lot 10 in the event the Lot 11 SPA is terminated for any reason set out in Lot 11 SPA (other than due to the default of Infoline IT Solutions) prior to the Completion of the Lot 10 SPA, unless such condition ("**Concurrent Condition**") is waived in writing by Infoline IT Solutions at any time during the continuance of the Lot 10 SPA and not later than the expiry of ten (10) Business Days from the date of termination of the Lot 11 SPA.

4.2 Non-Completion of Other SPA: In the event that the sale and purchase agreement of the Lot 11 is not completed for any reason set out in Lot 10 SPA (other than due to the default of Huayi) and provided that Infoline IT Solutions has not waived the Concurrent Condition within the time stipulated in Clause 10.1 (*Concurrent Completion*), Infoline IT Solutions shall be entitled to terminate the Lot 10 SPA by notice in writing to Huayi whereupon all monies paid under the Lot 10 SPA by Infoline IT Solutions or the financier to account for the Purchase Price (including the RPGT Sum) together with all Interest shall be refunded to Infoline IT Solutions within ten (10) Business Days of such termination.

5. DELIVERY OF POSSESSION

5.1 Huayi shall deliver vacant possession of the Lot 10 and property in the same state and condition (fair wear and tear excepted) as at the date of the inspection (if applicable, otherwise as at the date of the Lot 10 SPA), free of Encumbrances and without any occupants including squatters, equipment and/or junks, within five (5) Business Days from the Completion Date ("**VP Date**")

5.2 Infoline IT Solutions hereby expressly confirms that it has inspected the said Property before the execution of the Lot 10 SPA and has or is deemed to have full notice of the actual state condition locality and contour of the Property and Infoline IT Solutions is satisfied with the same.

6. DEFAULT BY VENDOR

6.1 If prior to the completion of the sale and purchase of the Lot 10:

(a) Huayi shall commit a breach of any of the material terms and conditions contained in the Lot 10 SPA or any of its undertakings, covenants, representations and warranties are inaccurate or incorrect so as to materially affect the operation of the provisions of the Lot 10 SPA;

(b) any step is taken or an order is made or a resolution is passed or legislation is enacted for the winding up, dissolution or liquidation, as the case may be, of Huayi or a petition for winding up is presented against Huayi; or

(c) any execution or attachment shall be levied, enforced or issued against any of Huayi's assets;

Infoline IT Solutions shall be entitled at any time thereafter to give written notice to Huayi within ten (10) days, other than a Saturday, Sunday and public holiday, on which government offices and commercial banks are open for business in Kuala Lumpur and/or Selangor ("**Business Days**") of the default occurring or of Infoline IT Solutions becoming aware of the default (whichever is later):

i. setting out the default; and

ii. requiring Huayi to remedy such default within thirty (30) Business Days from the date of the notice or such longer period as may be mutually agreed between the Parties and in such event, the Completion Period shall be automatically extended, free of Interest, by the number of calendar days taken by Huayi to remedy the default.

6.2 If a notice to remedy is duly given by Infoline IT Solutions and Huayi fails to remedy or rectify the default within thirty (30) Business Days from Huayi's receipt of such notice from Infoline IT Solutions, Infoline IT Solutions shall be entitled to:

(a) take all action as may be available to Infoline IT Solutions at law to enforce specific performance of the Lot 10 SPA against Huayi and/or such other remedies available at law to Infoline IT Solutions; OR

(b) terminate the Lot 10 SPA whereupon Huayi shall within ten (10) Business Days of receiving a written notice of such termination from Infoline IT Solutions refund to Infoline IT Solutions all monies paid by Infoline IT Solutions towards the account of the Purchase Price free of interest pursuant to the provisions of the Lot 10 SPA and further pay to Infoline IT Solutions a sum equivalent to ten percent (10%) of the Purchase Price as agreed liquidated damages.

In exchange for the refund and payment, Infoline IT Solutions shall:

i. return or cause to be returned to Huayi the discharge documents, transfer, transfer documents, and all other documents received from Huayi with Huayi's interest intact in respect of the Lot 10 Provided that if the transfer has been duly stamped, Infoline IT Solutions shall have the right to first apply to the Collector of Stamp Duty for a refund of the stamp duty paid on the transfer before returning the cancelled transfer to Huayi;

ii. withdraw, cause or procure to be withdrawn Infoline IT Solutions's caveat and/or its financier's caveat, if any, lodged by Infoline IT Solutions and/or its financier in respect of the Lot 10 at Huayi's cost and expense provided that Infoline IT Solutions's Solicitors shall deliver the duly executed withdrawal of private caveat form to Huayi's Solicitors within five (5) Business Days of Infoline IT Solutions's Solicitors' receipt of the refund from Huayi or Huayi's Solicitors; and

iii. re-deliver vacant possession of the Lot 10 (if already been delivered) at Huayi's costs and expense,

and thereafter the Lot 10 SPA shall be null and void and neither Party shall have any claim against the other arising from or in connection with the Lot 10 SPA save for antecedent breaches.

6.3 In the event that the transfer has already been registered in favour of Infoline IT Solutions as at the date of termination of the Lot 10 SPA, Infoline IT Solutions shall deliver to Huayi the executed memorandum of transfer in favour of Huayi for the re-transfer of the Lot 10 to Huayi, at Huayi's cost and expense.

7. DEFAULT BY PURCHASER

7.1 If:

(a) Infoline IT Solutions shall commit a breach of any of the material terms and conditions contained in the Lot 10 SPA or any of its covenants are inaccurate or incorrect so as to materially affect the operation of the provisions of the Lot 10 SPA including Infoline IT Solutions's failure to pay the Balance Sum or any part thereof and all interest accrued (if any) in the manner and at the time stipulated herein;

(b) any step is taken or an order is made or a resolution is passed or legislation is enacted for the winding up, dissolution or liquidation, as the case may be, of Infoline IT Solutions or a petition for winding up is presented against Infoline IT Solutions; or

(c) any execution or attachment shall be levied, enforced or issued against any of Infoline IT Solutions's assets,

Huayi shall be entitled at any time thereafter to serve a written notice to Infoline IT Solutions within ten (10) Business Days of the breach occurring or of Huayi becoming aware of the breach (whichever is later):

i. setting out the breach; and

ii. requiring Infoline IT Solutions to remedy such breach within thirty (30) Business Days from the date of the notice or such longer period as may be mutually agreed between the Parties.

7.2 If a notice to remedy is duly given and Infoline IT Solutions fails to remedy or rectify the default within thirty (30) Business Days from Infoline IT Solutions's receipt of such notice from Huayi, Huayi shall be entitled to terminate the Lot 10 SPA upon the expiry of the said thirty (30) Business Days' remedial period whereupon the Deposit shall be absolutely forfeited to Huayi as agreed liquidated damages and Huayi shall within ten (10) Business Days of the notice of termination, refund to Infoline IT Solutions all other monies paid by Infoline IT Solutions towards the account of the Purchase Price pursuant to the provisions of the Lot 10 SPA free of Interest. In exchange for the payment (if any), Infoline IT Solutions shall:

(a) return or cause to be returned to Huayi the discharge documents, transfer, transfer documents and all other documents received from Huayi with Huayi's interest intact in respect of the Lot 10 Provided that if the transfer has been duly stamped, Infoline IT Solutions shall have the right to first apply to the Collector of Stamp Duty for a refund of the stamp duty paid on the transfer before returning the cancelled transfer to Huayi;

(b) withdraw, cause or procure to be withdrawn Infoline IT Solutions's caveat and/or its financier's caveat, if any, lodged by Infoline IT Solutions and/or its financier in respect of the Lot 10 at Infoline IT Solutions's cost and expense; and

(c) re-deliver vacant possession of the Lot 10 (if already been delivered) at Infoline IT Solutions's own cost and expense,

and thereafter the Lot 10 SPA shall be null and void and neither Party shall have any claim against the other arising from or in connection with the Lot 10 SPA save for antecedent breaches.

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APPENDIX II – SALIENT TERMS OF LOT 11 SPA

1. AGREEMENT TO SELL AND TO PURCHASE

Subject to the satisfaction of the Conditions Precedent below, Orionis Technology (M) Sdn Bhd (“**Orionis**”) agrees to sell and Infoline IT Solutions Sdn Bhd (“**Infoline IT Solutions**”) agrees to purchase the Lot 11 on an "as is where is" basis from Orionis on the following basis:

(a) the Lot 11 is free from all encumbrances on the date of Completion;

(b) with vacant possession; and

(c) each of the representations and warranties set out in the Lot 11 SPA is true and accurate in all respects; and

(d) upon fulfilment of the Conditions Precedent below,

and upon the terms and conditions contained in the Lot 11 SPA.

2. CONDITIONS PRECEDENT

2.1 The Lot 11 SPA is conditional upon the compliance and fulfilment of the following conditions precedent (“**Conditions Precedent**”) on or before the Cut-Off Date:

(a) Orionis having obtained, at its own costs and expenses:

(i) the approval of its shareholders and the shareholders of its holding company (if relevant) (“**Vendor’s Shareholders’ Approval**”); and

(ii) the written approval of the State Authority for the transfer of the Lot 11 to Infoline IT Solutions pursuant to the restrictions in interest set out in the Title Deed (“**Consent to Transfer**”); and

(iii) the written consent from the developer, Tamadun Cemerlang Sdn Bhd (“**Tamadun Cemerlang**”) (with the assistance of Infoline IT Solutions’s Solicitor) to transfer the Lot 11 directly to Infoline IT Solutions and the Memorandum of Transfer duly executed by Tamadun Cemerlang in favour of Infoline IT Solutions (hereinafter referred to as “the Direct Transfer”); OR

(iv) a copy of the issue title duly registered in favour of Orionis’s name together with the Memorandum of Transfer duly executed by Orionis in favour of Infoline IT Solutions (hereinafter referred to as “the **Double Transfer**”); and

(v) the confirmation and relevant proof of Orionis’s compliance to Tamadun Cemerlang’s consent for Direct Transfer from Tamadun Cemerlang (if applicable) OR the registration of Orionis as registered proprietor of the Lot 11;

(b) Infoline IT Solutions having obtained, at its own costs and expenses:

(i) the written approval of the State Authority to charge the Lot 11 in favour of the financier (“**Consent to Charge**”) pursuant to the restrictions in interest set out in the Title Deed; and

(ii) the approval of its shareholders and the shareholders of its holding company (if relevant) (“**Purchaser’s Shareholders’ Approval**”); and

(c) Infoline IT Solutions to furnish to Orionis one (1) set of the following documents duly certified by Infoline IT Solutions's company secretary:-

(i) the resolution of the board of directors of Infoline IT Solutions authorising the acquisition of the Lot 11 and the execution, delivery and performance of the Lot 11 SPA and all other relevant documents in respect of the acquisition of the Lot 11 from Orionis; and

(ii) the resolution of the shareholders of Infoline IT Solutions authorising the acquisition of the Lot 11 and the execution, delivery and performance of the Lot 11 SPA and all other relevant documents in respect of the acquisition of the Lot 11 from Orionis,

(d) the completion of a due diligence on the Lot 11 undertaken by Infoline IT Solutions within 30 days from the date of the Lot 11 SPA ("**Due Diligence Period**") including a valuation on the Property and the findings and results of the due diligence thereof being satisfactory to Infoline IT Solutions. If Infoline IT Solutions is not satisfied with the findings and results of the due diligence, Infoline IT Solutions shall notify Orionis in writing within the Due Diligence Period, specifying the reasons for such dissatisfaction, and Orionis shall be required to take reasonable steps to rectify any such issues raised, failing which Infoline IT Solutions shall be deemed to have accepted the results of the due diligence and this condition shall be deemed fulfilled; and

(e) any other approvals as may be required from the Relevant Authority to be obtained by Orionis and/or Infoline IT Solutions for the sale and transfer of the Lot 11 to Infoline IT Solutions.

2.2 The Lot 11 SPA shall become unconditional on the date on which the last of the Conditions Precedent is fulfilled as notified by the solicitors of the Party making the relevant applications to the solicitors of the other Party, together with certified copies of the letters containing the respective approvals ("**Unconditional Date**"). Each Party agrees and covenants with the other Party to forthwith notify the other Party in writing of the fulfilment of the Condition Precedent together with a certified true copy of the relevant documents evidencing such fulfilment (and in the case of the Consent to Transfer, the original letter from the state authority containing the Consent to Transfer) ("**CP Fulfilment Notice**") and the relevant Condition Precedent shall be deemed fulfilled on the date of the other Party's receipt of a CP Fulfilment Notice from the other Party.

2.3 Save as otherwise provided in the Lot 11 SPA, in the event that any of the Conditions Precedent is not fulfilled by the Cut-Off Date despite all reasonable efforts by the Parties (unless any of such Conditions Precedent is waived in writing by the Parties where such waiver is legally permitted for the sale of the Lot 11 to Infoline IT Solutions to be completed), either Party shall be entitled to rescind and terminate this Agreement by way of notice in writing to the other Party and thereafter, within ten (10) Business Days from the date of the notice of termination:

(a) Orionis shall refund or return to Infoline IT Solutions the earnest deposit amounting to 2% of the purchase price free of interest;

(b) Orionis's Solicitors shall return to Infoline IT Solutions the balance deposit amounting to 8% of the purchase price less RPGT Sum amounting to 3% of the purchase price free of interest;

(c) Infoline IT Solutions's Solicitors shall release the RPGT Sum to Infoline IT Solutions. If the RPGT Sum has been paid over to the Inland Revenue Board (because Conditions Precedent (a)(ii) and (b)(i) have been satisfied) the RPGT Sum will be refunded to the Purchaser by Orionis free of interest; and

(d) in exchange for the refund of the deposit in the manner as aforesaid, each Party shall return or cause to be returned to the other Party all documents delivered by or on behalf of the respective Party to the other Party or their solicitors pursuant to the terms of the Lot 11 SPA.

Thereafter, the Lot 11 SPA shall be null and void and shall be of no effect whatsoever and neither Party shall have any right or claim against the other save for antecedent breaches. In the event the Earnest Deposit and the Balance Deposit less RPGT Sum (or any part thereof) is not refunded to Infoline IT Solutions by the expiry of the said period of ten (10) Business Days, Interest shall be imposed on the amount due and owing.

3. PURCHASE PRICE AND PAYMENT TERMS

3.1 The purchase price for the Lot 11 shall be **Ringgit Malaysia Nine Million two hundred eighty-eight thousand eight hundred eighty-eight (RM9,288,888.00)** only ("**Purchase Price**").

3.2 The Purchase Price shall be paid by Infoline IT Solutions in the following manner:

(A) The Earnest Deposit

Infoline IT Solutions has on 26 January 2026 paid to the Orionis's property agent, One Maker Realty Sdn Bhd, the Earnest Deposit, the receipt of which Orionis hereby acknowledges.

(B) The Balance Deposit

Infoline IT Solutions shall on the signing of the Lot 11 SPA pay the Balance Deposit in the following manner:-

(a) to pay the sum of **Ringgit Malaysia Four hundred sixty-four thousand four hundred forty-four (RM464,444.40)** only being 5% of the Purchase Price to Orionis's Solicitors to be held by it as stakeholders' pending the satisfaction of all the Conditions Precedent, and which shall only be released to Orionis upon the fulfilment of the Conditions Precedent; and

(b) to pay the RPGT Sum to Infoline IT Solutions's Solicitors to be held by it as stakeholders' pending the satisfaction of all the Conditions Precedent in (a) (ii) and (b) (i).

Infoline IT Solutions's Solicitors shall retain the RPGT Sum in an interest bearing account. The interest accrued on the RPGT Sum will belong to Infoline IT Solutions if all the Conditions Precedent are not satisfied. The interest accrued on the Balance Deposit will belong to Orionis if all the Conditions Precedent are satisfied resulting in the Unconditional Date and Completion can occur.

On the occurrence of the Unconditional Date, Orionis's Solicitor shall within 60 days of the satisfaction of Conditions Precedent (b) (i) and (a) (ii), pay Orionis's tax agent or the Director General of Inland Revenue the RPGT Sum in respect of the disposal of the Lot 11 by Orionis to Infoline IT Solutions,

(C) Balance Sum

Within three (3) months from the Unconditional Date ("**Completion Period**" subject to any extension below), Infoline IT Solutions shall pay the Balance Sum to Infoline IT Solutions's Solicitors, who will pay the licensed banking institution which holds a charge(s) over the Lot 11 ("**Chargee**") or Orionis or Orionis's Solicitors the sum that the Chargee requires before it will discharge the charge from the Lot 11 which should not be more than the Balance Sum ("**Redemption Amount**") first. Any remaining amount of the Balance Sum shall not be paid over to Orionis until Clause 6.3 of the Lot 11 SPA has been fulfilled and will be held by Orionis's Solicitors as stakeholder.

Orionis's Solicitors shall release the Redemption Amount to the Chargee in accordance with Lot 11 SPA.

3.3 In the event that Infoline IT Solutions does not pay the Balance Sum or any part thereof within the Completion Period, Orionis shall grant to Infoline IT Solutions an automatic extension of one (1) month from the expiry of the Completion Period ("**Extended Completion Period**") to pay the Balance Sum or the amount thereof that is outstanding subject to Infoline IT Solutions paying to Orionis on the outstanding amount of the Balance Sum calculated from the date of commencement of the Extended Completion Period to the date of payment of the Balance Sum in full based on a three hundred and sixty-five (365) day year on the actual number of days elapsed and such Interest shall be payable on the date Infoline IT Solutions pays the Balance Sum in full to the Orionis's Solicitors as stakeholders.

3.4 Orionis hereby declares and acknowledges that all payments made by Infoline IT Solutions to Orionis's Solicitors whether as stakeholder or otherwise shall be sufficient discharge of ITTS's payment obligations to Orionis in respect of such payments. Infoline IT Solutions hereby declares and acknowledges that all payments made by Orionis to Infoline IT Solutions 's Solicitors whether as stakeholder or otherwise shall be sufficient discharge of Infoline IT Solutions's payment obligations to Orionis in respect of such payments unless as indicated otherwise and mutually agreed in writing between the parties.

3.5 The date on which the full amount of the Balance Sum together with the late payment interest, if any has been paid to Orionis's Solicitors as stakeholder shall hereinafter be referred to as the "**Completion Date**".

4. CONCURRENT COMPLETION OF THE LOT 10 SPA

4.1 Concurrent Completion: Notwithstanding any other provision in the Lot 11 SPA, the Parties agree and intend that the Lot 11 SPA shall be dependent on Infoline IT Solutions's purchase of Lot 10 from Huayi (SEA) Sdn Bhd in accordance with the Lot 10 SPA and that both SPAs shall be completed concurrently. The parties further agree that Infoline IT Solutions shall not be obliged to complete the purchase of the Lot 11 in the event the Lot 10 SPA is terminated for any reason set out in Lot 10 SPA (other than due to the default of Infoline IT Solutions) prior to the Completion of the Lot 11 SPA, unless such condition ("**Concurrent Condition**") is waived in writing by Infoline IT Solutions at any time during the continuance of the Lot 11 SPA and not later than the expiry of ten (10) Business Days from the date of termination of the Lot 10 SPA.

4.2 Non-Completion of Other SPA: In the event that the sale and purchase of the Lot 10 is not completed for any reason set out in the Lot 10 SPA (other than due to the default of Orionis) and provided that Infoline IT Solutions has not waived the Concurrent Condition within the time stipulated in Clause 10.1 (*Concurrent Completion*), Infoline IT Solutions shall be entitled to terminate the Lot 11 SPA by notice in writing to Orionis whereupon all monies paid under the Lot 11 SPA by Infoline IT Solutions or the financier to account for the Purchase Price (including the RPGT Sum) together with all interest shall be refunded to Infoline IT Solutions within ten (10) Business Days of such termination.

5. DELIVERY OF POSSESSION

5.1 Orionis shall deliver vacant possession of the Lot 11 and property in the same state and condition (fair wear and tear excepted) as at the date of the inspection (if applicable, otherwise as at the date of the Lot 11 SPA), free of Encumbrances and without any occupants including squatters, equipment and/or junks, within five (5) Business Days from the Completion Date ("**VP Date**")

5.2 Infoline IT Solutions hereby expressly confirms that it has inspected the said Property before the execution of Lot 11 SPA and has or is deemed to have full notice of the actual state condition locality and contour of the Property and Infoline IT Solutions is satisfied with the same.

6. DEFAULT BY VENDOR

6.1 If prior to the completion of the sale and purchase of the Lot 11:

(a) Orionis shall commit a breach of any of the material terms and conditions contained in the Lot 11 SPA or any of its undertakings, covenants, representations and warranties are inaccurate or incorrect so as to materially affect the operation of the provisions of Lot 11 SPA;

(b) any step is taken or an order is made or a resolution is passed or legislation is enacted for the winding up, dissolution or liquidation, as the case may be, of Orionis or a petition for winding up is presented against Orionis; or

(c) any execution or attachment shall be levied, enforced or issued against any of Orionis's assets;

Infoline IT Solutions shall be entitled at any time thereafter to give written notice to Orionis within ten (10) Business Days of the default occurring or of Infoline IT Solutions becoming aware of the default (whichever is later):

i. setting out the default; and

ii. requiring Orionis to remedy such default within thirty (30) Business Days from the date of the notice or such longer period as may be mutually agreed between the Parties and in such event, the Completion Period shall be automatically extended, free of Interest, by the number of calendar days taken by Orionis to remedy the default.

6.2 If a notice to remedy is duly given by Infoline IT Solutions and Orionis fails to remedy or rectify the default within thirty (30) Business Days from Orionis's receipt of such notice from Infoline IT Solutions, Infoline IT Solutions shall be entitled to:

(a) take all action as may be available to Infoline IT Solutions at law to enforce specific performance of the Lot 11 SPA against Orionis and/or such other remedies available at law to Infoline IT Solutions; OR

(b) terminate the Lot 11 SPA whereupon Orionis shall within ten (10) Business Days of receiving a written notice of such termination from Infoline IT Solutions refund to Infoline IT Solutions all monies paid by Infoline IT Solutions towards the account of the Purchase Price free of interest pursuant to the provisions of the Lot 11 SPA and further pay to Infoline IT Solutions a sum equivalent to ten percent (10%) of the Purchase Price as agreed liquidated damages.

In exchange for the refund and payment, Infoline IT Solutions shall:

i. return or cause to be returned to Orionis the Discharge Documents, Transfer, Transfer Documents, and all other documents received from Orionis with Orionis's interest intact in respect of the Lot 11 Provided that if the Transfer has been duly stamped, Infoline IT Solutions shall have the right to first apply to the Collector of Stamp Duty for a refund of the stamp duty paid on the Transfer before returning the cancelled transfer to Orionis;

ii. withdraw, cause or procure to be withdrawn Infoline IT Solutions's Caveat and/or its financier's caveat, if any, lodged by Infoline IT Solutions and/or its financier in respect of the Lot 11 at Orionis's cost and expense provided that Infoline IT Solutions's Solicitors shall deliver the duly executed withdrawal of private caveat form to Orionis's Solicitors within five (5) Business Days of Infoline IT Solutions's Solicitors' receipt of the refund from Orionis or Orionis's Solicitors; and

iii. re-deliver vacant possession of the Lot 11 (if already been delivered) at Orionis's costs and expense,

and thereafter the Lot 11 SPA shall be null and void and neither Party shall have any claim against the other arising from or in connection with the Lot 11 SPA save for antecedent breaches.

6.3 In the event that the Transfer has already been registered in favour of Infoline IT Solutions as at the date of termination of the Lot 11 SPA, Infoline IT Solutions shall deliver to Orionis the executed memorandum of transfer in favour of Orionis for the re-transfer of the Lot 11 to Orionis, at Orionis's cost and expense.

7. DEFAULT BY PURCHASER

7.1 If:

(a) Infoline IT Solutions shall commit a breach of any of the material terms and conditions contained in Lot 11 SPA or any of its covenants are inaccurate or incorrect so as to materially affect the operation of the provisions of the Lot 11 SPA including Infoline IT Solutions's failure to pay the Balance Sum or any part thereof and all interest accrued (if any) in the manner and at the time stipulated herein;

(b) any step is taken or an order is made or a resolution is passed or legislation is enacted for the winding up, dissolution or liquidation, as the case may be, of Infoline IT Solutions or a petition for winding up is presented against Infoline IT Solutions; or

(c) any execution or attachment shall be levied, enforced or issued against any of Infoline IT Solutions's assets, Orionis shall be entitled at any time thereafter to serve a written notice to Infoline IT Solutions within ten (10) Business Days of the breach occurring or of Orionis becoming aware of the breach (whichever is later):

i. setting out the breach; and

ii. requiring Infoline IT Solutions to remedy such breach within thirty (30) Business Days from the date of the notice or such longer period as may be mutually agreed between the Parties.

7.2 If a notice to remedy is duly given and Infoline IT Solutions fails to remedy or rectify the default within thirty (30) Business Days from Infoline IT Solutions's receipt of such notice from Orionis, Orionis shall be entitled to terminate the Lot 11 SPA upon the expiry of the said thirty (30) Business Days' remedial period whereupon the Deposit shall be absolutely forfeited to Orionis as agreed liquidated damages and Orionisr shall within ten (10) Business Days of the notice of termination, refund to Infoline IT Solutions all other monies paid by Infoline IT Solutions towards the account of the Purchase Price pursuant to the provisions of the Lot 11 SPA free of interest. In exchange for the payment (if any), Infoline IT Solutions shall:

(a) return or cause to be returned to Orionis the Discharge Documents, Transfer, Transfer Documents and all other documents received from Orionis with Orionis's interest intact in respect of the Lot 11 Provided that if the Transfer has been duly stamped, Infoline IT Solutions shall have the right to first apply to the Collector of Stamp Duty for a refund of the stamp duty paid on the Transfer before returning the cancelled Transfer to Orionis;

(b) withdraw, cause or procure to be withdrawn Infoline IT Solutions's Caveat and/or its financier's caveat, if any, lodged by Infoline IT Solutions and/or its financier in respect of the Lot 11 at Infoline IT Solutions's cost and expense; and

(c) re-deliver vacant possession of the Lot 11 (if already been delivered) at Infoline IT Solutions's own cost and expense,

and thereafter the Lot 11 SPA shall be null and void and neither Party shall have any claim against the other arising from or in connection with this Agreement save for antecedent breaches.

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VPC Alliance (KL) Sdn Bhd (Co. No. 199001001276 (192837-V)
(formerly known as Vigers (KL) Sdn Bhd)
International Property Consultants, Valuers & Estate Agents

Suite 1701,17th Floor Wisma Chuang,
34, Jalan Sultan Ismail,
50250 Kuala Lumpur,
Malaysia.

Tel : 603-2148 8968
Fax : 603-2141 2933
Email : vpcakl@vpc.com.my
Website : www.vpc.com.my

VPC ASIA PACIFIC

V(1) 0009

VALUATION CERTIFICATE

5th March 2026

Infoline Tec Group Berhad
No. 53-3, Jalan PJU 5/20E
Pusat Perdagangan Kota Damansara
47810 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs

CERTIFICATE OF VALUATION OF:

HS(D) 296779 LOT PT NO. 12703	**NO.10**
HS(D) 296780 LOT PT NO. 12704	**NO. 11**
BOTH IN PEKAN BARU SUNGAI BULOH, DISTRICT OF PETALING AND STATE OF SELANGOR DARUL EHSAN	**LORONG TEKNOLOGI C, TAMAN SAINS SELANGOR 1, PJU 5 KOTA DAMANSARA, 47810 PETALING JAYA, SELANGOR DARUL EHSAN)**

This Valuation Certificate has been prepared for submission to Bursa Malaysia Securities Berhad and for inclusion in the Circular to the shareholders of Infoline Tec Group Berhad pursuant to the proposed acquisition by Infoline Tec Group Berhad from Orionis Technology (M) Sdn. Bhd. and Huayi (SEA) Sdn. Bhd. (the Vendors) of the following:

Two adjoining units of 3 storey semi detached factories located at Nos. 10 & 11, Lorong Teknologi C, Taman Sains Selangor 1, PJU 5, Kota Damansara, Petaling Jaya for a cash consideration of RM18,577,776/-.

In accordance with the instruction from Infoline Tec Group Berhad, we have valued the abovementioned property vide our valuation report bearing Reference No. VPC/V/075/26 dated 5th March 2026. The abovementioned property was inspected on 20th February 2026. The material date of valuation is as at 5th March 2026.

We confirm that we have valued the property on the Valuation Basis stated below. The Valuation has been carried out in accordance with the Asset Valuation Guidelines issued by the Securities Commission Malaysia, and also complied with the professional standards in the Malaysian Valuation Standards (Seventh Edition) issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia, and with the necessary professional responsibility and due diligence.

The basis of valuation adopted is Market Value which is defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudent and without compulsion.

VPC ASIA PACIFIC

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We have adopted the Market Approach via Comparison Method and Income Approach as a cross check to ascertain the current Market Value of the subject property. Recent transactions of 3 storey semi-detached factory within Kota Damansara and the vicinity are analysed for comparison purposes and adjustments made for location, time factor and land area.

Adopting Income Approach to value the subject property, it entails the capitalization of the estimated nett income of the property i.e. the gross market rental value less current maintenance expenses and outgoings. The figures arrived at are based on rental evidence of 1½ storey to 3 storey semi detached factories from Valuation and Property Services Department, our market experience and judgement as the property is currently owner occupied.

It is our considered opinion, that the Market Value of the subject property, in its physical condition and with the benefit of vacant possession and free from encumbrances, is **RM18,600,000/- (Ringgit Malaysia: Eighteen Million And Six Hundred Thousand Only).**

Brief details of the subject property are attached in a Schedule with this letter.

Yours faithfully
VPC ALLIANCE (KL) SDN. BHD.

ZOINITA BINTI ZAINUDDIN
B.Sc Urban Land Administration
Registered Valuer (V-539)
Malaysia

Property Identification

Title Particulars & Land Area

Title No.	Lot No. PT	Land Area	Registered Proprietor
HS(D) 296779	12703	787.5 square metres	Huayi (SEA) Sdn Bhd
HS(D) 296780	12704	787.5 square metres	Orionis Technology (M) Sdn. Bhd. vide a Sale and Purchase Agreement 4th July 2012

Postal Address
Nos. 10 & 11, Lorong Teknologi C, Taman Sains Selangor 1, PJU 5, Kota Damansara, 48710 Petaling Jaya, Selangor Darul Ehsan.

Tenure
Leasehold for 99 years expiring on 18th October 2106 (about 80 years unexpired).

Category of Land Use
Industry

General Description of Property

Location

The subject property is situated in a small industrial development known as OMNI, Kota Damansara within the established industrial area of Taman Sains Selangor 1, PJU 5, Kota Damansara in Petaling Jaya, Selangor Darul Ehsan and about 25 kilometres due north west of Kuala Lumpur City Centre.

Site

The subject property consists of 2 adjoining intermediate, rectangular in shaped semi-detached industrial lot with a titled land area of 787.5 square metres (8,477 square feet) for each lot and generally flat in terrain and about the same level with the frontage road, Lorong Teknologi C.

Each lot benefits from a frontage of approximately 63.73 feet (19.426 metres) to Lorong Teknologi C with an average depth of 133 feet (40.538 metres).

Building

Improved on the site are two adjoining units of 3 storey semi detached factory. At the time of inspection, there are extension on the ground and mezzanine floor for both lots. As we were informed there are no approval on the extension, we have exclude in our Valuation Computation.

The details of the extensions and renovations are described as follows:

VPC ASIA PACIFIC

i. Both side and rear portion on the ground floor of the 2 subject buildings had been extended to accommodate storage area and one office room. The extension was constructed of metal framework, metal cladding wall sheets and covered with metal deck roof sheets.

ii. There is a mezzanine steel frame structure laid with concrete floor for both units, No. 10 and No. 11. Currently the mezzanine floors are used as storage area for both units.

The built up area of the side and rear extensions are tabulated as follows:-

Level	No. 10	No. 11
	Extended Area	
Ground Floor	2,468 sq feet (229.28 square metres)	2,043 sq feet (189.8 square metres)
Mezzanine	1,325 sq feet (123.1 square metres)	813 sq feet (75.53 square metres)

iii. The plastered brickwalls separating No. 10 and 11 have been replaced with PVC foam board for the ground and mezzanine floor whilst decorative timber panels for the first floor. For the second floor, the wall partition has been demolished to create office spaces.

As per the guidelines of Majlis Bandaraya Petaling Jaya, the above extension required approvals.

Therefore, as the construction of the rear and side extension, mezzanine floor extension and demolition of internal plastered brickwalls were constructed without the approval of the local authority, we have excluded these items in our Valuation Computation.

iv. The first floor for both units have been converted as toilet accessories showroom with the floorings for Unit No. 10 has been further laid with timber board floorings and decorative plastered ceilings.

v. The second floor for both units are used as office space and accommodate general office areas and 6 office rooms. Renovations to the office areas are as follows:

a) The floorings for the office areas and office rooms are laid with cement rendered with epoxy finishes, timber floorings, ceramic tiles and grass carpet.

b) The internal walls are of aluminium framed incorporated with clear glass panels.

c) The internal doors are of metal framed with fixed clear glass panels.

d) Ceilings are of plaster ceilings with lightings.

e) There is built in cabinet at the office area.

f) The 2 buildings are fitted with ceiling mounted split units air conditioners.

Item (iv) to (v) renovation does not require approvals, as such we have included in our Valuation Computation.

Description of each floor for Nos. 10 and 11 are as follows:

Building	Type of Construction	Gross Floor Area (GFA)
Nos. 10 & 11		
3 Storey semi detached factory Ground Floor used as Showroom and storage/factory area First and Second Floor used as Showroom and Office	Generally constructed of reinforced concrete framework, plastered brickwalls, and covered with reinforced concrete flat roof for office section and metal deck roof for the factory/warehouse. Floorings are of cement rendered cement rendered with epoxy ceramic tiles and laminated timber. Doors are of dual leaf glass panels, timber flush and aluminium framed with glass panels for the office areas and metal roller shutter to the rear door on the ground floor. Ceilings are of decorative plaster ceiling and fair face concrete ceilings for the office section and concrete ceilings for the factory/storage area. The walls are of cement plastered coated with emulsion paint, ceramic wall tiles up to ceiling height and for internal office partition of aluminium framed with fixed clear glass walls.	Main Floor Area 7,911 square feet (each lot) Ancillary Area Roof Top - 907 square feet (each lot) (Excluded in our Valuation Computation as this ACP roof top awnings requires approval).

The development where the subject buildings form part of, was issued with Certificate of Completion and Compliance (CCC) vide Ref. No. LAM/S/No. 3223 dated 27th December 2013 by the Majlis Bandaraya Petaling Jaya.
(Source of Information: Copy of CCC is provided by the borrower/Purchaser and enclosed in Appendix C.)

Occupancy Details

Owner Occupied (Vendor).

Planning Details

The subject property is designated for industrial use as stated in the title documents as "Perusahaan Ringan".

Valuation Approach

We have adopted the Market Approach via Comparison Method as the property is a 3 storey semi detached factory and analysing on the recent transactions of 3 storey semi-detached factory with separating the land and building value and Income Approach as a cross check.

Comparison Method
The comparable sales are tabulated as follows :-

Type of property	Similar designed three storey semi detached factory building.	Different designed three storey semi detached factory building.	Similar designed three storey semi detached factory building.
Address	No. 9, Lorong Teknologi C, Kota Damansara	Lot 12788, Jalan Teknologi 3/6, Kota Damansara (as per our search along No. 17, Jalan Teknologi 3/6F)	No. 8, Lorong Teknologi C, Kota Damansara
Tenure	99 years leasehold tenure expiring on 18th October 2106	99 years leasehold tenure expiring on 17th April 2108	99 years leasehold tenure expiring on 18th October 2106
Land Area	8,471 square feet (787 square metres)	14,477 square feet (1,344.95 square metres)	8,525 square feet (792 square metres)
Gross Floor Area (as provided by JPPH)	7,643 square feet (slightly different layout)	7,983 square feet	7,643 square feet (slightly different layout)
Consideration	RM9,200,000/-	RM11,000,000/-	RM10,000,000/-
Date of Transaction	5th July 2024	14th January 2025	5th June 2025
Adopted Building Value psf	RM300 psf	RM270 psf	RM300 psf
Analysed Land Value psf	RM842	RM611	RM936
Adjustment	Some necessary adjustments are made in terms of location, land area and time factor.		
Adjusted Value	**RM868**	**RM733**	**RM890**

After taking into consideration the 3 sales data, putting more weight on Comparison A and C, we have adopted the land value at RM850 psf as the best comparable due to its similarity in terms of type of property, time factor, land area and located within the same development with the subject property. The land value adopted @ RM850 psf.

For the building cost, we have adopted at RM305 psf after taking into consideration the subject property had slight internal renovation namely the floorings upgraded to cement rendered with epoxy, ceramic tiles and laminated for office and showroom area and internal partition of the office area

As a cross check, we have adopted the Income Approach.
It entails the capitalisation of the nett income of the property i.e. gross market rental value less current maintenance expenses and outgoings. The figures arrived at are based on the rental evidence of the semi detached factories within the locality. The rental evidence are tabulated as follows:-

VPC ASIA PACIFIC

Description	Comparable 1	Comparable 2	Comparable 3
Type of property	Different designed three storey semi detached factory building	Different designed 1½ storey semi detached factory building	Similar designed three storey semi detached factory building
Address	No. 6, Cubic Space, Jalan Teknologi 3/4, Taman Sains Selangor, Kota Damansara	No. 2A, Jalan Teknologi 3/3A, Surian Industrial Park, Kota Damansara	No. 15, Lorong Teknologi C, Taman Sains Selangor 1, Kota Damansara
Rental per month	RM26,900/- or RM2.83 per square foot	RM20,000/- or RM4.63 per square foot	RM30,000/- or RM3.93 per square foot
Land Area	10,000 square feet	10,699 square feet	8,477 square feet
Estimated Built Up Area Lettable Area)	9,500 square feet	4,320 square feet	7,653 square feet
Tenancy Date	1st April 2024 to 31st May 2025	1st February 2024 to 31st January 2027	1st September 2023 to 31st August 2026
Rental per month	RM26,900/- or RM2.83 per square foot	RM20,000/- or RM4.63 per square foot	RM30,000/- or RM3.92 per square foot
Adjustments	Some necessary adjustments are made in terms of type of property, floor size and condition of the property		
Adjusted Rental per square foot	RM3.17	RM5.32	RM4.31
Rental Adopted	RM4.30 per square foot, we have selected Sale C as a guide to established the rental per square foot for the subject property.		

The following factors are taken into consideration in computing the Market Value of the subject property by this method.

Description	Adopted	Remarks
Gross Rental Income	RM816,420/- per annum	Based on the rental data of 1½ storey to 3 storey semi detached factory within Kota Damansara, The rental adopted at RM4.30 per square foot for the total gross floor area of 15,822 square feet.
Outgoings	RM39,461/-	The outgoings include: 1. Quit Rent – RM1,662/- 2. Assessment –RM11,136/- 3. Estimated Fire Insurance – RM8,663/- 4. Repairs and Maintenance – RM18,000/- (which is include the cost incurred to maintain the structural building, repairs of roof leakage, rectify damages on internal plumbing and upkeep, maintenance and routine inspection of lifts)

Voids	2% - RM16,328/- (Adopted 2% from the Gross Income per annum)	Based on the subject property's location within an established industrial area in Kota Damansara, strong market activity and typical vacancy levels observed for prime industrial properties in Klang Valley (generally ranging between 2% - 5%), a stabilize void allowance of 2% is adopted.
Capitalisation Yield	Term: 4.5%	The analysis on capitalisation rate/yield is based on analysis from the market transaction of semi detached factory building and rental data after taking into consideration on the estimated outgoings @ 5% and void 2% revealed that the capitalization rate is between 3.84% to 4.29% per annum. Therefore, we are of the opinion, that the subject property being a renovated factory building, well maintained and located at preferred and established area, therefore the net Capitalisation Rate of 4.5% is adopted.

RECONCILIATION:
After taking into consideration the 2 methods where by using the Comparison Method, the value of the subject property is RM18,600,000/- whereas by adopting the Income Approach, the value of the subject property is at RM16,400,000/-.

We have adopted the Comparison Method which reflect a more realistic value as Income Approach which the rental or total rental income is based on our estimated rental and we concluded the Market Value of the subject property is at **RM18,600,000/-.**

Valuation

RM18,600,000/- (Ringgit Malaysia: Eighteen Million And Six Hundred Thousand Only).

INFOLINE TEC GROUP BERHAD
(REGISTRATION NO. 202101032489 (1432789-M))

BY-LAWS OF THE EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF INFOLINE TEC GROUP BERHAD AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY)

1. DEFINITIONS AND INTERPRETATIONS

1.1 In the By-Laws, unless the context otherwise requires, the following terms shall have the following meanings:

"Act"	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
"Adviser"	:	Any person who is eligible to act as a principal adviser that fulfils the requirements set out in the Guidelines on Submission of Corporate and Capital Market Product Proposals as well as Chapter 7A of the Licensing Handbook issued by the Securities Commission Malaysia
"Auditor"	:	The external auditor for the time being of the Company or such other firm of auditor registered with the Audit Oversight Board of Malaysia
"Board"	:	Board of Directors of Infoline as may be constituted from time to time
"Bursa Depository"	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"By-Laws"	:	The rules, terms and conditions governing the ESOS as may be amended, modified and/or supplemented from time to time
"CDS"	:	Central Depository System governed under SICDA
"CDS Account"	:	An account established by Bursa Depository for a depositor for the recording of deposit and withdrawal of securities and for dealing in such securities by the depositor
"Constitution"	:	Constitution of Infoline
"Date of Acceptance"	:	The date on which the ESOS Committee receives the written notice from an Eligible Person accepting an Offer
"Date of Offer"	:	The date on which an Offer is served in accordance with the By-Laws
"Depository Rules"	:	Rules of Bursa Depository
"Directors"	:	Director shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007

"Effective Date"	:	The date on which the last of the approvals and conditions in By-Law 18 have been obtained and/or complied with
"Eligible Person"	:	Directors and employees of the Group, as the case may be, who meet the eligibility criteria for participation in the ESOS as set out in the By-Laws
"ESOS Committee"	:	The committee consisting of Directors and/or other persons as shall be appointed and duly authorised by the Board, to implement and administer the ESOS in accordance with the provisions of the By-Laws
"ESOS Option Period"	:	The period during which an ESOS Option may be exercised as may be specified in the Offer
"ESOS Option(s)"	:	The options granted to a Grantee which may be exercised to subscribe for new Infoline Shares during the ESOS Option Period at the Exercise Price pursuant to the ESOS
"ESOS Period"	:	The duration of the ESOS as set out in By-Law 18.1 and subject to By-Laws 18.3 and 22
"ESOS"	:	Employees' Share Option Scheme
"Exercise Price"	:	The price at which a Grantee is required to pay for each new Infoline Share pursuant to the exercise of an ESOS Option
"Grantee"	:	Eligible Person who has duly accepted the Offer in accordance with the By-Laws
"Group"	:	Infoline and its Subsidiaries
"Infoline" or "the Company"	:	Infoline Tec Group Berhad (Registration No. 202101032489 (1432789-M))
"Infoline Shares" or "Shares"	:	Ordinary shares of Infoline
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"Market Day"	:	Any day between Monday to Friday, both days inclusive, which is not a public holiday and a day on which the stock market of Bursa Securities is open for trading in securities
"Maximum Allowable Allotment"	:	The maximum number of new Infoline Shares that may be offered and allotted to an Eligible Person in accordance with By-Law 4
"Maximum Limit"	:	The maximum number of new Infoline Shares that may be made available under the ESOS shall not in aggregate exceed 10% of the total number of issued Infoline Shares (excluding treasury shares, if any) at any point in time throughout the duration of the ESOS

"Offer Period"	:	A period of 30 calendar days from the Date of Offer or such longer period as may be determined by the ESOS Committee
"Offer"	:	An offer of ESOS Options to subscribe for new Infoline Shares made in writing by the ESOS Committee to any Eligible Person in accordance with the By-Laws and the granting of the ESOS Options to subscribe for the new Infoline Shares to the Eligible Persons, in accordance with the By-Laws
"person connected"	:	Person connected has the same meaning as that assigned to "person connected" in Paragraph 1.01 of the Listing Requirements
"Record of Depositors"	:	A record of securities holders established and maintained by Bursa Depository under the Depository Rules as issued pursuant to the SICDA
"RM" and "sen"	:	Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
"Senior Management"	:	An employee of the Group holding senior position, including Executive Director (being persons who have primary responsibility for the business operations of the Group) as may be determined by the ESOS Committee and which shall be subject to any criteria as may be determined at the sole discretion of the ESOS Committee from time to time
"SICDA"	:	Securities Industry (Central Depositories) Act 1991
"Subsidiaries"	:	Subsidiaries of Infoline within the meaning of Section 4 of the Act and include such subsidiaries which are existing as at the Effective Date and those subsequently acquired or incorporated at any time during the ESOS Period (as the case may be) unless determined by the Board and/or ESOS Committee, in its sole discretion, that any such subsidiary of Infoline will not fall within this expression and excluding subsidiaries which are dormant
"Terms of Reference"	:	The terms of reference which the Board may establish to regulate and govern the ESOS Committee's functions and/or responsibilities under the By-Laws
"Unexercised ESOS Options"	:	ESOS Options and any part thereof which have not been fully exercised at the relevant time and in respect of which the ESOS Option Period has not expired

1.2 In this By-Laws:

(a) any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision and Listing Requirements and any policies and/or guidelines of the Bursa Securities (in each case, whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with the reasonable commercial practice of persons to whom such requirements, policies and/or guidelines are addressed to by Bursa Securities);

(b) any reference to a statutory provision shall include that provision as from time to time modified or re-enacted whether before or after the date of the By-Laws so far as such modification or re-enactment applies or is capable of applying to any ESOS Options offered and accepted within the ESOS Period and shall also include any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly replaced;

(c) any reference to the Company and/or other person shall include a reference to its successors-in-title and permitted assigns;

(d) words importing the singular meaning, where the context so admits, include the plural meaning and vice versa;

(e) words importing the masculine gender include the feminine genders and all such words shall be construed interchangeably in that manner;

(f) any liberty or power which may be exercised or any determination which may be made hereunder by the ESOS Committee may be exercised in the ESOS Committee's sole and absolute discretion and the ESOS Committee shall not be under any obligation to give any reasons thereof, except as may be required by the relevant authorities;

(g) the headings in the By-Laws are inserted for convenience only and shall not be taken into account in the interpretation of the By-Laws; and

(h) if an event is to occur on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day, and if an event is to occur on a stipulated day which falls after the expiry of the ESOS Period then the stipulated day will be taken to be the last Market Day of the ESOS Period.

1.3 In the event of any change in the name of the Company from its present name, all references to "Infoline Tec Group Berhad" in the By-Laws and all other documents pertaining to the ESOS shall be deemed to be references to the Company's new name.

2. MAXIMUM NUMBER OF NEW INFOLINE SHARES AVAILABLE UNDER THE ESOS

2.1 The maximum number of new Infoline Shares which may be made available under the ESOS shall not in aggregate exceed 10% of the total number of issued Infoline Shares (excluding treasury shares, if any) at any point of time during the duration of the ESOS as provided in By-Law 18 ("**Maximum Limit**").

Notwithstanding By-Law 2.1 or any other provision herein contained, in the event the maximum number of new Infoline Shares comprised in the ESOS Options granted under the ESOS exceeds the aggregate 10% of the total number of issued Infoline Shares (excluding treasury shares, if any) as a result of the Company purchasing, cancelling or reducing its own shares in accordance with Section 127 of the Act or undertaking any other corporate proposal resulting in the reduction of its total number of issued Infoline Shares (excluding treasury shares, if any), all the ESOS Options granted prior to such purchase, cancellation and/or the reduction of the issued share capital of the Company will remain valid or exercisable in accordance with the provisions of the By-Laws. For the avoidance of doubt, no further Offers shall be made until the total number of new Infoline Shares comprised in the ESOS Options to be allotted and issued under the ESOS falls below 10% of the total number of issued Infoline Shares (excluding treasury shares, if any) in the Company.

2.2 Each ESOS Option shall be exercisable into 1 new Infoline Share, in accordance with the By-Laws.

3. ELIGIBILITY

3.1 The Eligible Persons of the Group who meet the following conditions as at the Date of Offer are eligible to participate in the ESOS:

(a) the Director or employee shall have attained the age of 18 years on the date on which an Offer is made by the ESOS Committee in writing ("**Date of Offer**") and shall neither be an undischarged bankrupt nor subject to any bankruptcy proceedings;

(b) if he/she is an executive Director or employee, he/she must have been employed on a full-time basis by the Group and is on the payroll of the Group (excluding dormant subsidiaries, if any) and has not served a notice to resign nor received a notice of termination as at the Date of Offer;

(c) if he/she is a non-executive Director, he/she must have been appointed to the Board of Directors of the Group and remains appointed as a Director of the Group (excluding dormant subsidiaries, if any) and has not served a notice to resign nor received a notice of termination, as at the Date of Offer;

(d) if the Director or employee is employed by a company which is acquired by the Group during the duration of the Scheme and becomes a subsidiary upon such acquisition, the said Director or employee must become an Eligible Person within the meaning of the By-Laws following the date that such company becomes or is deemed to be a subsidiary of the Group; and

(e) the ESOS Committee may at its absolute discretion determine any other eligibility criteria and/or waive any of the eligibility criteria as set out above for the purpose of selecting an Eligible Person at any time and from time to time, and the decision of the ESOS Committee shall be final and binding,

provided that nothing herein shall invalidate any selection of any Eligible Person which may have been made by the ESOS Committee on or prior to the Effective Date.

In determining the eligibility and allocation of Eligible Persons to participate in the ESOS, the ESOS Committee will take into account among others, the performance targets, appraisals and past and future contributions of the Eligible Persons to the Group, and such other factors that the ESOS Committee deems relevant from time to time. For avoidance of doubt, the selection of Eligible Persons for participation in the ESOS shall be at the sole and absolute discretion of the ESOS Committee. The decision of the ESOS Committee shall be final and binding.

3.2 Notwithstanding By-Law 3.1, the ESOS Committee may from time to time, at its sole discretion select and identify suitable Eligible Person to be offered the ESOS Options.

3.3 Eligibility, however, does not confer an Eligible Person a claim or right to participate in or any rights whatsoever under the ESOS and an Eligible Person does not acquire or have any rights over or in connection with the ESOS Options or the new Infoline Shares comprised in the ESOS unless the ESOS Committee has made an Offer to the Eligible Person in the manner as set out in By-Law 5 and the Eligible Person has accepted the Offer in accordance with the terms of the Offer and the ESOS.

3.4 A set of eligibility and allocation criteria as determined by the ESOS Committee from time to time shall be made available to all Eligible Persons of the Group. The Company and/or the ESOS Committee shall ensure that the allocation of the new Infoline Shares pursuant to the ESOS shall be verified by the audit and risk committee at the end of each financial year.

3.5 The ESOS Committee may, in its sole and absolute discretion, change or waive any of the conditions of eligibility as set out in By-Law 3.1. The selection of any Eligible Person to participate and number of ESOS Options to be offered under the ESOS shall be at the sole and absolute discretion of the ESOS Committee and the decision of the ESOS Committee shall be binding and final.

3.6 If the Eligible Person is:

(a) a Director, major shareholder, chief executive of Infoline or a holding company of Infoline; or

(b) a person connected to such Director, major shareholder, chief executive of Infoline or a holding company of Infoline,

the specific allocation of ESOS Options granted by the Company to such Eligible Person must first be approved by the shareholders of Infoline at a general meeting, unless such approval is no longer required under the Listing Requirements and they shall not participate in the deliberation or discussion of their own allocation.

4. BASIS OF ALLOTMENT AND MAXIMUM ALLOWABLE ALLOTMENT

4.1 Subject to By-Law 2 and any adjustments which may be made under By-Law 14, the aggregate number of ESOS Options that may be offered and allocated under the Proposed ESOS to any Eligible Person shall be determined by the ESOS Committee at its sole and absolute discretion after taking into consideration, amongst other factors, the Eligible Person's position, job performance, job grade, seniority, length of service and / or such other factors as the ESOS Committee deems fit, and shall be subject to the following:

(a) the total number of new Infoline Shares to be issued pursuant to the exercise of the ESOS Options shall not exceed the Maximum Limit and the ESOS Committee shall not be obliged in any way to offer an Eligible Person an ESOS Option for all the specified maximum number of Infoline Shares the Eligible Person is entitled to as stipulated under By-Law 2.1;

(b) not more than 10% of the total number of Infoline Shares to be issued under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any);

(c) any allocation of ESOS Options and the related allotment of Infoline Shares to any Eligible Person who is a Director, major shareholders or the chief executive officer of the Company and any persons connected with them, shall require prior approval of the shareholders of the Company in a general meeting, and shall not vote on the resolution approving the said allocation and allotment;

(d) the Directors and Senior Management of the Group who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocation of ESOS Options as well as the allocation of ESOS Options to the persons connected with them under the Proposed ESOS, if any;

(e) not more than 80% of the total number of new Infoline Shares to be issued under the Proposed ESOS shall be allocated, in aggregate, to the Directors and Senior Management of the Group who are Eligible Persons ("**Maximum Allocation**"),

provided always that it is in accordance with the Listing Requirements or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

4.2 At the time the Offer is made in accordance with By-Law 5, the ESOS Committee shall set out the basis of allotment, identifying the category or grade of the Eligible Person and the Maximum Allowable Allotment for the Eligible Person.

4.3 An Eligible Person who holds more than 1 position within the Group, and by holding such positions, the Eligible Person is in more than 1 category, shall only be entitled to the Maximum Allowable Allotment of any 1 of those categories. The ESOS Committee shall be entitled at its sole and absolute discretion to determine the applicable category.

4.4 In the event that an Eligible Person is promoted, the Maximum Allowable Allotment applicable to such Eligible Person shall be the Maximum Allowable Allotment corresponding to the higher category of employee of which he/she then is a party, subject always to the maximum number of Infoline Shares available under the ESOS as stipulated under By-Law 2.1.

4.5 In the event that an Eligible Person is redesignated, demoted or moved to a lower category for whatever reason, the Eligible Person's Maximum Allowable Allocation may be reduced to that lower category unless an ESOS Option has been granted and accepted by him before such demotion and where he has accepted the ESOS Option which exceeds his Maximum Allowable Allotment under that lower grade, he will not be entitled to any further allocation for that lower grade.

4.6 The ESOS Committee may at its sole and absolute discretion in determining whether the granting of the ESOS Options to the Eligible Person will be based on:

(i) staggered granting over the duration of the ESOS or in one (1) single grant; and/or

(ii) whether the ESOS Options are subject to any vesting period, and if, so the vesting conditions and whether such vesting conditions are subject to performance targets; and/or

(iii) such other terms and conditions it deem fit and appropriate to be imposed for participation in the ESOS.

The Company shall ensure that allocation of ESOS Options is verified by its Audit and Risk Management Committee at the end of each financial year as being in compliance with the criteria set out in the By-Laws.

Subject to these By-Laws, there are no performance targets to be achieved by the Eligible Persons or vesting period for the ESOS Options, unless otherwise stated in the Offer as determined by the ESOS Committee from time to time.

In the event the ESOS Committee decides that the vesting of the ESOS Options is to be staggered or made in several tranches, the number of ESOS Options to be granted pursuant to each vesting of the ESOS Options and the timing for the vesting of the same shall be decided by the ESOS Committee at its sole and absolute discretion and each vesting of the ESOS Options shall be separate and independent from the others.

4.7 In the event that an Eligible Person is a member of the ESOS Committee, such Eligible Person shall not participate in the deliberation or discussion of his own allocation of the ESOS Options or person connected to him.

5. OFFER

5.1 (a) The ESOS Committee shall, within the ESOS Period as specified in By-Law 18, make Offers to any Eligible Person (based on the eligibility criteria as set out in By-Law 3) whom the ESOS Committee may in its sole and absolute discretion select to subscribe for new Infoline Shares under the ESOS. Further Offers of ESOS Options may be made to those who become eligible to participate under the ESOS.

(b) Notwithstanding By-Law 5.1(a) above, where it involves a grant of ESOS Option to Eligible Persons who are members of the ESOS Committee, such grant of ESOS Options shall be decided by the Board subject to By-Law 3.

5.2 During the ESOS Period, the actual number of new Infoline Shares arising from the exercise of the ESOS Options which may be offered to an Eligible Person shall be at the sole and absolute discretion of the ESOS Committee and, subject to any adjustment that may be made under By-Law 14, shall be in multiples of and not less than 100 Infoline Shares and always in multiples of 100 Infoline Shares or such amount constituting 1 board lot as permitted by Bursa Securities to be traded on Bursa Securities but subject to the Maximum Allowable Allotment as set out in By-Law 4.

5.3 Subject to By-Law 4, nothing herein shall prevent the ESOS Committee from making more than 1 Offer to an Eligible Person after the first Offer made at any 1 time provided always that the total aggregate number of new Infoline Shares to be offered to the Eligible Persons (inclusive of Infoline Shares already offered under previous Offers, if any) shall not exceed the Maximum Allowable Allotment of such Eligible Person. Each Offer made to any Eligible Person by the ESOS Committee shall be separate and independent from any previous or later Offer made by the ESOS Committee to that Eligible Person.

5.4 Any Offer made by the ESOS Committee shall be in writing and such Offer is personal to the Eligible Person to whom the Offer is made, and is non-assignable, non-transferable, non-chargeable and non-disposable in any manner whatsoever.

5.5 Unless otherwise approved in writing by the ESOS Committee in its sole and absolute discretion, an Offer shall within 30 calendar days from the Date of Offer or such other period as the ESOS Committee may determine, automatically lapse and be null and void in the event of the death of the Eligible Person or the Eligible Person ceasing to be employed by the Group for any reason whatsoever prior to the acceptance of the Offer by the Eligible Person in the manner set out in By-Law 6.

5.6 The ESOS Committee will in its letter of offer ("**Offer Letter**") to an Eligible Person set out the following information, including:

(a) the number of ESOS Options that are being offered to the Eligible Person;

(b) the number of the new Infoline Shares entitled to subscribe for upon the exercise of the ESOS Option;

(c) the Exercise Price;

(d) the ESOS Option Period;

(e) the closing date for acceptance of the Offer;

(f) the manner of exercise of the ESOS Options;

(g) any vesting conditions as may be stipulated by the ESOS Committee, if any; and

(h) any other information deemed necessary by the ESOS Committee, if any.

5.7 The Company shall keep and maintain at its expense a register of Grantees as required under Section 129 of the Act and shall enter in that register:

(a) the names of the Grantee;

(b) the addresses of the Grantee;

(c) the Maximum Allowable Allotment;

(d) the number of ESOS Options offered;

(e) the number of ESOS Options accepted;

(f) the number of ESOS Options exercised;

(g) the Date of Offer; and

(h) the Exercise Price.

5.8 In the event the Offer Letter contains an error on the part of the Company in stating any of the particulars referred to in By-Law 5.6 above, the Company shall issue a revised Offer Letter, stating the correct particulars of the Offer within 14 calendar days of discovering such error and the revised particulars of the Offer shall take effect on the date of the revised Offer Letter except for ESOS Options which have already been exercised as at the date of the revised Offer Letter.

5.9 The Company shall, on the Date of Offer, announce the following to Bursa Securities upon the ESOS Options are being offered under the ESOS:

(a) Date of Offer;

(b) Exercise Price of ESOS Options offered;

(c) number of ESOS Options offered;

(d) market price of its securities on the Date of Offer;

(e) number of ESOS Options offered to each Director, if any; and

(f) vesting period of the ESOS Options offered.

6. ACCEPTANCE OF THE OFFER

6.1 An Offer made by the ESOS Committee to an Eligible Person under By-Law 5 which shall be valid during the Offer Period, and such Offer shall be accepted by the Eligible Person within the Offer Period by giving a written notice to the ESOS Committee in such form as may be prescribed by the ESOS Committee of such acceptance and accompanied by a payment to the Company of a non-refundable cash consideration of RM1.00 only for the grant of the ESOS Options (regardless of the number of Infoline Shares comprised therein), a confirmation by the Eligible Persons that they agree to be bound by the terms of these By-Laws and an acknowledgement that they have been provided with a copy of these By-laws. The day of receipt of such written notice shall constitute the Date of Acceptance.

6.2 If the Offer is not accepted in the manner prescribed by the ESOS Committee, such Offer shall upon the expiry of the Offer Period automatically lapse and shall be null and void and be of no effect, and the new Infoline Shares comprised in such ESOS Options may, at the sole and absolute discretion of the ESOS Committee, be re-offered to other Eligible Persons.

7. EXERCISE PRICE

7.1 Subject to any adjustments in accordance with By-Law 14 and pursuant to the Listing Requirements, the Exercise Price at which the Grantee is entitled to subscribe for the new Infoline Shares upon exercise of the ESOS Options shall be determined by the Board upon recommendation of the ESOS Committee based on the 5-day volume weighted average market price of the Infoline Shares immediately preceding the Date of Offer, with a discount of not more than 10% or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time.

7.2 The Exercise Price as determined by the Board shall be conclusive and binding on the Grantees and shall be subject to any adjustments in accordance with By-Law 14.

8. EXERCISE OF ESOS OPTIONS

8.1 Subject to By-Law 9, an ESOS Option granted to a Grantee under the ESOS is exercisable only by that Grantee (in accordance with the terms set out in the Offer Letter) while the Grantee is in the employment by or appointment in the Group within the ESOS Option Period and shall not extend beyond the ESOS Period as referred to in By-Law 18.3.

8.2 Subject to any adjustments in accordance with By-Law 14, the ESOS Committee may, at any time and from time to time before or after an ESOS Option is granted pursuant to By-Law 6, limit the exercise of the ESOS Option to a maximum number of new Infoline Shares and/or such percentage of the total new Infoline Shares relevant to the ESOS Options during such periods (as determined by the ESOS Committee) within the ESOS Option Period and impose any other terms and conditions deemed appropriate by the ESOS Committee at its sole and absolute discretion including amending/varying any terms and conditions imposed earlier subject always to By-Law 16.

8.3 All ESOS Options to the extent that they have not been exercised upon the expiry of the ESOS Option Period or ESOS Period (whichever the earlier) shall automatically lapse and become null and void and have no further effect.

8.4 The Grantee shall notify the ESOS Committee in writing in the prescribed form, as amended from time to time, of the Grantee's intention to exercise the ESOS Option ("**Notice of Exercise**") within the period that may be stipulated by the ESOS Committee provided that where an ESOS Option is exercised in part, such exercise must not be for less than 100 Infoline Shares and must be for multiples of 100 Infoline Shares other than in the case of the final exercise by the Grantee. Such partial exercise of the ESOS Option shall not preclude the Grantee from exercising the ESOS Option as to the balance thereof at any time in the future but within the ESOS Option Period.

8.5 In the event the balance of Infoline Shares exercisable by a Grantee in accordance with the By-Laws shall be less than 100 Infoline Shares, the said balance shall, if exercised, be exercised in a single tranche.

8.6 Every such Notice of Exercise shall be accompanied by a remittance in Ringgit Malaysia in the form of remittance by way of bank transfer, a banker's draft or cashier's order drawn and payable in Malaysia or any other mode acceptable to the ESOS Committee for the full amount of the subscription monies in relation to the number of Infoline Shares in respect of which the written notice is given. The Company shall endeavour to allot and issue such new Infoline Shares to the Grantee in accordance with the Listing Requirements, Constitution, SICDA and the Depository Rules, despatch the notice of allotment to the Grantee and make an application for the listing and quotation of the new Infoline Shares within 8 Market Days from the receipt by the Company of the aforesaid notice and remittance from the Grantee or such other period as may be prescribed by Bursa Securities.

8.7 Any failure to comply with the foregoing provisions and/or to provide all information as required in the Notice of Exercise or inaccuracy in the information provided shall result in the Notice of Exercise being rejected. The ESOS Committee shall inform the Grantee of the rejection of the Notice of Exercise and the Grantee shall then be deemed not to have exercised his/her ESOS Options.

9. NON-TRANSFERABILITY, TERMINATION OF UNEXERCISED ESOS OPTIONS AND SUSPENSION

9.1 Subject to By-Laws 9.2 and 9.3, any Unexercised ESOS Option in respect of the ESOS shall forthwith lapse and/or be deemed to be cancelled and/or cease to be exercisable, as the case may be, without any claim against the Company and the ESOS Committee upon occurrence any 1 or more of the following events:

(a) service of a notice of resignation of the Grantee; or

(b) service of a notice of termination on or termination or cessation of employment of the Grantee with the Group by reason of breach of contract or misconduct; or

(c) bankruptcy of the Grantee; or

(d) any other circumstances acceptable to the ESOS Committee in its exercise of discretion.

The Infoline Shares in respect of such Unexercised ESOS Option may be re-offered to other Eligible Persons at the sole and absolute discretion of the ESOS Committee.

9.2 In the event of the termination or cessation of employment of the Grantee in any of the following circumstances:

(a) retirement at or after attaining normal retirement age under the Group's retirement policy; or

(b) retirement before the normal retirement age with the consent of his/her employer being a company within the Group; or

(c) resignation or termination of the employment of the Grantee by reason of ill-health, injury or physical or mental disability; or

(d) expiration of the employment contract of the Grantee; or

(e) retrenchment or redundancy, pursuant to the acceptance by that Grantee of a voluntary separation scheme offered by the Group; or

(f) any other circumstances as may be determined by the ESOS Committee,

the ESOS Committee may, subject to their sole and absolute discretion, permit the exercise of any Unexercised ESOS Option by the Grantee within 30 calendar days from the date of occurrence of any of the circumstances set out in By-Law 9.2 herein subject to such terms and conditions as may be prescribed, notwithstanding that:

(i) the ESOS Option Period has not commenced; and/or

(ii) other terms and conditions set out in the Offer have not been fulfilled or satisfied.

Any Unexercised ESOS Option shall forthwith lapse and/or be deemed to be cancelled and/or cease to be exercisable after 30 calendar days from the date of occurrence of the circumstances set out in By-Law 9.2 above, as the case may be, without any liability to or right to claim against the Company and the ESOS Committee. The Infoline Shares in respect of such ESOS Option may be re-offered to other Eligible Persons at the sole and absolute discretion of the ESOS Committee.

9.3 In the event of death of the Grantee, By-Law 9.2 shall apply mutatis mutandis to the Grantee's legal or personal representatives as if the Grantee's legal or personal representatives were the Grantee.

9.4 All ESOS Options which the ESOS Committee permits to be exercisable pursuant to the By-Law 9.2 shall automatically lapse and shall become null and void to the extent unexercised by the date prescribed by the ESOS Committee notwithstanding that the ESOS Option Period has not commenced or has not expired.

9.5 Any unaccepted and/or Unexercised ESOS Option will forthwith lapse and/or be deemed to be cancelled and/or ceased to be capable of vesting/ exercisable, as the case may be, without any claim against Infoline, the ESOS Committee upon the occurrence of one or more of the following events:

(i) winding up or liquidation of Infoline; or

(ii) termination of the ESOS pursuant to By-Law 21.

9A DISCIPLINARY ACTIONS

9A.1 In the event that a Grantee is subject to disciplinary proceedings (whether or not such disciplinary proceedings may give rise to a dismissal or termination of services of such Grantee), the ESOS Committee have the right, at its sole and absolute discretion, to suspend the rights of the Grantee to exercise the Grantee's ESOS Option pending the outcome of such disciplinary proceedings. The ESOS Committee may impose such terms and conditions as the ESOS Committee shall deem appropriate having regard to the nature of the charges made or brought against such Grantee, provided always that:

(a) in the event such Grantee shall subsequently be found not guilty of the charge which gave rise to such disciplinary proceedings, the ESOS Committee shall reinstate the rights of such Grantee to exercise the Grantee's ESOS Option as if such disciplinary proceeding had not been instituted in the first place; or

(b) in the event such Grantee is found guilty of the charge and the same results in the dismissal or termination of service of such Grantee, the ESOS Option shall immediately upon pronouncement of the dismissal or termination of service of such Grantee, automatically lapse without notice and thereafter shall be null and void and be of no effect notwithstanding that such recommendation may be subsequently challenged by the Grantee in any other forum; or

(c) in the event such Grantee is found guilty of the charge but no dismissal or termination of service is recommended, the ESOS Committee shall have the right to determine at its sole and absolute discretion whether or not the Grantee may continue to exercise the Grantee's ESOS Option and, if so, to impose such terms and conditions as it deems appropriate, for the exercise thereof; or

(d) in the event that no decision is made and/or disciplinary proceedings are not concluded prior to the expiry of the ESOS Option Period, the ESOS Option of such Grantee shall immediately lapse on the expiry of the ESOS Option Period without notice, and nothing herein shall impose any obligation on the ESOS Committee to enquire into or investigate the validity of such disciplinary proceedings and the ESOS Committee shall not under any circumstances be held liable for any costs, losses, expenses, damages or liabilities, gains or profits foregone, arising from the ESOS Committee's exercise of or failure to exercise any of its rights under the By-Laws.

9A.2 Any Offer which has been made by the ESOS Committee to the Eligible Person but have not been accepted by the Eligible Person in the manner prescribed in By-Law 6 arising from the Grantee's death, cessation or termination of employment with the Group for whatever reason as the case may be, shall become null and void and be of no effect.

9A.3 The ESOS Committee may, in its sole and absolute discretion, change or waive any of the requirements and/or timing as set out in the By-Law 9.2.

10. TAKE-OVER AND COMPULSORY ACQUISITION, DISPOSAL OF ASSETS, SCHEME OF ARRANGEMENT, AMALGAMATION, RECONSTRUCTION, ETC.

10.1 In the event:

(a) a takeover offer being made for the Company through a general offer to acquire the whole of the issued share capital of the Company (or such part thereof not at the time owned by the person making the general offer ("**Offeror**") or any persons acting in concert with the Offeror) and such takeover offer is announced by the Offeror as being unconditional or have become unconditional, any Unexercised ESOS Options may immediately be exercised by the Grantee or Grantee's legal and personal authorised representatives, as the case may be, during the offer period (as defined under the Rules on Take-Overs, Mergers and Compulsory Acquisitions) or until the expiry of the ESOS Option Period, whichever is earlier;

(b) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of Infoline Shares under the provisions of the Act and/or Capital Markets And Services Act, 2007 or other relevant law applicable at the material time and gives notice to the Company that it intends to exercise such right on a specific date, any Unexercised ESOS Options may immediately be exercised by the Grantee or Grantee's legal and personal representatives, as the case may be, from the date of service of the said notice to the Company until and inclusive of the date on which the right of the compulsory acquisition is exercised or until the expiry of the ESOS Option Period, whichever is earlier; or

(c) the Company disposes of all or substantially all of its assets and the disposal becomes unconditional, any Unexercised ESOS Options may immediately be exercised by the Grantee or Grantee's legal and personal representatives, as the case may be, commencing from the unconditional date of the said disposal until the date prescribed by the ESOS Committee within the ESOS Option Period,

subject to such terms and conditions (if any) as may be prescribed by the ESOS Committee notwithstanding that:

(i) the ESOS Option Period has not commenced; and/or

(ii) other terms and conditions set out in the Offer have not been fulfilled or satisfied.

10.2 In the event of:

(a) the court sanctioning a compromise or arrangement between the Company and its members for the purposes of, or in connection with, a scheme of arrangement and reconstruction of the Company or its amalgamation with any other company or companies or a privatisation via selective capital reduction, the ESOS Committee may permit the exercise of any Unexercised ESOS Options by the Grantee or Grantee's legal and personal representatives, as the case may be, at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court or a date to be specified by the ESOS Committee within the ESOS Option Period up to such period as may be determined by the ESOS Committee provided that no ESOS Options shall be exercised after the expiry of the ESOS Option Period; or

(b) in the event the Company decides to merge with other company or companies, the ESOS Committee may permit the exercise of any Unexercised ESOS Options by the Grantee or Grantee's legal and personal representatives, as the case may be, at any time commencing from the unconditional date of the said transaction until the date prescribed by the ESOS Committee within the ESOS Option Period;

subject to such terms and conditions as may be prescribed notwithstanding that:

(i) the ESOS Option Period has not commenced; and/or

(ii) other terms and conditions set out in the Offer have not been fulfilled or satisfied.

10.3 All ESOS Options which the ESOS Committee permits to be exercisable pursuant to By-Law 10 shall automatically lapse and shall become null and void to the extent unexercised by the date prescribed by the ESOS Committee notwithstanding that the ESOS Option Period has not commenced or has not expired.

11. RANKING OF NEW INFOLINE SHARES

11.1 The new Infoline Shares to be allotted and issued arising from the exercise of the ESOS Options shall, upon allotment and issuance, rank equally in all respects with the then existing Infoline Shares except that the new Infoline Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date (i.e. the date as at the close of business on which the name of shareholders must appear on the Record of Depositors with the Bursa Depository in order to be entitled to any dividends, rights, allotments and/or other distributions) precedes the date of allotment and issuance of such new Infoline Shares.

11.2 The Grantees shall not in any event be entitled to any dividends, rights, allotments and/or any other distributions until and unless such Grantees exercise their ESOS Options into new Infoline Shares and such new Infoline Shares are credited into the Grantee's respective CDS Accounts.

11.3 The ESOS Options shall not carry any right to vote at any general meeting of the Company or rank for any distributions in the event of any voluntary or involuntary liquidation or dissolution of the Company until and unless the Infoline Shares issued and allotted arising from the exercise of the ESOS Options have been issued, allotted and credited into the CDS Accounts of the Grantees.

11.4 The new Infoline Shares under the ESOS will be subjected to all the Constitution relating to transfer, transmission or otherwise of the Infoline Shares.

12. RETENTION PERIOD

12.1 The new Infoline Shares to be issued to the Grantees pursuant to the By-Laws shall not be subject to any retention period or restriction on transfer unless the Constitution or the ESOS Committee stipulates otherwise in the Offer or prohibited by any applicable laws, regulation and guidelines.

Notwithstanding the above, pursuant to Paragraph 8.20 of the Listing Requirements, a Grantee, who is a non-executive Director of the Company or any company in the Group must not sell, transfer or assign the new Infoline Shares obtained through the exercise of the ESOS Options within one (1) year from the Date of Offer or such period as may be prescribed by Bursa Securities.

12.2 The expression "retention period" referred to in By-Law 12.1 shall mean the period in which the ESOS Shares allotted and issued and/or transferred pursuant to the ESOS must not be sold, transferred, assigned or otherwise disposed of by the Grantee.

12.3 The ESOS Committee shall be entitled to prescribe or impose, in relation to any offer, any condition relating to any retention period or restriction on transfer as it deems fit. An Eligible Person should note that the Infoline Shares are encouraged for him/her to hold as an investment rather than for any speculative purposes and/or the realisation of any immediate gain.

13. LISTING AND QUOTATION OF THE NEW INFOLINE SHARES

13.1 Upon the exercise of any ESOS Options in accordance with By-Law 8, the Company shall apply to Bursa Securities for the listing and quotation of such new Infoline Shares on the Main Market of Bursa Securities.

13.2 The Company and the ESOS Committee shall not under any circumstances be held liable for any costs, losses and damages whatsoever and however relating to the delay on the part of the Company in allotting and issuing the Infoline Shares or in procuring Bursa Securities to list the Infoline Shares for which the Grantee is entitled to subscribe.

14. ALTERATION OF SHARE CAPITAL DURING THE ESOS OPTION PERIOD

14.1 In the event of any alteration in the capital structure of the Company during the ESOS Period, whether by way of capitalisation of profit or reserves, rights issue, bonus issue, capital reduction, subdivision or consolidation of shares or capital reduction or any other variations of capital or howsoever otherwise taking place, the Board shall have the discretion and accordingly assess the practicality of complying with the requirement to cause such corresponding adjustments (if any) to be made to:

(i) the Exercise Price of the ESOS Options; and/or

(ii) the number of the new Infoline Shares comprised in the ESOS Options granted to each Grantee (excluding ESOS Options already exercised).

Any adjustment pursuant to this By-Law 14 shall be made in accordance with the following formula:

(a) If and whenever a Infoline Share by reason of any consolidation or subdivision or conversion of Infoline Shares, the Exercise Price shall be adjusted in the following manner:

New Exercise Price $= \dfrac{A \times C}{B}$

New number of Infoline Shares under ESOS Options $= \dfrac{D \times B}{A}$

Where:

A = the aggregate number of issued and fully paid-up Infoline Shares immediately before such consolidation or subdivision or conversion

B = the aggregate number of issued and fully paid-up Infoline Shares immediately after such consolidation or subdivision or conversion

C = existing Exercise Price

D = existing number of Infoline Shares comprised in the ESOS Options in respect of the rights to subscribe for new Infoline Shares so far as unexercised

Each such adjustment will be effective from the commencement of the next Market Day following the entitlement for such issue.

If and whenever the Company shall make any issue of Infoline Shares to its ordinary shareholders credited by way of bonus issue or capitalisation of profits or reserves (whether of a capital or income nature and including capital redemption reserve fund, if applicable), the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{A + B}$$

and the additional number of new Infoline Shares comprised in the ESOS Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

Additional number of Infoline Shares comprised in the ESOS Options $= \left[T \times \dfrac{A + B}{A} \right] - T$

where:

A = the aggregate number of issued and fully paid-up Infoline Shares on the entitlement date (namely the date as at the close of business on which shareholders must be registered in order to be entitled to any dividends, rights allotments and/or other forms of distributions) immediately before such bonus issue or capitalisation issue;

B = the aggregate number of new Infoline Shares to be issued pursuant to any allotment to ordinary shareholders of the Company credited as fully-paid by way of bonus issue or capitalisation of profits or reserves (whether of a capital or income nature and including capital redemption reserve fund, if applicable); and

T = existing number of the new Infoline Shares comprised in the ESOS Options held.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(b) If and whenever the Company shall make:

(i) a Capital Distribution (as defined below) to its ordinary shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); or

(ii) any offer or invitation to its ordinary shareholders whereunder they may acquire or subscribe for Infoline Shares by way of rights; or

(iii) any offer or invitation to its ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into Infoline Shares or securities with rights to acquire or subscribe for Infoline Shares,

then and in respect of each such case, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{C - D}{C}$$

and in respect of the case referred to in By-Law 14.1(c)(ii) hereof, the additional number of the new Infoline Shares comprised in the ESOS Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Infoline Shares comprised in the ESOS Options} = \left[T \times \frac{C}{C - D^*} \right] - T$$

where:

T = T as in By-Law 14.1(b);

C = the Current Market Price (as defined in By-Law 14.1(g)) of each Infoline Share on the Market Day immediately preceding the date on which the Capital Distribution or, as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the Capital Distribution or, as the case may be, of the offer or invitation; and

D = (aa) in the case of an offer or invitation to acquire or subscribe for Infoline Shares under By-Law 14.1(c)(ii) above or for securities convertible into Infoline Shares or securities with rights to acquire or subscribe for the Infoline Shares under By-Law 14.1(c)(iii) above, the value of rights attributable to 1 Share (as defined below); or

(bb) in the case of any other transaction falling within By-Law 14.1(c) hereof, the fair market value, as determined (with the concurrence of the Auditors and/or the Adviser), of that portion of the Capital Distribution attributable to 1 Share.

For the purpose of definition of "D" in (aa) above, the "value of rights attributable to 1 Share" shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

where:

C = C as in By-Law 14.1(c);

E = the subscription price for 1 additional Infoline Share under the terms of such offer or invitation or subscription for 1 additional security convertible into Infoline Shares or 1 additional security with rights to acquire or subscribe for Infoline Shares;

F = the number of existing Infoline Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional Infoline Share or security convertible into Infoline Shares or 1 additional security with rights to acquire or subscribe for Infoline Shares; and

D* = the value of the rights attributable to 1 Share (as defined below).

For the purpose of D* above, the "value of the rights attributable to 1 existing Share" shall be calculated in accordance with the formula:

$$\frac{C - E^*}{F^* + 1}$$

where:

C = C as in By-Law 14.1(c);

E* = the subscription price for 1 additional Infoline Share under the terms of such offer or invitation to acquire or subscribe for Infoline Shares; and

F* = the number of existing Infoline Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional Infoline Share.

For the purpose of By-Law 14.1(c) hereof, "Capital Distribution" shall (without prejudice to the generality of that expression) include distributions in cash or specie or by way of issue of Infoline Shares (other than an issue falling within By-Law 14.1(b) hereof) or other securities credited by way of capitalisation of profits or reserves (whether of a capital or income nature and including capital redemption reserve fund, if applicable).

Any dividend charged or provided for in the accounts of any period shall (whenever paid and howsoever described) be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited statement of profit or loss and other comprehensive income of the Company.

Each such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(c) If and whenever the Company makes any allotment to its ordinary shareholders as provided in By-Law 14.1(b) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 14.1(c)(ii) or By-Law 14.1(c)(iii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I)}{(G + H + B) \times C}$$

and where the Company makes any allotment to its ordinary shareholders as provided in By-Law 14.1(b) above and also makes any offer or invitation to its ordinary shareholders as provided in By-Law 14.1(c)(ii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the additional number of Infoline Shares comprised in the ESOS Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Infoline Shares comprised in the ESOS Options} = \left[T \times \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

B = B as in By-Law 14.1(b) above;

C = C as in By-Law 14.1(c) above;

G = the aggregate number of issued and fully paid-up Infoline Shares on the entitlement date;

H = the aggregate number of new Infoline Shares under an offer or invitation to acquire or subscribe for Infoline Shares by way of rights or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into Infoline Shares or rights to acquire or subscribe for Infoline Shares, as the case may be;

H* = the aggregate number of new Infoline Shares under an offer or invitation to acquire or subscribe for Infoline Shares by way of rights;

I = the subscription price of 1 additional Share under the offer or invitation to acquire or subscribe for Infoline Shares or the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for 1 additional Share, as the case may be;

I* = the subscription price of 1 additional Share under the offer or invitation to acquire or subscribe for Infoline Shares; and

T = T as in By-Law 14.1(b) above.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for such issue.

(d) If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for Infoline Shares as provided in By-Law 14.1(c)(ii) above together with an offer or invitation to acquire or subscribe for securities convertible into Infoline Shares or securities with rights to acquire or subscribe for Infoline Shares as provided in By-Law 14.1(c)(iii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

and the additional number of Infoline Shares comprised in the ESOS Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Infoline Shares comprised in the ESOS Options} = \left[T \times \frac{(G + H^*) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

C = C as in By-Law 14.1(c) above;

G = G as in By-Law 14.1(d) above;

H = H as in By-Law 14.1(d) above;

H* = H* as in By-Law 14.1(d) above;

I = I as in By-Law 14.1(d) above;

I* = I* as in By-Law 14.1(d) above;

J = the aggregate number of Infoline Shares to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for Infoline Shares by the ordinary shareholders of the company;

K = the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for 1 additional Share; and

T = T as in By-Law 14.1(b) above.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for the above transaction.

(e) If and whenever the Company makes an allotment to its ordinary shareholders as provided in By-Law 14.1(b) above and also makes an offer or invitation to acquire or subscribe for Infoline Shares to its ordinary shareholders as provided in By-Law 14.1(c)(ii) above, together with rights to acquire or subscribe for securities convertible into or with rights to acquire or subscribe for Infoline Shares as provided in By-Law 14.1(c)(iii) above and the entitlement date for the purpose of the allotment is also the entitlement date for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the additional number of Infoline Shares comprised in the ESOS Options which a Grantee may be entitled to be issued with, shall be calculated as follows:

$$\text{Additional number of Infoline Shares comprised in the ESOS Options} = \left[T \times \frac{(G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)} \right] - T$$

where:

B = B as in By-Law 14.1(b) above;

C = C as in By-Law 14.1(c) above;

G = G as in By-Law 14.1(d) above;

H = H as in By-Law 14.1(d) above;

H* = H* as in By-Law 14.1(d) above;

I = I as in By-Law 14.1(d) above;

I* = I* as in By-Law 14.1(d) above;

J = J as in By-Law 14.1(e) above;

K = K as in By-Law 14.1(e) above; and

T = T as in By-Law 14.1(b) above.

Such adjustment will be effective (if appropriate, retroactively) from the commencement of the next Market Day following the entitlement date for the above transaction.

For the purposes of By-Laws 14.1(c), (d), (e) and (f) above, the "Current Market Price" in relation to 1 existing Share for any relevant day shall be the volume weighted average market prices for 5 consecutive Market Days before such date or during such other period as may be determined in accordance with any guidelines issued, from time to time, by Bursa Securities.

Such adjustments (other than on a bonus issue) must be confirmed in writing by either the Auditor or Adviser, acting as an expert and not as arbitrator, upon reference to them by the ESOS Committee, to be in their opinion, fair and reasonable, provided always that:

(A) any adjustment to the Exercise Price shall be rounded down to the nearest 1 sen;

(B) in the event that a fraction of a new Share arising from the adjustment referred to in this By-Law 14 would otherwise be required to be issued, the Grantee's entitlement shall be rounded down to the nearest whole number;

(C) upon any adjustment being made pursuant to this By-Law 14, the ESOS Committee shall, within 15 Market Days of the effective date of the alteration in the capital structure of the Company, notify the Grantee (or his legal representatives where applicable) in writing informing him of the adjusted Exercise Price thereafter in effect and/or the revised number of new ESOS Options thereafter to be issued; and

(D) any adjustments made must be in compliance with the provisions for adjustment as provided in this By-Law 14.

In addition, the Company shall, at the request of the Grantee, furnish such Grantee with a copy of the certificate from the Auditor or Adviser (as the case may be) to the effect that the opinion of such Auditor or Adviser (as the case may be), acting as an expert and not an arbitrator, on whether the adjustment is fair and reasonable either generally or as regard such Grantee, and such certification shall be final and binding on all parties. For the avoidance of doubt, any adjustments to the Exercise Price and/or the number of the new Infoline Shares comprised in the ESOS Options so far as unexercised arising from bonus issues, need not be confirmed in writing by the Auditor or Adviser (as the case may be).

14.2 No adjustments shall be made to the Exercise Price and/or the number of the new Infoline Shares comprised in the ESOS Options or any portion thereof that is unexercised when the alteration in the capital structure of the Company arises from:

(i) an issue of new Infoline Shares upon the exercise of ESOS Options pursuant to the ESOS; or

(ii) an issue of new Infoline Shares arising from the exercise of any conversion rights attached to securities convertible to new Infoline Shares or upon exercise of any other rights including warrants (if any) issued by the Company; or

(iii) an issue of securities as consideration or part consideration for an acquisition of securities, assets or business by the Group; or

(iv) private placement or restricted issue or special issue of new Infoline Shares by the Company; or

(v) an issue of securities as a special issue of new Infoline Shares to Bumiputera parties or investors approved by the Ministry of Investment, Trade and Industry, Malaysia and/or other relevant governmental authorities to comply with the government policy on Bumiputera capital participation; or

(vi) a purchase by the Company of its own Infoline Shares and the cancellation of all or a portion of the Infoline Shares pursuant to the relevant provisions of the Act; or

(vii) an issue by the Company of Infoline Shares or of securities convertible into Infoline Shares or securities with rights to acquire or subscribe for Infoline Shares to its officers, including Directors, or employees of the Company or any of its subsidiaries pursuant to purchase or option schemes approved by the shareholders in general meeting; or

(viii) any issue of Infoline Shares by the Company pursuant to a dividend reinvestment scheme undertaken in accordance with the Listing Requirements or for any purpose whatsoever.

14.3 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to Subdivision 2 of Division 7 of the Act, By-Law 14.1 shall be applicable in respect of such parts of the scheme which involves any alteration in the capital structure of the Company to which By-Law 14.1 is applicable, but By-Law 14.1 shall not be applicable in respect of such parts of the scheme which involves any alteration in the capital structure of the Company to which By-Law 14.2 is applicable.

14.4 Notwithstanding the provisions referred to in the By-Laws, the ESOS Committee may exercise its discretion to determine whether any adjustments to the Exercise Price and/or the number of ESOS Options be calculated on a different basis or date or should take effect on a different date or that such adjustments be made to the Exercise Price and/or the number of ESOS Options notwithstanding that no such adjustment formula has been explicitly set out in the By-Laws.

15. ADMINISTRATION OF THE ESOS

15.1 The ESOS shall be administered by the ESOS Committee consisting of such persons appointed by the Board from time to time. The Board shall have the discretion as it deems fit from time to time to approve, rescind and/or revoke the appointment of any person in the ESOS Committee and appoint replacement members to the ESOS Committee, assume and/or exercise or execute any of the powers and authorities conferred upon the ESOS Committee pursuant to the By-Laws, as well as to amend, modify or vary the Terms of Reference. The ESOS Committee shall be vested with such powers and duties as are conferred upon it by the Board.

15.2 The ESOS Committee may for the purpose of administering the ESOS do all acts and things and/or caused the Company to enter into any transaction, agreement, deed, document or arrangement, make rules, regulations or impose terms and conditions or delegate part of its powers relating to the ESOS, which the ESOS Committee may in its discretion consider to be necessary or desirable to give full effect to the ESOS and generally exercise such powers and perform such acts as are deemed necessary or expedient to promote the best interest of the Company.

15.3 The ESOS Committee in the exercise of this power may correct any defect, supply any omission, or reconcile any inconsistency in the ESOS or in any agreement providing for an ESOS Option in a manner and to the extent it shall deem necessary to expedite and make the ESOS fully effective.

15.4 The ESOS Committee is to ensure that the respective Directors and/or Senior Management do not participate in the deliberation or discussion of their own allocation.

16. MODIFICATION, VARIATION AND/OR AMENDMENT TO THE ESOS

16.1 Subject to By-Law 16.2 and compliance with the Listing Requirements and the approvals of any other authorities (if required), the ESOS Committee may at any time and from time to time recommend to the Board any modification, variation and/or amendment of the By-Laws as it shall in its discretion think fit and the Board shall have the power by resolution to make any modification, variation and/or amendment of the By-Laws upon such recommendation and subject to the Company submitting a confirmation letter to Bursa Securities and the amended By-Laws (within 5 Market Days after the effective date of the modification, variation and/or amendment of the By-Laws) each time any modification, variation and/or amendment is made, that the said modification, variation and/or amendment is in compliance with the Listing Requirements pertaining to share issuance schemes and Depository Rules pursuant to Paragraph 2.12 of the Listing Requirements.

16.2 Subject to By-Law 16.3, the approval of the shareholders of the Company in general meeting shall not be required in respect of the modification, variation and/or amendment of the By-Laws provided that no modification, variation and/or amendment made to the By-Laws which would:

(a) materially prejudice any rights which would have accrued to any Grantee without his/her prior consent; or

(b) increase the number of Infoline Shares available under the ESOS beyond the maximum imposed by By-Law 2.1; or

(c) prejudice any rights of the shareholders of the Company; or

(d) alter any matter which are required to be contained in the By-Laws by virtue of Appendix 6E of the Listing Requirements to the advantage of any Grantee or group of Grantees or all Grantees;

unless a shareholders' approval is obtained at a general meeting.

16.3 For the purpose of complying with the Listing Requirements, the By-Laws shall not be amended or altered in any way whatsoever for the advantage of the Grantees without the prior approval of shareholders in general meeting.

16.4 The ESOS Committee shall within 5 Market Days of any modification and/or amendment made pursuant to the By-Laws, notify the Grantee in writing of any modification and/or amendment made pursuant to the By-Laws.

17. WINDING UP AND LIQUIDATION OF THE COMPANY

17.1 In the event that any order is made or resolution is passed for the liquidation of the Company, all unexercised or partially exercised ESOS Options shall automatically lapse and shall be null and void and have no further effect, in which event the ESOS Option shall be automatically terminated on the following date:

(a) in the case of a voluntary winding-up, the date on which a provisional liquidator is appointed by the Company; or

(b) in the case of an involuntary winding-up, the date on which a petition for winding up is served on the Company.

Notwithstanding the above, the ESOS Committee will consider, to the extent permitted by law, whether or not to allow exercise of any unexercised or partially exercised ESOS Options subject to such terms and conditions as may be prescribed and will take into account all circumstances on case-to-case basis, including (but not limited to) the contributions of the Grantees.

18. DURATION

18.1 The effective date for the implementation of the ESOS shall be such date to be determined and announced by the Board following full compliance with all relevant requirements of the Listing Requirements including the following ("**Effective Date**"):

(a) approval of Bursa Securities for the listing of and quotation for new Infoline Shares to be issued pursuant to the exercise of the ESOS Options granted under the ESOS;

(b) approval of the Shareholders for the ESOS at a general meeting;

(c) submission of the final copy of the By-Laws to Bursa Securities together with a letter of compliance pursuant to Paragraph 2.12 of the Listing Requirements and a checklist showing compliance with Appendix 6E of the Listing Requirements;

(d) approvals of any other relevant regulatory authorities, where applicable; and

(e) fulfilment of all conditions attached to the above approvals (if any).

18.2 The Adviser of the Company shall submit a confirmation letter to Bursa Securities of full compliance with the relevant requirements of the Listing Requirements stating the Effective Date of implementation of the ESOS together with a certified true copy of a resolution passed by the shareholders of the Company in a general meeting approving the ESOS. The confirmation letter shall be submitted to Bursa Securities no later than 5 Market Days after the Effective Date.

18.3 The ESOS, when implemented, shall be in force for a period of 5 years from the Effective Date. The Board shall have the sole and absolute discretion upon recommendation of the ESOS Committee, without having to obtain sanction, approval or authorisation of the shareholders of Infoline in a general meeting, to extend or renew in writing (as the case may be) the ESOS for a further period of 5 years provided that the tenure of the ESOS shall not in aggregate exceed 10 years from the Effective Date or such longer period as may be permitted by Bursa Securities or any other relevant authorities. Such extended ESOS Period shall be implemented in accordance with the terms of these By-laws, save for any amendment and/or change to the relevant statutes and/or regulations then in force ("**ESOS Period**"). The Company shall make the necessary announcement to Bursa Securities should there be any extension of the ESOS Period on or before the expiry of the first 5 years.

On expiry of the ESOS, any ESOS Options which have yet to be granted, vested or exercised (whether fully or partially) shall be deemed cancelled and be null and void.

18.4 Any extended ESOS under this provision shall be implemented in accordance with the terms of the By-Laws, subject however to any revisions and/or changes to the relevant laws and/or regulations then in force. Unless otherwise required by the Bursa Securities, no further sanctions, approvals, or authorisation shall be required for the extension of the ESOS provided that the Company shall serve appropriate notices on each Grantee and make any announcements to Bursa Securities (if required) within 30 calendar days prior to the expiry of the ESOS.

19. FEES, COSTS, EXPENSES AND TAXES

19.1 Save as otherwise provided for in the ESOS and the Constitution, all fees, costs and expenses incurred in relation to the administration and management of the ESOS relating to the allotment and issuance of the new Infoline Shares pursuant to the exercise of any ESOS Option, shall be borne by the Company.

All taxes (including income tax), if any, arising from the exercise of any ESOS Option under the ESOS shall be borne by the Eligible Person.

19.2 Notwithstanding this, the Grantee shall bear any fees, costs and expenses incurred in relation to his/her acceptance and exercise of the ESOS Options under the ESOS and any holding or dealing of Infoline Shares to be allotted and issued pursuant to the exercise of the ESOS Options, including brokerage fees, commissions and stamp duties.

20. DISPUTES/ DIFFERENCES

20.1 In the event of any dispute or difference between the ESOS Committee and an Eligible Person or Grantee, as the case may be, as to any matter of any nature arising under the ESOS, the ESOS Committee shall determine such dispute or difference by a written decision (without any obligation to give any reason thereof) given to the Eligible Person or Grantee, as the case may be. The said decision shall be final and binding on the parties unless the Eligible Person or Grantee, as the case may be, within 14 calendar days of the receipt thereof by written notice to the ESOS Committee, disputes the same in which case such dispute or difference shall be referred to the Auditors, for the time being of the Company, which the ESOS Committee may at its discretion decide, acting as experts and not as arbitrators, whose decision shall be final and binding in all respects. Notwithstanding anything herein to the contrary, any costs and expenses incurred in relation to any dispute or difference or appeal brought by any party to the ESOS Committee shall be borne by such party.

20.2 Notwithstanding the foregoing provisions of By-Law 19.1 above, matters concerning adjustments made pursuant to By-Law 14 shall be referred to the Auditor or Adviser, acting as an expert and not as arbitrator and whose decision shall be final and binding in all respects.

21. DIVESTMENT FROM AND TRANSFER TO/FROM THE GROUP

21.1 If the Grantee who was in the employment of a company in the Group which was subsequently divested from the Group resulting in that company ceasing to be a subsidiary, unless approved by the ESOS Committee in writing, the ESOS Options unexercised on the date of such company ceasing to be a subsidiary, shall be null and void and be of no effect. Such Grantee shall not be eligible to participate for further ESOS Options under the ESOS.

21.2 In the event that the Grantee is transferred from the Group to any associated companies of the Group (which definition shall be that which is adopted by the Malaysian Accounting Standard Board) or to any related companies (as defined in Section 7 of the Act) of the Company which have an existing share issuance scheme in which the Grantee will be entitled to participate, unless approved by the ESOS Committee in writing, the ESOS Options unexercised on the date of transfer shall be null and void and be of no effect.

If the associated company does not have an existing share issuance scheme in which the Grantee will be entitled to participate, the ESOS Committee shall have the sole and absolute discretion to determine whether the ESOS Options unexercised by the Grantee will continue to be capable of exercise and the period in which it is capable of being exercised.

21.3 In the event that:

(a) an employee who was employed in a company which is related to the Company pursuant to Section 7 of the Act (that is to say, a company which does not fall within the definition of "the Group") and is subsequently transferred from such company to any company within the Group; or

(b) an employee who was in the employment of a company which subsequently becomes a member of the Group as a result of a restructuring or acquisition exercise or otherwise involving the Company and/or any company within the Group with any of the first mentioned company stated in (a) above, (the first abovementioned company in (a) and (b) herein referred to as the "**Previous Company**"), such an employee of the Previous Company will be eligible to participate in this ESOS for its remaining ESOS Option Period, if the affected employee becomes an Eligible Person within the meaning under the By-Laws.

For the avoidance of doubt, in the event of any acquisition or incorporation of any company into the Group pursuant to subsection (b) above as a subsidiary as defined in Section 4 of the Act or any other statutory regulation in place thereof during the ESOS Period, the ESOS shall apply to the employees of such company on the date such company becomes a subsidiary of the Group (provided that such subsidiary is not dormant) falling within the meaning of the expression of Eligible Person under By-Law 1 and the By-Laws shall apply.

21.4 A company shall be deemed to be divested from the Group or disposed of from the Group in the event that the effective interest of the Company in such company is reduced from 50% and above to less than 50% so that such company would no longer be a subsidiary of the Company pursuant to Section 4 of the Act.

22. TERMINATION OF THE ESOS

22.1 Subject to the compliance with the Listing Requirements, other requirements of Bursa Securities and any other relevant authorities, the ESOS may be terminated by the Company at any time during the ESOS Period before its expiry without obtaining the approvals or consents from the Grantees or its shareholders provided that the Company makes an announcement immediately to Bursa Securities. The announcement shall include:

(a) the effective date of termination of the ESOS ("**Termination Date**");

(b) the number of ESOS Options exercised and / or Infoline Shares vested; and

(c) the reasons for termination of the ESOS.

22.2 In the event of termination as stipulated by By-Law 22.1 above, the following provisions shall apply:

(a) no further Offers shall be made by the ESOS Committee from the Termination Date;

(b) all Offers which have yet to be accepted by Eligible Persons shall automatically lapse on the Termination Date; and

(c) all outstanding ESOS Options which have yet to be exercised by the Grantees shall be automatically lapsed on the Termination Date.

23. DISCLAIMER OF LIABILITY

23.1 Notwithstanding any provisions contained herein and subject to the Act, the Company, the Board and the ESOS Committee shall not under any circumstances and in any event be held liable to any person for any cost, charges, losses, expenses, damages or liabilities whatsoever arising, including but not limited to any delay on the part of the Company in allotting and issuing the new Infoline Shares or in procuring Bursa Securities to list the new Infoline Shares subscribed for by a Grantee.

24. ESOS NOT A TERM OF EMPLOYMENT

24.1 This ESOS does not form part of or constitute or in any way be construed as a term and condition of employment of any Eligible Person. The ESOS shall not confer or be construed to confer on an Eligible Person any special rights or privileges over the Eligible Person's terms and conditions of employment in the Group under which the Eligible Person is employed nor any rights additional to any compensation or damages that the Eligible Person may be normally entitled to arising from the cessation of such employment.

25. NO COMPENSATION

25.1 No Eligible Person or Grantee who ceases to hold office in or employment with the Group shall be entitled to any compensation for the loss of any right or benefit or prospective right or benefit under the ESOS which he might otherwise have enjoyed whether such compensation is claimed by way of damages for wrongful dismissal or other breach of contract or by way of compensation for loss of office.

25.2 The Company, the Board and/or the ESOS Committee shall not be liable for any compensation, loss or damages of any claim, action or proceeding by any Eligible Person or Grantee or legal or personal representatives whatsoever and howsoever arising from the suspension of rights to exercise his ESOS Options, ceasing to be valid pursuant to the By-Laws, as may be amended from time to time in accordance with By-Law 16 hereof.

26. RIGHTS OF GRANTEES

26.1 The ESOS Options shall not carry any right to vote at any general meeting of the Company. The Grantee shall not in any event be entitled to any dividends, rights and/or other entitlement on his Unexercised ESOS Options.

26.2 Subject to the Constitution, all Grantees are entitled to inspect the latest audited financial statements of the Company during the usual business hours on any working day at the registered office of the Company.

27. ERRORS AND OMISSIONS

27.1 If in consequence of an error or omission, the ESOS Committee discovers/determines that:

(a) an Eligible Person who was selected by the ESOS Committee has not been given the opportunity to participate in the ESOS on any occasion; or

(b) the number of Infoline Shares allotted and issued to any Grantee pursuant to an exercise of ESOS Options under the ESOS on any occasion is found to be incorrect,

and such error or omission cannot be corrected within the relevant period specified in the ESOS, the ESOS Committee may do all such acts and things to rectify such error or omission, but not limited to, all acts and things to ensure that the Eligible Person is given the opportunity to participate in the ESOS and/or the aggregate number of new Infoline Shares to which the Grantee is correctly entitled to is credited into his/her CDS Account and/or to withdraw the Offer given to the employee or Director who was erroneously selected as an Eligible Person.

28. CONSTITUTION

28.1 Notwithstanding the terms and conditions contained herein, if a situation of conflict should arise between the By-Laws of the ESOS and the Constitution, the Constitution shall at all times prevail save and except where such provisions of the By-Laws are included pursuant to the Listing Requirements.

29. NOTICE

29.1 Any notice under the ESOS required to be given to or served upon the ESOS Committee by an Eligible Person or a Grantee or any correspondence to be made between an Eligible Person or Grantee to the ESOS Committee shall be given or made in writing and sent to the registered office of the Company or such other office which the ESOS Committee may have stipulated for a particular purpose by hand (with acknowledgement of receipt) or registered letter or electronic media, including but not limited to electronic mail.

29.2 Unless otherwise provided in the By-Laws, any notice which under the ESOS is required to be given to or served upon an Eligible Person or Grantee or any correspondence to be made with an Eligible Person or Grantee shall be deemed to be sufficiently given, served or made if it is given, served or made by hand, facsimile, registered letter or electronic media, including but not limited to electronic mail, addressed to the Eligible Person or Grantee at the place of employment or at the last facsimile number or address known to the Company as being his/her facsimile number or address or electronic mail address. Any notice served by hand, facsimile or post as aforesaid shall be deemed to have been received at the time when such notice if by hand is received and duly acknowledged, if by facsimile is transmitted with a confirmed log print-out for the transmission indicating the date, time and transmission of all pages, if by registered letter would in the ordinary course of post be delivered and if by electronic mail, is sent with a notification received after the sending of notice.

29.3 Notwithstanding By-Law 29.2, where any notice is required to be given by the Company or the ESOS Committee under the By-Laws in relation to matters which may affect all the Eligible Persons or Grantees, as the case may be, the Company or ESOS Committee may give notice through an announcement to all employees of the Group to be made in such manner deemed appropriate by the ESOS Committee. Upon the making of such an announcement, the notice to be made under By-Law 29.2 shall be deemed to be sufficiently given, served or made to all affected Eligible Persons or Grantees, as the case may be.

30. SEVERABILITY

30.1 If at any time any provision of the By-Laws is or becomes illegal, void or unenforceable in any respect, the same shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remainder thereof, and any such illegality, voidness or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation or provision herein contained.

31. DECISION OF THE ESOS COMMITTEE

31.1 Any decision and/or determination made by the ESOS Committee under the By-Laws shall, in the absence of any manifest of error, be final and binding.

32. GOVERNING LAW

32.1 The ESOS, the By-Laws and all ESOS Options granted hereunder shall be governed by and construed in accordance with the laws of Malaysia. The Eligible Person, by accepting the Offer in accordance with the By-Laws and terms of the ESOS and the Constitution, irrevocably submit to the exclusive jurisdiction of the courts in Malaysia.

32.2 Any Eligible Person to whom the Offer is granted is required to ensure that they comply with all applicable laws and regulations in each country or jurisdiction in or from which they are granted the Offers.

33. MULTIPLE ESOS

33.1 The Company may implement more than 1 share issuance scheme, provided that the aggregate number of Infoline Shares available under all the share issuance schemes do not exceed the maximum number of Infoline Shares stipulated in the Listing Requirements.

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1. RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

2.1 MBSB IB

MBSB IB, being our Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which it appears in this Circular.

MBSB IB confirms that there is no existing or potential conflict of interest, or any circumstance that would give rise to a conflict of interest, by virtue of its role as our Principal Adviser for the Proposals.

2.2 VPC

VPC, being the Independent Valuer to our Company in relation to the valuation of the Properties, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which it appears in this Circular.

VPC confirms that there is no existing or potential conflict of interest, or any circumstance that would give rise to a conflict of interest, by virtue of its role as the Independent Valuer to our Company in relation to the valuation of the Properties.

3. MATERIAL COMMITMENTS AND CONTINGENCIES

As at the LPD, save for the Proposed Acquisition, there are no other material commitments and contingencies incurred or known to be incurred by our Group which may, upon being enforceable, have a material adverse effect on our business or our Group's consolidated statement of financial position.

4. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the past 12 months before the date of this Circular are as follows:

Month	Highest RM	Lowest RM
2025		
July	0.545	0.490
August	0.520	0.400
September	0.445	0.385
October	0.495	0.420
November	0.420	0.345
December	0.395	0.320

Month	Highest RM	Lowest RM
2026		
January	0.455	0.400
February	0.415	0.330
March	0.380	0.330
April	0.410	0.330
May	0.380	0.340
June	0.380	0.305
Last transacted market price on 7 April 2026, being the last market day immediately before the announcement of the Proposals on 8 April 2026 (RM)		0.355
Last transacted market price as at the LPD (RM)		0.305

(*Source: Bloomberg*)

5. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of our Group and, to the best of our Board's knowledge and belief, our Board confirmed that there are no proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office of our Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia, from 9.00 AM to 5.00 PM, Monday to Friday (excluding public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

(i) our Constitution;

(ii) our audited consolidated financial statements for the FYE 31 December 2024 and FPE 31 March 2025, and our latest unaudited financial statements for the FYE 31 March 2026;

(iii) the SPAs;

(iv) the Valuation Certificate for the Properties referred to in **Appendix III** of this Circular and the valuation report in relation thereto;

(v) the proposed By-Laws, as set out in **Appendix IV** of this Circular; and

(vi) the letters of consent and declarations of conflict of interest from MBSB IB and VPC as referred to in Section 2 of this **Appendix V**.

INFOLINE TEC GROUP BERHAD
(Registration No.: 202101032489 (1432789-M))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Infoline Tec Group Berhad ("**Infoline**" or the "**Company**") will be held at Mutiara 3, Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan ("**Meeting Venue**") on Friday, 28 August 2026 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of Fifth Annual General Meeting which is scheduled to be held on the same day at 9:30 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY INFOLINE IT SOLUTIONS SDN BHD ("INFOLINE IT SOLUTIONS"), A WHOLLY-OWNED SUBSIDIARY OF INFOLINE TEC GROUP BERHAD ("INFOLINE"), OF 2 ADJOINING INTERMEDIATE UNITS OF 3 STOREY SEMI-DETACHED FACTORY BUILDINGS BUILT ON LEASEHOLD LAND, H.S.(D) 296779, PT NO. 12703, PEKAN BARU SUNGAI BULOH, DAERAH PETALING, NEGERI SELANGOR ("LOT 10") AND H.S.(D) 296780, PT NO.12704, PEKAN BARU SUNGAI BULOH, DAERAH PETALING, NEGERI SELANGOR ("LOT 11"), (COLLECTIVELY, "PROPERTIES") FOR A TOTAL PURCHASE CONSIDERATION OF RM18,577,776, TO BE SATISFIED VIA CASH ("PROPOSED ACQUISITION")

THAT, subject to the conditions precedent stipulated in the conditional sale and purchase agreements dated 8 April 2026 entered into between Infoline IT Solutions and the registered and beneficial owners of Lot 10, being Huayi (SEA) Sdn Bhd and the beneficial owner of Lot 11, being Orionis Technology (M) Sdn Bhd, approval be and is hereby given to the Company to acquire the Properties, for a total purchase consideration of RM18,577,776, which is to be satisfied via a combination of bank borrowings and internally generated funds;

THAT, the entry by Infoline IT Solutions into the conditional sale and purchase agreements for the Proposed Acquisition be and are hereby ratified;

AND THAT, the Board of Directors of the Company ("**Board**") and Infoline IT Solutions, be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign and deliver, on behalf of the Company and/or Infoline IT Solutions, all such agreements, arrangements and documents to give effect to the Proposed Acquisition, with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Acquisition in any manner in the best interest of the Company and/or Infoline IT Solutions or as may be required or imposed by any relevant authorities and/or parties and to take all such steps as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF THE ISSUED SHARE CAPITAL OF INFOLINE (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("PROPOSED ESOS")

"**THAT**, subject to the approvals of all relevant authorities and/or parties being obtained (where applicable), the Board be and is hereby authorised and empowered to:

(i) establish, implement and administer the Proposed ESOS, where amongst others, the number of ordinary shares in the Company ("**Shares**") made available under the Proposed ESOS shall be a maximum of ten percent (10%) of the total number of issued Shares (excluding treasury shares), at any point in time during the duration of the Proposed ESOS (which will be valid for 5 years with an option of 5 years extension) for the eligible Directors and the employees of Infoline and its subsidiaries which are not dormant ("**Infoline Group**") who fulfil the eligibility criteria as determined by the ESOS Committee (as defined below) ("**Eligible Persons**"), at the sole and absolute discretion of the ESOS Committee subject to the terms and conditions set out in the by-laws governing the Proposed ESOS ("**By-Laws**");

(ii) the Proposed ESOS will be administered by a committee which will comprise such Directors and/or senior management personnel of Infoline Group as appointed by the Board ("**ESOS Committee**"). The ESOS Committee will have the sole and absolute discretion in administering the Proposed ESOS in accordance with the proposed By-Laws as set out in **Appendix IV** of the Circular to Shareholders of the Company in relation to the Proposed Acquisition and Proposed ESOS dated 27 July 2026 ("**Circular**"), and the terms of reference of the ESOS Committee;

(iii) issue and allot from time to time such number of new Shares as may be required to be issued and allotted to the Eligible Persons pursuant to the exercise of ESOS Options granted under the Proposed ESOS, subject to the terms and conditions of the By-Laws, provided that the total number of new Shares to be issued and allotted shall not exceed an aggregate maximum of ten percent (10%) of the total number of issued Shares (excluding treasury shares) at any point of time during the duration of the Proposed ESOS;

(iv) pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Constitution, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Shares ranking equally to the existing issued Shares arising from any issuance of new Shares pursuant to the Proposed ESOS; and

(v) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed ESOS from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT, the proposed By-Laws, as set out in **Appendix IV** of the Circular, which is in compliance with the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), be and is hereby approved and adopted;

AND THAT, the Board be and is hereby empowered and authorised to take such steps and to do all such acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed ESOS."

ORDINARY RESOLUTIONS 3 TO 9

PROPOSED ALLOCATION TO THE FOLLOWING ELIGIBLE DIRECTORS OF THE COMPANY ("PROPOSED ALLOCATION")

"THAT subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the new Infoline Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer each of the eligible Directors as named therein below respectively, such number of Shares in the Company which will be vested in him/her at a specified future date and to allot and issue and/or deliver such number of options in the Proposed ESOS awarded to him/her from time to time, provided always that not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the total number of Shares available under the Proposed ESOS shall be allocated to any eligible Directors and employees who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares (excluding treasury shares), subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws:

No.	**Name**	
1.	Ang Seng Wong (Independent Non-Executive Chairman)	**Ordinary Resolution 3**
2.	Choo Wei Chuen (Non-Independent Executive Director / Chief Executive Officer)	**Ordinary Resolution 4**
3.	Loo Wai Hong (Non-Independent Executive Director / Chief Operating Officer)	**Ordinary Resolution 5**
4.	Too Yit Meng (Non-Independent Executive Director / Chief Marketing Officer)	**Ordinary Resolution 6**
5.	Tan Mui Ping (Independent Non-Executive Director)	**Ordinary Resolution 7**
6.	Olivia Lim (Independent Non-Executive Director)	**Ordinary Resolution 8**
7.	Alwizah Al-Yafii binti Ahmad Kamal (Independent Non-Executive Director)	**Ordinary Resolution 9**

Provided always that:

i. he/ she does not participate in the deliberation or discussion of his own allocation as well as allocation of ESOS Options to person connected with them, if any;

ii. the aggregate number of Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 10% of the total number of issued Shares (excluding treasury shares) at any point in time during the duration of the Proposed ESOS;

iii. not more than 80% of the total ESOS Options available under the Proposed ESOS shall be allocated, in aggregate, to the eligible Directors and senior management of the Infoline Group; and

iv. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Constitution, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Shares ranking equally to the existing issued Shares arising from any issuance of new Shares to the above Directors of Infoline pursuant to the Proposed ESOS;

AND THAT subject always to such terms and conditions and/ or adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities."

BY ORDER OF THE BOARD

YEOW SZE MIN
(MAICSA 7065735)
(Practicing Certificate No.: 201908003120)

CHEW KIT YEE
(MAICSA 7067474)
(Practicing Certificate No.: 202208000376)
Company Secretaries

Kuala Lumpur
27 July 2026

Notes:

1. Only a member whose name appears in the Record of Depositors of the Company as at 20 August 2026 shall be entitled to attend, speak and vote, and to appoint proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM.

2. A member of the Company who is entitled to attend and vote at the EGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM. A proxy may but need not be a member of the Company.

3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.

5. Where a member appoints more than one (1) proxy to attend the EGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.

6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.

7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:

   (i) In hard copy form

   The Proxy Form must be deposited with the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

   (ii) By electronic means

   The Proxy Form can be lodged electronically lodged via the following methods:
   (a) Vide Facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
   (b) Vide designated Email Address of Share Registrar: info@sshsb.com.my

   A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item (7)(ii) above.

8. Any notice of termination of authority to act as proxy must be received by the Company not less than forty-eight (48) hours before the time stipulated for holding the EGM or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-

   a. the constitution of the quorum at such meeting;
   b. the validity of anything he did as chairman of such meeting;
   c. the validity of a poll demanded by him at such meeting; or
   d. the validity of the vote exercised by him at such meeting.

9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:-

   (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agent) for the purpose of the processing and administration of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

   (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agent), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agent) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

   (iii) agrees that the member will indemnify the Company (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

INFOLINE TEC GROUP BERHAD

Registration No. 202101032489 (1432789-M)

No. of shares held	CDS Account no.
Telephone no.	Email address

PROXY FORM

*I/We ______________________ NRIC/Passport no./Registration no. ______________________

(full name in block)

of ____

(address)

being a *member/members of Infoline Tec Group Berhad ("**Company**"), hereby appoint:

(1) Name of proxy : ______________________ NRIC/Passport no. : ______________________

Address : ____

____

Email address : ______________________ Telephone no. : ______________________

***and/or**

(2) Name of proxy : ______________________ NRIC/Passport no. : ______________________

Address : ____

____

Email address : ______________________ Telephone no. : ______________________

or failing him/her, the CHAIRMAN OF THE MEETING as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company which will be held at Mutiara 3, Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan ("**Meeting Venue**") on Friday, 28 August 2026 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of Fifth Annual General Meeting which is scheduled to be held on the same day at 9:30 a.m., whichever is later.

Please indicate with an "x" in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit.

No.	Ordinary Resolutions	For	Against
1.	Proposed Acquisition		
2.	Proposed ESOS		
3.	Proposed allocation to Ang Seng Wong		
4.	Proposed allocation to Choo Wei Chuen		
5.	Proposed allocation to Loo Wai Hong		
6.	Proposed allocation to Too Yit Meng		
7.	Proposed allocation to Tan Mui Ping		
8.	Proposed allocation to Olivia Lim		
9.	Proposed allocation to Alwizah Al-Yafii binti Ahmad Kamal		

Dated this _____ day of _____________ 2026

____
Signature/Common Seal of Member

** Strike out whichever is not applicable*

For the appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	No. of shares	**Percentage (%)**
Proxy 1		
Proxy 2		
Total		**100**

Notes:

1. Only a member whose name appears in the Record of Depositors of the Company as at 20 August 2026 shall be entitled to attend, speak and vote, and to appoint proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM.

2. A member of the Company who is entitled to attend and vote at the EGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM. A proxy may but need not be a member of the Company.

3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.

5. Where a member appoints more than one (1) proxy to attend the EGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.

6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.

7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:

   (i) In hard copy form

   The Proxy Form must be deposited with the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

   (ii) By electronic means

   The Proxy Form can be lodged electronically lodged via the following methods:
   (a) Vide facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
   (b) Vide designated Email Address of Share Registrar: info@sshsb.com.my.

   A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item (7)(ii) above.

8. Any notice of termination of authority to act as proxy must be received by the Company not less than forty-eight (48) hours before the time stipulated for holding the EGM or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-

   a. the constitution of the quorum at such meeting;
   b. the validity of anything he did as chairman of such meeting;
   c. the validity of a poll demanded by him at such meeting; or
   d. the validity of the vote exercised by him at such meeting.

9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:-

   (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agent) for the purpose of the processing and administration of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

   (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agent), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agent) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

   (iii) agrees that the member will indemnify the Company (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Share Registrar
INFOLINE TEC GROUP BERHAD
(Registration No. 202101032489 (1432789-M))

c/o **Securities Services (Holdings) Sdn. Bhd.**
(Registration No. 197701005827 (36869-T))
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damanara,
Damansara Heights,
50490, Kuala Lumpur

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