

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

Bursa Malaysia Securities Berhad ("**Bursa Malaysia**") has perused the contents of the Proposed New Shareholders' Mandate, this Circular to Shareholders ("**Circular**") on a limited review basis prior to the issuance pursuant to paragraph 4.1(c) of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia.

Bursa Malaysia has not perused the Proposed Renewal of the 2024 Shareholders' Mandate as it is prescribed as an Exempt Circular.

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



**Boustead Heavy Industries Corporation Berhad**

Company No. 197101000758 (11106-V)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED RENEWAL OF THE 2024 SHAREHOLDERS' MANDATE AND NEW  
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A  
REVENUE OR TRADING NATURE**

The resolution pertaining to the above proposal will be tabled at the Company's 53<sup>rd</sup> Annual General Meeting to be held at Mutiara Ballroom, Royale Chulan Damansara, 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Thursday, 12 June 2025 at 2.30 p.m. Notice of the Company's 53<sup>rd</sup> Annual General Meeting together with the Proxy Form is set out in the Integrated Report of Boustead Heavy Industries Corporation Berhad for the financial year ended 31 December 2024, which are available to be downloaded from the Company's website at [www.bhic.com.my](http://www.bhic.com.my) or Bursa Malaysia's website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

The Company's 53<sup>rd</sup> Annual General Meeting will be conducted at Mutiara Ballroom, Royale Chulan Damansara, 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, Malaysia. Please follow procedures provided in the Administrative Notes for the Company's 53<sup>rd</sup> Annual General Meeting provided together with the Integrated Report in order to register, participate and vote remotely via the RPV facilities.

If you are unable to attend and vote at the meeting, you may appoint the Chairman of the Board as your proxy and indicate the voting instruction in the Proxy Form. Please complete and deposit the Proxy Form at the office of the Company's Share Registrar, Tricor, located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposited in the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not later than forty eight (48) hours before the time set for the 53<sup>rd</sup> Annual General Meeting indicated below or any adjournment thereof. You may also submit the Proxy Form electronically via TIIH Online website at <https://tiih.online>. The completed Proxy Form once deposited, will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Tuesday, 10 June 2025 at 2.30 p.m.

Date and time of the 53<sup>rd</sup> Annual General Meeting : Thursday, 12 June 2025 at 2.30 p.m.

This Circular is dated 30 April 2025

## **DEFINITIONS:**

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

“The Act”	: Companies Act 2016 as may be amended from time to time including and any re-enactment thereof.
“ADT”	: BHIC Allied Defence Technology Sdn Bhd (199601012036 (384385-U))
“AGM”	: Annual General Meeting
“BCSB”	: Boustead Credit Sdn Bhd (197901007960 (0052246-T))
“BDT”	: BHIC Defence Techservices Sdn Bhd (199801000165 (456291-H))
“BEAT”	: BHIC Electronics and Technologies Sdn Bhd (200301021110 (623530-W))
“BGRS”	: Boustead Group Risk Solution Sdn Bhd (199501014316 (0343517-A))
“BHB”	: Boustead Holdings Berhad (196001000193 (3871-H))
“BHIC” or “the Company”	: Boustead Heavy Industries Corporation Berhad (197101000758 (11106-V))
“BHICDT”	: BHIC Defence Technologies Sdn Bhd (199601019744 (392096-U))
“BHIC Group” or “Group”	: BHIC and its subsidiaries
“BMTA”	: BHIC Marine Technology Academy Sdn Bhd (199901001479 (476379-X))
“BNT”	: BHIC Navaltech Sdn Bhd (199701009472 (424968-A))
“Board”	: The Board of Directors of BHIC
“BOUSTECH”	: Boustead Technology Sdn Bhd (199001011395 (0202965-P))
“BPS”	: Boustead Penang Shipyard Sdn Bhd (197201000156 (11795-W))
“BRSB”	: Boustead Realty Sdn Bhd (199301015908 (270648-A))
“BSES”	: BHIC Submarine Engineering Services Sdn Bhd (200301029101 (631521-V))
“BTS”	: Boustead Travel Services Sdn Bhd (197201000101 (11708-P))
“Bursa Malaysia”	: Bursa Malaysia Securities Berhad
“Circular”	: This circular to shareholders dated 30 April 2025
“CMSA”	: Capital Markets and Services Act 2007, including all amendments made from time to time and any re-enactment thereof
“Director”	: Has the meaning given in Section 2(1) of CMSA and for the purpose of the Proposal includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Director or chief executive of BHIC (or any other company which is its subsidiary or holding company)

## **DEFINITIONS (cont'd):**

“Listing Requirements”	: Main Market Listing Requirements of Bursa Malaysia as amended from time to time
“LOA”	: Limits of Authority
“LTAT”	: Lembaga Tabung Angkatan Tentera, a statutory body established under the Tabung Angkatan Tentera Act, 101, 1973
“LPD”	: 1 April 2025, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	<p>: A person who has an interest or interests in one or more voting shares in BHIC and the number or aggregate number of those shares, is:-</p> <p>a) 10% or more of the total number of voting shares in BHIC; or</p> <p>b) 5% or more of the total number of voting shares in BHIC where such person is the largest shareholder of the company.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p> <p>It also includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder (as defined above) of BHIC or any other company which is its subsidiary or holding company.</p>
“MHS”	MHS Aviation Berhad (226595-U)
“New Shareholders’ Mandate”	: The proposed new shareholders’ mandate to be obtained at the Company’s forthcoming AGM of BHIC for BHIC Group to enter into new Recurrent Related Party Transactions described in section 2.4.2 of this Circular
“Proposal” or “2025 Shareholders’ Mandate”	: Proposed Renewal of the 2024 Shareholders’ Mandate and New Shareholders’ Mandate
“Person Connected”	: Shall be as defined in Chapter 1 of the Listing Requirements
“Recurrent Related Party Transaction”	: Recurrent related party transactions of a revenue or trading nature which is necessary for the day-to-day operations and is entered into by the Company or its subsidiaries in the ordinary course of business which involves the interest, direct or indirect, of a Related Party.
“Related Party(ies)”	: A Director, Major Shareholder or a Person Connected with such Director or Major Shareholder.
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Shareholder(s)”	: Shareholder(s) of BHIC
“2024 Shareholders’ Mandate”	: The shareholders’ mandate obtained from the Shareholders at the last AGM of BHIC held on 6 June 2024 for the BHIC Group to enter into Recurrent Related Party Transactions

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

Words importing the singular shall, where applicable, include the plural and vice versa and words importing

the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

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

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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## Boustead Heavy Industries Corporation Berhad

Company No. 197101000758 (11106-V)  
(Incorporated in Malaysia)

Registered Office:  
17<sup>th</sup> Floor, Menara Boustead  
69 Jalan Raja Chulan  
50200 Kuala Lumpur

30 April 2025

### Board of Directors:

*General Tan Sri Dato' Sri Roslan Saad RMAF (Retired) (Chairman/Independent/Non-Executive Director)*

*Tan Sri Dato' Wira Aziah Ali (Independent/Non-Executive Director)*

*(Dr.) Salihin Abang (Independent/Non-Executive Director)*

*Vice Admiral Dato' Syed Zahiruddin Putra Syed Osman (Retired) (Independent/Non-Executive Director)*

*Hajah Saadatul Nafisah Bashir Ahmad (Independent/Non-Executive Director)*

*Izaddeen Daud (Non-Independent/Non-Executive Director)*

*Fahmy Ismail (Non-Independent/Non-Executive Director)*

*General Tan Sri Dato' Seri Zamrose Mohd Zain (Retired) (Non-Independent/Non-Executive Director)*

*Mohd Khairul Anuar Mohd Nor (Non-Independent/Non-Executive Director)*

### To: The Shareholders of BHIC

Dear Sir/Madam,

### PROPOSED 2025 SHAREHOLDERS' MANDATE

#### 1. INTRODUCTION

In accordance with paragraph 10.09 of the Listing Requirements, the Company has obtained the approval from the Shareholders for the 2024 Shareholders' Mandate to enter into Recurrent Related Party Transactions at the Company's 52<sup>nd</sup> AGM held on 6 June 2024.

The 2024 Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 53<sup>rd</sup> AGM unless authority for its renewal is obtained from the shareholders of the Company at the 53<sup>rd</sup> AGM.

Accordingly, on 27 February 2025, the Company announced to the Bursa Malaysia its intention to seek shareholders' approval of the Proposal at the forthcoming 53<sup>rd</sup> AGM.

The purpose of this Circular is to provide you with the details of the Proposal and to seek your approval for the ordinary resolution pertaining to the Proposal to be tabled at the forthcoming 53<sup>rd</sup> AGM, the notice of which is set out in the Integrated Report 2024 of BHIC, which is despatched together with this Circular.

You are advised to read and carefully consider the contents of this Circular before voting on the ordinary resolution to give effect to the Proposal at the forthcoming 53<sup>rd</sup> AGM.

## **2. PROPOSED 2025 SHAREHOLDERS' MANDATE**

### **2.1 Details of the Proposal**

#### **Background Information**

Pursuant to paragraph 10.09(1) of the Listing Requirements, a listed issuer with an issued share capital of RM60 million and above must immediately announce a Recurrent Related Party Transaction as follows: -

- i) the consideration, value of assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
- ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher.

However, pursuant to paragraph 10.09(2) of the Listing Requirements, a listed issuer is allowed to obtain a mandate from its shareholders in respect of the Recurrent Related Party Transactions.

Paragraph 2.4 of Practice Note 12 states that where a listed issuer has obtained a shareholders' mandate in respect of any Recurrent Related Party Transaction, the disclosure obligation as set out in paragraph 10.09(1) of the Listing Requirements as well as the obligation to procure shareholder approval where any one of the percentage ratios of a related party transaction is 5% or more, as set out under paragraph 10.08 of the Listing Requirements, will not apply to the Recurrent Related Party Transactions which are comprised in the mandate.

It is anticipated that the Group would in the ordinary course of business enter into Recurrent Related Party Transactions which are necessary for their day-to-day operations with classes of Related Parties which are disclosed in Section 2.3 of this Circular. The list of subsidiaries undertaking the Proposal and BHIC's effective interest in the said subsidiaries are set out in Section 2.2 whilst details of the Related Parties are set out in section 2.3. It is likely that such transactions will occur at any time with some degree of frequency.

Accordingly, the Company is seeking your mandate in respect of the Proposal at the forthcoming 53<sup>rd</sup> AGM, which would allow BHIC Group to enter into the Recurrent Related Party Transactions with the Related Parties as specified in Section 2.3 of this Circular provided such transactions are necessary for their day-to-day operations in the ordinary course of their business and are carried out on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of BHIC. At each subsequent AGM, mandate for renewal will be sought for the RRPTs.

Paragraph 3.1.4 of Practice Note 12 states that a shareholders' mandate is subject to annual renewal and any authority conferred by a shareholders' mandate will continue to be in force until:-

- (a) the conclusion of the first AGM of the listed issuer following the general meeting at which such shareholders' mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earlier.

## 2.2 Principal activities of the BHIC Group

BHIC is an investment holding company. The principal activities of the companies in BHIC Group are as described in Note 16 of BHIC's audited financial statements for the financial year ended 31 December 2024 in the Integrated Report 2024.

The holding company of BHIC is Boustead Holdings Berhad ("**BHB**"), a conglomerate with diverse business operations. The principal activity of BHB is investment holding. BHB owns 72.38% equity interest in the Company as at LPD.

The sole shareholder of BHB is Lembaga Tabung Angkatan Tentera ("**LTAT**"), a local statutory body established under the Tabung Angkatan Tentera Act, 101, 1973, which owned 100% of shares in BHB as at LPD. In view of LTAT's interest in BHB, LTAT is deemed a major shareholder of BHIC with 72.38% deemed interest in BHIC via BHB.

The Proposal will apply to the following subsidiary:-

<b>BHIC'S SUBSIDIARIES</b>			
<b>Company</b>		<b>Principal Activities</b>	<b>BHIC's Effective Interest as at LPD (%)</b>
1.	BSES	Provision of maintenance and services of submarines	100% (through BHICDT)

## 2.3 Classes of Related Parties

The Proposal will apply to transactions to be entered into by BHIC Group which involves the interest, direct or indirect of Related Parties. Details of the Related Parties are as follows: -

<b>FIRM/CORPORATION CONNECTED WITH A DIRECTOR AND/OR OFFICER AND/OR A MAJOR SHAREHOLDER</b>			
<b>Related Parties</b>		<b>Principal Activities</b>	<b>Connection with Director/Major Shareholder</b>
1.	BHB	Investment holding	BHB is a major shareholder of BHIC
2.	LTAT	Providing superannuation and other benefits for its contributors	LTAT is deemed a major shareholder of BHIC by virtue of its interest via BHB
3.	MHS	Air transportation services	MHS is a wholly owned subsidiary of BHB
4.	BGRS	Insurance solution services	BGRS is an indirect wholly owned subsidiary of BHB
5.	BOUSTECH	IT related and innovation solution services	BOUSTECH is a wholly owned subsidiary of BHB
6.	BRSB	Property investment	BRSB is wholly owned subsidiary of BHB
7.	BTS	Travel agent	BTS is a wholly owned subsidiary of BHB
8.	BCSB	Hire purchase financing	BCSB is a wholly owned subsidiary of BHB



## 2.4 Nature of Recurrent Related Party Transactions and Estimated Values

It is anticipated that in the normal course of the Group's business, Recurrent Related Party Transactions between the Group and the Related Parties which are disclosed in Section 2.3 of this Circular are likely to occur at any time, with some degree of frequency and are necessary for their day-to-day operations.

For transactions with a Related Party where office rental is paid or received, the transactions are in compliance with Paragraph 3.2(c) of Practice Note 12 of the Listing Requirements, where the entry of the lease period does not exceed a period of three (3) years, and which involve payments of rental on a lump sum basis.

### 2.4.1 Existing Recurrent Related Party Transactions

Existing Recurrent Related Party Transactions for which approval is now being sought for the Proposal at the forthcoming AGM are as follows: -

Related Parties		Nature of Transactions	Interested Directors (I-Dir) / Persons Connected (P-C) / Interested Major Shareholders (IMS)	2025 Shareholders' Mandate	2024 Shareholders' Mandate		
				Estimated value of transaction pursuant to 2025 Shareholders' Mandate  (RM'000)	(A) Estimated value of transaction disclosed in 2024 Shareholders' Mandate  (RM'000)	(B) Actual value of transaction conducted pursuant to 2024 Shareholders' Mandate [as at 1 April 2025 ]  (RM'000)	(B) exceeding (A) of more than 10%  (%)
1.	BHB	Provision of training, management and related services to BHIC	<u>I-Dir</u> <ul style="list-style-type: none"><li>• ID <sup>(Note 1)</sup></li><li>• FI <sup>(Note 2)</sup></li></ul> <u>IMS</u> <ul style="list-style-type: none"><li>• BHB<sup>#A</sup></li><li>• LTAT<sup>#B</sup></li></ul>	(1,000)	(1,000)	(383)	N/A
2.	BRSB	a) Rental of premises by BSES <sup>A</sup>		(500)	(200)	(206)	N/A
		b) Rental of premises and other related services by BHIC <sup>AB</sup>		(1,000)	(1,000)	(723)	N/A
3.	BTS	a) Provision of transport and travel related services to BSES	<u>I-Dir</u> <ul style="list-style-type: none"><li>• ID <sup>(Note 1)</sup></li><li>• FI <sup>(Note 2)</sup></li><li>• Tan Sri Zamrose <sup>(Note 3)</sup></li><li>• KA <sup>(Note 4)</sup></li></ul> <u>IMS</u> <ul style="list-style-type: none"><li>• BHB<sup>#A</sup></li><li>• LTAT<sup>#B</sup></li></ul>	(1,500)	(1,000)	(279)	N/A
		b) Provision of transport and travel related services to BHIC		(360)	(300)	-	N/A

**Existing Recurrent Related Party Transactions (cont'd)**

Related Parties	Nature of Transactions	Interested Directors (I-Dir) / Persons Connected (P-C) / Interested Major Shareholders (IMS)	2025 Shareholders' Mandate	2024 Shareholders' Mandate		
			Estimated value of transaction pursuant to 2025 Shareholders' Mandate (RM'000)	(A) Estimated value of transaction disclosed in 2024 Shareholders' Mandate (RM'000)	(B) Actual value of transaction conducted pursuant to 2024 Shareholders' Mandate [as at 1 April 2025] (RM'000)	(B) exceeding (A) of more than 10% (%)
4.	BCSB	Provision for hire purchase/leasing facilities to BHIC and its subsidiaries  <b>I-Dir</b> • ID (Note 1) • FI (Note 2) • Tan Sri Zamrose (Note 3) • KA (Note 4)  <b>IMS</b> • BHB <sup>#A</sup> • LTAT <sup>#B</sup>	(4,000)	(4,000)	-	N/A

**2.4.2 New Recurrent Related Party Transactions**

New Recurrent Related Party Transactions contemplated under the New Shareholders' Mandate for which approval is now being sought for under the Proposal at the forthcoming AGM are as follows: -

Related Parties	Nature of Transactions	Interested Directors (I-Dir) / Persons Connected (P-C) / Interested Major Shareholders (IMS)	2025 Shareholders' Mandate
			Estimated value of transaction pursuant to 2025 Shareholders' Mandate (RM'000)
1.	MHS	Provision for Maintenance Repair Overhaul (MRO) for aircraft, supplies and other related services to BHIC Group of companies  <b>I-Dir</b> • ID (Note 1) • FI (Note 2) • Tan Sri Zamrose (Note 3) • KA (Note 4)  <b>IMS</b> • BHB <sup>#A</sup> • LTAT <sup>#B</sup>	(1,000)
2.	BGRS	Provision for insurance solution services to BHIC Group of companies  <b>I-Dir</b> • ID (Note 1) • FI (Note 2) • Tan Sri Zamrose (Note 3) • KA (Note 4)  <b>IMS</b> • BHB <sup>#A</sup> • LTAT <sup>#B</sup>	(5,000)
3.	BOUSTECH	Provision for IT related services and innovation solution solutions to BHIC Group of companies  <b>Dir</b> • ID (Note 1) • FI (Note 2) • Tan Sri Zamrose (Note 3) • KA (Note 4)  <b>IMS</b> • BHB <sup>#A</sup> • LTAT <sup>#B</sup>	(1,000)

Notes:

N/A = Not applicable

Nature of relationships

The Recurrent Related Party Transactions involve the interest of the following Related Parties:-

Note 1 ID : Izaddeen Daud. He is a Director of BHIC. He is also the Group Chief Executive Officer of BHB.

Note 2 FI : Fahmy Ismail. He is a Director of BHIC. He is also the Group Chief Financial Officer of BHB.

Note 3 Tan Sri Zamrose : General Tan Sri Dato' Seri Zamrose Mohd Zain (Retired) is a Director of BHIC and a nominee Director of LTAT.

Note 4 KA : Mohd Khairul Anuar Mohd Nor is a director of BHIC and a nominee Director of LTAT.

#A BCSB, BRSB, MHS, BTS and BOUSTECH are wholly owned subsidiaries of BHB. BGRS is an indirectly owned subsidiary of BHB

#B LTAT holds 100% of shares in BHB and is deemed to have interest in BCSB, BRSB, MHS, BTS, BOUSTECH and BGRS via its direct substantial shareholding in BHB.

^A Property rented by BSES comprises of office space located at Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur.

a) For the period of 1 January 2023 until 31 December 2025 (1,941 sq feet) and the monthly rental of RM9,705.00.

b) For the period of 1 October 2023 until 31 December 2025 (2,345 sq feet) and the monthly rental is RM11,725.00 (Additional area)

^B Property rented by BHIC comprises of office space located at Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur for the period of 1 January 2023 until 31 December 2025 (11,734 sq feet) with the monthly rental of RM58,670.00.

The abovementioned values of transactions are based on accounting records, and the estimated figures during the validity of the Proposal are based on management's estimate (on the assumption that the current level of operations will continue, and all external conditions remain constant) excluding Sales and Services Tax and are subject to changes, at the next AGM tentatively in June 2026.

## 2.5 Outstanding Amount Due under the Recurrent Related Party Transactions

There is no amount due and owing to BHIC by its related parties pursuant to the Recurrent Related Party transactions as at 31 December 2024, as defined under item 16(A) of Practice Note 12 of the Main Market Listing Requirements.

## 2.6 Guidelines and Review Procedures for Recurrent Related Party Transactions

The BHIC Group has established the following procedures and guidelines to ensure that the Recurrent Related Party Transactions are undertaken on arm's length basis on transaction prices and on normal commercial terms which are not more favourable to the Related Parties than those generally available to third parties/public and are not detriment of the minority shareholders: -

- (a) A list of the identities of the Related Parties will be circulated within the Group. Prior to entering any of the Recurrent Related Party Transactions, the Group must ensure that all such transactions are consistent with the Group's normal business practices and policies,

which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

- (b) Records shall be maintained to capture all Recurrent Related Party Transactions, which are entered into pursuant to the Proposal. Details of the Recurrent Related Party Transactions made during the financial year shall be submitted to Group Internal Audit Department (GIAD) annually for disclosure in the Annual Report and where necessary, reports shall also be generated for review by the Board Audit Committee on a yearly basis or when required. The annual internal audit plan shall incorporate a review of the sufficiency of and compliance with the guidelines and review procedures established to monitor Recurrent Related Party Transactions.
- (c) The Board and the Board Audit Committee shall review management's system and the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent Related Party Transactions have been complied with.
- (d) Any member of the Board Audit Committee may, as he deemed fit, request for additional information pertaining to any transaction from independent sources or advisers.
- (e) Any Director who has an interest (direct or indirect) in any Recurrent Related Party Transactions, shall abstain from board deliberation and voting in respect of such transactions and continue to abstain from voting on the resolutions approving the transactions.
- (f) GIAD will report the Recurrent Related Party Transactions updates to the Board Audit Committee to review on yearly basis or when required. GIAD is to review and report to the Board Audit Committee on whether the Recurrent Related Party Transactions entered into by the Group were entered into at arm's length, fair and not detrimental to the minority shareholders of the Group.
- (g) Should the Board Audit Committee during its review form an opinion that the Recurrent Related Party Transactions are not being conducted in accordance with established terms and procedures and/or are not being conducted on an arm's length basis and on normal commercial terms, or are detrimental to the interests of shareholders, it will advise the Board to convene a General Meeting of shareholders to seek a fresh shareholders' mandate for the Recurrent Related Party Transactions.
- (h) The interested Director or interested Major Shareholder shall also ensure that the persons connected with him abstain from voting on the resolutions approving the transactions.
- (i) Wherever applicable, at least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar types of products/services and/or quantities. In the event the quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third-party vendors/customers of similar products or services, or if the product/service is a proprietary item), the transaction price will be determined based on quotations, tenders and prices guided by the Original Equipment Manufacturers. Otherwise, they are subject to the approval in accordance with the LOA, policies and procedures of the respective transacting entities. The management of BHIC shall retain proper documentations to support the basis in arriving at the relevant transaction prices. The management will follow the guides and provisions in the BHIC's LOA and policy when approving each transaction.
- (j) All Recurrent Related Party Transactions which are not within the proposed mandate and have a value of not less than RM1,000,000.00 or 1% of the percentage ratio (as defined

under the paragraph 10.02(g) of the Listing Requirements), whichever is the higher, all divisions and subsidiaries with the Group are required to comply and are responsible to track transaction values for immediate announcement to Bursa Malaysia.

- (k) There is no specific threshold within the Group for approval of such RRPTs. These RRPTs are at commercial transaction prices and terms, and the approvals are based on the applicable sales and purchase procedures and the authority limits of the Group.

The following are the commercial considerations which the BHIC Group takes into account before entering into transactions for the sale/supply of goods and provision of services, in the ordinary course of business: -

- (a) The ability and track record of the purchaser to pay for the goods supplied or services rendered;
- (b) Terms and conditions agreed by both parties are fair and reasonable; and
- (c) Whether past experiences and the working relationship with the purchaser has been satisfactory.

The following are the commercial considerations which the BHIC Group takes into account before entering into transactions for the purchase of goods or services from a vendor/service provider, in the ordinary course of business: -

- (a) The BHIC Group's pricing for the goods to be provided or supplied and/or received or purchased is negotiated between the BHIC Group and the Related Party based on the prevailing market prices as agreed with unrelated third parties;
- (b) The terms are no more favourable to the Related Parties than those extended to unrelated third parties and available to the public, and the Recurrent Related Party Transactions are not detrimental to minority shareholders;
- (c) The transactions are entered into and/or the services are provided after taking into account factors such as pricing, quality, delivery schedules and, where applicable, preferential rates, rebates or discounts accorded for bulk purchases, the terms offered are fair and reasonable and in the BHIC Group's commercial interest;
- (d) The competitiveness in pricing;
- (e) The standard and quality of the goods/services and whether it meets the requirements of the BHIC Group;
- (f) The responsiveness and level of services provided by the goods or service providers and whether past experience and the working relationship has been satisfactory; and
- (g) The track record and competence of the goods or service provider and whether the goods or service provider has sufficient resources to perform its obligations.

The BHIC Group would only enter into transactions with relevant parties based on the above criteria, regardless of whether or not the party is related.

## **2.7 Validity Period of the Proposal**

If approved at the forthcoming 53<sup>rd</sup> AGM, the Proposal will take effect from the passing of the Ordinary Resolution relating thereto at the 53<sup>rd</sup> AGM and will continue to be in force until: -

- (a) The conclusion of the next AGM of the Company following the general meeting at which the authorisation is obtained, at which time it will lapse, unless by an Ordinary Resolution passed at the meeting, the authority is renewed either unconditionally or subject to

conditions; or

- (b) The expiration of the period within which the next AGM of the Company after this date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) Revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

In view of the foregoing, at the next AGM following the AGM in which approval for the Proposal is obtained, and at each subsequent AGM, the Board will seek shareholders' approval for the renewal of the same, subject to satisfactory review by the Board Audit Committee of its continued application to the Recurrent Related Party Transactions.

Transactions with any Related Parties which do not fall within the ambit of the Proposal will be subject to other applicable provisions of the Listing Requirements, the Act and/or any applicable law.

## **2.8 Disclosure**

Disclosure has been made in BHIC's Integrated Report 2024 of the aggregate value of transactions transacted pursuant to the 2024 Shareholders' Mandate during the financial year ended 31 December 2024. Similar disclosure will be made in the Integrated Report for the subsequent financial year during which the Proposal is in force by providing amongst others, the following:-

- (a) The type of Recurrent Related Party Transactions made; and
- (b) The names of the Related Parties involved in each type of Recurrent Related Party Transactions made and their relationship with the Company.

## **3. STATEMENT BY THE BOARD AUDIT COMMITTEE**

The Board Audit Committee of the Company has seen and reviewed the procedures mentioned in section 2.6 above and is of the view that:

- (a) The said procedures for the Recurrent Related Party Transactions as well as the periodic review to be made by the Board Audit Committee in relation thereto are sufficient to ensure that the Recurrent Related Party Transactions will be made at arm's length and in accordance with the Group's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and the Recurrent Related Party Transactions are not detrimental to minority shareholders and are in the best interests of the Group;
- (b) The BHIC Group has in place adequate procedures to monitor, track and identify the Recurrent Related Party Transactions in a timely and orderly manner, and such procedures are reviewed on a yearly basis or whenever the need arises; and
- (c) The Board Audit Committee will review these procedures and processes whenever the need arises.

## **4. RATIONALE AND BENEFITS FOR THE PROPOSAL**

The Recurrent Related Party Transactions entered into by the BHIC Group with the Related Parties are all conducted in the ordinary course of business. They are recurring transactions of

revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time sensitive nature and confidentiality of such transactions and as such, it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such related party transactions.

The Recurrent Related Party Transactions are considered by the Board to be beneficial to the BHIC Group as they constitute transactions which are necessary for the day-to-day operations of the BHIC Group, which contribute to the generation of its turnover and profit. The close commercial relationships that had been established with the Related Parties also enhances the ability to explore beneficial business opportunities within the BHIC Group, which will be of benefit to all the companies within the BHIC Group. In most instances, companies within the BHIC Group have a better understanding of each other's business needs, thus providing a platform where all parties can benefit from timely provision of products/services.

The Proposal, if approved by the shareholders is intended to enhance the Group's ability to pursue business opportunities, which are time-sensitive in nature, and will eliminate the need to announce, or to announce and convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by the Group into such transactions. This will substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such meeting, without compromising the corporate objectives and adversely affecting the business opportunities available to the BHIC Group.

## 5. APPROVALS REQUIRED

The Proposal is subject to the approval of the shareholders of BHIC at the forthcoming 53<sup>rd</sup> AGM.

## 6. FINANCIAL EFFECTS OF THE PROPOSAL

The Proposal is not expected to have any material effect on the issued share capital of BHIC, as well as the consolidated earnings and net tangible assets of the BHIC Group for the financial year ending 31 December 2025.

## 7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The direct and indirect shareholding of the interested Major Shareholders, interested Directors of the Company and Persons Connected to them as at LPD are as follows: -

Name	Direct Shareholding		Indirect Shareholding	
	No of Shares	%	No of Shares	%
<b>Interested Major Shareholders</b> Boustead Holdings Berhad Lembaga Tabung Angkatan Tentera* <sup>1</sup>	408,417,934 -	72.38 -	- 408,417,934	- 72.38* <sup>1</sup>
<b>Interested Directors</b> Izaddeen Daud* <sup>2</sup> Fahmy Ismail* <sup>3</sup> General Tan Sri Dato' Seri Zamrose Mohd Zain (Retired)* <sup>4</sup> Mohd Khairul Anuar Mohd Nor* <sup>5</sup>	- - - - -	- - - - -	- - - - -	- - - - -

Notes:

*1	<i>Deemed interested by virtue of its substantial shareholding in BHB.</i>
*2	<i>Deemed interested by virtue of his position as a director of BHIC nominated by BHB.</i>
*3	<i>Deemed interested by virtue of his position as a director of BHIC nominated by BHB.</i>
*4	<i>Deemed interested by virtue of his position as a director of BHIC nominated by LTAT.</i>
*5	<i>Deemed interested by virtue of his position as a director of BHIC nominated by LTAT.</i>

The abovenamed interested Directors (“**Interested Directors**”), have abstained and will continue to abstain from all deliberations and voting at the board meetings with regard to the Recurrent Related Party Transactions involving them, as comprised in the Proposal at the relevant Board meetings and will also abstain from voting on the resolution pertaining to the Proposal in respect of their direct and/or indirect interests in BHIC at the forthcoming 53<sup>rd</sup> AGM on the Ordinary Resolution approving the Proposal.

The abovenamed interested Major Shareholders will also abstain from voting, in respect of their direct and/or indirect shareholdings in BHIC on the Ordinary Resolution approving the Recurrent Related Party Transactions involving their interests, which are comprised in the Proposal at the forthcoming 53<sup>rd</sup> AGM.

The abovenamed Interested Directors and Major Shareholders have undertaken that they will ensure that the Persons Connected with them will abstain from voting, deliberating or approving in respect of their direct and/or indirect shareholdings on the resolution relating to the Proposal at the forthcoming 53<sup>rd</sup> AGM to be convened.

Save as disclosed above, none of the other Directors and/or Major Shareholders of BHIC and/or persons connected to them have any interest, direct or indirect in the Proposal.

## 8. DIRECTORS’ RECOMMENDATION

The Board of Directors (save for the Interested Directors, who have abstained from giving an opinion in respect of the Proposal), after careful deliberations and having considered all aspects of the Proposal, is of the opinion that the Proposal is fair, reasonable and in the best interests of the Company.

Accordingly, the Board, save for the Interested Directors, who have abstained from recommending in respect of the Proposal, recommends that you vote in favour of the resolutions pertaining to the Proposal to be tabled at the forthcoming 53<sup>rd</sup> AGM.

## 9. AGM

The Proposal will be tabled at the 53<sup>rd</sup> AGM of the Company to be held at Mutiara Ballroom, Royale Chulan Damansara, 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Thursday, 12 June 2025 at 2.30 p.m. The Notice of the 53<sup>rd</sup> AGM which sets out inter-alia, the resolution to consider the Proposal together with the Form of Proxy relating thereto are despatched together with this Circular.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign, and return the enclosed Proxy Form in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Company’s Share Registrar or its Customer Service Centre not later than forth eight (48) hours before the time set for holding the 53<sup>rd</sup> AGM or any adjournment thereof. The Proxy Form can also be electronically lodged with the Company’s Share Registrar via TIIH Online at <https://tiah.online> (applicable to individual shareholders only). The lodging of the Proxy Form does not preclude you from attending and voting in person at the meeting should you subsequently wish to do so. For further information on electronic lodgement of the Proxy Form, kindly refer to the Administrative Notes provided together with the Company’s Integrated Report 2024.



**10. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I and Appendix II of this Circular for further information.

Yours faithfully

For and on behalf of the Board

**BOUSTEAD HEAVY INDUSTRIES CORPORATION BERHAD**

**(DR.) SALIHIN ABANG**

**Independent Non-Executive Director**

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

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given and confirmed that, after making all enquiries as are reasonable in the circumstances and, that to the best of their knowledge and belief, there are no other facts and information the omission of which, would make any statement herein misleading.

**2. MATERIAL LITIGATION**

Save as disclosed below, the BHIC Group is not involved in any material litigation and claims either as plaintiff or defendant or otherwise, nor are the Directors of BHIC aware of any proceedings pending or threatened against the BHIC Group, or any facts likely to give rise to any proceeding which might materially or adversely affect the financial or business position of the BHIC Group.

**Kuala Lumpur High Court Civil Suit No. WA-22NCC-485-09/2022**

**Plaintiffs:** 1. Contraves Advanced Devices Sdn Bhd ("CAD")  
2. Contraves Electrodynamic Sdn Bhd ("CED")

**Defendants:** 1. Lumut Naval Shipyard Sdn Bhd (formerly known as Boustead Naval Shipyard Sdn Bhd ("LUNAS"))  
2. Boustead Heavy Industries Corporation Bhd ("BHIC")  
3. BHIC Defence Technologies Sdn Bhd ("BHICDT")  
4. Dr. Salihin Bin Abang  
5. Vice Admiral Dato' Syed Zahiruddin Putra Bin Syed Osman

On 27 September 2022, CAD and CED ("Plaintiffs 1") filed a Writ of Summons and Statement of Claim against BHIC, BHICDT, LUNAS and two BHICDT's nominee directors in CAD. Plaintiffs 1 seek several reliefs, including a declaration that the 12 letters of award to CAD from LUNAS are still valid and subsisting, payment of outstanding amounts, damages and injunctions to restrain the defendants from various actions.

The litigation timeline includes several defences and subsequently BHIC as well as other defendants had filed an application to strike out the claims, with a case management held on 30 November 2022.

The striking out applications were heard on 5 April 2023, and the High Court had fixed the subsequent hearing to be on 3 May 2023, which was later adjourned by the High Court to another date to be decided, where the decision will be delivered on the application, and fixed 3 July 2023 for case management.

Based on the case management dated 3 July 2023, Plaintiffs 1 have requested for an extension to finalise the settlement. Hence, the High Court fixed another date for case management on 16 August 2023, for parties to update the High Court on the settlement. In the case management on 16 August 2023, Plaintiffs 1 and LUNAS have requested for an extension of time to finalise the settlement. The High Court fixed the next case management on 18 September 2023.

During case management on 18 September 2023, LUNAS and Plaintiffs 1 updated the High Court that the settlement has not been finalised. The High Court then decided that it will allow both parties more time to settle and fixed the new case management on 30 October 2023.

On 30 October 2023, Plaintiffs 1 updated the High Court that the settlement has not been finalised and the High Court fixed 30 November 2023 for final case management which was later shifted to

12 December 2023. In the case management of 12 December 2023, the High Court has fixed the decision of the striking out applications on 8 February 2024.

On 4 January 2024, LUNAS had withdrawn LUNAS's striking out application with no order as to costs. On the same day, the Plaintiffs 1 filed a notice of discontinuance to discontinue the suit against LUNAS with no order as to costs and without liberty to file afresh.

On 8 February 2024, the High Court allowed the striking out application filed by BHIC and BHICDT and struck out the Plaintiffs 1's claim against BHIC and BHICDT, with costs of RM15,000.00 to be personally paid by Sylvia Sinniah (i.e. the Chief Executive Officer of Plaintiffs 1) to BHIC and BHICDT ("**Striking Out Decision**").

The deadline for CAD and CED to file an appeal to the Court of Appeal against the Striking Out Decision lapsed and no appeal has been filed by CAD and CED against the Striking Out Decision.

### 3. **ARBITRATION**

Neither BHIC nor its subsidiary companies are engaged in any arbitration either as claimant or respondent.

### 4. **MATERIAL CONTRACTS**

Save as disclosed below, no material contracts, not being contracts entered into in the ordinary course of business, have been entered into by BHIC or its subsidiary companies within the past two (2) years preceding the date of this Circular:

#### 4.1 **Disposal of 27,000,001 ordinary shares in Boustead Naval Shipyard Sdn Bhd (BNS) held by Perstim Industries Sdn. Bhd, an indirect wholly-owned subsidiary of BHIC, for a cash consideration of RM1.00**

On 18 August 2023, BHIC's indirect wholly owned subsidiary through Boustead Penang Shipyard Sdn Bhd, Perstim Industries Sdn. Bhd. ("**Perstim Industries**"), entered into a Share Sale Agreement with Ocean Sunshine Berhad ("**Purchaser**") ("**SSA**") for the proposed disposal of 27,000,001 ordinary shares held by Perstim Industries in Boustead Naval Shipyard Sdn. Bhd at a disposal price of Ringgit Malaysia (RM1.00) only to the Purchaser ("**Proposed Disposal**"). Pursuant to the following announcements, the conditional period was extended up to the respective period as set out below, with the other terms and conditions of the SSA remain unchanged:-

- (i) announcement dated 4 October 2023, whereby the conditional period was extended up to 1 November 2023;
- (ii) announcement dated 1 November 2023, whereby the conditional period was extended up to 1 December 2023;
- (iii) announcement dated 1 December 2023, whereby the conditional period was extended up to 31 December 2023;
- (iv) announcement dated 2 January 2024, whereby the conditional period was extended up to 31 January 2024;
- (v) announcement dated 16 February 2024, whereby the conditional period was extended up to 31 March 2024; and
- (vi) announcement dated 1 April 2024, whereby the conditional period was extended up to 30 April 2024.

On 30 April 2024, BHIC obtained the approval of the shareholders on the Proposed Disposal, and BHIC and Lumut Naval Shipyard Sdn. Bhd. (LUNAS) executed the intercompany trade receivables settlement agreement (ITRSA) on 30 April 2024, which is one of the condition precedents in the SSA. As such, all conditions precedent as set out in the SSA in relation to the

Proposed Disposal were fulfilled on 30 April 2024. Accordingly, the SSA became unconditional on 30 April 2024.

On 10 May 2024, BHIC announced that all the terms and conditions in respect of the completion of the SSA have been complied and fulfilled on 10 May 2024. As such, the Proposed Disposal was completed on 10 May 2024.

On 5 June 2024, BHIC announced that all the terms and conditions in respect of the completion of the ITRSA have been complied and fulfilled on 4 June 2024. As such, the ITRSA was deemed completed on 4 June 2024.

#### **4.2 Debt settlements with lenders (i.e. Affin Bank Berhad, MBSB Bank Berhad and Ambank Islamic Berhad) and Boustead Holdings Berhad**

BHIC entered into several debt settlement agreements on 13 December 2023 with the following parties: -

- (i) Affin Bank Berhad to settle the outstanding amount of RM30,000,000 (as at 31 December 2023) through the combination of cash amounting to RM7,366,771, issuance of 13,157,895 new ordinary shares in BHIC ("**BHIC Shares**") at an issue price of RM0.57 each and 23,625,548 Redeemable Convertible Preference Shares – Class A in BHIC at an issue price of RM0.57 each with RM1,666,667 retained as financing facilities;
- (ii) MBSB Bank Berhad to settle the outstanding amount of RM63,255,323 (as at 31 December 2023) through the combination of cash amounting to RM15,532,916, issuance of 27,743,563 BHIC Shares at an issue price of RM0.57 each and 49,814,722 Islamic Redeemable Convertible Preference Shares – Class A ("**RPCS-i A**") in BHIC at an issue price of RM0.57 each with RM3,514,184 retained as financing facilities;
- (iii) Ambank Islamic Berhad to settle the outstanding amount of RM90,000,000 (as at 31 December 2023) through the combination of cash amounting to RM22,100,313, issuance of 28,000,000 BHIC Shares at an issue price of RM0.57 each and 82,350,328 RPCS-i A in BHIC at an issue price of RM0.57 each with RM5,000,000 retained as financing facilities; and
- (iv) Boustead Holdings Berhad to settle the outstanding amount of RM234,000,000 as at 31 December 2023 in full settlement through the combination of 246,920,486 BHIC Shares at an issue price of RM0.57 each, 84,658,462 Redeemable Convertible Preference Shares – Class B in BHIC at an issue price of RM0.57 each and 78,947,368 Redeemable Preference Shares – Class C<sup>^</sup> in BHIC at an issue price of RM0.57 each.

The above agreements have been completed. All the aforementioned BHIC Shares and preference shares have been duly allotted and issued to the respective parties.

<sup>^</sup> On 30 August 2024, BHIC announced that BHIC has fully redeemed the 78,947,368 redeemable preference shares - Class C for a total redemption sum of approximately RM45 million at the issue price of RM0.57 each to Boustead Holdings Berhad on 30 August 2024. The said redeemable preference shares - Class C have been cancelled.

#### **4.3 Share sale and purchase agreement entered into between BHIC Defence Technologies Sdn Bhd ("**BHICDT**"), a wholly-owned subsidiary of BHIC, and Rheinmetall AG ("**RAG**" or the "**Purchaser**").**

On 27 November 2024, BHICDT entered into a conditional share sale and purchase agreement ("**SPA**") with RAG for the proposed disposal of 2,550,000 ordinary shares in Contraves Advanced Devices Sdn Bhd ("**CAD**"), representing 51% equity interest in CAD to the Purchaser for a total cash consideration of RM54,000,000 ("**Disposal Consideration**") ("**Disposal**").

On 24 December 2024, BHIC obtained shareholders' approval for the Disposal. As all conditions precedent under the SPA were fulfilled on the same date, the SPA became unconditional on 24 December 2024.

The Disposal Consideration was fully paid by RAG to BHICDT on 26 December 2024, marking the completion of the Disposal on that date.

## **5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of BHIC at 17<sup>th</sup> Floor, Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur, during normal business hours on any weekday from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the 53<sup>rd</sup> AGM:

- (a) Constitution of BHIC;
- (b) Audited financial statements of BHIC for the past three (3) financial years ended 31 December 2024, 31 December 2023, and 31 December 2022;
- (c) Relevant cause papers in respect of material litigation referred to in section 2 of Appendix 1; and
- (d) Material contracts referred to in section 4 of Appendix 1.

**EXTRACT OF THE NOTICE OF THE 53<sup>rd</sup> AGM****ORDINARY RESOLUTION****PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

- (i) **"THAT** subject to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (**"Group"**) to enter into recurrent related party transactions of a revenue or trading nature involving the interests of Directors, major shareholders or person connected with Directors and major shareholders of the Group (**"Related Parties"**) as specified in Section 2.3 of the Circular to Shareholders dated 30 April 2025 PROVIDED THAT such transactions are necessary for the day to day operations and/or in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company (**"Proposed Shareholders' Mandate"**).
- (ii) **THAT** such approval shall continue to be in force until:
  - (a) the conclusion of the next annual general meeting (**"AGM"**) of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority conferred by this resolution is renewed;
  - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier.
- (iii) **AND THAT** the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate as authorised by this Resolution".