

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

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of this Statement prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.



**CTOS DIGITAL BERHAD**

(Registration No. 201401025733 (1101823-A))  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE  
AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN  
PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES  
 (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)**

The resolution in respect of the above proposal will be tabled as Special Business at the 2026 Annual General Meeting (“2026 AGM”) of CTOS Digital Berhad (“CTOS Digital” or “Company”), which will be held at Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor on **Thursday, 25 June 2026 at 9.30 a.m.**

This Statement is available at [www.ctosdigital.com](http://www.ctosdigital.com) together with the 2025 Annual Report, Notice of the 2026 AGM, Proxy Form and the Administrative Notes for the 2026 AGM of the Company.

You are entitled to attend and vote at the 2026 AGM of the Company or to appoint a proxy or proxies to attend, participate and vote on your behalf. The Proxy Form must be completed and deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively to be deposited in the drop-box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof.

You can also have the option to lodge the proxy appointment electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> before the Proxy Form lodgement cut-off time as mentioned below. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Notes for the 2026 AGM. The lodging of the Proxy Form 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, 23 June 2026 at 9.30 a.m.

Date and time of the 2026 AGM : Thursday, 25 June 2026 at 9.30 a.m.

This Statement is dated 30 April 2026.

## DEFINITIONS

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

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof (including the corresponding previous written law)
AGM	: Annual General Meeting
Annual Report 2025	: Annual Report of CTOS Digital for the financial year ended 31 December 2025
Board	: Board of Directors of CTOS Digital
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Code	: Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time
CMSA	: Capital Markets and Services Act 2007 including any amendments that may be made from time to time
Directors	: Directors of CTOS Digital, shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
EPS	: Earnings per share
CTOS Digital or the Company	: CTOS Digital Berhad [Registration No. 201401025733 (1101823-A)]
CTOS Digital Group or Group	: Collectively, our Company and its subsidiaries
CTOS Digital Shares(s) or Share(s)	: Ordinary share(s) in our Company
Listing Requirements	: Main Market Listing Requirements of Bursa Securities and any amendments that may be made from time to time
LPD	: 17 April 2026, being the latest practicable date prior to the printing of this Statement
NA	: Net Assets
Proposal Share Buy-Back	: Proposed purchase of up to ten per centum (10%) of CTOS Digital's total number of issued shares
Proposed Renewal of Share Buy-Back Mandate or Proposal	: Proposed renewal of shareholders' mandate for the authority to the Company to purchase its own shares up to ten per centum (10%) of its total number of issued shares
Purchased Shares	: CTOS Digital Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate
RM and sen	: Ringgit Malaysia and sen, respectively
SC	: Securities Commission Malaysia

All references to “our Company” in this Statement are to CTOS Digital, references to “our Group” are to our Company and our subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” or “your” in this Statement are references of the shareholder of our Company.

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

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

Any discrepancy in the tables between the amounts listed and the totals in this Statement are due to rounding.

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**CTOS Digital Berhad**

(Registration No. 201401025733 (1101823-A))  
(Incorporated in Malaysia)

**Registered Office:**

Level 5, Guoco Tower,  
6 Jalan Damanlela,  
Damansara City, Bukit Damansara,  
50490 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

30 April 2026

**Board of Directors**

Dato' Noorazman Bin Abd Aziz	<i>Independent Non-Executive Chairman</i>
Ankur Sehgal	<i>Executive Director</i>
Mizran Bin Md Nahar	<i>Non-Independent Non-Executive Director</i>
Nirmala A/P Doraisamy	<i>Independent Non-Executive Director</i>
Lynette Yeow Su-Yin	<i>Independent Non-Executive Director</i>
Su Puay Leng	<i>Independent Non-Executive Director</i>

To: The Shareholders of CTOS Digital

Dear Sir/ Madam,

**PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

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**1. INTRODUCTION**

At the Annual General Meeting of the Company held on 25 June 2025, the Company had obtained the shareholders' mandate for the Proposed Share Buy-Back by CTOS Digital of up to 10% of its total number of issued shares of the Company at any point of time through Bursa Securities. The said mandate shall lapse at the conclusion of the forthcoming 2026 AGM unless the approval for its renewal is obtained from the shareholders at the forthcoming 2026 AGM.

On 24 April 2026, the Board announced that the Company proposes to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 2026 AGM.

The purpose of this Statement is to provide you with information on the Proposal and to seek your approval on the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming 2026 AGM of the Company, to be held on **Thursday, 25 June 2026 at 9.30 a.m.** This Statement is available at [www.ctosdigital.com](http://www.ctosdigital.com) together with the 2025 Annual Report, Notice of the 2026 AGM, Proxy Form and the Administrative Notes for the 2026 AGM of the Company.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSAL.**

## **2. DETAILS OF THE PROPOSED SHARE BUY-BACK**

The Company had at its Annual General Meeting held on 25 June 2025 obtained an approval from its shareholders to purchase up to ten per centum (10%) of the total number of issued shares and the said approval will be expiring at the conclusion of the forthcoming 2026 AGM of the Company unless the approval is renewed.

The Company proposes to seek the approval from the shareholders of the Company at the forthcoming 2026 AGM for the Proposed Renewal of Share Buy-Back Mandate.

The approval from the shareholders would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 2026 AGM and shall continue to be in force until:-

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

whichever occurs first.

## **3. MAXIMUM NUMBER OR PERCENTAGE OF SHARES TO BE ACQUIRED**

The maximum number of CTOS Digital Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time in compliance with Paragraph 12.09 of the Listing Requirements.

As at the LPD, the total number of issued shares of the Company is 2,290,530,800 Shares. As such, assuming that no further Shares are issued, as at LPD, the maximum number of Shares that may be purchased or held as treasury shares by the Company is 229,053,080 Shares, inclusive of 15,450,000 treasury shares, representing 10% of the total number of issued shares.

The actual number of CTOS Digital Shares to be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Mandate, the total amount of funds involved for each purchase and the timing of the purchase(s) will depend on inter-alia, the market conditions and sentiments, the availability of financial resources and the retained profits of the Company at the time of the purchase(s).

## **4. MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND THE SOURCE OF FUNDS**

The funding for the Proposed Share Buy-Back will be from internally generated funds and/or borrowings or a combination of both, the proportion of which will depend on the actual number of CTOS Digital Shares to be purchased, the price(s) of the Shares, available funds at the time of purchase(s) and other relevant cost factors.

In the event the Company purchases its own Shares using external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment is not expected to have a material effect on the cash flow of the Company.

The maximum amount of fund to be used for the purchase of CTOS Digital Shares pursuant to the Proposed Share Buy-Back shall not exceed the aggregate balance standing in the retained profits of the Company at the point of purchase.

The retained profits of the Company based on the Audited Financial Statements for the financial year ended 31 December 2025 was RM178,422,000.

Pursuant to Section 112(2) of the Act, the Company will perform a solvency test to satisfy the following conditions:-

- (i) The share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and
- (ii) The Company will remain solvent after each buy-back during the period of six months after the date of the declaration made by a majority of the Directors.

## **5. TREATMENT OF SHARES PURCHASED**

In accordance with Section 127(4) of the Act, the Directors may, at its discretion, deal with the Purchased Shares until all the Purchased Shares have been dealt with in the following manner:-

- (a) To cancel all or part of the Purchased Shares; or
- (b) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act.

Based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, our Directors may at their discretion:

- (a) distribute all or part of the treasury shares as dividends to our shareholders, such dividends to be known as “shares dividends”;
- (b) resell all or part of the treasury shares in accordance with the Listing Requirements;
- (c) transfer all or part of the treasury shares for the purposes of or under an employees’ share scheme established by the Company and/or its’ subsidiaries;
- (d) transfer all or part of the treasury shares as purchase consideration;
- (e) cancel all or part of the treasury shares;
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (g) deal with the treasury shares in the manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities from the time being in force.

While the Purchased Shares are held as the treasury shares, the treasury shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in our Company for any purposes including, without limiting the generality of the provision of Section 127 of the Act, the provision of any law or the requirements of the Company’s Constitution or the Listing Requirements on substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the Purchased Shares, i.e., notification of purchase, resale or transfer or cancellation of the Purchased Shares as per the Listing Requirements.

As at the date of this Statement, the Board has yet to make any decision with regard to the treatment of the Shares so purchased in the future.

Where the Directors resolve to cancel the Shares so purchased or cancel any treasury shares, the number of the Company’s issued shares shall be diminished by the cancellation of the Shares so cancelled. It is pertinent to note that the cancellation of Shares made pursuant to Section 127(15) of the Act shall not be deemed to be a reduction in share capital.

## **6. RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

The Proposed Share Buy-Back will enable the Company to utilise its financial resources not immediately required for use to purchase its own Shares from the open market. It may help to stabilise the supply and demand and price of its Shares traded on Bursa Securities, thereby supporting the fundamental value of the Shares.

The CTOS Digital Shares purchased, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting and participation rights. Therefore, the Proposed Share Buy-Back may increase shareholders' value and to improve, *inter alia*, the return on equity of the Group. The purchase of CTOS Digital Shares may result in an improvement to the consolidated EPS and/or NA per Share of the Group (given the decreased share base used for the computation of the EPS and NA).

The Purchased Shares can be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising potential gain without affecting the total issued share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

## **7. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

The potential advantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (i) The Proposed Share Buy-Back, if implemented, will allow the Company to utilise its surplus financial resources not immediately required for use, to purchase CTOS Digital Shares. If the CTOS Digital Shares purchased are held as treasury shares or cancelled immediately, this may improve the consolidated EPS and NA per share;
- (ii) The Proposed Share Buy-Back may also stabilise the supply and demand of CTOS Digital Shares traded on the stock market of Bursa Securities which will reduce the volatility of CTOS Digital Share prices. The stability of CTOS Digital Share prices is important to maintain investors' confidence in order to facilitate future fund-raising exercises of the Company via the equity market;
- (iii) The Proposed Share Buy-Back will provide the Company the opportunities for potential capital gains if the purchased CTOS Digital Shares which are retained as treasury shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or to be distributed as dividends to shareholders; and
- (iv) In the event the treasury shares are distributed as share dividends, it may serve to reward the shareholders of CTOS Digital.

The potential disadvantages of the Proposed Share Buy-Back to the Company and its shareholders are as follows:-

- (i) The Proposed Share Buy-Back, if implemented, will reduce the amount of financial resources available for distribution to the shareholders of the Company;
- (ii) If the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back, the cash flow of the Company may be affected to the extent of the interest costs associated with such borrowings;
- (iii) The funds allocated for the Proposed Share Buy-Back could be used for other investment opportunities which may emerge in the future; and
- (iv) As the Proposed Share Buy-Back must be made wholly out of the Company's retained profits, the amount of retained profits available for distribution as dividends to the shareholders will be reduced accordingly.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after in-depth consideration of the financial resources of CTOS Digital which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board is mindful of the interests of the Company and its shareholders with respect to the above exercise.

## 8. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The financial effects of the Proposed Share Buy-Back on the share capital, earnings, working capital, NA, dividends and shareholdings of Directors and Substantial Shareholders of the Company or Group are set out below:-

### 8.1 Share Capital

The effect of the Proposed Share Buy-Back on the issued share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued share capital of the Company if the Purchased Shares are cancelled.

On the assumption that the Proposed Share Buy-Back is carried out in full and all the CTOS Digital Shares so acquired are subsequently cancelled, the Proposed Share Buy-Back will result in the total number of issued shares of the Company as at the LPD to be reduced as follows:

	<b>No. of CTOS Digital Shares</b>
Issued share capital as at LPD	2,290,530,800*
Less: Maximum number of CTOS Digital Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back	(229,053,080)*
Resultant issued share capital after cancellation of CTOS Digital Shares purchased under the Proposed Share Buy-Back	<u>2,061,477,720</u>

*Note:*

*\*Inclusive of 15,450,000 treasury shares as at the LPD.*

In the event that all the CTOS Digital Shares so purchased are retained as treasury shares and not to be cancelled, the Proposed Share Buy-Back will not have any effect on the total number of issued shares of the Company.

### 8.2 Earnings and EPS

The effects of the Proposed Share Buy-Back on the consolidated earnings and EPS of CTOS Digital Group would depend on, *inter alia*, the number of Purchased Shares, the effective cost of funding as well as the interest income foregone in connection with funding such Purchased Shares. If the Purchased Shares are retained as treasury shares or cancelled subsequently, the number of shares applied in the computation of the EPS will be reduced and, this may improve the consolidated EPS of CTOS Digital Group.

### 8.3 NA

The consolidated NA of the Group may increase or decrease depending on the number of CTOS Digital Shares purchased, the purchase price(s) of the CTOS Digital Shares, the effective cost of funding and the treatment of the CTOS Digital Shares purchased.

The Proposed Share Buy-Back will reduce the NA per Share if the purchase price is more than the NA per Share at the time of purchase. On the contrary, the NA per Share will increase if the purchase price is less than the NA per Share at the time of purchase.

#### **8.4 Working Capital**

The Proposed Share Buy-Back, as and when implemented, will result in an outflow of cash and thereby reduce the working capital and cash flow of CTOS Digital Group. The quantum of reduction in working capital is dependent on the purchase price and number of CTOS Digital Shares purchased.

However, for CTOS Digital Shares so purchased and kept as treasury shares, upon their resale at a higher selling price than the initial purchase price, the working capital and the cash flow of CTOS Digital Group will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

#### **8.5 Dividends**

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of the Company as a result of the suspension of the rights of treasury shares to dividend entitlement or the reduction in the total number of issued shares of the Company in the event of the treasury shares being cancelled.

The Proposed Share Buy-Back may reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the treasury shares may be distributed as dividends to the shareholders of the Company, if the Company so decides.

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## 8.6 Directors' and Substantial Shareholders' Shareholdings

Based on the Registers of Directors' and Substantial Shareholders' shareholdings as at LPD and assuming that the Proposed Share Buy-Back is implemented up to the maximum of 10% of the total number of issued shares of the Company and that the Purchased Shares are from the shareholders other than the Directors and Substantial Shareholders of CTOS Digital, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of CTOS Digital are set out below:-

Directors	Number of Shares held as at LPD <sup>@</sup>				After Proposed Share Buy-Back <sup>#</sup>			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Noorazman Bin Abd Aziz	-	-	-	-	-	-	-	-
Ankur Sehgal	-	-	-	-	-	-	-	-
Mizran Bin Md Nahar	359,400	0.016	-	-	359,400	0.017	-	-
Lynette Yeow Su-Yin	300,000	0.013	-	-	300,000	0.015	-	-
Nirmala A/P Doraisamy	-	-	-	-	-	-	-	-
Su Puay Leng	300,000	0.013	-	-	300,000	0.015	-	-
<b>Total</b>	<b>959,400</b>	<b>0.042</b>	<b>-</b>	<b>-</b>	<b>959,400</b>	<b>0.047</b>	<b>-</b>	<b>-</b>

Substantial Shareholders	Number of Shares held as at LPD <sup>@</sup>				After Proposed Share Buy-Back <sup>#</sup>			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Jade Vine Sdn. Bhd.	460,521,000	20.242	-	-	460,521,000	22.339	-	-
Creador V L.P.	-	-	460,521,000 <sup>1</sup>	20.242	-	-	460,521,000 <sup>1</sup>	22.339
Employees Provident Fund Board	522,271,763	22.956	-	-	522,271,763	25.335	-	-
ABRDN Malaysia Sdn. Bhd.	-	-	376,536,700 <sup>2</sup>	16.550	-	-	376,536,700 <sup>2</sup>	18.265
ABRDN Holdings Limited	-	-	380,134,400 <sup>3</sup>	16.709	-	-	380,134,400 <sup>3</sup>	18.440
Aberdeen Group PLC (formerly known as ABRDN PLC)	-	-	380,134,400 <sup>4</sup>	16.709	-	-	380,134,400 <sup>4</sup>	18.440
Kumpulan Wang Persaraan (Diperbadankan)	3,154,500	0.139	206,904,600 <sup>5</sup>	9.094	3,154,500	0.153	206,904,600 <sup>5</sup>	10.037
<b>Total</b>	<b>985,947,263</b>	<b>43.337</b>	<b>1,804,231,100</b>	<b>79.304</b>	<b>985,947,263</b>	<b>47.827</b>	<b>1,804,231,100</b>	<b>87.521</b>

Notes:-

- @ Computation of percentage of shareholdings is based on total number of issued Shares of CTOS Digital (excluding 15,450,000 treasury shares as at LPD)  
# Assuming the Proposed Share Buy-Back is implemented in full, i.e., up to 10% of total number of issued shares of the Company, the Purchased Shares are held as treasury shares and that the Directors and the substantial shareholders' shareholdings in CTOS Digital remain unchanged.
- 1 Deemed interest through shares held by Jade Vine Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.
  - 2 Deemed interest through shares held by the registered holder which is a custodian appointed by one or more funds managed by ABRDN Malaysia Sdn Bhd.
  - 3 Deemed interest through shares held by the registered holder who is a custodian appointed by one or more funds managed by one or more subsidiaries of ABRDN Holdings Limited pursuant to Section 8(4)(c) of the Companies Act 2016.
  - 4 Deemed interest through shares held by the registered holder who is a custodian appointed by one or more funds managed by one or more subsidiaries of Aberdeen Group PLC (formerly known as ABRDN PLC) pursuant to Section 8(4)(c) of the Companies Act 2016.
  - 5 Deemed interest through shares held by the registered holder who is a fund manager appointed by one or more funds managed by Kumpulan Wang Persaraan (Diperbadankan) pursuant to Section 8 of the Companies Act 2016.

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## 9. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company was 40.04%. The Proposed Renewal of Share Buy-Back Mandate will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's Shares if the purchase would result in the public shareholding spread requirements not being met.

## 10. IMPLICATION OF THE CODE

If any one of the Directors, Substantial Shareholders and/or their respective parties acting in concert with them, as a result of the Proposed Share Buy-Back:

- (a) obtains control in the Company (which is the holding of, or entitlement to exercise or control the exercise of, more than 33% of the voting shares or voting rights of the Company); or
- (b) increases his/their existing shareholdings of the Company (which is more than 33% but not more than 50% of the voting shares or voting rights of the Company) by more than 2% in any six (6) months period,

the affected Director, Substantial Shareholder and/or parties acting in concert with them ("Affected Person(s)") would be obliged to undertake a mandatory offer for the remainder CTOS Digital Shares not already owned by them pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the SC under the Code upon application by the Affected Person(s) before triggering the mandatory offer and subject to the affected Director, Substantial Shareholder and/or parties acting in concert with them complying with certain conditions.

The Board is aware of the implications of the Code and will be mindful of such implications when making any purchase of CTOS Digital Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate.

However, in the event an obligation to undertake a mandatory offer is expected to arise with respect to any party or parties resulting from the Proposed Share Buy-Back, which is an action outside its direct participation, the relevant parties will make necessary application to the SC for an exemption from undertaking a mandatory offer pursuant to the Code prior to any buy-back of the Shares.

## 11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and/or major shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate or the subsequent resale of the treasury shares (if any).

## 12. PURCHASE, RESALE, TRANSFER AND/OR CANCELLATION OF CTOS DIGITAL SHARES IN THE PRECEDING TWELVE (12) MONTHS

During the previous twelve (12) months and up to the LPD, the details of the purchases made by the Company of its own Shares are as follows:-

Date	No. of Shares Purchased	Lowest Price (RM/share)	Highest Price (RM/share)	Average Price (RM/share)	Total Consideration Paid (RM)
28 July 2025	885,000	0.845	0.870	0.8559	757,471.50
29 July 2025	100,000	0.880	0.880	0.8800	88,000.00
30 July 2025	780,000	0.875	0.885	0.8799	686,322.00
31 July 2025	200,000	0.875	0.880	0.8775	175,500.00
1 August 2025	477,800	0.870	0.875	0.8732	417,214.96
4 August 2025	700,000	0.870	0.875	0.8725	610,750.00
5 August 2025	650,000	0.850	0.870	0.8555	556,075.00

Date	No. of Shares Purchased	Lowest Price (RM/share)	Highest Price (RM/share)	Average Price (RM/share)	Total Consideration Paid (RM)
6 August 2025	610,000	0.840	0.850	0.8437	514,657.00
7 August 2025	630,000	0.840	0.865	0.8527	537,201.00
8 August 2025	310,000	0.855	0.870	0.8593	266,383.00
11 August 2025	770,000	0.860	0.885	0.8757	674,289.00
12 August 2025	60,000	0.880	0.880	0.8800	52,800.00
14 August 2025	710,000	0.900	0.910	0.9045	642,195.00
15 August 2025	180,000	0.895	0.900	0.8970	162,810.00
18 August 2025	600,000	0.875	0.895	0.8834	530,040.00
19 August 2025	1,200,000	0.880	0.900	0.8906	1,068,720.00
20 August 2025	300,000	0.895	0.900	0.8967	269,010.00
21 August 2025	280,000	0.890	0.900	0.8930	250,040.00
22 August 2025	360,000	0.880	0.895	0.8841	318,276.00
25 August 2025	700,000	0.880	0.890	0.8841	618,870.00
26 August 2025	310,000	0.875	0.895	0.8852	274,412.00
27 August 2025	390,000	0.875	0.880	0.8794	342,966.00
28 August 2025	1,050,000	0.865	0.890	0.8747	918,435.00
29 August 2025	282,900	0.870	0.870	0.8700	246,123.00
3 September 2025	326,600	0.885	0.890	0.8877	289,922.82
4 September 2025	201,700	0.885	0.890	0.8890	179,311.30
8 September 2025	400,000	0.885	0.885	0.8850	354,000.00
9 September 2025	500,000	0.885	0.890	0.8889	444,450.00
10 September 2025	600,000	0.885	0.895	0.8925	535,500.00
11 September 2025	200,000	0.885	0.885	0.8850	177,000.00
12 September 2025	450,000	0.875	0.885	0.8778	395,010.00
17 September 2025	265,200	0.890	0.895	0.8927	236,744.04
18 September 2025	400,000	0.890	0.895	0.8943	357,720.00
25 September 2025	400,000	0.965	0.965	0.9650	386,000.00
26 September 2025	300,000	0.955	0.955	0.9550	286,500.00
3 November 2025	400,000	0.920	0.920	0.9200	368,000.00
5 November 2025	550,000	0.900	0.910	0.9079	499,345.00
6 November 2025	320,000	0.905	0.910	0.9078	290,496.00
7 November 2025	120,000	0.890	0.905	0.8992	107,904.00
10 November 2025	200,000	0.895	0.905	0.9006	180,120.00
11 November 2025	250,000	0.900	0.905	0.9012	225,300.00
12 November 2025	300,000	0.890	0.900	0.8922	267,660.00
13 November 2025	300,000	0.890	0.900	0.8948	268,440.00
14 November 2025	450,000	0.890	0.900	0.8975	403,875.00
17 November 2025	100,000	0.895	0.900	0.8998	89,980.00
18 November 2025	500,000	0.890	0.910	0.9007	450,350.00
19 November 2025	200,000	0.890	0.895	0.8925	178,500.00
20 November 2025	200,000	0.900	0.900	0.9000	180,000.00
21 November 2025	350,000	0.885	0.890	0.8873	310,555.00
24 November 2025	4,600,000	0.860	0.890	0.8747	4,023,620.00
25 November 2025	2,800,000	0.850	0.885	0.8648	2,421,440.00
26 November 2025	800,000	0.845	0.860	0.8511	680,880.00
27 November 2025	3,500,000	0.820	0.840	0.8316	2,910,600.00
28 November 2025	2,400,000	0.810	0.835	0.8186	1,964,640.00

On 17 November 2025, the Company had cancelled a total of 19,469,200 treasury shares. The total number of issued shares of the Company has reduced to 2,290,530,800 Shares after the cancellation of treasury shares.

There has not been any previous resale and/or transfer of treasury shares of CTOS Digital in the previous twelve (12) months preceding the LPD. As at LPD, the Company held a total of 15,450,000 treasury shares.

### 13. MARKET PRICE OF THE COMPANY'S SHARES

The following table sets out the monthly highest and lowest prices of CTOS Digital Shares traded on Bursa Securities for the preceding twelve (12) months from April 2025 up to March 2026:-

	High RM	Low RM
<b>2025</b>		
April	1.170	0.980
May	1.040	0.960
June	0.990	0.905
July	0.965	0.840
August	0.945	0.820
September	1.020	0.860
October	0.980	0.895
November	0.950	0.800
December	0.840	0.755
<b>2026</b>		
January	0.915	0.795
February	0.915	0.765
March	0.795	0.590
Last transacted market price of CTOS Digital Shares on LPD being the latest practicable date prior to printing of this Statement		RM0.660

(Source: Bursa Malaysia)

### 14. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Mandate is solely subject to the approval of the shareholders of CTOS Digital at the forthcoming 2026 AGM to be convened.

### 15. DIRECTORS' STATEMENT AND RECOMMENDATION

After having taken into consideration the Proposed Renewal of Share Buy-Back Mandate stated above, the Directors are of the opinion that the Proposed Renewal of Share Buy-Back Mandate is in the best interest of the Company. Accordingly, the Directors recommend that the shareholders **VOTE IN FAVOUR** of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the Company's forthcoming 2026 AGM.

### 16. 2026 AGM

The Ordinary Resolution in respect of the Proposed Renewal of Share Buy-Back Mandate as set out in the Notice of 2026 AGM will be tabled at the forthcoming 2026 AGM of the Company. The Statement is available at [www.ctosdigital.com](http://www.ctosdigital.com) together with the 2025 Annual Report, Notice of 2026 AGM, Proxy Form and the Administrative Notes for the 2026 AGM of the Company.

The 2026 AGM will be conducted on a physical manner at Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor on **Thursday, 25 June 2026 at 9.30 a.m.** for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Renewal of Share Buy-Back Mandate, under the agenda of Special Business.

If you are unable to participate in person at the 2026 AGM, you may appoint a proxy(ies) by completing, sign and deposit the Proxy Form in accordance with the instructions therein, to the office of the Company's Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively to be deposited in the drop-box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than forty-eight (48) hours before the date and time set for holding the 2026 AGM or any adjournment thereof. You may also have the option to lodge the Proxy Form with Tricor via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> before the proxy appointment cut-off time as mentioned above. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Notes for the 2026 AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 2026 AGM should you subsequently wish to do.

**17. FURTHER INFORMATION**

Shareholders are advised to refer to the Appendices in this Statement for further information.

Yours faithfully  
For and on behalf of the Board of Directors  
**CTOS DIGITAL BERHAD**

**DATO' NOORAZMAN BIN ABD AZIZ**  
Independent Non-Executive Chairman

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## **APPENDIX I**

### **FURTHER INFORMATION**

#### **1. RESPONSIBILITY STATEMENT**

The Directors of CTOS Digital have seen and approved the contents of this Statement and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Statement misleading.

#### **2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for inspection at the registered office of our Company at Level 5, Guoco Tower, 6 Jalan Damanlela, Damansara City, Bukit Damansara, 50490 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during normal business hours on Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of our forthcoming 2026 AGM:

- (a) Constitution of the Company; and
- (b) Audited consolidated financial statements of CTOS Digital for the past two financial years ended 31 December 2024 and 31 December 2025.

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## APPENDIX II

### EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE 2026 AGM OF CTOS DIGITAL IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

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#### PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) To resell all or part of the treasury shares;

- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

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