THIS CIRCULAR/ STATEMENT TO THE SHAREHOLDERS OF KOMARKCORP BERHAD IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only perused through Part A of this Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of Main Market Listing Requirements of Bursa Securities. Bursa Securities has not perused the contents of this Circular in relation to the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature and Proposed Renewal of Share Buy-Back Authority (as defined herein) as they are prescribed as exempt documents pursuant to Practice Note 18 of the Main Market Listing Requirements prior to the issuance of this Circular/ Statement.

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

KOMARKCORP BERHAD
[Registration No. 199601001919 (374265-A)]
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO:-

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

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO:-

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

(COLLECTIVELY KNOWN AS "PROPOSALS")

The above Proposals will be tabled as Special Business at the Thirtieth (30th) Annual General Meeting (**"AGM"**) of Komarkcorp Berhad which will be held at Lot 132, Jalan 16/1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan, Malaysia on Thursday, 3 December 2026 at 10.30 a.m. or any adjournment thereof.

This Circular/ Statement, together with the Notice of the 30th AGM and Proxy Form, are enclosed together with the Company's Annual Report 2026 which are available to download from the Company's website at https://komark.com.my/.

If you are unable to attend, participate, speak and vote at the 30th AGM in person, you may appoint a proxy by completing the Proxy Form in accordance with the instructions stated therein. The completed and duly executed Proxy Form must be deposited with the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit the Proxy Form via email to admin@aldpro.com.my not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or any adjournment thereof. The completion and lodging of the Proxy Form will not preclude you from attending and voting at the 30th AGM should you subsequently wish to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

Last day, date and time for lodging the Proxy Form : Tuesday, 1 December 2026 at 10.30 a.m.

Day, date and time of the 30th AGM : Thursday, 3 December 2026 at 10.30 a.m.

This Circular/ Statement is dated 30 October 2026.

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

"Act"	:	The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
"AGM"	:	Annual General Meeting
"Annual Report 2026"	:	Annual Report of Komarkcorp issued for the financial year ended 30 June 2026
"Audit Committee"	:	The Audit Committee of Komarkcorp
"Board"	:	The Board of Directors of Komarkcorp
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular/ Statement"	:	This Circular/ Statement to Shareholders dated 30 October 2026 in relation to the Proposals
"Cheetah"	:	Cheetah Holdings Berhad [Registration No. 199701014907 (430404-H)]
"Cheetah group"	:	Collectively, Cheetah and its subsidiaries
"Directors"	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Komarkcorp Group or holding company of Komarkcorp
"D'nonce"	:	D'nonce Technology Bhd [Registration No. 200001000687 (503292-K)]
"D'nonce Group"	:	Collectively, D'nonce and its subsidiaries
"ESOS"	:	Employees' share options scheme of the Company which took effect on 14 January 2021 for a period of 5 years and further extended for another 5 years
"ESOS Options"	:	ESOS options that may be granted to eligible persons, during the duration of the ESOS pursuant to the existing by-laws governing the ESOS, where each option holder can subscribe for 1 new Share for every 1 ESOS Option held
"EPS"	:	Earnings Per Share
"Key Alliance"	:	Key Alliance Group Berhad [Registration No.: 200301007533 (609953-K)]
"Key Alliance Group"	:	Collectively, Key Alliance and its subsidiaries
"Komarkcorp" or "the Company"	:	Komarkcorp Berhad [Registration No.: 199601001919 (374265-A)]
"Komarkcorp Group" or "the Group"	:	Collectively, Komarkcorp and its subsidiaries as defined in Section 4 of the Act

"Komarkcorp Shares" or "the Shares"	:	Ordinary shares in the Company
"LPD"	:	5 October 2026, being the latest practicable date prior to the printing of this Circular
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
"Major Shareholder(s)"	:	Means a person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company, For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. This shall also include any person who is or was, within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the company (as defined under Paragraph 1.01 of the Listing Requirements) or any other company which is its subsidiary or holding company.
"Market Day"	:	A day which Bursa Securities is open for the trading of securities, which may include a surprise holiday
"NA"	:	Net assets attributable to ordinary equity holders of Komarkcorp
"Proposed New and Renewal of Shareholders' Mandate for RRPT"	:	Proposed new and renewal of shareholders' mandate for RRPT for Komarkcorp Group to enter into RRPTs of a revenue or trading nature
"Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of authority for the purchase by Komarkcorp of up to ten percent (10%) of the issued share capital of the Company
"Proposals"	:	Proposed New and Renewal of Shareholders' Mandate for RRPT and Proposed Renewal of Share Buy-Back Authority, collectively
"Purchased Komarkcorp Shares"	:	Shares purchased by Komarkcorp pursuant to Section 127 of the Act
"Related Party(ies)"	:	Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s) of Komarkcorp
"RRPT(s)"	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Company or its subsidiaries
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively

"Shareholders"	:	Shareholders of Komarkcorp
"Substantial Shareholder(s)"	:	A person who has interest in one or more voting Shares in the Company and the number or the aggregate number of such Shares, is not less than 5% of the total number of all the voting Shares included in the Company
"Surprise Holiday"	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
"Tree Med"	:	Tree Med Sdn Bhd [Registration No. 200001028386 (530993-K)]
"XOX"	:	XOX Bhd [Registration No.: 201001016682 (900384-X)]
"XOX Group"	:	Collectively, XOX and its subsidiaries
"XOX Networks"	:	XOX Networks Berhad [Registration No.: 200501002315 (679361-D)]
"XOX Networks Group"	:	Collectively, XOX Networks and its subsidiaries

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular 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 Circular shall be a reference to Malaysian time, unless otherwise specified.

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PART A

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT

KOMARKCORP BERHAD
[Registration No. 199601001919 (374265-A)]
(Incorporated in Malaysia)

Registered Office:
B-21-1, Level 21, Tower B,
Northpoint Mid Valley City,
No. 1, Medan Syed Putra Utara,
59200 Kuala Lumpur
W.P. Kuala Lumpur

30 October 2026

Board of Directors:
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad *(Independent Non-Executive Chairman)*
Roy Ho Yew Kee *(Executive Director)*
Dr Chan Jee Peng *(Independent Non-Executive Director)*
Koo Kien Keat *(Independent Non-Executive Director)*
Dr Azizah Binti Sulaiman *(Independent Non-Executive Director)*

Dear Shareholders,

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT

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1. INTRODUCTION

At the 29th AGM of the Company held on 27 November 2025, the Company sought and obtained from its shareholders the general mandate for Komarkcorp Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for Komarkcorp Group's day to day operations. In accordance with the Listing Requirements, the RRPT Mandate shall lapse at the conclusion of the forthcoming 30th AGM of the Company, unless renewed by the shareholders of the Company.

On 20 October 2026, the Board announced that the Company proposes to undertake the Proposed New and Renewal of Shareholders' Mandate for RRPT at the 30th AGM of the Company.

THE PURPOSE OF THIS CIRCULAR/ STATEMENT IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT TO BE TABLED AT THE 30TH AGM. THE NOTICE OF THE AGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THE COMPANY'S ANNUAL REPORT 2026.

SHAREHOLDERS OF KOMARKCORP ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR/ STATEMENT CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT AT THE FORTHCOMING 30TH AGM.

2. DETAILS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT

2.1 The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued share capital of RM60.0 million and above:

(i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or

(ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

(c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT; and

(e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Principal Activities of Komarkcorp Group

Komarkcorp is principally an investment holding company and providing of management services to its subsidiaries.

The details of Komarkcorp's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name	Country of Incorporation	Effective equity interest	Principal activities
General Labels & Labelling (M) Sdn Bhd	Malaysia	100%	Manufacturing of self-adhesive labels and stickers, and labelling machines and trading of related products
Komark International (M) Sdn Bhd	Malaysia	100%	Manufacturing of self-adhesive labels

Name	Country of Incorporation	Effective equity interest	Principal activities
Komark Mask (M) Sdn Bhd	Malaysia	99.67%	Manufacturing of Disposal Surgical Face Mask and Protective Apparels
Subsidiaries of General Labels & Labelling (M) Sdn Bhd			
General Labels & Labelling (JB) Sdn Bhd	Malaysia	100%	Manufacturing of self-adhesive labels and stickers, and trading of related products
Subsidiary Komark International (M) Sdn Bhd			
PT Komark Labels and Labelling Indonesia	Indonesia	85%	Dormant

It is anticipated that Komarkcorp Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

As such, the Board proposes to seek the shareholders' approval for the Proposed New and Renewal of Shareholders' Mandate for RRPT for the Komarkcorp Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length 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. Such mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 2.5 below.

2.3 Validity Period of the Proposed New and Renewal Shareholders' Mandate for RRPT

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

(a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;

(b) the expiration of the period within which the next AGM of the Company after the date 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 resolution passed by the shareholders in general meeting,

whichever is earlier.

2.4 Classes of Related Parties and Nature of RRPTs

The Proposed New and Renewal of Shareholders' Mandate for RRPT will apply to the transactions with the following companies:

(a) Proposed New Shareholders' Mandate for RRPT

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Nature of relationship between Komarkcorp Group and the Related Party(ies)	Actual value transacted up to LPD (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)
D'nonce Group	Komarkcorp Group	• Management fees.(1)	• Mr Roy Ho Yew Kee is an Executive Director of D'nonce and Komarkcorp Group. He has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Komarkcorp Group is a major shareholder of D'nonce which representing 14.273% of issued share capital in D'nonce.	-	500
		• Trademark license fees.(2)		2,090	2,500
		• Sales of mask and protective apparels.(3)		150	1,500
		• Rental of premises.(4)		-	660
		• Rental of machineries.(5)		-	1,000
		• Rental of machineries.(6)		-	1,000

Notes:

* *The estimated value is calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.*

(1) *The provider for the transaction is D'nonce Group and the recipient is Komark International (M) Sdn Bhd.*

(2) *The provider for the transaction is Komark International (M) Sdn Bhd and the recipient is D'nonce Group. Trademark license fees are incurred for D'nonce Group's continued use of the "KOMARK" trade name owned by Komark International (M) Sdn Bhd.*

(3) *The provider for the transaction is Komark Mask (M) Sdn Bhd and the recipient is D'nonce Group.*

(4) *Both parties are currently in the process of discussing which of the following premises are to be rented:-*
(a) 44,822 sq ft. factory space located at Lot 21, Jalan 1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan. The tenancy shall be for a period of one (1) year, with rental amount of RM20,000, payable on a monthly basis.
(b) 31,300 sq ft factory space located at No. 17 1/4, Jalan Air Hitam, 81400 Saleng, Senai, Johor for a period of one (1) year with rental amount of RM35,000, payable on a monthly basis.

(5) *The provider for the transaction is D'nonce Group and the recipient is Komark International (M) Sdn Bhd and General Labels & Labelling (JB) Sdn Bhd. The machinery involved may include label printing machine to support and enhance the recipients' manufacturing operations.*

(6) *The provider for the transaction is Komark International (M) Sdn Bhd and the recipient is D'nonce Group. The machinery involved may include label printing machine and die-cutting machine.*

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) Proposed Renewal of Shareholders' Mandate for RRPT

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 October 2025 (RM'000)	Actual value transacted (from the AGM held on 27 November 2025 up to LPD) (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)	Nature of relationship between Komarkcorp Group and the Related Party(ies)
Key Alliance Group	Komarkcorp Group	• Provision of Information and Communication Technology ("ICT") services.(1) • Installation of security and Closed-Circuit Television ("CCTV") monitoring(1) • Installation of Internet of Things ("IOT") devices(1) • Migration of various operating platforms to cloud based(1)	2,000	37	2,000	• YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad is the Independent Non-Executive Chairman of Komarkcorp. He has direct interest of 40,000 ordinary shares representing 0.017% of issued share capital in Komarkcorp. • Mr Roy Ho Yew Kee is the Executive Director of Key Alliance and Komarkcorp Group. He has direct interest of 7,563,332 ordinary shares representing 6.169% of issued share capital in Key Alliance. He also has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Dr Azizah Binti Sulaiman is the Independent Non-Executive Director of Key Alliance and Komarkcorp.

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) <u>Proposed Renewal of Shareholders' Mandate for RRPT</u>

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 October 2025 (RM'000)	Actual value transacted (from the AGM held on 27 November 2025 up to LPD) (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)	Nature of relationship between Komarkcorp Group and the Related Party(ies)
Key Alliance Group	Komarkcorp Group	• Sales of face masks[2]	5,000	-	5,000	• YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad is the Independent Non-Executive Chairman of Komarkcorp. He has direct interest of 40,000 ordinary shares representing 0.017% of issued share capital in Komarkcorp. • Mr Roy Ho Yew Kee is the Executive Director of Key Alliance and Komarkcorp Group. He has direct interest of 7,563,332 ordinary shares representing 6.169% of issued share capital in Key Alliance. He also has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Dr Azizah Binti Sulaiman is the Independent Non-Executive Director of Key Alliance and Komarkcorp.

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) <u>Proposed Renewal of Shareholders' Mandate for RRPT</u>

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 October 2025 (RM'000)	Actual value transacted (from the AGM held on 27 November 2025 up to LPD) (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)	Nature of relationship between Komarkcorp Group and the Related Party(ies)
XOX Bhd	Komarkcorp Group	• Sales of packaging and labelling[3] • Sales of face masks[2]	5,000	13	5,000	• Mr Roy Ho Yew Kee is an Executive Director of XOX Bhd and Komarkcorp Group. He has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Key Alliance is a major shareholder of Komarkcorp which representing 19.203% of issued share capital in Komarkcorp respectively.
Cheetah group	Komarkcorp Group	• Sales of face masks[2]	1,000	7	1,000	• Mr Roy Ho Yew Kee is an Executive Director of Cheetah and Komarkcorp Group. He has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Mr Koo Kien Keat is an Independent Non-Executive Director of Cheetah and Komarkcorp.
		• Sales of packaging and labelling[3]	5,000	103	5,000	
	Komark International (M) Sdn Bhd & Komark Mask (M) Sdn Bhd	• Purchase of garments, apparels and ancillary[4]	5,000	-	5,000	

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) Proposed Renewal of Shareholders' Mandate for RRPT

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 October 2025 (RM'000)	Actual value transacted (from the AGM held on 27 November 2025 up to LPD) (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)	Nature of relationship between Komarkcorp Group and the Related Party(ies)
Tree Med	Komarkcorp Group	• Worldwide distributorship for selling face masks(5)	20,000	-	20,000	• Tree Med is an associate company of Key Alliance, who hold 30% equity interest in Tree Med. • Key Alliance is a major shareholder of Komarkcorp which representing 19.203% of issued share capital in Komarkcorp.
		• Sales of packaging and labelling(3)	30,000	-	30,000	
	Komark Mask (M) Sdn Bhd	• Rental income(6)	1,000	715	1,000	
D'nonce Group	Komarkcorp Group	• Sales of packaging and labelling (3)	10,000	93	20,000	• Mr Roy Ho Yew Kee is an Executive Director of D'nonce and Komarkcorp Group. He has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Komarkcorp Group is a major shareholder of D'nonce which representing 14.273% of issued share capital in D'nonce.
		• Purchase of Industrial Packaging Material(8)	20,000	75	20,000	

2.4 Classes of Related Parties and Nature of RRPTs (cont'd)

(b) Proposed Renewal of Shareholders' Mandate for RRPT

Related Party	Komarkcorp Group - Transacting Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 October 2025 (RM'000)	Actual value transacted (from the AGM held on 27 November 2025 up to LPD) (RM'000)	Estimated aggregate value of transaction for the period from the 30th AGM to the next AGM in Year 2027* (RM'000)	Nature of relationship between Komarkcorp Group and the Related Party(ies)
D'nonce Group	Komark International (M) Sdn Bhd	• Rental income(7)	150	59	150	• Mr Roy Ho Yew Kee is an Executive Director of D'nonce and Komarkcorp Group. He has direct interest of 800,000 ordinary shares representing 0.346% of issued share capital in Komarkcorp. • Komarkcorp Group is a major shareholder of D'nonce which representing 14.273% of issued share capital in D'nonce.
XOX Networks Group	Komarkcorp Group	• Sales of packaging and labelling(3) • Rental of warehouse (9)	1,000	181	1,000	• YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad is the Independent Non-Executive Chairman of KomarkCorp and XOX Network Group. He has direct interest of 40,000 ordinary shares representing 0.017% of issued share capital in Komarkcorp. • Key Alliance is a major shareholder of Komarkcorp which representing 19.203% of issued share capital in Komarkcorp.

Notes:

- ** The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.*
- *(1) The provider for the transactions is Key Alliance group and the recipients are Komark International (M) Sdn Bhd and Komark Mask (M) Sdn Bhd.*
- *(2) The provider for the transactions is Komark Mask (M) Sdn Bhd and the recipients are Key Alliance group, XOX Bhd and Cheetah group.*
- *(3) The providers for the transaction are Komark International (M) Sdn Bhd, General Label & Labelling (M) Sdn Bhd and General Label & Labelling (JB) Sdn Bhd. The recipients for the transaction are XOX Bhd, Cheetah group, Tree Med, D'nonce Group and XOX Networks Group.*
- *(4) Komark Mask (M) Sdn Bhd and Komark International (M) Sdn Bhd will purchase garments, apparels and ancillary from Cheetah Group.*
- *(5) The provider for the transaction is Komark Mask (M) Sdn Bhd and the recipient is Tree Med.*
- *(6) Komark Mask (M) Sdn Bhd will rent the office and factory premises attached to Block A, measuring approximately 3,103.78 sq ft, located at Lot 5031 & 5032, Jalan Teratai, 5 ½ Miles, Off Jalan Meru, 41050 Klang, Selangor Darul Ehsan to Tree Med for the rental income purposes. The tenancy shall be for a period of three (3) years, commencing from 1 December 2025 to 31 August 2028, with rental payable on a monthly basis.*
- *(7) Komark International (M) Sdn Bhd will rent approximately 687 square metres of warehouse space located at Lot 132, Jalan 16/1, Kawasan Perindustrian Cheras Jaya, 43200 Balakong, Selangor Darul Ehsan, to D'nonce Group for rental income purposes. The tenancy shall be for a period of two (2) years and three (3) months, commencing from 1 April 2026 to 30 June 2028, with rental payable on a monthly basis.*
- *(8) The provider for the transaction is D'nonce Group and the recipient is Komark International (M) Sdn Bhd, General Labels & Labelling (M) Sdn Bhd and General Labels & Labelling (JB) Sdn Bhd.*
- *(9) Komark International (M) Sdn Bhd will rent approximately 6,000 sq ft of warehouse space located at Lot 132, Jalan 16/1, Kawasan Perindustrian Cheras Jaya, 43200 Balakong, Selangor Darul Ehsan to XOX Networks Group for the rental income purposes. The tenancy shall be for a period of two (2) years, commencing from 1 June 2025 to 31 May 2027, with rental payable on a monthly basis.*

2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

The Komarkcorp Group has established various methods and procedures to ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms, consistent with the Komarkcorp Group's usual business practices and policies, at transaction prices and on terms that 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.

The review and disclosure procedures are as follows:

(i) The Related Parties, interested Directors and persons connected with them will be informed that they are subject to the shareholders' mandate and will be advised of the applicable review and disclosure procedures;

(ii) The transaction prices, terms and conditions, which are market-driven, shall be determined on an arm's length basis through negotiations between customers and suppliers at mutually agreed rates, after taking into consideration the benefits to be derived from the transactions and the commercial terms applicable to similar transactions with unrelated third parties, having regard to demand and supply, quality, level of service and other relevant factors;

(iii) Certain transactions may be undertaken on a cost-recovery basis, involving the recovery of part of the costs incurred in sharing or providing services, or on a negotiated basis, whereby both parties agree on terms that are mutually acceptable and beneficial;

(iv) That all RRPT(s) are required to be undertaken on an arm’s length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities, which will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Party(ies) is/are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there have not been any similar or substantially similar transactions between the Komarkcorp Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance to the usual business practices of the Group to ensure that the RRPT(s) is/are not detrimental to the Komarkcorp Group;

(v) Although there are no specific thresholds for approval of RRPT(s) within the Komarkcorp Group, all RRPT(s) are subject to the approval by the appropriate levels of authority, as determined by the senior management and/or the Board from time to time, subject to the provisions of the Listing Requirements and/or the Act, where applicable. Where any Director has a direct or indirect interest in an RRPT, such Director shall abstain from deliberation and decision-making in respect of the transaction;

(vi) The Audit Committee shall amongst others, review any RRPT and conflict of interest situation that may arise within the Group including any transaction procedures or course of conduct that raises questions of management integrity;

(vii) Records shall be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders’ mandate;

(viii) The Board and Audit Committee shall review the internal audit reports to ascertain whether the guidelines and procedures established to monitor RRPTs have been complied with; and

(ix) The Board shall have overall responsibility for the determination of the review procedures. Where a member of the Board or the Audit Committee has an interest in a transaction to

be reviewed by the Board or the Audit Committee, as the case may be, such member shall abstain from deliberation and decision-making in respect of the transaction.

2.6 Amount Due and Owing by Related Parties

As at LPD, there is no amount owing by the Related Parties pursuant to the RRPT(s) that has exceeded the credit terms.

2.7 Statement by Audit Committee

The Audit Committee has the overall responsibility of determining whether the procedures and processes for reviewing all RRPT(s) are appropriate. The Audit Committee will review and ascertain at least once a year whether the procedures and processes established to monitor RRPT(s) have been complied with. If it is determined that the procedures and processes stated in Section 2.5 are inadequate to ensure that (i) the RRPT(s) will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures and processes.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures and processes to be followed if it considers such requests to be appropriate. In that event, such limits or procedures and processes may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures and processes.

The Audit Committee will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the RRPT(s) are at all times carried out on commercial terms consistent with the Komarkcorp Group's usual business practices and policies.

The Audit Committee of the Company has reviewed the above procedures and processes and is satisfied that the said procedures and processes are adequate to monitor, track and identify RRPT(s) in a timely and orderly manner and are sufficient to ensure that the RRPT(s) will be carried out on commercial terms consistent with the Komarkcorp Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders. Any member of the Audit Committee who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

(a) the type of the RRPTs made; and

(b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with Komarkcorp Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed New and Renewal of Shareholders' Mandate for RRPT had been obtained.

3. RATIONALE FOR THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT

The Proposed New and Renewal of Shareholders' Mandate for RRPT will enable Komarkcorp Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general

meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPT(s) carried out within the Komarkcorp Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Party(ies), the Group would have an advantage of familiarity with the background and management of the Related Party(ies), thus enabling more informed commercial decisions to be made. In most dealings with the Related Party(ies), the Group and the Related Party(ies) have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

4. EFFECTS OF THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT

The Proposed New and Renewal of Shareholders' Mandate for RRPT are administrative in nature and are therefore not expected to have any effect on the issued share capital, major shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of Komarkcorp.

5. INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS

Save as disclosed below, none of the other Directors and/or Substantial/Major Shareholders or persons connected with a Director or Substantial/Major Shareholders have any interest, directly or indirectly in the Proposed New and Renewal of Shareholders' Mandate for RRPT:

Names	As at LPD			
	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Interested Directors				
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad	40,000	0.017	-	-
Roy Ho Yew Kee	800,000	0.346	-	-
Koo Kien Keat	-	-	-	-
Dr Azizah Binti Sulaiman	-	-	-	-
Interested Major Shareholder				
Key Alliance	44,343,640	19.203	-	-

Accordingly, YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad, Roy Ho Yew Kee, Koo Kien Keat and Dr Azizah Binti Sulaiman (collectively referred to as **"Interested Directors"**) have and will continue to abstain from all deliberations and voting on matters relating to the Proposed New and Renewal of Shareholders' Mandate for RRPT at Board meetings and will abstain from voting in respect of their direct and/or indirect shareholdings in Komarkcorp at the forthcoming AGM on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate for RRPT.

The Interested Major Shareholder, namely Key Alliance will abstain from voting in respect of their direct and/or indirect shareholdings in Komarkcorp at the forthcoming AGM on the resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate for RRPT.

The above Interested Directors and Interested Major Shareholder have undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed New and Renewal of Shareholders' Mandate for RRPT at the forthcoming AGM.

6. APPROVALS REQUIRED

The Proposed New and Renewal of Shareholders' Mandate for RRPT is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Directors of Komarkcorp (save for the Interested Directors) having considered all aspects of the Proposed New and Renewal of Shareholders' Mandate for RRPT and after careful deliberation, are of the opinion that the Proposed New and Renewal of Shareholders' Mandate for RRPT is in the best interest of the Company and accordingly, the Board (save for the Interested Directors) recommended that the shareholders of Komarkcorp vote in favour of the ordinary resolution pertaining to the Proposed New and Renewal of Shareholders' Mandate for RRPT to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The 30th AGM of the Company, the notice of which is enclosed in the Annual Report 2026, will be held at Lot 132, Jalan 16/1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan, Malaysia on Thursday, 3 December 2026 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modification, the resolution to give effect to the Proposals.

If you are unable to attend, participate, speak and vote at the 30th AGM in person, you may appoint a proxy by completing the Proxy Form in accordance with the instructions stated therein. The completed and duly executed Proxy Form must be deposited with the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit the Proxy Form via email to admin@aldpro.com.my not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or any adjournment thereof. The completion and lodging of the Proxy Form will not preclude you from attending and voting at the 30th AGM should you subsequently wish to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
KOMARKCORP BERHAD

DR CHAN JEE PENG
Independent Non-Executive Director

PART B

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

KOMARKCORP BERHAD
[Registration No. 199601001919 (374265-A)]
(Incorporated in Malaysia)

Registered Office:
B-21-1, Level 21, Tower B,
Northpoint Mid Valley City,
No. 1, Medan Syed Putra Utara,
59200 Kuala Lumpur
W.P. Kuala Lumpur

30 October 2026

Board of Directors:
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad *(Independent Non-Executive Chairman)*
Roy Ho Yew Kee *(Executive Director)*
Dr Chan Jee Peng *(Independent Non-Executive Director)*
Koo Kien Keat *(Independent Non-Executive Director)*
Dr Azizah Binti Sulaiman *(Independent Non-Executive Director)*

Dear Shareholders,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

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1. INTRODUCTION

At the 29th AGM of the Company held on 27 November 2025, the Company obtained the approval of its shareholder to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point in time. The aforesaid shareholders' approval for the Company to purchase its own shares is subject to the annual renewal and will lapse at the conclusion of the forthcoming 30th AGM unless such authority is renewed by an ordinary resolution passed at the general meeting.

On 20 October 2026, the Board announced that the Company proposes to undertake the Proposed Renewal of Share Buy-Back Authority at the 30th AGM of the Company. The Proposed Renewal of Share Buy-Back Authority is subject to compliance with Section 127 of the Act and any prevailing laws, orders, requirements, guidelines, rules and regulations issued by any relevant authorities at the time of purchase.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE 30TH AGM. THE NOTICE OF THE AGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THE COMPANY'S ANNUAL REPORT 2026.

SHAREHOLDERS OF KOMARKCORP ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING 30TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Proposed Renewal of Share Buy-Back Authority

The Board is proposing to seek the shareholders' approval for the renewal of the authority for the Company to purchase its own Shares for an aggregate amount of up to ten percent (10%) of the total number of issued shares at any point in time.

Based on the Company's issued share capital of RM24,577,341.00 comprising 230,921,376 Komarkcorp Shares (including 3,600 treasury shares) as at the LPD, the maximum aggregate number of Komarkcorp Shares which may be purchased and/or held as treasury shares pursuant to the Proposed Renewal of Share Buy-Back Authority shall not exceed 23,092,137 Komarkcorp Shares, representing approximately 10% of the total number of issued Komarkcorp Shares. This includes the 3,600 Komarkcorp Shares currently held as treasury shares.

However, the actual number of Komarkcorp Shares to be purchased and the timing of any purchase will depend on the market conditions and sentiments of Bursa Securities, the availability of financial resources and retained profits of our Company. In addition, the Board will ensure that the purchase of Komarkcorp Shares will not result in the Company's public shareholding spread falling below the minimum public shareholding spread of twenty-five percent (25%) of the issued share capital.

The Proposed Renewal of Share Buy-Back Authority, once approved by the shareholders, shall take effect from the passing of the ordinary resolution pertaining thereto at the forthcoming AGM and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

2.2 Maximum Amount of Funds to be Allocated and the Source of Funds

The Listing Requirements stipulate that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits of the listed company. Therefore, the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the amount stated in the retained profits of the Company. Based on the latest audited financial statements of the Company for the financial year ended 30 June 2026, the retained earnings of Komarkcorp was RM2,603,302.

The Proposed Renewal Share Buy-Back Authority will be funded by internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of Komarkcorp Shares to be purchased and other relevant factors. The actual number of Komarkcorp Shares to be purchased and/or held, and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock markets as well as the retained

profits and financial resources available to the Company. In the event that the Proposed Renewal of Share Buy-Back Authority is to be partly financed by external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the cash flow of the Group.

2.3 Treatment of the Purchased Komarkcorp Shares

Pursuant to Section 127(4) of the Act, where the Company has purchased the Shares, the Board may, at their discretion, resolve: -

i) to cancel the shares so purchased;
ii) to retain the shares so purchased in treasury, which is referred to as "treasury shares" in the Act; or
iii) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares.

Accordingly, based on Section 127(7) of the Act, where such Shares are held as treasury shares, the Board may, at their discretion: -

i) distribute the shares as dividends to shareholders, such dividend to be known as "share dividends";
ii) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
iii) transfer the shares, or any of the shares for the purposes of or under an employees' share scheme;
iv) transfer the shares, or any of the shares as purchase consideration;
v) cancel the shares or any of the shares; or
vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

Upon each Proposed Renewal of Share Buy-Back Authority, an immediate announcement will be made to Bursa Securities in respect of the intention of the Board to either retain the Shares purchased as treasury shares or cancel them or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale, transfer or cancellation of Shares so purchased.

2.4 Purchase/Resale Price

Pursuant to the Listing Requirements, the Company may only purchase Komarkcorp Shares at a price which is not more than fifteen percent (15%) above the weighted average share price for the five (5) Market Days immediately preceding the date of the purchase(s). The Company may only resell the Purchased Komarkcorp Shares held as treasury shares at a price which is:

(a) not less than the weighted average share price of Komarkcorp Shares for the five (5) Market Days immediately prior to the resale; or

(b) at a discount of not more than 5% to the weighted average share price of Komarkcorp Shares for the five (5) Market Days immediately prior to the resale provided that:

(i) the resale takes place no earlier than thirty (30) days from the date of the purchase; and

(ii) the resale price is not less than the cost of purchase of the shares being resold.

The Proposed Renewal of Share Buy-Back Authority and/or resale of the Purchased Komarkcorp Shares shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined

in accordance with the rules of Bursa Securities. The Company shall ensure that all dealing(s) in its own Shares/Purchased Komarkcorp Shares are made through stock broker(s) appointed by the Company.

2.5 Potential Advantages and Disadvantages of the Proposed Renewal of Share Buy-Back Authority

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

(a) The Proposed Renewal of Share Buy-Back Authority would enable the Company to utilise its financial resources more efficiently and it may strengthen the consolidated EPS of the Group.

(b) The Proposed Renewal of Share Buy-Back Authority will also provide the Company with opportunities for potential gains if the Purchased Komarkcorp Shares which are retained as treasury shares are resold at prices higher than their cost of purchase.

(c) The purchased Komarkcorp shares retained as treasury shares can be distributed as share dividends to the shareholders as a reward.

(d) The Proposed Renewal of Share Buy-Back Authority may also stabilise the supply and demand of Komarkcorp Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of Komarkcorp Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

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

(a) The Proposed Renewal of Share Buy-Back Authority if implemented is expected to temporarily reduce the immediate financial resources of Komarkcorp Group.

(b) The Proposed Renewal of Share Buy-Back Authority may also result in the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.

(c) The Proposed Renewal of Share Buy-Back Authority may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent with respect to the above exercise.

2.6 Public Shareholding Spread

Pursuant to the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance of twenty-five (25%) public spread. Based on the Company's Record of Depositors as at LPD, the public spread of the Company was 80.43%. The Board will endeavor to ensure that the Company complies with the public spread requirements and shall not buy back the Company's own shares if the purchase results in the public spread requirements not being met.

2.7 Implication Relating to the Code

Pursuant to the Code, a person and any parties acting in concert with him will be required to make a mandatory offer for the remaining Komarkcorp Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33.0% or if his/her/their shareholdings is between 33.0% and 50.0% and increases by another 2.0% in any six (6) months period.

However, an exemption from mandatory offer obligation may be granted by the SC under the Code subject to the parties acting in concern complying with the conditions stipulated in the Code.

The Company intends to implement the Proposed Renewal of Share Buy-Back Authority in the manner that will not result in any of the shareholders having to undertake a mandatory offer pursuant to the Code. In this respect, the Board will be mindful of the requirements of the Code when implementing the Proposed Renewal of Share Buy-Back Authority.

2.8 Purchase, Resale and Cancellation of Shares Made in Previous Twelve (12) Months

There were no purchase, resale, transfer or cancellation of shares made by Komarkcorp in the previous twelve (12) months preceding the date of this Circular. As at LPD, 3,600 Komarkcorp Shares are held by Komarkcorp as treasury shares in accordance with Section 127(6) of the Act.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The implementation of the Proposed Renewal of Share Buy-Back Authority is envisaged to benefit the Company and its shareholders as follows:

(i) the Company is able to utilise its surplus financial resources more efficiently. If implemented, this may help to stabilise the supply and demand of the Komarkcorp Shares traded on Bursa Securities and thereby support its fundamental value;

(ii) the EPS of Komarkcorp Shares and the return on equity of the Company is expected to improve as a result of a reduced share capital base;

(iii) the Purchased Komarkcorp Shares retained as treasury shares provide the Board with an option to resell the treasury shares at a higher price and generate capital gains for the Company;

(iv) the Purchased Komarkcorp Shares retained as treasury shares can be distributed as share dividends to the shareholders as a reward; and

(v) the financial resources of the Company will increase if the Purchased Komarkcorp Shares held as treasury shares are resold at prices higher than the purchase price.

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4. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

As at the LPD, the Company has a total of 230,921,376 issued Komarkcorp Shares (including 3,600 treasury shares). In addition, up to 173,189,300 ESOS Options may be granted pursuant to the maximum allowable limit under the ESOS.

The Company does not intend to grant any ESOS Options prior to the 30th AGM.

The effects of the Proposed Renewal of Share Buy-Back Authority are illustrated under the Maximum Scenario, assuming the full granting and exercise of the ESOS Options and the cancellation of the maximum aggregate number of Komarkcorp Shares, including the existing 3,600 treasury shares.

4.1 Share Capital

Maximum Scenario	**No. of Shares**
Total number of issued Komarkcorp Shares as at the LPD (including 3,600 treasury shares)	230,921,376
Add: New Komarkcorp Shares to be issued assuming the full granting and exercise of ESOS Options	173,189,300
Resultant total number of issued Komarkcorp Shares	**404,110,676**
Less: Maximum aggregate number of Komarkcorp Shares assumed to be cancelled (including 3,600 existing treasury shares)	(40,411,067)
Resultant total number of issued Komarkcorp Shares after cancellation	**363,699,609**

However, the implementation of the Proposed Renewal of Share Buy-Back Authority will not have any effect on the share capital of Komarkcorp if the Komarkcorp Shares purchased are retained as Treasury Shares.

4.2 NA

When the Company purchases its own shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per Share of Komarkcorp Group will decrease if the cost per Share purchased exceeds the NA per Share of Komarkcorp Group at the relevant point in time. However, if the cost per Share purchased is below the NA per Share of Komarkcorp Group at the relevant point in time, the NA per Share of Komarkcorp Group will increase.

In the case where the purchased Komarkcorp Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per Share of Komarkcorp Group upon the resale will increase if the Company realises a gain from the resale and vice-versa. If the treasury shares are distributed as share dividends, the NA of Komarkcorp Group will decrease by the cost of the treasury shares at the point of purchase.

4.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of Komarkcorp Group, the quantum of which depends on, amongst others, the number of Komarkcorp Shares purchased and the purchase price(s) of the Komarkcorp Shares.

For Komarkcorp Shares purchased which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. 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.

4.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of Komarkcorp Group are dependent on the number Komarkcorp Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to Komarkcorp Group if internally generated funds are utilised. Further, the purchase of the Komarkcorp Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

4.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full, the Proposed Renewal of Share Buy-Back Authority will have an effect of increasing the dividend rate per ordinary share of the Company as a result of the reduction in the issued share capital of the Company.

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4.6 Directors' and Major Shareholders' Shareholdings

The effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and major shareholders of Komarkcorp, based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the LPD, are illustrated below under the Maximum Scenario, assuming the full granting and exercise of the ESOS Options and the cancellation of the maximum number of Komarkcorp Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

	No of Shares held as at the LPD				After Proposed Renewal of Share Buy-Back Authority			
	Direct	%^	Indirect	%^	Direct	%#	Indirect	%#
Directors								
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad	40,000	0.017	-	-	40,000	0.011	-	-
Roy Ho Yew Kee	800,000	0.346	-	-	800,000	0.220	-	-
Dr Chan Jee Peng	-	-	-	-	-	-	-	-
Koo Kien Keat	-	-	-	-	-	-	-	-
Dr Azizah Binti Sulaiman	-	-	-	-	-	-	-	-
Major Shareholder								
Key Alliance	44,343,640	19.203	-	-	44,343,640	12.192	-	-

Notes:-

^ *Calculated based on the 230,917,776 issued Komarkcorp Shares (excluding 3,600 treasury shares) as at the LPD.*

\# *Calculated based on 363,699,609 issued Komarkcorp Shares, assuming the full granting and exercise of the ESOS Options and the cancellation of the maximum aggregate number of Komarkcorp Shares pursuant to the Proposed Renewal of Share Buy-Back Authority, including the existing 3,600 treasury shares.*

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5. INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and Major Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any, in the future.

6. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming AGM to be convened.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Komarkcorp shares traded on Bursa Securities for the past twelve (12) months from October 2025 to LPD are as follows:-

Month/Year	High (RM)	Low (RM)
2025		
October	0.070	0.050
November	0.055	0.045
December	0.055	0.045
2026		
January	0.055	0.045
February	0.060	0.045
March	0.055	0.040
April	0.065	0.050
May	0.065	0.050
June	0.070	0.050
July	0.070	0.055
August	0.075	0.065
September	0.070	0.055

The last transacted price of Komarkcorp shares on LPD was RM0.070.

(Source: https://www.bursamalaysia.com/trade/trading_resources/listing_directory/company-profile?stock_code=7017)

8. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interests of the Company and accordingly recommended that the shareholders of the Company to vote in favour of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 30th AGM.

9. ANNUAL GENERAL MEETING

The 30th AGM of the Company, the notice of which is enclosed in the Annual Report 2026, will be held at Lot 132, Jalan 16/1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan, Malaysia on Thursday, 3 December 2026 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without modification, the resolution to give effect to the Proposals.

If you are unable to attend, participate, speak and vote at the 30th AGM in person, you may appoint a proxy by completing the Proxy Form in accordance with the instructions stated therein. The completed and duly executed Proxy Form must be deposited with the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or submit the Proxy Form via email to admin@aldpro.com.my not less than forty-eight (48) hours before the time appointed for holding the 30th AGM or any adjournment thereof. The completion and lodging of the Proxy Form will not preclude you from attending and voting at the 30th AGM should you subsequently wish to do so and in such an event, your Proxy Form shall be deemed to have been revoked.

10. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
KOMARKCORP BERHAD

DR CHAN JEE PENG
Independent Non-Executive Director

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1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of Komarkcorp who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making 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 herein misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company nor its subsidiaries within 2 years immediately preceding the date of this Circular/ Statement:-

(i) Rooftop Solar Supply Agreement dated 1 July 2025 ("Solar Supply Agreement") between Komark International (M) Sdn. Bhd. ("KIM") and Vsolar Engineering Sdn. Bhd. ("VESB")

Pursuant to the Solar Supply Agreement, KIM and VESB had agreed that the solar photovoltaic energy generated from the Solar PV System ("**Net Energy Electrical Output**") shall be supplied and used by KIM upon the terms and conditions of the Solar Supply Agreement. In consideration of the Net Energy Electrical Output generated and delivered from the Solar PV System, KIM shall make solar energy payments ("**Solar Energy Payment**") to VESB in accordance with such Net Energy Electrical Output generated and delivered from the Solar PV System.

Unless otherwise terminated in accordance with the Solar Supply Agreement, the Solar Supply Agreement shall be effective for a period of ten (10) years ("**Term**") and may be renewed for a further period of ten (10) years ("**1st Extended Term**") and thereafter, the Solar Supply Agreement may be renewed for further period of five (5) years ("**2nd Extended Term**").

As at the LPD, the Solar Supply Agreement is ongoing and subsisting.

(ii) Sales and Purchase Agreement dated 31 July 2026 between Komark International (M) Sdn Bhd and QM Print Sdn Bhd

On 31 July 2026, Komark International (M) Sdn Bhd, a wholly-owned subsidiary of Komarkcorp Berhad, entered into a conditional sale and purchase agreement with QM Print Sdn Bhd for the disposal of an industrial premise comprising a double-storey detached factory together with a three-storey office annexed thereto, bearing postal address at Lot 132, Jalan 16/1, Taman Cheras Jaya, 43200 Cheras, Selangor Darul Ehsan held under Title No. GM6175, Lot No. 46730, Tempat of Sungai Balak, Pekan Kajang, District of Ulu Langat, State of Selangor, for a cash consideration of RM40.00 million. The parties subsequently entered into a supplementary agreement dated 20 August 2026 to vary certain terms and conditions of the aforesaid conditional sale and purchase agreement. As at LPD, the sale and purchase agreement, as supplemented by the supplemental agreement is pending fulfilment of the conditions precedent contained therein.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, neither Komarkcorp nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and, to the best of the Board's knowledge and belief, the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular/Statement up to the date of the AGM:-

a) The Constitution of the Company;

b) The material contracts referred to under item 2; and

c) Audited consolidated financial statements of the Company for the financial year ended 30 June 2025 and the financial year ended 30 June 2026 and latest unaudited results since the last audited financial statements.

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