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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.

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**AIZO GROUP BERHAD**

Registration No. 200201007880 (575543-X)  
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED NEW MANDATE FOR THE  
COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

The Notice of the Twenty-Third ("23<sup>rd</sup>") Annual General Meeting of AIZO GROUP BERHAD (the "Company" or "AIZO") will be held at Hotel Casuarina @ Meru, Casuarina Hall 1-2, Level 1, 1-C, Jalan Meru Casuarina, Bandar Meru Raya, 30200 Ipoh, Perak Darul Ridzuan on Thursday, 20 November 2025 at 10.00 a.m. together with a Form of Proxy are enclosed in this Circular and the Annual Report of the Company for the financial period ended 30 June 2025.

A member entitled to attend and vote at the 23<sup>rd</sup> AGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf. The Form of Proxy must be completed and deposited at the office of the Poll Facilitator office at E Reg Corporate Services Sdn. Bhd., 98-2B, Jalan PJU 1/3B, SunwayMas Commercial Centre, 47301 Petaling Jaya, Selangor Darul Ehsan] not less than forty-eight (48) hours before the time set for holding the 23<sup>rd</sup> AGM or at any adjourned thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 23<sup>rd</sup> AGM should you subsequently wish to do so. However, you will not be allowed to participate in the 23<sup>rd</sup> AGM together with a proxy appointed by you.

Last date and time for lodging the Form of Proxy	: Tuesday, 18 November 2025 at 10.00 a.m.
Date and time of the 23 <sup>rd</sup> AGM	: Thursday, 20 November 2025 at 10.00 a.m.

This Statement is dated 22 October 2025

## DEFINITIONS

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular:

“Act”	: Companies Act 2016, as amended from time to time
“AGM”	: Annual General Meeting
“ARMC”	: Audit and Risk Management Committee of the Company
“Board”	: Board of Directors of AIZO
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Director”	: Has the 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:-  (i) a director of the Company, its subsidiary or holding company; or  (ii) a chief executive of the Company, its subsidiary or holding company
“EPS”	: Earnings per Share
“LPD”	: 30 September 2025, being the latest practicable date prior to the printing and despatch of this Circular
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
“Major Shareholder”	: A person who has an interest(s) in voting share(s) in the Company and the number or aggregate number of those shares is:-  (i) 10% or more of the total number of voting shares in the Company; or  (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company;  and shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction was agreed upon, a major shareholder of AIZO, its subsidiary or holding company  “Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act
“AIZO” or “Company”	: AIZO Group Berhad [Registration No. 200201007880 (575543-X)]
“AIZO Group”	: AIZO and its subsidiary companies
“AIZO Share(s)”	: Ordinary share(s) in AIZO
“Person(s) Connected”	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
“Proposed New Mandate of Share Buy-Back Authority”	: Proposed New Mandate to purchase its own Shares in accordance with Section 127 of the Act and the Listing Requirements

“Purchased Shares”	: Shares that have been previously bought-back pursuant to the previous/existing SBB Authority and to be purchased pursuant to the Proposed new mandate of Share Buy-Back Authority
“Related Party(ies)”	: Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SBB Authority”	: Existing authority granted by the shareholders of AIZO at the previous AGMs
“Substantial Shareholder”	: A person who has an interest or interests 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 in the Company

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

Any reference to a time of day in this Statement is a reference to Malaysian time, unless otherwise stated.

Any reference in this Statement to any enactment, codes, rules or regulations is a reference to that enactment, codes, rules or regulations as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Statement between the amounts listed, actual figures and the totals thereof are due to rounding.

This Statement includes forward-looking statements. All statements other than statements of historical facts in this Statement including, without limitation, those regarding our Company’s financial position, business strategies, plans and objectives of our Company for future operations, are forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

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**STATEMENT TO SHAREHOLDERS  
IN RELATION TO:**

**PROPOSED NEW MANDATE FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**



**AIZO GROUP BERHAD**  
Registration No. 200201007880 (575543-X)  
(Incorporated in Malaysia)

**Registered Office:**

Unit 521, 5th Floor, Lobby 6  
Block A Damansara Intan  
No. 1, Jalan SS20/27  
47400 Petaling Jaya  
Selangor Darul Ehsan

22 October 2025

**Directors:**

Dato Abang Abdillah Izzarim Bin Tan Sri Datuk Patinggi Abang Haji Abdul Rahman Zohari (*Executive Chairman*)  
Ahmad Rahizal Bin Dato' Ahmad Rasidi (*Executive Director*)  
Puan Emma Yazmeen Yip Binti Mohd Jeffrey Yip (*Executive Director*)  
Encik Ahmad Ruslan Zahari bin Zakaria (*Independent Non-Executive Director*)  
Puan Feridah Binti Bujang Ismail (*Independent Non-Executive Director*)  
Puan Siti Aishah Binti Othman (*Independent Non-Executive Director*)  
Mr Lo Ling (*Independent Non-Executive Director*)

To: The shareholders of AIZO Group Berhad

Dear Sir/Madam,

**PROPOSED NEW MANDATE OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

**1. Introduction**

At the 20<sup>th</sup> AGM of the Company held on 30 August 2022, the shareholders approved the Directors' authority to purchase up to ten per centum (10%) of the total number of issued shares of the Company pursuant to Section 127 of the Companies Act 2016. This mandate, in accordance with the Listing Requirements, lapsed at the conclusion of the 21<sup>st</sup> AGM and has not been renewed since.

The Board now proposes, at the forthcoming 23<sup>rd</sup> AGM, to seek shareholders' approval for the Proposed New Mandate for the Company to purchase its own ordinary shares.

On 7 October 2025, the Company announced to Bursa Securities that the Board proposes to seek its shareholders' approval for the Proposed New Mandate for the Company to purchase its own ordinary shares.

The aforesaid proposal, if approved by the shareholders would become valid immediately upon the passing of the ordinary resolution at the forthcoming AGM and will expire at the conclusion of the next AGM of the Company unless the authority is further renewed by ordinary resolution passed at a general meeting (either unconditionally or subject to conditions) or upon the expiration of the period within which the next AGM is required by law to be held, or if earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first.

## **2. Details of the Proposed New Mandate of Share Buy-Back Authority**

The Board proposes to seek a new mandate from its shareholders to purchase up to ten per centum (10%) of its total number of issued shares. There were no purchase, resale, cancellation or distribution as share dividend to shareholders in the previous 12 months preceding the date of this Statements.

As at LPD, the Company has purchased 285,000 AIZO Shares which are held as treasury shares. The total number of issued shares of the Company, before adjusting for the treasury shares held is 1,963,555,510 AIZO Shares.

The maximum number of shares which may be purchased and/or held as treasury shares by the Company will be up to ten per centum (10%) of the total number of issued shares of the Company. Assuming no further AIZO Shares are issued, a total of up to 196,355,551 AIZO Shares may be purchased pursuant to the Proposed New Mandate of Share Buy-Back Authority inclusive of the 285,000 AIZO's Shares already purchased and retained as treasury shares as at LPD.

The approval from the shareholders for the Proposed New Mandate of Share Buy-Back Authority would be effective immediately upon the passing of the ordinary resolution on the Proposed New Mandate of Share Buy-Back Authority at the forthcoming AGM and shall be valid until:

- (i) the conclusion of the next AGM following the forthcoming AGM, at which time the said authority will lapse, unless the authority is renewed at the meeting, either unconditionally or conditionally;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

The shareholders' approval for the Proposed New Mandate of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own shares on Bursa Securities. Rather, it will allow the Board to exercise the powers of the Company to purchase its own ordinary shares at any time within the abovementioned time period.

In accordance with Section 127(4) of the Act, the Board of AIZO is able to deal with any Purchased Shares in the following manner:

- (a) to cancel the Purchased Shares;
- (b) to retain the Purchased Shares as treasury shares to:-
  - (i) distribute the shares as dividends to shareholders, such dividends 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 purposed 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;
  - (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time.

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distribution and otherwise are suspended. Additionally, the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at meetings, in accordance with Section 127(9) of the Act.

Pursuant to the provisions of Paragraph 12.17 of the Listing Requirements, the Company shall only purchase its own Shares on Bursa Securities at a price which is not more than fifteen per centum (15%) above the weighted average market price of the AIZO shares for the five (5) market days immediately prior to the purchase(s).

Pursuant to the provisions of Paragraph 12.18 of the Listing Requirements, the Company may only resell the Purchased Shares held as treasury shares on Bursa Securities at:-

- (a) a price which is not less than the weighted average market price of AIZO Shares for the five (5) market days immediately prior to the resale; or
- (b) a discounted price of not more than five per centum (5%) to the weighted average market price of AIZO 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 purchase; and
  - (ii) the resale price is not less than the cost of purchase of the AIZO Shares being resold.

The Company will make an immediate announcement to Bursa Securities of any purchase or resale of the AIZO Shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both.

### **3. Funding**

The Board proposed to allocate an amount not exceeding the retained profits of the Company for the purchase of AIZO Shares subject to compliance with Section 127 of the Act, and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase. Based on the audited financial statements for the financial period ended 30 June 2025, the accumulated losses of AIZO were RM68,317,461.

The Proposed New Mandate of Share Buy-Back Authority will be funded from internally generated funds and/or external borrowings. In the event that the purchase(s) under the Proposed New Mandate of Share Buy-Back Authority is to be financed by external borrowings, our Board shall ensure that our Company will be capable of repaying such borrowings and that such funding is not expected to have any material effect on the cashflow of the AIZO Group.

Our Board is mindful of the interest of our Company and its shareholders and will be prudent with respect to the above exercise. In addition, the Board will ensure that AIZO satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed New Mandate of Share Buy-Back Authority.

### **4. Rationale for the Proposed New Mandate of Share Buy-Back Authority**

- (i) The Proposed New Mandate of Share Buy-Back Authority will enable AIZO an additional option to utilise its surplus financial resources. If implemented, this may help to stabilise the supply of and demand for the AIZO Shares traded on Bursa Securities and thereby support its fundamental value.



- (ii) The Purchased Shares retained as treasury shares provide our Directors with an option to resell the treasury shares at a higher price and generate capital gains for the Company.
- (iii) The purchase of own Shares may improve the EPS and the return on equity as a result of a reduced share capital base if the Purchased Shares are cancelled.
- (iv) The Purchased Shares retained as treasury shares can be distributed as share dividends to shareholders of the Company as a reward.

## 5. Financial Effects of the Proposed New Mandate of Share Buy-Back Authority

Assuming that the Proposed New Mandate of Share Buy-Back Authority is implemented in full, and the shares repurchased are cancelled or alternatively retained as treasury shares or both, the effects of the Proposed New Mandate of Share Buy-Back Authority on the share capital, net assets, working capital and earnings are as set out below:

### 5.1 Share Capital

- (i) The effect of the Proposed New Mandate of Share Buy-Back Authority on the share capital will depend on whether the AIZO Shares purchased are cancelled or retained as treasury shares.
- (ii) In the event that the maximum number of shares authorised under the Proposed New Mandate of Share Buy-Back Authority are purchased and retained as treasury shares, there would be no effect on the share capital of AIZO. However, the rights attached to treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.
- (iii) The Proposed New Mandate of Share Buy-Back Authority will reduce the total issued share capital of the Company if the AIZO Shares so purchased are cancelled. The effect of the maximum number of shares to be bought back as permitted under the Proposed New Mandate of Share Buy-Back Authority based on the total number of issued shares as at LPD assuming the AIZO Shares so purchased are cancelled, is illustrated below:-

	<b>No. of AIZO Shares</b>
Existing total number of issued shares as at LPD	1,963,555,510
Maximum number of Shares which may be purchased pursuant to the Proposed New Mandate of Share Buy-Back Authority <sup>1</sup>	(196,355,551)
Resultant total number of issued shares	<u>1,767,199,959</u>

Note:

<sup>1</sup> Assuming the Proposed New Mandate of Share Buy-Back Authority is implemented in full, i.e. up to ten percent (10%) of the enlarged total number of issued shares of AIZO are purchased (inclusive of 285,000 shares currently held as treasury shares) and that the Shares are subsequently cancelled.

## **5.2 Net Assets (“NA”) and Working Capital**

The effect of the Proposed New Mandate of Share Buy-Back Authority on the NA per Share of AIZO Group is dependent on the purchase price of the AIZO Shares at the time of the buy-back.

If the purchase price of the AIZO Shares exceeds the NA per Share of AIZO Group at the time of purchase, it will reduce the NA per Share of AIZO Group. On the other hand, if the purchase price is less than the NA per Share of AIZO Group, then the NA per Share of our Group will increase.

If the Purchased AIZO Shares kept as treasury shares are resold with a realised gain, then the NA per Share of AIZO Group will increase.

The Proposed New Mandate of Share Buy-Back Authority will reduce the working capital of AIZO Group, the quantum of which is dependent on the purchase price of the AIZO Shares and the actual number of AIZO Shares bought back.

## **5.3 Earnings and EPS**

The effect of the share repurchase on the earnings and EPS of the AIZO Group is dependent on the actual number of shares purchased, purchase price of such AIZO Shares and the effective funding cost or loss in interest income to the Group.

## **5.4 Dividends**

The Proposed New Mandate of Share Buy-Back Authority is not expected to have any material effect on the dividend policy of the Company. The dividend to be declared by the Company in the future, if any, will depend on, amongst others, the profitability and cash flow position of the Group and the Company.

## **5.5 Gearing**

The effect of the Proposed New Mandate of Share Buy-Back Authority on the gearing of the Group will depend on the proportion of borrowings utilised to fund any purchase of the Shares. At this juncture, the Board has not determined on whether to use any form of borrowings for purposes of the Proposed New Mandate of Share Buy-Back Authority.

## **6. Potential Advantages and Disadvantages of the Proposed New Mandate of Share Buy-Back Authority**

### **Potential Advantages**

- (i) The Company would have the opportunity to utilise its financial resources not immediately required for other use to purchase AIZO Shares and may have the opportunities for potential gains if the Purchased Shares which are retained as treasury shares are resold at prices higher than their purchase prices.
- (ii) In any event, the treasury shares may also be distributed as share dividends to our shareholders as a reward.
- (iii) The Proposed New Mandate of Share Buy-Back Authority, if implemented, will enable the Company to stabilise the supply and demand of AIZO Shares on Bursa Securities and thereby reducing the volatility of AIZO Shares.

## Potential Disadvantages

- (i) The Proposed New Mandate of Share Buy-Back Authority is expected to temporarily reduce the immediate financial resources available for distribution to the shareholders of the Company. However, the financial resources of the Group may recover or even increase if the Purchased AIZO's Shares which are held as treasury shares are resold in the market at the same or higher prices.
- (ii) The Proposed New Mandate 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.

Nevertheless, the Proposed New Mandate of Share Buy-Back Authority is not expected to have any potential material disadvantages to our Company and our shareholders, as it will be implemented only after careful consideration of the financial resources of AIZO Group and its resultant impact.

## 7. Historical Share Prices

The highest and lowest prices of AIZO Shares traded on Bursa Securities for the past 12 months from October 2024 to September 2025 are as follows:

	High (RM)	Low (RM)
<b>2024</b>		
October	0.160	0.130
November	0.160	0.135
December	0.160	0.125
<b>2025</b>		
January	0.135	0.115
February	0.125	0.075
March	0.110	0.090
April	0.105	0.080
May	0.100	0.080
June	0.085	0.075
July	0.085	0.065
August	0.075	0.065
September	0.080	0.060

The last transacted price on Bursa Securities on LPD was RM0.070.

Source: <https://www.investing.com/equities/minetech-resources-bhd-historical-data>

## 8. Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was approximately 83.21% of its total number of issued shares. The Board is mindful of the requirement that any purchase of AIZO Shares by the Company must not result in the public shareholding spread of AIZO falling below 25% of its total number of issued shares.

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## 9. Directors' and Substantial Shareholders' Shareholdings

The proforma effects of the share repurchase on the shareholdings of Directors and Substantial Shareholders based on the Registers of Directors' and Substantial Shareholders' Shareholdings as at LPD are as follows:

	Before the Proposed New Mandate of Share Buy-Back Authority				After the Proposed New Mandate of Share Buy-Back Authority @			
	← Direct →		← Indirect →		← Direct →		← Indirect →	
	No. of shares held	% of share capital*	No. of shares held	% of share capital*	No. of shares held	% of share capital	No. of shares held	% of share capital
<b><u>Directors and Substantial Shareholders</u></b>								
Dato Abang Abdillah Izzarim Bin Tan Sri Datuk Patinggi Abang Haji Abdul Rahman Zohari	294,929,000	15.022	-	-	294,929,000	16.689	-	-
<b><u>Directors</u></b>								
Emma Yazmeen Yip Binti Mohd Jeffrey Yip	6,000,000	0.306	-	-	6,000,000	0.340	-	-
Ahmad Rahizal Bin Dato' Ahmad Rasidi	-	-	-	-	-	-	-	-
Ahmad Ruslan Zahari Bin Zakaria	300,000	0.015	-	-	300,000	0.017	-	-
Datin Feridah Binti Bujang Ismail	-	-	-	-	-	-	-	-
Siti Aishah Binti Othman	395,000	0.020	-	-	395,000	0.022	-	-
Lo Ling	28,073,600	1.430	-	-	28,073,600	1.589	-	-

### Notes:

\* Excluding a total of 285,000 shares bought-back by the Company and retained as treasury shares.

@ On the assumption that the Company repurchase the maximum 196,355,551 AIZO's Shares, representing ten per centum (10%) of its total number of issued shares comprising 1,767,199,959 AIZO Shares.

**10. Implications relating to the Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time (“Code”)**

In the event the Proposed New Mandate of Share Buy-Back Authority results in any Director, Substantial Shareholder and/or parties acting-in-concert with him/them triggering a mandatory offer obligation under the Code, the affected Director or Substantial Shareholder will be obliged to make a mandatory offer for the remaining AIZO Shares not held by him/them.

However, an exemption from mandatory offer obligation may be granted by the Securities Commission Malaysia under Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, subject to the Company and the parties acting-in-concert complying with the conditions stipulated in the Rules on Take-Overs, Mergers and Compulsory Acquisitions.

**11. Interest of the Directors and Major Shareholders**

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in the capacities as the shareholders of the Company pursuant to the Proposed New Mandate of Share Buy-Back Authority, none of the Directors and/or Major Shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed New Mandate of Share Buy-Back Authority.

**12. Directors’ Recommendation**

The Board have considered all aspects of the Proposed New Mandate of Share Buy-Back Authority, is of the opinion that the Proposed New Mandate of Share Buy-Back Authority is in the best interest of AIZO and accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed New Mandate of Share Buy-Back Authority to be tabled at the forthcoming AGM of the Company.

**13. AGM**

The 23<sup>rd</sup> AGM of the Company will be held at Hotel Casuarina @ Meru, Casuarina Hall 1-2, Level 1, 1-C, Jalan Meru Casuarina, Bandar Meru Raya, 30200 Ipoh, Perak Darul Ridzuan on Thursday, 20 November 2025 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed New Mandate of Share Buy-Back under the Agenda of Special Business as set out in the Notice of the 23<sup>rd</sup> AGM and the Proxy Form which are available to be downloaded from the Company’s website.

**14. Further Information**

Shareholders are advised to refer to the attached Appendix I for further information.

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## **FURTHER INFORMATION**

### **1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been seen and approved by the Directors of AIZO and they collectively and individually accept full responsibility for the accuracy of the information given 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.

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

Copies of the following documents will be available for inspection during normal office hours on any week days (except public holidays) at the Registered Office of the Company at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya Selangor Darul Ehsan, Malaysia from the date of this Statement up to and including the date of the 23<sup>rd</sup> AGM:-

- (a) Constitution of the Company; and
- (b) Audited Consolidated Financial Statements of the Company for the past two (2) financial years ended 31 March 2023 and 31 March 2024.

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