

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not pursued this Statement prior to its issuance as it is an exempt document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

This Statement has been reviewed M&A Securities Sdn Bhd (“**M&A Securities**”), being the Sponsor to Unitrade Industries Berhad. The Company’s admission to the ACE Market of Bursa Securities was sponsored by M&A Securities.



UNITRADE INDUSTRIES BERHAD
Registration No. 202101013724 (1414023-X)
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED AUTHORITY FOR UNITRADE INDUSTRIES BERHAD
TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER
OF ISSUED SHARES OF THE COMPANY
("PROPOSED SHARE BUY-BACK")**

The ordinary resolution in respect of the above proposal will be tabled as Special Business at the Fourth Annual General Meeting (“4th AGM”) of Unitrade Industries Berhad (“the Company”) which will be held at **Ballroom, Level 8, Pusat Komersil Vestland (The GLENZ) East, 6, Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor** on **Wednesday, 3 September 2025 at 10:00 a.m.** or at any adjournment thereof. The Notice of the 4th AGM together with the Form of Proxy will be issued to you and the same are set out in the Annual Report 2025 of the Company which are also available to be downloaded from the Company’s website together with this Statement.

As a shareholder, you are encouraged to attend, participate, speak and vote at the 4th AGM. If you wish to appoint a proxy or proxies to participate and vote on your behalf you may complete and return the Form of Proxy in accordance with the instructions therein as soon as possible and shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 4th AGM or any adjournment thereof at which the person named in the Proxy Form proposes to vote, and in default the Proxy Form shall not be treated as valid. The lodging of the Proxy Form will not preclude you from participating and voting in person at the 4th AGM should you subsequently wish to do so.

Alternatively, members may deposit the Form of Proxy by electronic means through the Share Registrar’s website, Boardroom Smart Investor Online Portal at <http://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time set for holding the 4th AGM. For further information on the electronic submission of the Form of Proxy and participation at the 4th AGM, kindly refer to the Administrative Guide.

Last day, date and time for lodging the Proxy Form : Monday, 1 September 2025 at 10:00 a.m.

Date and time of the 4th AGM : Wednesday, 3 September 2025 at 10:00 a.m.

This Statement is dated 31 July 2025

DEFINITIONS

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

“Act”	: The Companies Act 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2025”	: Annual Report of the Company for the financial year ended 31 March 2025
“Board”	: The Board of Directors of Unitrade
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“CMSA”	: Capital Markets and Services Act, 2007, as amended from time to time and re-enactment thereof
“Code”	: Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisition, as amended from time to time
“Constitution”	: The Constitution of Unitrade, as amended from time to time
“Director(s)”	: Shall have the same meaning given in Section 2(1) of the CMSA
“EPS”	: Earnings per Share
“FYE(s)”	: Financial year(s) ended / ending, as the case may be
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
“LPD”	: 30 June 2025, being the latest practicable date prior to the issuance of this Statement

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DEFINITIONS (*Cont'd*)

“Major Shareholder” : A person, who 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 major shareholder of the Company or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the total number of voting shares, or the aggregate of the total number of those voting shares is:

- (a) equal to or more than 10% of the total number of the voting shares in the Company; or
- (b) equal to or more than 5% 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 in shares” shall have the meaning given in Section 8 of the Act

“NA” : Net assets

Proposed Share Buy-Back : The proposed authority for Unitrade to purchase its own shares of up to 10% of the total number of issued shares of the Company

“RM and sen” : Ringgit Malaysia and sen, respectively

“Statement” : This Statement to Shareholder of Unitrade dated 31 July 2025

“Treasury Shares” : Shares purchased pursuant to the Proposed Share Buy-back which will be retained as treasury shares

“Unitrade” or “the Company” : Unitrade Industries Berhad (Registration No. 202101013724 1414023 -X))

“Unitrade Group” or “Group” : Unitrade and its subsidiaries collectively

“Unitrade Share(s)” : Ordinary share(s) of Unitrade

All references to “our Company” in this Statement are to Unitrade Industries Berhad and reference to “our Group” are to our Company and subsidiaries collectively. References to “we”, “us”, “our”, and “ourselves” are to our Group.

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

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

All references to “you” and “your” in this Statement are to the shareholders of the Company.

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UNITRADE INDUSTRIES BERHAD
Registration No. 202101013724 (1414023-X)
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

31 July 2025

Board of Directors:

Dato' Abdul Majit bin Ahmad Khan	<i>(Independent Non-Executive Chairman)</i>
Dato' Lok Bah Bah @ Loh Yeow Boo	<i>(Senior Independent Non-Executive Director)</i>
Sim Keng Chor	<i>(Executive Vice Chairman)</i>
Nomis Sim Siang Leng	<i>(Group Managing Director)</i>
Simson Sim Xian Zhi	<i>(Executive Director)</i>
Cynthia Toh Mei Lee	<i>(Independent Non-Executive Director)</i>
Ong Soo Chan	<i>(Independent Non-Executive Director)</i>
Datin Shivajini Sathya Seelan	<i>(Independent Non-Executive Director)</i>

To: The Shareholders of Unitrade

Dear Sir/Madam,

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-BACK

1. INTRODUCTION

On 29 July 2025, Unitrade announced that the Company intends to seek shareholders' approval for the Proposed Share Buy-Back at the forthcoming 4th AGM.

The purpose of this Statement is to provide you with the details of the Proposed Share Buy-Back, to set out the recommendation of the Board thereon and to seek your approval for the ordinary resolution pertaining to the Proposed Share-Back to be tabled at the forthcoming 4th AGM under the agenda of Special Business.

YOU ARE ADVISED TO READ CAREFULLY AND CONSIDER THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK TO BE TABLED AT THE FORTHCOMING 4TH AGM.

2. PROPOSED SHARE BUY-BACK

2.1 Details of the Proposed Share Buy-Back

The Board proposes to seek shareholders' approval to purchase up to 10% of the total number of issued Shares in the Company at any point in time subject to the compliance with the provisions of the Act and the requirements of Bursa Securities and/or any other relevant authorities.

The purchase of Unitrade Shares by the Company from the open market on Bursa Securities will be made through stockbroker(s) to be appointed by the Board.

2.2 Maximum Number of Shares for the Proposed Share Buy-Back and Source of Funds

The maximum aggregate number of Shares which may be purchased by the Company, shall not exceed 10% of the total number of issued Shares of the Company at any point in time.

As at LPD, the total number of issued Unitrade Shares (including Treasury Shares) is 1,630,720,000 Shares. For illustration purposes, the maximum of Unitrade Shares that may be purchased pursuant to the Proposed Share Buy-Back is as follows:-

	Number of Shares
10% of the total number of issued Unitrade Shares	163,072,000
Less: Treasury Shares held as at LPD	NIL
Maximum number Unitrade Shares that may be purchased pursuant to the Proposed Share Buy-Back	163,072,000

Rule 12.10(1) of the Listing Requirements stipulates that a listed corporation must ensure that the proposed purchase(s) of its own shares is made wholly out of its retained profits. For the purpose of calculating the total amount of retained profits available for effecting a share buy-back, the listed corporation must not use the amount of retained profits available on a group basis.

Pursuant to the Listing Requirements, the maximum amount of funds to be allocated for any purchase of its own Unitrade Shares should not exceed the retained profits of the Company. The retained profits of the Company based on the latest audited financial statements for the year ended 31 March 2025 was approximately RM796,095.00.

The Proposed Share Buy-Back will be financed through internally generated funds and/or external borrowings, the proportion of which will depend on the quantum of the purchase consideration as well as the availability of the internal generated funds and/or external borrowings at the time of the purchase(s). The actual number of Unitrade Shares to be purchased will depend on the market conditions, the share market sentiments, the sufficiency of retained profits as well as the availability of the financial resources available to the Company.

In the event that the Company decides to utilise external borrowings to finance the Proposed Share Buy-Back, it will ensure that it has sufficient financial capability to repay the external borrowings and that the external borrowings will not have any material impact on the cash flow of the Company.

2.3 Effective Period

The Proposed Share Buy-Back, if approved by the shareholders at the forthcoming 4th AGM of the Company, will be effective immediately from the passing of the ordinary resolution for the Proposed Share Buy-Back and shall continue to be in force until:-

- (i) the conclusion of the next AGM at which time the authority will lapse, unless the authority is renewed by an ordinary resolution passed at that meeting; or

- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

Your approval for the Proposed Share Buy-Back does not impose an obligation on the Company to purchase the Shares. However, it will allow the Board to exercise the power of the Company to purchase the Shares at any time within the abovementioned time period.

2.4 Treatment of Shares purchased by Unitrade

In accordance with Section 127 of the Act, Directors of Unitrade may, at its absolute discretion, deal with the Shares so purchased in the following manner:-

- (i) cancel the Shares so purchased; or
- (ii) retain the Shares so purchased as treasury shares which may be distributed as share dividends to shareholders of Unitrade and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred for the purpose of an employees' share scheme and/or be transferred as purchase consideration and/or be cancelled subsequently and/or sold, transferred or otherwise be used for such purposes as the Minster may by order prescribe; or
- (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
- (iv) deal with the Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

In the event that the Company wishes to purchase its own Unitrade Shares, the Company is required to comply with Section 112, 113 and 127 of the Act and the Company is required to release an immediate announcement on the day the purchase is made.

An appropriate announcement will also be made to Bursa Securities in respect of the intention of the Board whether to retain the Unitrade Shares so purchased as treasury shares or cancel them or a combination of both.

While the purchased Unitrade Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distributions whether cash or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of Unitrade Shares or of a class of shares in the Company for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the results of a vote on all resolution at a meeting.

2.5 Pricing

Pursuant to Rule 12.17 of the Listing Requirements, the Company shall purchase its own Shares on Bursa Securities at a price which is not more than 15% above the weighted average market price of the Company's Shares for the 5 market days immediately before the purchase.

In addition, pursuant to Rule 12.18 of the Listing Requirements, in the case of a resell or transfer of treasury shares, the Company may only resell the purchased Unitrade Shares held as treasury shares on Bursa Securities or transfer the treasury shares at:-

- (i) a price which is not less than the weighted average market price for the Unitrade Shares for the 5 market days immediately before the resale or transfer; or

- (ii) a discounted price of not more than 5% to the weighted average market price for the Unitrade Shares for the 5 market days immediately before the resale or transfer provided that:-
 - (a) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (b) the resale or transfer price is not less than the cost of purchase of the Unitrade Shares being resold or transferred.

2.6 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was 69.78%.

For illustrative purposes, assuming that the purchase by the Company of the Shares pursuant to the Proposed Share Buy-Back is carried out in full based on the total number of issued Shares of the Company as at LPD, the proforma public shareholding spread of the Company will be reduced to approximately 66.43%, on the basis that all the Shares are purchased from public shareholders and the Shares so purchased are held as treasury shares.

2.7 Purchase, Resale, Cancellation and/or Transfer of Shares in the preceding 12 months

As at LPD, the Company did not hold any treasury shares. There were no purchase, resale, cancellation of shares and/or transfer of any treasury shares made by the Company in the previous 12 months preceding the date of this Statement.

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3. RATIONALE/POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

3.1 Rationale

The rationale for the Proposed Share Buy-Back is as follows:-

- (i) it enables the Company to purchase its own Shares when the Shares are being traded at values that are below what the Board believes to be their intrinsic value;
- (ii) the Group's EPS is expected to increase as the consolidated earnings of the Company would be divided by a reduced number of Shares, assuming all other things being equal; and
- (iii) it provides the Company with the flexibility to use the purchased Shares which are held as treasury shares. The purchased Shares can be held as treasury shares to be transferred for the purpose of or under the employees' share scheme or any other share scheme to be established by the Company or resold on Bursa Securities at a higher price with the intention of realising potential gain without affecting the total issued share capital. Should any treasury shares be distributed as share dividends, this would serve to reward you.

3.2 Potential advantages

The rationale for the Proposed Share Buy-Back is as follows:-

- (i) all other things being equal, the Proposed Share Buy-Back will result in a lower number of Unitrade Shares being used for the purpose of computing EPS, if the Unitrade Shares purchased are subsequently cancelled or are held as treasury shares. Therefore, the Proposed Share Buy-Back will enhance the EPS of the Company, which in turn might have a positive impact on the market price of the Unitrade Shares; and
- (ii) if the Unitrade Shares so purchased are kept as treasury shares, the Company may have the opportunity to realise capital gains if these are resold on Bursa Securities at price(s) higher than their purchase price(s). Alternatively, the Unitrade Shares purchased may be distributed as share dividends to reward the shareholders of the Company or transferred for purposes of or under an employees' share scheme, long-term incentive plan for eligible employees and/or directors, or as purchase consideration.

3.3 Potential disadvantages

The Proposed Share Buy-Back, if implemented, would reduce the financial resources of the Group that could be used for other investment opportunities which may emerge in the future. This may result in the Group having to forgo future investment opportunities and/or any income that may be derived from alternative uses of such funds. However, such decrease in financial resources may be temporary since the purchased Shares held as treasury shares can be subsequently resold at prices higher than the purchase price.

Notwithstanding the above, the Proposed Share Buy-Back is not expected to result in any material disadvantages to the Company and its shareholders as it will only be implemented after due consideration of the Group's available financial resources and the resultant impact on the Company and shareholders. The Board, in exercising any decision to purchase any Share(s), will be mindful of the Company's and shareholders' interest.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK

4.1 Share Capital

The effect of the Proposed Share Buy-Back on the share capital of the Company will depend on the treatment of the Unitrade Shares purchased, whether such Shares purchased are cancelled, retained as treasury shares, resold on the open market, distributed as share dividends, or transferred for purposes of under an employees' share scheme, long term incentive plan for eligible employees and/or directors, or as purchase consideration.

On the assumption that the Proposed Share Buy-Back is carried out in full and the Shares so purchased are fully cancelled, the effects of the Proposed Share Buy-Back on the total number of issued shares capital of the Company are as follows:-

	<u>Number of Shares</u>
Total number of issued shares as at LPD	1,630,720,000
Less:	
Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back	(163,072,000)
Total number of issued shares after cancellation of Shares purchase under the Proposed Share Buy-Back	<u>1,467,648,000</u>

However, the Proposed Share Buy-Back will have no effect on the total number of issued Shares of Unitrade if all the Unitrade Shares purchased are retained as treasury shares, resold on the open market, distributed as share dividends or transferred for purpose of or under an employees' share scheme, long term incentive plan for eligible employees and/or directors or as purchase consideration.

4.2 NA

The effect of the Proposed Share Buy-Back on the consolidated NA per Share will depend on the number of Unitrade Shares purchased, the effective funding costs to finance the purchase of the Unitrade Shares and the treatment of the Unitrade Shares so purchased by the Company.

The Proposed Share Buy-Back is likely to reduce the consolidated NA per Share at the time of purchase if the purchase price exceeds the consolidated NA per Share and conversely will increase the consolidated NA per Share at the time of purchase if the purchase price is less than the consolidated NA per Share.

Should the Unitrade Shares purchased under the Proposed Share Buy-Back be held as treasury shares and later resold, the consolidated NA per Share will increase if the Company realises a gain from the resale and vice versa.

4.3 Working Capital

The Proposed Share Buy-Back will reduce the cash flow and financial resources available for working capital depending on the purchase price and the number of the Unitrade Shares purchased.

However, the cash flow position and financial resources of the Company will be restored if the purchased Unitrade Shares are resold at least at the purchase price.

4.4 Earnings

The effect of the Proposed Share Buy-Back on the earnings and EPS of the Group is dependent on the purchase price(s) of the Unitrade Shares, the number of Unitrade Shares purchased, and less the interest income to the Group, or the opportunity cost in relation to other investment opportunities.

On the assumption that the Unitrade Shares so purchased are treated as treasury shares and subsequently resold, the extent of the effect on earnings of the Unitrade Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest saving arising.

4.5 Dividends

The Proposed Share Buy-Back is not expected to have any impact on the policy of the Board in recommending dividends to the shareholders of the Company. However, the Board may, at its discretion, deal with the purchased Shares in the manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force, including but not limited to distributing future dividends in the form of treasury shares which are purchased pursuant to the Proposed Share Buy-Back.

4.6 Gearing

The Proposed Share Buy-Back may increase the gearing of the Group if borrowing is used to fund any purchase of the Shares. However, at this juncture, we have not determined whether to use any borrowing to purchase any Shares under the Proposed Share Buy-Back.

4.7 Interest of Directors' and Major Shareholders' and/or person connected to them

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in their capacity as the shareholders of the Company as a consequence of the implementation of the Proposed Share Buy-Back, none of the Directors and/or Major Shareholder of the Company and any person connected with the Directors and/or Major Shareholder of the Company, have any interest, direct or indirect, in the Proposed Share Buy-Back, and in the resale of the treasury shares, if any.

The proforma effects of the Proposed Share Buy-Back on the shareholdings of the Directors and substantial shareholders as at LPD respectively, assuming the Company implements the Proposed Share-Buy in full and retained the shares purchased as treasury shares, are as follows:-

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1.Directors' Shareholdings as at LPD

	Before the Proposed Share Buy Back				After the Proposed Share Buy Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Dato' Abdul Majit Bin Ahmad Khan	200,000	0.012	-	-	200,000	0.014	-	-
Dato' Lok Bah Bah @ Loh Yeow Boo	-	-	-	-	-	-	-	-
Nomis Sim Siang Leng	39,987,000	2.452	-	-	39,987,000	2.724		
Sim Keng Chor	171,314,800	10.505	858,932,000 ⁽³⁾	52.672	171,314,800	11.672	858,932,000 ⁽³⁾	58.524
Simson Sim Xian Zhi	32,858,000	2.015	-	-	32,858,000	2.239	-	-
Cynthia Toh Mei Lee	200,000	0.012	-	-	200,000	0.014	-	-
Ong Soo Chan	200,000	0.012	-	-	200,000	0.014	-	-
Datin Shivajini A/P Sathya Seelan	-	-	-	-	-	-	-	-

Notes:

(1) Based on the total number of issued shares of Unitrade of 1,630,720,000 Shares.

(2) Based on the total number of issued shares of Unitrade of 1,630,720,000 Shares less 163,072,000 Shares held as treasury shares.

(3) Deemed interested pursuant to Section 8(4) of the Act.

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2.Substantial Shareholders' Shareholdings as at LPD

	Before the Proposed Share Buy Back				After the Proposed Share Buy Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽²⁾
Unitrade SAS Sdn Bhd	788,654,000	48.362	-	-	788,654,000	53.736	-	-
Sim Keng Chor	171,314,800	10.505	858,932,000 ⁽³⁾	52.672	171,314,800	11.673	858,932,000 ⁽³⁾	58.524
Teh Beng Khim	70,278,000	4.310	959,968,800 ⁽³⁾	58.868	70,278,000	4.788	959,968,800 ⁽³⁾	65.409

Notes:

(1) Based on the total number of issued shares of Unitrade of 1,630,720,000 Shares.

(2) Based on the total number of issued shares of Unitrade of 1,630,720,000 Shares less 163,072,000 Shares held as treasury shares.

(3) Deemed interested pursuant to Section 8(4) of the Act.

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5. HISTORICAL SHARE PRICE

The monthly highest and lowest last traded market prices of Unitrade Shares as traded on the ACE Market of Bursa Securities for the past 12 months from July 2024 to June 2025 are as follows:-

Month	Shares	
	High (RM)	Low (RM)
2024		
July	0.28	0.25
August	0.26	0.22
September	0.24	0.23
October	0.24	0.21
November	0.22	0.19
December	0.21	0.19
2025		
January	0.22	0.19
February	0.21	0.18
March	0.21	0.18
April	0.20	0.16
May	0.19	0.17
June	0.19	0.17

(Source: www.investing.com)

The last transacted price of Unitrade Shares on LPD was RM0.18.

6. IMPLICATIONS RELATING TO THE CODE

The Proposed Share Buy-Back is not expected to trigger any obligation to undertake a mandatory general offer pursuant to the Code.

It is not the intention of the Company to cause any shareholders to trigger an obligation to undertake a mandatory general offer under the Code and the Company will be mindful of the Code in making purchases of its own Unitrade Shares pursuant to the Proposed Share Buy-Back.

7. APPROVAL REQUIRED

The Proposed Share Buy-Back is subject to your approval at our forthcoming 4th AGM to be convened.

8. DIRECTORS' STATEMENT

The Board, having considered all aspects of the Proposed Share Buy-Back (including but not limited to the rationale and effects of the Proposed Share Buy-Back), is of the opinion that the Proposed Share Buy-Back is in the best interest of our Company.

9. DIRECTORS' RECOMMENDATION

The Board recommends that you vote in favour of the ordinary resolution in relation to the Proposed Share Buy-Back to be tabled as a special business at the forthcoming 4th AGM.

10. AGM

The 4th AGM of the Company, the notice of which is enclosed in the Annual Report 2025 of the Company, will be held at Ballroom, Level 8, Pusat Komersil Vestland (The GLENZ) East, 6, Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor on Wednesday on Wednesday, 3 September 2025 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolution to give effect to the Proposed Share Buy-Back.

If you are unable to participate and vote at the 4th AGM, please complete, sign and return the Form of Proxy in accordance with the instructions provided therein to the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or alternatively, you may deposit your Form of Proxy by electronic means through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time for holding the 4th AGM, or at any adjournment thereof at which the person named in the instrument proposes to vote. Shareholders are advised to refer to the Administrative Guide for further details and instructions for electronic submission of the Form of Proxy and participation at the 4th AGM. The lodging of the Proxy Form does not preclude you from participating and voting in person at the 4th AGM should you subsequently decide to do so.

11. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board of
UNITRADE INDUSTRIES BERHAD

Nomis Sim Siang Leng
Group Managing Director

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

This Statement has been seen and approved by the Board 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 in this Statement herein misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours (except for public holidays) from the date of this Statement up to and including the date of the forthcoming AGM, at the Registered Office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan:-

- (i) The Constitution of Unitrade; and
- (ii) The audited consolidated financial statements of Unitrade for the financial years ended 31 March 2024 and 31 March 2025.

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EXTRACT OF NOTICE OF 4TH AGM**ORDINARY RESOLUTION 12 UNDER SPECIAL BUSINESS TO BE TABLED AT THE 4th AGM OF THE COMPANY SCHEDULED TO BE HELD ON WEDNESDAY, 3 SEPTEMBER 2025 AT 10:00 A.M.****PROPOSED AUTHORITY FOR UNITRADE TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED SHARE BUY-BACK”)**

“**THAT**, subject to the Companies Act 2016 (“**Act**”), the provisions of the Company’s Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- (a) The maximum number of shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being subject to the restriction that the issued capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company; and
- (c) Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of the following manner:-
 - (i) cancel the shares so purchased; or
 - (ii) retain the shares so purchased as treasury shares and cancel the remainder; or
 - (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
 - (v) transfer all or part of the treasury shares for purposes of an employees’ share scheme, long term incentive plan for eligible employees and/or directors and/or as purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

THAT, the authority conferred by this resolution shall continue to be in force until:-

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

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, variations, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and the guidelines issued by Bursa Securities and any other relevant authorities.”

Please refer to Explanatory Note E.

EXPLANATORY NOTES:-

E. Ordinary Resolution 12

The proposed Ordinary Resolution 12, if passed, will empower the Directors of the Company to utilise any of its surplus financial resources to purchase up to ten percent (10%) of the total number of issued shares of the Company through Bursa Securities at any time within the time stipulated in the Statement. The funds allocated for this purpose shall not exceed the total retained profits of the Company.

For further information, please refer to the Statement to Shareholders in relation to the Proposed Share Buy-Back dated 31 July 2025.