

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this statement prior to the issuance of this statement as it is prescribed as an exempted document pursuant to Practice Note no. 18 of Bursa Securities Main Market Listing Requirements of Bursa Securities.

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



TROPICANA CORPORATION BERHAD

[Registration No. 197901003695 (47908-K)]
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS IN RELATION TO THE:

**PROPOSED RENEWAL OF AUTHORITY FOR TROPICANA CORPORATION BERHAD
TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%)
OF ITS TOTAL NUMBER OF ISSUED SHARES
("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

The resolution in respect of the Proposed Renewal of Share Buy-Back Authority will be tabled as special business at the Forty-Third Annual General Meeting ("**43rd AGM**") of the Company to be held on a fully virtual basis via Online Meeting Platform hosted on Securities Services ePortal at <https://sshb.net.my/> provided by SS E Solutions Sdn Bhd, at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 23 June 2022 at 11.00 a.m. The notice convening the 43rd AGM of the Company together with the proxy form are set out in the Company's Annual Report 2021.

As a shareholder, you are entitled to participate and vote at our 43rd AGM. Should you be unable to participate in the 43rd AGM of the Company, you may appoint a proxy or proxies to participate and vote on your behalf. In such event, you must complete and deposit the proxy form at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the 43rd AGM of the Company or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services ePortal at <https://sshb.net.my/>. The lodging of the proxy form will not preclude you from participating and voting in person at the 43rd AGM of the Company should you subsequently wish to do so, provided a notice of termination of authority to act as proxy is given to the Company and deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 43rd AGM of the Company or any adjournment thereof.

Should you wish to personally participate at the 43rd AGM of the Company remotely, please register electronically via Securities Services ePortal at <https://sshb.net.my/> by the registration cut-off date and time. Please refer to the administrative guide on the conduct of a fully virtual general meeting for further details.

IMPORTANT DATES:

Last day, date and time for lodging the proxy form : Tuesday, 21 June 2022, 11.00 a.m.
Day, date and time of the 43rd AGM : Thursday, 23 June 2022, 11.00 a.m.

This statement is dated 29 April 2022

DEFINITIONS

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

Act	:	Companies Act 2016 or any statutory modifications, amendments or re-enactment thereof for the time being in force
AGM	:	Annual General Meeting
Board	:	Board of Directors of Tropicana
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Director(s)	:	Directors of Tropicana and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
EPS	:	Earnings per share
ICPS	:	Irredeemable convertible preference shares
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendments, modifications and additions that may be made from time to time and any practice notes issued in relation thereto
LPD	:	31 March 2022, being the latest practicable date prior to the printing of this Statement
Market Day	:	A day on which Bursa Securities is open for trading in securities
NA	:	Net assets
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of authority for the Company to purchase its own shares of up to ten per centum (10%) of its total number of issued Shares at the time of purchase
Purchased Share(s)	:	Share(s) purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
RM and sen	:	Ringgit Malaysia and sen respectively
Rules	:	Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 as amended from time-to-time and any re-enactment thereof
Statement	:	Statement to shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 29 April 2022
Tropicana or Company	:	Tropicana Corporation Berhad [Registration No. 197901003695 (47908-K)]
Tropicana Group or Group	:	Tropicana and its subsidiaries
Tropicana Share(s) or Share(s)	:	Ordinary share(s) of Tropicana
Treasury Shares	:	Purchased Shares which will be retained as treasury shares

DEFINITIONS

All references to “you” in this Statement are to the shareholders of Tropicana.

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

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

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TROPICANA CORPORATION BERHAD

[Registration No. 197901003695 (47908-K)]
(Incorporated in Malaysia)

Registered Office

Unit 1301, Level 13,
Tropicana Gardens Office Tower,
No. 2A, Persiaran Surian,
Tropicana Indah,
47810 Petaling Jaya,
Selangor Darul Ehsan.

29 April 2022

Board of Directors:

Tan Sri Dato' Sri Mohamad Fuzi Bin Harun (*Chairman, Independent Non-Executive Director*)
Tan Sri Dato' Tan Chee Sing (*Group Executive Vice Chairman*)
Lee Han Ming (*Group Chief Executive Officer*)
Dion Tan Yong Chien (*Group Managing Director*)
Jared Ang Tzer Shen (*Group Non-Independent Executive Director*)
Dato' Dickson Tan Yong Loong (*Group Non-Independent Non-Executive Director*)
Dato' Dr. Teo Tong Kooi (*Senior Independent Non-Executive Director*)
Mohd Najib Bin Abdul Aziz (*Independent Non-Executive Director*)
Datuk Wira Lye Ek Seang (*Independent Non-Executive Director*)
Alice Dora Boucher (*Independent Non-Executive Director*)
Vivienne Cheng Chi Fan (*Independent Non-Executive Director*)
Datuk Siw Chun A/P Eam (*Independent Non-Executive Director*)
Dato' Sri Badrul Hisham Bin Abdul Aziz (*Independent Non-Executive Director*)

To: The shareholders of the Company

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the Forty-Second AGM of the Company held on 23 September 2021, the Company had obtained the approval from the shareholders for the renewal of authority to purchase its own shares of up to ten per centum (10%) of its total number of issued Shares, the authority of which will expire at the conclusion of the forthcoming Forty-Third ("**43rd**") AGM of the Company, unless the shareholders' mandate is renewed by a resolution passed at the forthcoming 43rd AGM of the Company scheduled to be held on 23 June 2022.

The Board had on 21 April 2022 announced its intention to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 43rd AGM of the Company. This Statement serves to provide you with the relevant information on the Proposed Renewal of Share Buy-Back Authority, to set out the Board's recommendation thereon and to seek your approval for the ordinary resolution in respect of the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 43rd AGM of the Company. The Notice convening the 43rd AGM of the Company together with the proxy form are set out in the Annual Report 2021 of the Company. You are advised to read the contents

of this Statement carefully before voting on the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority.

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

The Board proposes to seek a renewal of authority from the shareholders of the Company to purchase its own shares of up to a maximum of ten per centum (10%) of its total number of issued Shares at the time of purchase. Any purchase of its own shares by the Company will be made in accordance with the provisions of the Act, the Listing Requirements, the Company's Constitution and any prevailing laws, regulations, rules and guidelines of relevant authorities (as may be amended, modified or re-enacted from time to time).

2.1 Quantum

The maximum number of Tropicana Shares which may be purchased by the Company shall not exceed ten per centum (10%) of its total number of issued Shares. For illustrative purposes, Tropicana may purchase up to 151,493,081 Tropicana Shares representing approximately ten per centum (10%) of its total number of issued Shares of 1,514,930,807 as at the LPD.

The actual number of Shares to be purchased and the timing of such purchases will depend on, among others, market conditions and sentiments, as well as the retained profits and financial resources available to the Company at the time of the purchase(s).

2.2 Source of funds

The Proposed Renewal of Share Buy-Back Authority will be funded through internally generated funds as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the prevailing laws.

The amount of internally generated funds to be used will only be determined later, depending on, among others, the actual number of Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The Proposed Renewal of Share Buy-Back Authority is not expected to have a material impact on the cash flow position of the Company. In addition, our Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back Authority.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate amount of the retained profits of the Company. Based on the Company's audited financial statements as at 31 December 2021, the retained profits of the Company were approximately RM333.7 million.

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2.3 Duration

The mandate from the shareholders of Tropicana for the Proposed Renewal of Share Buy-Back Authority once approved by the shareholders will be effective immediately after the conclusion of the forthcoming 43rd AGM of the Company and will continue to be in force until:

- (i) the conclusion of the next AGM (Forty-Fourth (“44th”) AGM) of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM (44th AGM) of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

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

2.4 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Directors may deal with the Purchased Shares at their discretion, in the following manners:

- (i) cancel the Shares purchased;
- (ii) retain the Shares as Treasury Shares; or
- (iii) retain part of the Purchased Shares 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:

- (a) distribute the Shares as dividends to the shareholders;
- (b) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the Shares or any of the Shares for the purposes of or under an employees' share scheme;
- (d) transfer the Shares or any of the Shares as purchase consideration;
- (e) cancel the Shares or any of the Shares; or
- (f) sell, transfer or otherwise use the Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

While pursuant to Section 127(8) of the Act, the Purchased Shares are held as Treasury Shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, are suspended and with Section 127(9) of the Act, the Treasury Shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in the Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on a resolution at a meeting.

An immediate announcement will be made to Bursa Securities in respect of the intention of the Directors to either resell the Purchased Shares or cancel them.

2.5 Pricing

(i) Purchase price

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its shares on Bursa Securities at a price which is not more than fifteen per centum (15%) above the weighted average market price of its shares for the five (5) Market Days immediately prior to the date of purchase. An immediate announcement will be made to Bursa Securities of any purchase of its own shares on the day of purchase.

(ii) Resale price

The Company may pursuant to Paragraph 12.18 of the Listing Requirements, resell or transfer the Treasury Shares at:

- (a) a price which is not less than the weighted average market price for the 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 for the Shares for the five (5) Market Days immediately prior to the resale provided that:
 - (1) the resale takes place not earlier than thirty (30) days from the date of purchase; and
 - (2) the resale price is not less than the cost of purchase of the Shares being resold.

2.6 Purchases or resales of Treasury Shares in the previous twelve (12) months

Our Company has purchased 15,851,000 Shares in the preceding twelve (12) months up to the LPD, with details as below:

Date of purchase	Number of Shares purchased	Lowest price (RM)	Highest price (RM)	Average price (RM)	Total consideration (RM)
13-Apr-21	190,000	0.865	0.910	0.895	169,963.34
14-Apr-21	104,200	0.895	0.915	0.916	95,440.48
16-Apr-21	50,000	0.889	0.895	0.900	44,988.85
19-Apr-21	60,000	0.870	0.885	0.885	53,103.78
20-Apr-21	137,900	0.865	0.885	0.881	121,442.81
21-Apr-21	115,000	0.880	0.900	0.897	103,160.00
22-Apr-21	272,000	0.880	0.895	0.893	242,830.39
23-Apr-21	422,000	0.885	0.905	0.902	380,758.50
26-Apr-21	410,000	0.895	0.905	0.907	371,788.34
27-Apr-21	160,000	0.890	0.910	0.904	144,595.35
28-Apr-21	234,000	0.880	0.895	0.891	208,595.37
30-Apr-21	192,000	0.885	0.900	0.898	172,469.36

Date of purchase	Number of Shares purchased	Lowest price (RM)	Highest price (RM)	Average price (RM)	Total consideration (RM)
3-May-21	172,000	0.890	0.900	0.899	154,676.32
4-May-21	234,200	0.900	0.920	0.907	212,482.02
5-May-21	110,000	0.910	0.920	0.917	100,852.91
6-May-21	140,000	0.895	0.905	0.902	126,263.85
10-May-21	257,100	0.895	0.910	0.905	232,761.60
11-May-21	290,000	0.890	0.900	0.901	261,305.10
12-May-21	157,000	0.895	0.905	0.903	141,782.49
17-May-21	275,000	0.880	0.895	0.896	246,303.98
18-May-21	206,000	0.885	0.900	0.899	185,250.36
19-May-21	190,000	0.890	0.895	0.895	170,058.66
20-May-21	160,000	0.890	0.890	0.894	143,038.55
21-May-21	115,000	0.885	0.900	0.895	102,955.74
24-May-21	280,000	0.890	0.895	0.894	250,317.80
25-May-21	108,000	0.900	0.905	0.909	98,146.48
27-May-21	65,000	0.905	0.910	0.912	59,300.65
28-May-21	342,000	0.895	0.910	0.905	309,520.72
31-May-21	230,000	0.895	0.900	0.903	207,620.33
1-Jun-21	220,000	0.885	0.890	0.890	195,872.80
3-Jun-21	80,000	0.880	0.885	0.889	71,091.27
4-Jun-21	50,000	0.880	0.880	0.887	44,337.04
8-Jun-21	14,000	0.880	0.880	0.887	12,415.06
9-Jun-21	90,000	0.880	0.890	0.887	79,858.21
10-Jun-21	50,000	0.880	0.880	0.887	44,337.04
11-Jun-21	94,000	0.880	0.890	0.892	83,872.53
14-Jun-21	100,000	0.900	0.900	0.907	90,689.40
15-Jun-21	30,000	0.880	0.880	0.887	26,602.82
16-Jun-21	40,000	0.875	0.885	0.888	35,507.89
17-Jun-21	30,000	0.880	0.890	0.893	26,804.27
18-Jun-21	30,000	0.890	0.890	0.897	26,904.82
21-Jun-21	37,000	0.885	0.890	0.896	33,151.02
22-Jun-21	40,800	0.890	0.895	0.900	36,716.53
23-Jun-21	120,000	0.880	0.880	0.884	106,073.49
24-Jun-21	30,000	0.875	0.875	0.882	26,451.83
25-Jun-21	116,700	0.870	0.875	0.879	102,536.90
28-Jun-21	28,600	0.870	0.875	0.878	25,123.10
29-Jun-21	65,000	0.870	0.875	0.877	57,034.02
30-Jun-21	210,700	0.865	0.880	0.880	185,470.30
1-Jul-21	30,000	0.875	0.875	0.882	26,451.83
2-Jul-21	300,700	0.860	0.870	0.872	262,287.91
5-Jul-21	75,000	0.870	0.875	0.877	65,775.49
6-Jul-21	213,700	0.875	0.875	0.879	187,825.22
7-Jul-21	61,200	0.875	0.880	0.886	54,227.41
8-Jul-21	50,000	0.875	0.885	0.890	44,489.04
9-Jul-21	117,800	0.880	0.890	0.889	104,770.46
12-Jul-21	112,100	0.885	0.900	0.898	100,624.41
13-Jul-21	429,700	0.885	0.910	0.899	386,477.74
14-Jul-21	57,200	0.895	0.905	0.910	52,051.63
15-Jul-21	217,400	0.895	0.910	0.904	196,637.25
16-Jul-21	80,000	0.915	0.920	0.924	73,912.92
19-Jul-21	195,000	0.910	0.925	0.922	179,751.30
21-Jul-21	150,000	0.915	0.915	0.919	137,865.64
22-Jul-21	100,000	0.915	0.915	0.922	92,201.39
6-Aug-21	50,000	0.920	0.920	0.927	46,352.36
17-Aug-21	220,000	0.920	0.930	0.930	204,659.86
18-Aug-21	251,100	0.925	0.935	0.935	234,785.12

Date of purchase	Number of Shares purchased	Lowest price (RM)	Highest price (RM)	Average price (RM)	Total consideration (RM)
19-Aug-21	130,000	0.930	0.940	0.942	122,396.34
20-Aug-21	169,700	0.935	0.945	0.946	160,459.61
23-Aug-21	165,900	0.940	0.950	0.949	157,448.12
24-Aug-21	280,000	0.940	0.950	0.951	266,372.68
25-Aug-21	214,600	0.950	0.960	0.958	205,582.72
26-Aug-21	150,000	0.960	0.970	0.971	145,651.11
27-Aug-21	125,000	0.965	0.975	0.978	122,220.44
1-Sep-21	375,000	0.975	0.985	0.984	369,027.83
3-Sep-21	210,000	0.975	0.985	0.985	206,817.34
6-Sep-21	188,100	0.975	0.985	0.987	185,691.12
7-Sep-21	143,900	0.985	0.990	0.994	143,030.46
8-Sep-21	68,400	0.990	0.995	1.001	68,461.54
9-Sep-21	230,000	0.990	1.000	1.000	230,047.20
10-Sep-21	290,000	0.995	1.010	1.008	292,312.13
13-Sep-21	170,000	1.010	1.020	1.022	173,776.55
14-Sep-21	147,000	1.020	1.040	1.035	152,088.91
15-Sep-21	170,000	1.030	1.040	1.043	177,390.97
17-Sep-21	62,400	1.040	1.040	1.048	65,393.21
20-Sep-21	230,000	1.030	1.050	1.043	239,941.61
21-Sep-21	210,000	1.020	1.030	1.031	216,449.84
23-Sep-21	90,000	0.995	1.010	1.014	91,302.86
24-Sep-21	84,100	1.020	1.030	1.031	86,742.55
27-Sep-21	240,000	1.020	1.040	1.038	249,163.39
28-Sep-21	70,000	1.040	1.050	1.049	73,458.62
29-Sep-21	110,000	1.020	1.020	1.025	112,703.46
30-Sep-21	218,200	1.010	1.040	1.029	224,440.64
1-Oct-21	127,800	1.030	1.050	1.045	133,608.58
4-Oct-21	155,000	1.050	1.060	1.062	164,634.48
5-Oct-21	231,700	1.050	1.060	1.059	245,436.04
6-Oct-21	138,000	1.060	1.070	1.065	146,967.92
27-Oct-21	89,400	0.930	0.965	0.952	85,099.16
28-Oct-21	108,600	0.970	0.985	0.980	106,442.31
29-Oct-21	277,100	0.975	1.010	0.999	276,782.23
1-Nov-21	165,000	1.020	1.040	1.038	171,243.93
3-Feb-22	150,000	1.070	1.070	1.075	161,271.15
Total	15,851,000				*14,903,628.50

* Inclusive of transaction costs.

As at the LPD, there are 29,494,743 Shares held as Treasury Shares. There was no resale or cancellation of Treasury Shares in the preceding twelve (12) months and up to the LPD.

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

The Proposed Renewal of Share Buy-Back Authority will enable Tropicana to utilise its surplus financial resources to purchase the Tropicana Shares as and when the Board deems fit in the interest of its shareholders during the tenure of the authority granted is in effect. The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable the Company to stabilise the supply and demand of Tropicana Shares on Bursa Securities and support the Company's fundamental value.

If the Purchased Shares are maintained as Treasury Shares or cancelled, it will result in a lower number of Shares being used for the purposes of computing the EPS. Therefore, other things being equal, it will improve the EPS of Tropicana Group.

Should any Treasury Shares be distributed as share dividends, this would serve to reward the shareholders of Tropicana.

Tropicana may have the opportunity for potential gains if the Purchased Shares which are retained as Treasury Shares are resold at prices higher than its purchase price.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

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

4.1 Advantages

- (i) Allow the Company to take preventive measures against speculation, particularly when the Shares are undervalued and this would, in turn, stabilise the market price of Tropicana Shares and hence, enhance investors' confidence;
- (ii) Allow the Company the flexibility to achieve the desired capital structure, in terms of debt and equity composition and size of equity;
- (iii) Provide the Company with opportunities for potential gains if the Purchased Shares which are retained as Treasury Shares, are resold at a higher price than they were bought for; and
- (iv) Serve to reward the shareholders of the Company if the Purchased Shares which are retained as Treasury Shares, are distributed as share dividends to the shareholders.

4.2 Disadvantages

- (i) Reduce the financial resources of the Company, which may result in the Company foregoing better investment opportunities that may emerge in the future; and
- (ii) Reduce the financial resources available for distribution to shareholders in the immediate future as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority can only be made out of retained profits of the Company.

The Proposed Renewal of Share Buy-Back Authority is not expected to cause any potential material disadvantage to the Company or the shareholders as the Directors will only implement it after due consideration of the financial resources of the Tropicana Group and the resultant impact to the shareholders of the Company.

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

The effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital, substantial shareholders' shareholdings, NA and NA per Share, earnings and EPS and gearing are set out based on the following scenarios:

- Minimum scenario : Assuming that none of the ICPS are converted into Tropicana Shares and the Proposed Renewal of Share Buy-Back Authority is undertaken in full up to ten per centum (10%) of the total number of issued Shares as at the LPD.
- Maximum scenario : Assuming that all the ICPS are converted (conversion ratio: one (1) ICPS for one (1) Tropicana Share) and the Proposed Renewal of Share Buy-Back Authority is undertaken in full up to ten per centum (10%) of the total number of issued Shares as at the LPD.

5.1 Share capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of Tropicana will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares. If the Purchased Shares are held as Treasury Shares, resold or distributed to the shareholders, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued share capital of the Company. The Proposed Renewal of Share Buy-Back Authority will however, result in the reduction of the issued share capital of the Company if the Purchased Shares are cancelled.

	Minimum scenario	Maximum scenario
	No. of Shares	No. of Shares
As at the LPD ⁽ⁱ⁾	1,544,425,550	1,544,425,550
Conversion of all ICPS	-	910,386,093
Proforma enlarged number of issued Shares	1,544,425,550	2,454,811,643
Assuming the Shares are purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority ⁽ⁱⁱ⁾	(154,442,555)	(245,481,164)
Number of issued Shares after cancellation of the Purchased Shares pursuant to the Proposed Renewal of Share Buy-Back Authority	1,389,982,995	2,209,330,479

Notes:

(i) Including 29,494,743 Treasury Shares.

(ii) Assuming the maximum of ten per centum (10%) of the total number of issued Shares are purchased and cancelled.

The actual number of Purchased Shares will depend on, *inter alia*, market conditions and sentiments of Bursa Securities as well as the retained profits, financial resources available to the Company and the public shareholding spread of the Company at the time of the purchase(s).

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5.2 Substantial shareholders and Directors' shareholdings

Illustration 1

Minimum scenario - Assuming that none of the ICPS are converted into Tropicana Shares

Assuming that the Purchased Shares are from the open market and not from the Directors and substantial shareholders, the Proposed Renewal of Share Buy-Back Authority is carried out in full and the Purchased Shares are cancelled, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and substantial shareholders of Tropicana as at the LPD are as follows:-

	As at the LPD ⁽ⁱ⁾				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Substantial shareholders								
Tan Sri Dato' Tan Chee Sing	371,462	24.52	540,963 ⁽ⁱⁱ⁾	35.71	371,462	26.72	540,963 ⁽ⁱⁱ⁾	38.92
Tan Sri Dr Lim Wee Chai	162,209	10.71	-	-	162,209	11.67	-	-
Aliran Firasat Sdn Bhd	294,685	19.45	-	-	294,685	21.20	-	-
Golden Diversity Sdn Bhd	146,933	9.70	-	-	146,933	10.57	-	-
Impeccable Ace Sdn Bhd	99,345	6.56	-	-	99,345	7.15	-	-
Directors								
Tan Sri Dato' Tan Chee Sing	371,462	24.52	542,553 ⁽ⁱⁱⁱ⁾	35.82	371,462	26.72	542,553 ⁽ⁱⁱⁱ⁾	39.03
Jared Ang Tzer Shen	5	#	232 ^(iv)	0.02	5	#	232 ^(iv)	0.02
Lee Han Ming	27	#	-	-	27	#	-	-

Notes:

Negligible

(i) Based on the existing number of issued Shares of 1,514,930,807 (excluding Treasury Sares).

(ii) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Golden Diversity Sdn Bhd and Impeccable Ace Sdn Bhd pursuant to Section 8 of the Act.

(iii) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Golden Diversity Sdn Bhd and Impeccable Ace Sdn Bhd pursuant to Section 8 of the Act as well as his spouse and child's interests pursuant to Section 59(11) of the Act.

(iv) Deemed interested by virtue of his spouse's interest pursuant to Section 59(11) of the Act.

5.2 Substantial shareholders and Directors' shareholdings (Cont'd)

Illustration 2

Maximum scenario - Assuming full conversion of all the ICPS at the conversion ratio of one (1) ICPS for one (1) Tropicana Share during the first conversion period i.e., from 29 November 2019 and up to 29 November 2024.

Assuming that the Purchased Shares are from the open market and not from the Directors and substantial shareholders, the conversion of ICPS are not from the Directors and substantial shareholders and none of the ICPS holders after conversion become substantial shareholders, the Proposed Renewal of Share Buy-Back Authority is carried out in full and the Purchased Shares are cancelled, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and substantial shareholders of Tropicana as at the LPD are as follows:

	As at the LPD ⁽ⁱ⁾				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Substantial shareholders								
Tan Sri Dato' Tan Chee Sing	371,462	24.52	540,963 ⁽ⁱⁱ⁾	35.71	371,462	16.81	540,963 ⁽ⁱⁱ⁾	25.31
Tan Sri Dr Lim Wee Chai	162,209	10.71	-	-	162,209	7.34	-	-
Aliran Firasat Sdn Bhd	294,685	19.45	-	-	294,685	13.34	-	-
Golden Diversity Sdn Bhd	146,933	9.70	-	-	146,933	6.65	-	-
Impeccable Ace Sdn Bhd	99,345	6.56	-	-	99,345	4.50	-	-
Directors								
Tan Sri Dato' Tan Chee Sing	371,462	24.52	542,553 ⁽ⁱⁱⁱ⁾	35.82	371,462	16.81	542,553 ⁽ⁱⁱⁱ⁾	25.38
Jared Ang Tzer Shen	5	#	232 ^(iv)	0.02	5	#	232	0.01
Lee Han Ming	27	#	-	-	27	#	-	-

Notes:

Negligible

(i) Based on the existing number of issued Shares of 1,514,930,807 (excluding Treasury Shares).

(ii) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Golden Diversity Sdn Bhd and Impeccable Ace Sdn Bhd pursuant to Section 8 of the Act.

(iii) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Golden Diversity Sdn Bhd and Impeccable Ace Sdn Bhd pursuant to Section 8 of the Act as well as his spouse and child's interests pursuant to Section 59(11) of the Act.

(iv) Deemed interested by virtue of his spouse's interest pursuant to Section 59(11) of the Act.

5.3 Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings and EPS of the Tropicana Group may depend on the number of Shares purchased, the prices paid for such Shares, the effective funding cost to finance the purchase of such Shares, if any, or any loss in interest income to the Group. Nevertheless, all things being equal, assuming that the Treasury Shares are retained, the Proposed Renewal of Share Buy-Back Authority is expected to increase the EPS of the Group as the Treasury Shares held will not be taken into account in calculating the total number of Shares in issue.

If the Purchased Shares are cancelled, the number of Shares applied in the computation of EPS will reduce and accordingly, all things being equal, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of the Group.

If the Purchased Shares are resold, the extent of the impact to the EPS of the Group will depend on the actual selling price, the number of Treasury Shares resold and the effective gain on resale and any funding cost arising from the Proposed Renewal of Share Buy-Back Authority.

5.4 NA and NA per Share

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA and NA per Share of the Group, whether the Purchased Shares are cancelled or retained as Treasury Shares are as follows:

(i) Purchased Shares are subsequently retained as Treasury Shares

The NA of the Group would decrease if the Purchased Shares are retained as Treasury Shares due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Group by the cost of the Treasury Shares.

If the Purchased Shares are resold on Bursa Securities, the NA of the Group would increase if the Company realises a gain from the resale, and vice-versa. If the Purchased Shares were distributed as share dividends, the NA of the Group will decrease by the cost of the Treasury Shares.

(ii) Purchase Shares are subsequently cancelled

If the Purchased Shares are cancelled, the Proposed Renewal of Share Buy-Back Authority will reduce the NA per Share if the purchase price per Share exceeds the NA per Share at the relevant point in time, and vice-versa.

5.5 Working capital

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase price of the Shares. The impact on the cash flow of the Group will be dependent on the number of Shares eventually purchased and the purchase price of the Shares.

For Shares purchased which are kept as Treasury Shares, upon its resale, the working capital and cash flow of the Group will increase assuming that a gain has been realised. The quantum of the increase in the working capital will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold.

5.6 Gearing

Assuming that the Treasury Shares are being retained by the Company and no borrowing is being used to fund any purchase of the Purchased Shares, the Proposed Renewal of Share Buy-Back Authority may increase the gearing of the Group as the Purchased Shares will reduce the equity by the cost of Shares acquired and held as Treasury Shares.

5.7 Dividends

The Proposed Renewal of Share Buy-Back Authority, if carried out, is not expected to have any material impact on the recommendation of dividends to the shareholders by our Board. Nonetheless, if the Purchased Shares are retained as Treasury Shares, the Treasury Shares may be distributed as dividends to the shareholders if the Company so decides.

6. PUBLIC SHAREHOLDING SPREAD

The proposed share buy-back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

Based on the Company's record of depositors as at LPD, the Company's public shareholding spread was 28.93%. In implementing the Proposed Renewal of Share Buy-Back Authority, the Board is mindful of the compliance with public shareholding spread as required by the Listing Requirements and will use its best endeavours when purchasing its own shares to such extent that it will not result in the Company being in breach of the minimum public shareholding spread of 25%.

7. IMPLICATION OF THE RULES

As it is not intended for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer under the Rules by any of the Company's shareholders and/or parties acting in concert with them, the Board will ensure that such number of Shares purchased, retained as Treasury Shares, cancelled or distributed pursuant to the Proposed Renewal of Share Buy-Back Authority would not result in triggering any mandatory offer obligation on the part of its shareholders and/or parties acting in concert with them.

In this connection, the Board will be mindful of the Rules when making any purchase of the Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

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8. HISTORICAL SHARE PRICES

The monthly high and low prices of Tropicana Shares as traded on Bursa Securities for the past twelve (12) months from April 2021 to March 2022 are as follows:

	High (RM)	Low (RM)
2021		
April	0.910	0.840
May	0.920	0.885
June	0.900	0.870
July	0.920	0.865
August	0.980	0.910
September	1.040	0.975
October	1.060	0.920
November	1.060	1.030
December	1.070	1.020
2022		
January	1.060	1.040
February	1.070	1.010
March	1.170	0.990

(Source: Bloomberg)

The last transacted market price of Tropicana Shares as at the LPD was RM1.020.

9. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to approval being obtained from the shareholders of Tropicana at the forthcoming 43rd AGM of Tropicana.

The voting on the resolution in relation to the Proposed Renewal of Share Buy-Back Authority at the forthcoming 43rd AGM of the Company will be taken by poll.

10. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage of shareholdings and percentage of voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and substantial shareholders of Tropicana and persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority, or subsequent resale of Treasury Shares, if any, in the future.

11. DIRECTORS' RECOMMENDATION

The Board, 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 in the best interest of Tropicana. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 43rd AGM of Tropicana.

12. AGM

The 43rd AGM of the Company, the notice of which is set out in the Annual Report 2021 of Tropicana, will be held on a fully virtual basis via Online Meeting Platform hosted on Securities Services ePortal at <https://sshbs.net.my/> provided by SS E Solutions Sdn Bhd, at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 23 June 2022 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, *inter alia*, the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority under the agenda of special business as set out in the notice of the 43rd AGM of the Company.

As a shareholder, you are entitled to participate and vote at our AGM. Should you be unable to participate in the AGM of the Company, you are entitled to appoint a proxy or proxies to participate and vote on your behalf. In such event, you must complete and deposit the proxy form at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the AGM of the Company or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services ePortal at <https://sshbs.net.my/>. The lodging of the proxy form will not preclude you from participating and voting in person at the AGM of the Company should you subsequently wish to do so, provided a notice of termination of authority to act as proxy is given to the Company and deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the AGM of the Company or any adjournment thereof.

Should you wish to personally participate at the AGM of the Company, please register electronically via Securities Services ePortal at <https://sshbs.net.my/> by the registration cut-off date and time as stipulated in the administrative guide.

13. RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading. Having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, the Board is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interest of the Company.

14. FURTHER INFORMATION

Copies of the following documents are available for inspection at the Company's registered office at Unit 1301, Level 13, Tropicana Gardens Office Tower, No. 2A, Persiaran Surian, Tropicana Indah, 47810 Petaling Jaya, Selangor Darul Ehsan from Mondays to Fridays (except public holidays) during normal business hours for the period commencing from the date of this Statement up to and including the date of the 43rd AGM of the Company:

- a) The Constitution of the Company;
- b) The audited financial statements of the Company for the financial years ended 31 December 2020 and 31 December 2021; and
- c) The latest unaudited results since the last audited financial statements.

Yours faithfully,
For and on behalf of the Board of
TROPICANA CORPORATION BERHAD

TAN SRI DATO' SRI MOHAMAD FUZI BIN HARUN
Chairman, Independent Non-Executive Director