

**THIS SHARE BUY-BACK STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad has not perused the contents of this Share Buy-back Statement (“**Statement**”) as it is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Bursa Malaysia Securities Berhad 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.



**MENANG CORPORATION (M) BERHAD**

[Registration No. 196401000240 (5383-K)]

### **SHARE BUY-BACK STATEMENT**

#### **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

The Proposed Renewal of Share Buy-Back Authority will be tabled as Special Business at the Sixtieth Annual General Meeting (“**60th AGM**”) of Menang Corporation (M) Berhad (the “**Company**”) which will be held virtually through remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Friday, 29 November 2024 at 10.00 a.m. and at any adjournment thereof.

A member entitled to participate and vote at the 60th AGM is entitled to appoint a proxy or proxies to participate and vote on his/her behalf. In such event, the Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and should be deposited at the Registered Office of the Company at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or via electronic means using remote participation and voting facilities via Vote2U at <https://web.vote2u.my> not less than forty-eight (48) hours before the time for holding the 60th AGM (no later than Wednesday, 27 November 2024 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. The Proxy Form once deposited will not preclude you from attending, participating and voting in person at the 60th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 60th AGM.

Last day and time for lodging the Proxy Form	: Wednesday, 27 November 2024 at 10.00 a.m.
Date and time of 60th AGM	: Friday, 29 November 2024, at 10.00 a.m. or at any adjournment thereof.

This Statement is dated 30 October 2024

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## DEFINITIONS

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

“60th AGM”	:	Sixtieth (60th) Annual General Meeting
“Act”	:	The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof
“Board”	:	Board of Directors of Menang Corporation (M) Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Exempt Authorised Nominee”	:	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities and any amendments thereto
“LPD”	:	1 October 2024, being the latest practicable date prior to the printing of this Statement and the cut-off date for the information disclosed in this Statement unless otherwise indicated
“Menang” or “Company”	:	Menang Corporation (M) Berhad
“Menang Group” or “Group”	:	Menang and its subsidiaries
“Menang Share(s)” or the “Share(s)”	:	Ordinary Shares of Menang
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of authority for the Company to purchase up to ten percent (10%) of the total number of issued Menang Shares in accordance with Section 127 of the Act and the requirement of Bursa Securities and/or any other relevant authority
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Statement”	:	This statement dated 30 October 2024 in relation to the Proposed Renewal of Share Buy-Back Authority
“Substantial Shareholder(s)”	:	A person who has interest or interests in one or more voting Shares in the Company and the nominal amount of that Share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting Shares in the Company
“Treasury Shares”	:	Purchased Menang Shares which will be retained as treasury shares (as defined in Section 127(4)(b) of the Act)

All references to “our Company” in this Statement are to the Company, and references to “our Group” are to our Company, our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company, and where the context otherwise requires, shall include our subsidiaries. All references to “you” in this Circular are to our shareholders.

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

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

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Appendix I           ENCLOSED



**MENANG CORPORATION (M) BERHAD**  
[Registration No. 196401000240 (5383-K)]

**Registered Office:**  
E-10-4, Megan Avenue 1  
189, Jalan Tun Razak  
50400 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

30 October 2024

**Board of Directors:**

Toh May Fook	<i>(Executive Chairman)</i>
Liew Sook Pin	<i>(Executive Director)</i>
Kee Hock Kee	<i>(Independent Non-Executive Director)</i>
Dato' Haji Abd Aziz bin Abu Bakar	<i>(Independent Non-Executive Director)</i>
Tan Pei Geok	<i>(Independent Non-Executive Director)</i>

**To: Our Shareholders**

Dear Sir/Madam,

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

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**1. INTRODUCTION**

Menang had on 21 October 2024 announced to Bursa Securities that it intends to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 60th AGM of the Company.

The purpose of this Statement is to provide our shareholders with the relevant information on the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the ordinary resolution to be tabled at the forthcoming 60th AGM of the Company.

**SHAREHOLDERS OF MENANG ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE 60TH AGM.**

**2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

**2.1 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 up to ten percent (10%) of the total issued Shares as quoted on Bursa Securities. The Proposed Renewal of Share Buy-Back Authority is subject to compliance with the Act, the Listing Requirements and any

prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

The Proposed Renewal of Share Buy-Back Authority shall be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority at the 60th AGM of the Company and shall be valid until:

- (a) the conclusion of the next AGM of the Company (“**61st AGM**”), at which the Proposed Renewal of Share Buy-Back Authority was passed, at which time it will lapse unless an ordinary resolution is passed at the 61st AGM, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the 61st AGM is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

## **2.2 MAXIMUM NUMBER OR PERCENTAGE OF MENANG SHARES MAY BE PURCHASED**

As at the LPD, the total number of issued shares of the Company is 697,377,345 shares (inclusive of 5,468,300 Treasury Shares).

Assuming that no further Menang Shares are issued and none of the Warrant C are converted, a maximum of 69,737,734 Menang Shares may be repurchased, representing ten percent (10%) of the enlarged total number of issued shares of Menang.

## **2.3 TREATMENT OF PURCHASED SHARES**

In accordance with Section 127(4) of the Act, the Company would be able to deal with any of the Menang Shares purchased by the Company in the following manner:

- (a) to cancel the Menang Shares purchased; or
- (b) to retain the Menang Shares purchased as Treasury Shares; or
- (c) to retain part of the Menang Shares purchased as Treasury Shares and cancel the remainder of the Menang Shares purchased.

In accordance with Section 127(7) of the Act, where the Menang Shares are held as Treasury Shares, the Directors of the Company may:

- (a) distribute the Menang Shares as dividends to shareholders;
- (b) resell any of the Menang Shares in accordance with the Listing Requirements;
- (c) transfer any of the Menang Shares for the purposes of or under an employees’ share scheme;
- (d) transfer any of the Menang Shares as purchase consideration;
- (e) cancel any of the Menang Shares; or
- (f) sell, transfer or otherwise use any of the Menang Shares for such other purposes as the minister may by order prescribe.

Immediate announcement(s) and notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board’s decision on the treatment of the purchased Menang Shares in compliance with the Listing Requirements and the Act.

In accordance with Section 127(8) of the Act, if such purchased Menang Shares were held as Treasury Shares, it shall not confer:

- (a) the right to attend or vote at meetings and any purported exercise of such rights is void; and
- (b) the right to receive dividends or other distribution, whether cash or otherwise, of the Company’s assets including any distribution of assets upon winding up the Company.

In accordance with Section 127(9) of the Act, if such purchased Menang Shares were held as Treasury Shares, the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of the Constitution of the Company or the Listing Requirements on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

Nonetheless, Section 127(11) of the Act states that the purchased Menang Shares shall not be taken to prevent:

- (a) an allotment of Menang Shares as fully paid bonus shares in respect of the Treasury Shares; or
- (b) the subdivision or consolidation of Treasury Shares.

## **2.4 SOURCE OF FUNDS**

Pursuant to the Listing Requirements, the Proposed Renewal of Share Buy-Back Authority must be made wholly out of the retained profits of the Company. Therefore, the maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits account of the Company.

Based on the latest audited financial statements of Menang as at 30 June 2024, the Company's audited accumulated profit recorded at RM162.63 million.

The Proposed Renewal of Share Buy-Back Authority will be funded by internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of Menang Shares to be purchased and other relevant cost factors. The actual number of Menang Shares to be purchased and/or held and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company. In the event that the Company purchases and holds its own shares using external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have any material effect on the cash flow of the Group. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Renewal of Share Buy-Back Authority.

The Company will not buy-back its own Shares unless it has recorded retained profits at the Company level.

## **2.5 PURCHASE/RESALE/TRANSFER PRICE**

Pursuant to the Listing Requirements, the purchase price of the Menang Shares cannot be more than 15% above the weighted average market price of Menang Shares for the five (5) Market Days immediately before the purchase. In the case of a resale and/or transfer of Treasury Shares, the Treasury Shares may be resold and/or transfer on Bursa Securities at a price, which is:

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

## 2.6 PURCHASE AND RESALE MADE IN THE PRECEDING TWELVE (12) MONTHS

The Company has obtained the shareholders' authority in the Fifty-Ninth AGM held on 27 November 2023 to purchase its own shares. The Company has purchased its own shares in the preceding 12 months and details of the purchases are as follows:

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Total Consideration Paid* (RM)
		Highest	Lowest	
04-Apr-24	172,300	0.610	0.595	104,655.34
23-May-24	609,000	0.850	0.820	513,943.46
24-May-24	542,700	0.850	0.825	458,973.80
27-May-24	353,900	0.850	0.830	297,488.81
28-May-24	203,100	0.840	0.830	170,808.20
30-May-24	245,500	0.800	0.795	196,998.81
31-May-24	86,200	0.800	0.785	68,916.97
06-Jun-24	188,400	0.790	0.780	148,492.25
07-Jun-24	434,000	0.795	0.775	341,937.57
11-Jun-24	670,000	0.805	0.785	536,084.51
12-Jun-24	42,000	0.780	0.780	32,999.39
13-Jun-24	50,000	0.785	0.785	39,537.28
20-Jun-24	92,000	0.780	0.770	71,960.07
29-Aug-24	119,600	0.675	0.630	79,645.70
30-Aug-24	99,500	0.680	0.655	67,462.39
02-Sep-24	98,800	0.700	0.685	68,680.43
03-Sep-24	50,000	0.670	0.670	33,745.05
05-Sep-24	134,000	0.700	0.655	92,514.22
06-Sep-24	191,000	0.700	0.685	133,086.11
09-Sep-24	516,500	0.725	0.675	365,699.14
10-Sep-24	250,400	0.750	0.710	185,439.29
11-Sep-24	246,500	0.745	0.720	182,006.85
12-Sep-24	72,900	0.740	0.720	53,708.97
<b>Total</b>	<b>5,468,300</b>			<b>4,244,784.61</b>

\* Inclusive transaction cost

As at LPD, the Company held a total of 5,468,300 Treasury Shares and has not resold, transferred, cancelled or distributed any Treasury Shares as dividends in the preceding 12 months.

## 2.7 PUBLIC SHAREHOLDING SPREAD

The Board is mindful of the requirement that any purchase of Menang Shares by the Company must not result in the public shareholding spread of Menang falling below 25% of the total issued shares pursuant to the Listing Requirements.

As at the LPD, the public security holding spread of the Company was 35.59% of its total number of issued shares. The public security holding spread of the Company is expected to be reduced to 28.99% assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full. The Company will ensure that the public security holding of at least 25% is maintained prior to any share buy-back exercise.

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

The Proposed Renewal of Share Buy-Back Authority is envisaged to potentially benefit Menang Group as follows:

- (a) the Company is able to utilise its surplus financial resources more efficiently and this may help to stabilise the supply and demand of the Menang Shares traded on Bursa Securities and thereby support its fundamental value;
- (b) the Menang Shares purchased can be held as Treasury Shares and resold on Bursa Securities at a higher price and generate capital gains for the Company without affecting the total number of issued shares of the Company;
- (c) the Treasury Shares can be distributed as share dividends to our shareholders as a reward;
- (d) the Treasury Shares can be re-issued to satisfy the option(s) to subscribe for Menang Share(s) to be granted to the eligible persons under any employees' share scheme; and
- (e) depending on the price paid for the purchase of each share and its impact on earnings of the Group, the purchase of our own shares may strengthen the earnings per share and return of equity of the Company in the event that the Menang Shares purchased are cancelled.

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

##### **4.1 POTENTIAL ADVANTAGES**

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

- (a) Menang may be able to stabilise the supply and demand of the Menang Shares traded on Bursa Securities and thereby supporting its fundamental values especially in time of irrational share market movements;
- (b) if the Menang Shares bought back by the Company are cancelled, shareholders are likely to enjoy an increase in the value of their investment in the Company as the net earnings per share of Menang will increase;
- (c) if the Menang Shares bought back are kept as Treasury Shares, it will give the Directors an option to sell the Menang Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Menang Shares so purchased can be distributed to shareholders as dividends and serve as reward to the shareholders of the Company; and
- (d) the Proposed Renewal of Share Buy-Back Authority will allow Menang to utilise its financial resources more efficiently especially where there is no immediate use and this may strengthen the consolidated earnings per share of the Group.

##### **4.2 POTENTIAL DISADVANTAGES**

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

- (a) any purchase of own Ordinary Shares will reduce the Company's financial resources and may result in the Company foregoing better investment opportunities that may emerge in future;
- (b) the cash flow of the Company may be affected if the Company decides to utilise bank borrowings to finance the Proposed Renewal of Share Buy-Back Authority; and
- (c) as any purchase of our own Ordinary Shares can only be made out of our retained profits, it may result in the reduction of financial resources available for distribution to our shareholders in the immediate future.

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



Nevertheless, the Board will be mindful of the interest of the Company and our shareholders in undertaking any purchase of our own Ordinary Shares and in the subsequent resale of Treasury Shares on Bursa Securities, if any.

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## 5. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The table below illustrates the direct and indirect interest of the Directors and substantial shareholders of the Company as at the LPD, assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full, which are exercisable as at the LPD, are exercised into new Menang Shares.

Minimum Scenario	:	Assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full and none of the outstanding 23,821,722 Warrant C of the Company, which are exercisable as at the LPD, are exercised into new Menang Shares
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	Before Proposed Renewal of Share Buy-Back Authority <sup>(1)</sup>				Proposed Renewal of Share Buy-Back Authority <sup>(2)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b><u>Directors</u></b>								
Toh May Fook	71,099,300	10.28	79,109,450 <sup>(3)</sup>	11.43	71,099,300	11.33	79,109,450 <sup>(3)</sup>	12.60
Liew Sook Pin	69,476,400	10.04	72,109,450 <sup>(4)</sup>	10.42	69,476,400	11.07	72,109,450 <sup>(4)</sup>	11.49
Tan Pei Geok	12,000,000	1.73	-	-	12,000,000	1.91	-	-
Kee Hock Kee	-	-	-	-	-	-	-	-
Dato' Haji Abd Aziz bin Abu Bakar	-	-	-	-	-	-	-	-
<b><u>Substantial Shareholders</u></b>								
Toh May Fook	71,099,300	10.28	79,109,450 <sup>(3)</sup>	11.43	71,099,300	11.33	79,109,450 <sup>(3)</sup>	12.60
Liew Sook Pin	69,476,400	10.04	72,109,450 <sup>(4)</sup>	10.42	69,476,400	11.07	72,109,450 <sup>(4)</sup>	11.49
Lee Min Huat	26,959,950	3.90	66,879,830 <sup>(5)</sup>	9.67	26,959,950	4.30	66,879,830 <sup>(5)</sup>	10.66
Chin Leong Thye Sdn. Bhd.	66,879,830	9.67	-	-	66,879,830	10.66	-	-
Dato' Lee Chin Hwa	26,888,540	3.89	66,879,830 <sup>(5)</sup>	9.67	26,888,540	4.28	66,879,830 <sup>(5)</sup>	10.66
TTYC Holdings Sdn. Bhd.	72,109,450	10.42	-	-	72,109,450	11.49	-	-

### Notes:

- (1) Based on the total issued shares of 691,909,045 Menang Shares, excluding 5,468,300 Treasury Shares as at the LPD.
- (2) Excluding a total of 69,737,734 Menang Shares, assuming the entire ten percent (10%) of the total number of Menang Shares issued are bought back by the Company and retained as Treasury Shares.
- (3) Deemed interest through TTYC Holdings Sdn. Bhd. and Kee Hin Sdn. Bhd. by virtue of Section 8 of the Act.
- (4) Deemed interest through TTYC Holdings Sdn. Bhd. by virtue of Section 8 of the Act.
- (5) Deemed interest through Chin Leong Thye Sdn. Bhd. by virtue of Section 8 of the Act.

Maximum Scenario	:	Assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full and all outstanding 23,821,722 Warrant C of the Company, which are exercisable as at the LPD, are exercised into new Menang Shares
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	Before Proposed Renewal of Share Buy-Back Authority <sup>(1)</sup>				After Proposed Renewal of Share Buy-Back Authority <sup>(2)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b><u>Directors</u></b>								
Toh May Fook	71,099,300	10.28	79,109,450 <sup>(3)</sup>	11.43	71,099,300	10.95	79,109,450 <sup>(3)</sup>	12.19
Liew Sook Pin	69,476,400	10.04	72,109,450 <sup>(4)</sup>	10.42	69,476,400	10.70	72,109,450 <sup>(4)</sup>	11.11
Tan Pei Geok	12,000,000	1.73	-	-	12,000,000	1.85	-	-
Kee Hock Kee	-	-	-	-	-	-	-	-
Dato' Haji Abd Aziz bin Abu Bakar	-	-	-	-	-	-	-	-
<b><u>Substantial Shareholders</u></b>								
Toh May Fook	71,099,300	10.28	79,109,450 <sup>(3)</sup>	11.43	71,099,300	10.95	79,109,450 <sup>(3)</sup>	12.19
Liew Sook Pin	69,476,400	10.04	72,109,450 <sup>(4)</sup>	10.42	69,476,400	10.70	72,109,450 <sup>(4)</sup>	11.11
Lee Min Huat	26,959,950	3.90	66,879,830 <sup>(5)</sup>	9.67	26,959,950	4.15	66,879,830 <sup>(5)</sup>	10.30
Chin Leong Thye Sdn. Bhd.	66,879,830	9.67	-	-	66,879,830	10.30	-	-
Dato' Lee Chin Hwa	26,888,540	3.89	66,879,830 <sup>(5)</sup>	9.67	26,888,540	4.14	66,879,830 <sup>(5)</sup>	10.30
TTYC Holdings Sdn. Bhd.	72,109,450	10.42	-	-	72,109,450	11.11	-	-

**Notes:**

- (1) Based on the total issued shares of 691,909,045 Menang Shares, excluding 5,468,300 Treasury Shares as at the LPD.
- (2) Based on the total issued shares of 721,199,067 Menang Shares, excluding a total of 72,119,906 Menang Shares, assuming the entire ten percent (10%) of the total number of Menang Shares issued are bought back by the Company and retained as Treasury Shares.
- (3) Deemed interest through TTYC Holdings Sdn. Bhd. and Kee Hin Sdn. Bhd. by virtue of Section 8 of the Act.
- (4) Deemed interest through TTYC Holdings Sdn. Bhd. by virtue of Section 8 of the Act.
- (5) Deemed interest through Chin Leong Thye Sdn. Bhd. by virtue of Section 8 of the Act.

## 6. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The financial effects of the Proposed Renewal of Share Buy-Back Authority are presented below based on the following assumptions:

- (a) the purchase of own shares of up to ten percent (10%) of the total number of Menang Shares issued is carried out in full; and
- (b) Menang Shares purchased are cancelled.

### 6.1 TOTAL NUMBER OF ISSUED SHARES

The effects of the Proposed Renewal of Share Buy-Back Authority on the number of issued Shares are set out below:

Minimum Scenario : Assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full and none of the outstanding 23,821,722 Warrant C of the Company, which are exercisable as at the LPD, are exercised into new Menang Shares

Maximum Scenario : Assuming that the Proposed Renewal of Share Buy-Back Authority is undertaken in full and all outstanding 23,821,722 Warrant C of the Company, which are exercisable as at the LPD, are exercised into new Menang Shares

	Minimum Scenario	Maximum Scenario
Existing number of issued Shares as at LPD	697,377,345	697,377,345
Assuming all the Warrants C are fully exercised	-	23,821,722
<b>Enlarged total number of issued Shares</b>	<b>697,377,345</b>	<b>721,199,067</b>
Maximum number of Shares which may be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	69,737,734	72,119,906
<b>Resulting total issued Shares upon cancellation of maximum number of Shares which may be purchased under the Proposed Renewal of Share Buy-Back Authority</b>	<b>691,909,045</b>	<b>649,079,161</b>

### 6.2 NET ASSETS

The Proposed Renewal of Share Buy-Back Authority may increase or decrease the net assets per share of Menang Group depending on the purchase price in comparison to the net assets per share of Menang Group at the time that the purchase is made.

### 6.3 WORKING CAPITAL

The Proposed Renewal of Share Buy-Back Authority will result in cash outflow, thereby reducing the working capital of the Group, the quantum of which is dependent on the purchase prices of the Shares and the number of Shares repurchased and the funding costs, if any. Nevertheless, the Board will take into consideration the interests of Menang and its shareholders as well as assess the working capital requirements of the Group prior to the Proposed Renewal of Share Buy-Back Authority.

### 6.4 EARNINGS

Depending on the number of Menang Shares purchased and the purchase price of the Menang Shares, the Proposed Renewal of Share Buy-Back Authority may increase the earnings per share of Menang Group. Similarly, on the assumption that the Menang Shares purchased are resold, the extent of the effect on earnings of Menang Group will depend on the actual selling prices, the number of Treasury Shares resold and the effective gain or interest savings arising.

## 7. IMPLICATIONS IN RELATION TO THE MALAYSIAN'S RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES")

Pursuant to Note 9 of Paragraph 4.01 of the Rules which deals with the obligation to make a mandatory offer pursuant to the purchase by a company of its own voting shares states that the Rules (which is in relation to mandatory offers) shall apply to the following persons ("**Offeror**"):

- (a) a person obtains controls in a company as a result of a buy-back scheme by the Company; or
- (b) a person (holding more than 33% but not more than 50% of the voting shares or voting rights of a company), as a result of a buy-back scheme by the company, increase his/her holding of the voting shares or voting rights of the Company by more than 2% in any 6 months period.

However, an exemption from mandatory offer obligation may be granted by the Securities Commission Malaysia ("**SC**") under Paragraph 4.15 of the Rules subject to the Offeror and its parties acting-in-concert complying with the conditions stipulated in Paragraph 4.15 of the Rules.

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

In the event that Menang decides to purchase its own shares which will result in an obligation for the Offeror and its parties acting-in-concert to undertake a mandatory offer, the relevant parties shall make the necessary application to the SC for a waiver to undertake a mandatory offer pursuant to the Rules.

## 8. HISTORICAL SHARE PRICE

The monthly highest and lowest prices of Menang Shares traded on Bursa Securities for the past twelve (12) months from October 2023 to September 2024 are as follows:

<u>Month</u>	<u>High</u> <u>(RM)</u>	<u>Low</u> <u>(RM)</u>
<b>2023</b>		
October	0.765	0.710
November	0.800	0.725
December	0.815	0.680
<b>2024</b>		
January	0.760	0.685
February	0.695	0.640
March	0.720	0.600
April	0.645	0.585
May	0.880	0.635
June	0.805	0.760
July	0.783	0.690
August	0.700	0.600
September	0.750	0.645

(Source: [www.investing.com](http://www.investing.com))

The last transacted price of Menang Shares on LPD, being the latest practicable date prior to the printing of this Statement, was RM0.700.

**9. APPROVAL REQUIRED FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of shareholders of the Company at the forthcoming 60th AGM.

The Proposed Renewal of Share Buy-Back Authority is not conditional upon any other corporate exercises/schemes or proposal undertaken or to be undertaken by the Company.

**10. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

Save for the inadvertent increase in the percentage of the shareholding and/or voting rights of the shareholders as a consequence of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, major shareholders of the Company and/or persons connected to them have any direct or indirect interest, in the Proposed Renewal of Share Buy-Back Authority or resale of Treasury Shares, if any.

**11. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the terms and conditions of the Proposed Renewal of Share Buy-Back Authority are fair, reasonable and in the best interest of the Company. As such, the Board recommends the shareholders of the Company to vote in favour of the resolution in relation to the Proposed Renewal of Share Buy-Back Authority to be tabled at the 60th AGM.

**12. 60TH AGM**

The 60th AGM of the Company will be held virtually through remote participation and voting facilities via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Friday, 29 November 2024 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to attend and vote at the 60th AGM, you are entitled to appoint a proxy by completing and returning the Proxy Form enclosed with the Annual Report 2024 in accordance with the instructions therein as soon as possible to the Registered Office of the Company at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or via electronic means using remote participation and voting facilities via Vote2U at <https://web.vote2u.my>.

**13. FURTHER INFORMATION**

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

Yours faithfully,  
For and on behalf of the Board  
**MENANG CORPORATION (M) BERHAD**

**TOH MAY FOOK**  
Executive Chairman

**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 is no false or misleading statement or other facts the omission of which would make any information in this Statement false or misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the 60th AGM:

- (i) Constitution of Menang; and
- (ii) Audited consolidated financial statements of Menang for the past two (2) financial years up to the Financial Year Ended 30 June 2024.