

**THIS CIRCULAR/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.

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**PESONA METRO HOLDINGS BERHAD**  
(Registration No. 201101029741) (957876-T)  
(Incorporated in Malaysia)

**PART A**  
**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**PART B**  
**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN ORDINARY SHARES**

The resolutions in respect of the above proposals will be tabled at the Ninth (9<sup>th</sup>) Annual General Meeting ("AGM") of the Company which will be held at **The Zenith, Level M1, Connexion Conference & Event Centre at The Vertical (CCEC Vertical), No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur** on Friday, 19 June 2020 at 10.30 a.m. Notice of the 9th AGM of the Company, together with the Form of Proxy are set out in the Annual Report 2019 of the Company despatched together with this Circular/Statement.

The Form of Proxy must be lodged with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit the proxy appointment electronically via TIIH Online at <https://tiih.online> not later than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 17 June 2020 at 10.30 a.m.

Date and time of AGM : Friday, 19 June 2020 at 10.30 a.m.

This Circular is dated 21 May 2020

**PART A**  
**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF**  
**SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A**  
**REVENUE OR TRADING NATURE**

## DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:-

- “AISB”** : Awana Infra Sdn. Bhd. (201101005063) (933204-M)
- “Act”** : The Companies Act 2016, as may be amended from time to time and any-enactment thereof.
- “AGM”** : Annual General Meeting
- “Audit Committee”** : Audit Committee of PMHB.
- “Board”** : The Board of Directors of PMHB for the time being.
- “BPSB”** : Budaya Positif Sdn. Bhd. (201201039032) (1023510-U)
- “Bursa Securities” or “the Exchange”** : Bursa Malaysia Securities Berhad (200301033577) (635998-W)
- “Director(s)”** : Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of PMHB, its subsidiary or holding company.
- “GKSB”** : Gaya Kuasa Sdn. Bhd. (201101004290) (932431-X)
- “IMSB”** : Imej Mayang Sdn. Bhd. (199601030201) (402553-M)
- “ISB”** : Insamewah Sdn. Bhd. (200201023239) (590902-X)
- “KESB”** : Kombinasi Emas Sdn. Bhd. (201101028047) (956182-K)
- “Listing Requirements”** : Main Market Listing Requirements of Bursa Securities and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time.
- “LPD”** : 30 April 2020, being the latest practicable date prior to the printing of this Circular.
- “Major Shareholder(s)”** : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:-
- (a) 10% or more of the total number of voting shares in the Company; or
  - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company;

## DEFINITIONS (CONT'D)

and shall include any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a major shareholder of PMHB, its subsidiary or holding company.

“Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

- “MMSB”** : Megah Mestika Sdn. Bhd. (201201016132) (1001643-P)
- “PAMSB”** : Pesona Asset Management Sdn. Bhd. (201201029841) (1014328-M)
- “Person(s) Connected”** : Persons connected to the Directors and/or Major Shareholders, who fall under any one of the following categories:-
- (a) a family member of the Directors or Major Shareholders;
  - (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Directors or Major Shareholders, is the sole beneficiary;
  - (c) a partner of the Directors or Major Shareholders;
  - (d) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose direction, instructions or wishes the Directors or Major Shareholders is accustomed or is under an obligation, whether formal or informal, to act;
  - (e) a body corporate in which the Directors, Major Shareholders or persons connected with them are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
  - (f) a body corporate which is a related corporation of the Directors or Major Shareholders.
- “PMHB” or “Company”** : Pesona Metro Holdings Berhad (201101029741) (957876-T)
- “PMHB Group” or “Group”** : PMHB and its subsidiaries.
- “PMSB”** : Pesona Metro Sdn. Bhd. (199601029306) (401658-P)
- “PM2”** : PM2 Building System Sdn. Bhd. (201301042003) (1071828-W)
- “Proposal” or “Proposed Renewal of Shareholders’ Mandate”** : Proposed renewal of shareholders’ mandate for the PMHB Group to enter into existing RRPTs with the Related Parties.
- “PSSB”** : Pesona Saferay Sdn. Bhd. (199101018863) (229174-V)

## DEFINITIONS (CONT'D)

<b>“RSSB”</b>	:	Ratus Syabas Sdn. Bhd. (201401044279) (1120461-X)
<b>“Recurrent Related Party Transaction(s)” or “RRPT(s)”</b>	:	Recurrent related party transaction of a revenue or trading nature which are necessary for the day-to-day operations and are entered/to be entered into by PMHB Group with the Related Parties in the ordinary course of business which involves the interest, direct or indirect, of a Related Party.
<b>“Related Part(ies)”</b>	:	Any Director or Major Shareholder of PMHB Group or person(s) connected to such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements.
<b>“RM” and “sen”</b>	:	Ringgit Malaysia and sen respectively.
<b>“SEP”</b>	:	SEP Resources (M) Sdn. Bhd. (201301013382) (1043220-T)
<b>“SC”</b>	:	Securities Commission Malaysia.
<b>“SGSB”</b>	:	Sincere Goldyear Sdn. Bhd. (201101012602) (940742-W)

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

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

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## TABLE OF CONTENTS

### LETTER TO SHAREHOLDERS CONTAINING:

	<b>Page</b>
<b>1. INTRODUCTION</b>	1
<b>2. INFORMATION ON THE PROPOSAL</b>	
2.1 Provisions under the Listing Requirements	2
2.2 Validity Period	3
2.3 Details of PMHB Group	3-4
2.4 Nature of the RRPT and details of the Related Parties	5-6
2.5 Details of Amount due by Related Parties	6
2.6 Guidelines and Review Procedures for determining prices of RRPT	6-7
2.7 Threshold of Approval of RRPT within PMHB Group	7
2.8 Audit Committee Statement	7
2.9 Rationale and Benefits	7-8
2.10 Financial Effects of the Proposed Renewal of Shareholders' Mandate	8
<b>3. APPROVAL REQUIRED</b>	8
<b>4. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS AND PERSON(S) CONNECTED TO THEM</b>	8-9
<b>5. DIRECTORS' RECOMMENDATION</b>	9
<b>6. AGM</b>	9-10
<b>7. FURTHER INFORMATION</b>	10
<b>APPENDIX A</b>	11



**Pesona Metro Holdings Berhad**  
(Registration No. 201101029741) (957876-T)  
(Incorporated in Malaysia)

**Registered Office:-**  
39, Jalan SB Indah 1/19  
Taman Sungai Besi Indah  
43300 Seri Kembangan  
Selangor Darul Ehsan

21 May 2020

**Board of Directors:-**

Dato' Sri Lee Tuck Fook (*Independent Non-Executive Chairman*)  
Datuk Hj Subhi Bin Dziauddin (*Non-Independent Non-Executive Deputy Chairman*)  
Wie Hock Beng (*Managing Director*)  
Wie Hock Kiong (*Non-Independent Non-Executive Director*)  
Loh Kong Fatt (*Senior Independent Non-Executive Director*)  
Salwa Binti Shamshuddin (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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**1. INTRODUCTION**

On 13 June 2019, the Company announced that the shareholders had at the Eighth AGM held on even date, approved the resolution pertaining to the shareholders' mandate for the Group to enter into RRPTs on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 19 June 2020 unless approval for its renewal is obtained from the shareholders of the Company at the AGM.

On 22 April 2020, the Board announced that the Company proposed to seek the approval of its shareholders for the Proposal at the forthcoming AGM of the Company. The Notice of the 9th AGM of PMHB and the Proxy Form, are enclosed in our Annual Report 2019 despatched together with this Circular.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the proposed resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled as Special Business at the forthcoming AGM of the Company.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING AGM.**

## 2. INFORMATION ON THE PROPOSAL

### 2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, a listed issuer may seek a shareholders' mandate for RRPTs subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1.0 million or more; or
  - (b) the percentage ratio of such Recurrent Related Party Transactions is 1% or more,whichever is the higher;
- (iii) the issuance of a circular to shareholders for the shareholders' mandate includes the information as may be prescribed by the Exchange;
- (iv) in a meeting to obtain the shareholders' mandate, the interested Directors, interested Major Shareholders and interested Person Connected; and where it involves the interest of an interested Person Connected, such Director or Major Shareholder, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must also ensure that Persons Connected with them abstain from voting on the resolution approving the RRPTs; and
- (v) the Company shall make an immediate announcement to the Exchange when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the Circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Where a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements has been procured, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

Accordingly, PMHB is proposing to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate pursuant to and in compliance with the conditions stated in Paragraph 10.09 and Practice Note 12 of the Listing Requirements, to enable the Group to continue entering/to enter into the RRPTs with the Related Parties.



## 2.2 Validity Period

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders at the forthcoming AGM, shall be subject to annual review. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which such Proposal was passed, at which time it will lapse, unless by a resolution passed in a general meeting whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340 of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

## 2.3 Details of PMHB Group

PMHB was incorporated in Malaysia as a public limited company under the Companies Act 1965 on 19 August 2011. The principal activity of PMHB is investment holding whilst the principal activities of its subsidiaries include, among others, the following:-

<u>Subsidiaries</u>	<u>Effective Equity Interest</u>	<u>Principal Activities</u>
PMSB	100%	Construction works and provision of transportation services
PSSB	100%	Manufacturing and trading of polyurethane products
PAMSB	100%	Building management services
PM2	100%	Manufacturing and trading of modular panels for building construction
MMSB	100%	Investment holding
SEP	70%	Investment holding
<u>Subsidiaries of PMSB</u>		
IMSB	100%	Trading and supply of ready-mixed concrete
ISB	100%	Trading in construction materials
RSSB	100%	Property investment holding and construction works
<u>Subsidiaries of MMSB</u>		
AISB	100%	Investment holding

**Subsidiaries of SEP**

BPSB	100%	Development of facilities through private finance initiatives
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It is anticipated that the Group would, in the ordinary course of business, continue to enter/enter into RRPTs which are necessary for its day-to-day operations with the classes of Related Parties disclosed in Section 2.4 of this Circular.

In view of the time-sensitive, confidential and frequent nature of such RRPTs, the Board is seeking shareholders' approval for the Proposed Renewal of Shareholders' Mandate for the Group to enter into transaction in the normal course of business with the classes of Related Parties set out in Section 2.4 of this Circular provided that such transactions are entered into at arms' length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.

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## 2.4 Nature of the RRPT and details of the Related Parties

The nature of the RRPT of which approval is being sought under the Proposed Renewal of Shareholders' Mandate is as below:-

Transacting Party within the PMHB Group	Related Party	Nature of RRPT	Estimated value of transactions as disclosed in preceding year's circular (RM)	*Actual value transacted from date of current mandate to LPD (RM)	^Estimated value of transactions from the date of the forthcoming AGM to the next AGM (RM)	Interested Related Party <sup>§</sup>
PMSB	+GKSB	&Main building, mechanical and electrical services, external works, landscape and ancillary works for the "Cadangan pembangunan pangsapuri rumah mampu milik (1,260 unit) yang mengandungi: 2 blok pangsapuri rumah mampu milik 42 tingkat dan 1 blok tempat letak kereta 8 tingkat di atas sebahagian Lot 46040, Mukim Petaling, Bukit Jalil, Kuala Lumpur" awarded by GKSB.	70,000,000	19,636,707	100,000,000	Wie Hock Kiong <sup>§</sup> Wie Hock Beng <sup>§</sup> Chin May Yong <sup>+</sup>

Note:

+ GKSB is 68%-owned by Chin May Yong, the spouse of Wie Hock Kiong.

& The project is expected to complete within 32 months from the date of commencement. The project commenced on 1 July 2018.

§ Wie Hock Kiong and Wie Hock Beng are the Directors of PMSB and also the Directors and Major Shareholders of PMHB through SGSB and KESB.

Wie Hock Beng is also the younger brother of Wie Hock Kiong.

\* The actual value transacted of the above transaction, from the date on which the current mandate was obtained (i.e. the date of the last AGM on 13 June 2019) up to LPD did not exceed the estimated value by 10% or more.

^ The basis of arriving at the estimated value as indicated above was based on the values transacted during the financial year ended 31 December 2019 as well as latest available information relating to the transaction. The value of transaction may be subject to change in the financial year ending 31 December 2020.

The Proposed Renewal of Shareholders' Mandate is necessary for PMHB Group's day-to-day operations and is in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of PMHB Group.

## **2.5 Details of Amount due by Related Parties**

There are no amounts due to the Company by its Related Parties which have exceeded the credit term as at the financial year ended 31 December 2019 as all progress billings are paid on time and within the stipulated credit term of three (3) months.

## **2.6 Guidelines and Review Procedures for determining prices of RRPT**

The management of PMHB Group has ensured and will continue to ensure that the RRPT(s) will only be entered into after taking into consideration of the feasibility pricing, competence, quality of services and other related factors on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The RRPT(s) concerned are construction projects secured through direct negotiation with the Related Parties. Generally, the projects are negotiated on a willing buyer willing seller basis with the involvement or input from independent professional consultants i.e. architects, quantity surveyors, engineers and relevant partners of the development projects wherever applicable to ensure that it is fair to all parties and not detrimental to the Group. Where practical and feasible, quotations and tenders will only be obtained from third parties to ascertain appropriate prices.

Hence, it is neither practical nor feasible for the Company to get at least two (2) other contemporaneous transactions with unrelated third parties for similar products/ services and/or quantities to be used as comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of construction work and services since the prices, terms and conditions of the projects are negotiated as described above.

In doing so, the management has implemented and will continue to implement the following methods and procedures:

- (i) PMHB Group will keep record of all RRPT(s) and summary of such transactions are submitted quarterly to the Finance Department;
- (ii) the Audit Committee at its meetings will review the RRPT(s) and if necessary, may request the internal auditors to review the management system and procedures in compiling information on RRPT(s). The Audit Committee may, at its discretion, adopt new procedures and amend the existing procedures which are no longer appropriate or adequate;
- (iii) the external auditors will also review the RRPT(s) as part of the audit programme;
- (iv) terms of the RRPT(s) relating to the price or sales and profit margin shall not be subject to substantial change during the period which the shareholders' mandate is in force. Where such change is deemed necessary, the management shall review the new terms to ensure that they are consistent with a transaction conducted at arm's length and on normal commercial terms and transaction prices and within the Group's usual business practices and policies;

- (v) where any Director has an interest, direct or indirect, in any RRPT(s), such Director or his alternate shall abstain from deliberation and voting on the resolution. Where any member of the Audit Committee is interested in any RRPT(s), that member shall abstain from deliberation and voting on any decisions to be taken by the Audit Committee with respect to such transaction; and
- (vi) disclosure will be made in the annual report of the Company of the aggregate value of the RRPTs conducted pursuant to the Proposed Renewal of Shareholders' Mandate during the financial year with a breakdown of the aggregate value of the RRPTs based on the type, names of the Related Parties involved and their relationships with the Company. Disclosure will also be made in the annual reports of the subsequent financial year during which the period the shareholders' mandate remains in force.

## **2.7 Threshold of Approval of RRPT within PMHB Group**

There is no specific threshold for approval of the RRPT(s) within the Group. However, all RRPT(s) are subject to the review by the Audit Committee and approval of the Board. Where any Director has any direct/indirect interest in any RRPT(s), such Directors shall abstain from deliberation and voting on the matter.

If it is determined that the guidelines and/or procedures stated in Section 2.6 of this Circular are inadequate, the Company is required to ensure that:

- (i) The RRPT will be conducted at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- (ii) Such RRPTs are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders.

## **2.8 Audit Committee Statement**

The Audit Committee of PMHB, having reviewed the procedure, is of the opinion that the said procedures are sufficient to ensure that the RRPT(s) are conducted at arm's length basis, on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders, and hence, will not be prejudicial to the shareholders or disadvantageous to the Group.

In addition, the Audit Committee is of the opinion that PMHB Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The Audit Committee will annually review and ascertain whether the guidelines and procedures established to monitor the RRPT(s) have been complied with.

## **2.9 Rationale and Benefits**

The RRPT entered or to be entered into from time to time by PMHB Group are in their ordinary course of business. They are recurring transactions of a revenue or trading nature which provides business opportunities and increase the order book of the Group and are likely to occur with some degree of frequency and arise at any time and from time to time. These RRPTs may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case to case basis before entering into such transactions. As such, the Company is seeking its shareholders' approval for the Proposed Renewal of Shareholders' Mandate pursuant to Paragraph 10.09(2) of the Listing Requirements to allow the Group to enter or continue to enter into the RRPT(s).

The Proposed Renewal of Shareholders' Mandate is crucial to ensure continuing day-to-day operations of the Group. By obtaining the shareholders' mandate on an annual basis, this will reduce substantial administrative time and expenses associated with the convening of general meetings from time to time to seek shareholders' approval of each transaction while still maintaining the objective of keeping shareholders informed of the extent of the RRPT(s) occurring within the Group.

PMHB Group has a long standing business relationship and there exist a strong relationship between PMHB and the Related Parties which remain till today. The Directors are of the view that the close working relationship of PMHB and various Related Parties has over the years benefited the Group in making it more competitive in the industry.

It should also be emphasised that the Related Parties are not under any obligation to enter into transactions with the Group and vice versa. Ultimately all business transactions are entered into with the intention of profiting from market situations within normal trade practices. Therefore, external market prices and conditions are important factors that determine transaction prices between the Group and the Related Parties. However, close relationship between the Group and the Related Parties has instilled confidence for the Group to undertake the projects for better monitoring and to ensure quality and completion time for the said projects to the Related Parties.

#### **2.10 Financial Effects of the Proposed Renewal of Shareholders' Mandate**

The Proposed Renewal of Shareholders' Mandate will not have any effect on the issued share capital and substantial shareholders' shareholding of PMHB.

The Proposed Renewal of Shareholders' Mandate is expected to contribute positively to the earnings and net assets of the Group for the financial year ending 31 December 2020.

### **3. APPROVAL REQUIRED**

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of PMHB at the forthcoming AGM.

### **4. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS AND PERSON(S) CONNECTED TO THEM**

Save as disclosed below, none of the other Directors, Major Shareholders and Persons Connected to the Directors and Major Shareholders have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

The direct and indirect interests of the interested Major Shareholders, interested Directors and/or Person(s) Connected to them as at the LPD are as follows:

Interested Major Shareholders/ Interested Directors	Direct		Indirect	
	No. of ordinary shares	%	No. of ordinary shares	%
SGSB	117,419,900	16.90	-	-
KESB	288,700,500	41.54	-	-
Wie Hock Beng	8	*	406,120,400 <sup>#</sup>	58.44
Wie Hock Kiong	-	-	406,120,400 <sup>#</sup>	58.44

Person Connected to Interested Major Shareholders/ Interested Directors	Direct		Indirect	
	No. of ordinary shares	%	No. of ordinary shares	%
Wie Hock Kow <sup>@</sup>	8,000,000	1.15	-	-

Notes:

\* *Negligible*

# *Deemed interested by virtue of his shareholdings in SGSB and KESB pursuant to Section 8 of the Act*

@ *Brother of Wie Hock Kiong and Wie Hock Beng*

The interested Directors, namely Wie Hock Beng and Wie Hock Kiong have abstained and will continue to abstain from all Board deliberations and voting in respect of the Proposed Renewal of Shareholders' Mandate. Further, they will abstain from voting in respect of their direct and/or indirect interests on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

In addition, the interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

The aforesaid interested Directors and interested Major Shareholders have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

## 5. DIRECTORS' RECOMMENDATION

Having considered the rationale of the Proposed Renewal of Shareholders' Mandate and after careful deliberation, the Board, except for the interested Directors namely, Wie Hock Beng and Wie Hock Kiong, who have abstained and will continue to abstain from all Board's deliberations, recommendations and voting on the Proposed Renewal of Shareholders' Mandate are of the opinion that the Proposed Renewal of Shareholders' Mandate is fair, reasonable and in the best interest of the Group and is not detrimental to the interest of the minority shareholders.

Accordingly, the Board (save for the above-mentioned interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate under the agenda of Special Business, the text of which are set out in the Notice convening the 9th AGM.

## 6. AGM

The ordinary resolution to approve the Proposed Renewal of Shareholders' Mandate is set out in the Notice of the 9th AGM contained in PMHB's Annual Report 2019.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy, which is attached in the Annual Report 2019 of PMHB, in accordance with the instruction therein as soon as possible, so as to arrive at the Company's Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit the proxy appointment electronically via TIIH

Online at <https://tjih.online> not less than forty-eight (48) hours before the time for holding the 9th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

**7. FURTHER INFORMATION**

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

Yours faithfully,

For and on behalf of the Board of  
**PESONA METRO HOLDINGS BERHAD**

**DATO' SRI LEE TUCK FOOK**  
Independent Non-Executive Chairman

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## **APPENDIX A - FURTHER INFORMATION**

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

This Circular has been seen and approved by the Directors and that they collectively and individually accept full responsibility for the accuracy of the information given herein 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 the Circular misleading.

### **2. MATERIAL LITIGATION**

PMHB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board of PMHB does not know of any proceedings pending or threatened against PMHB and/or its subsidiaries or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position and/or business of the PMHB Group.

### **3. MATERIAL CONTRACTS**

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the PMHB Group within the two (2) years immediately preceding the date of this Circular.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office at 39, Jalan SB Indah 1/19, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except Public Holidays) for the period commencing from the date of this Circular up to and including the date of the AGM:

- (i) the Constitution of PMHB; and
- (ii) the audited financial statements of the Group for the past two (2) financial years ended 31 December 2018 and 31 December 2019.

**PART B**  
**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY FOR THE**  
**PURCHASE BY THE COMPANY OF ITS OWN ORDINARY SHARES**

## DEFINITIONS

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

- “Act”** : The Companies Act 2016, as may be amended from time to time and any-enactment thereof.
- “AGM”** : Annual General Meeting
- “Board”** : The Board of Directors of PMHB for the time being.
- “Bursa Securities” or “the Exchange”** : Bursa Malaysia Securities Berhad (200301033577) (635998-W)
- “Code”** : Malaysian Code on Take-Overs and Mergers 2016 and any amendments made thereto from time to time.
- “Director(s)”** : The Directors of PMHB and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.
- “EPS”** : Earnings per share.
- “Listing Requirements”** : Main Market Listing Requirements of Bursa Securities and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time.
- “LPD”** : 30 April 2020, being the latest practicable date prior to the printing of this Statement.
- “Market Day(s)”** : Means a day on which the stock market of the Exchange is open for trading in securities.
- “Major Shareholder(s)”** : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:-
- (a) 10% or more of the total number of voting shares in the Company; or
  - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
- “Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.
- “Minister”** : Minister charged with the responsibility for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia.
- “NA”** : Net Assets.

## DEFINITIONS (CONT'D)

- “PMHB” or “Company”** : Pesona Metro Holdings Berhad (201101029741) (957876-T)
- “PMHB Group” or “Group”** : PMHB and its subsidiaries.
- “PMHB Share(s)” or “Share(s)”** : Ordinary share(s) in PMHB
- “Proposal” or “Proposed Authority for Share Buy-Back”** : Proposed authority to the Company to purchase its own shares representing up to 10% of the total number of issued shares of the Company.
- “Purchased Shares”** : Shares purchased pursuant to the Proposed Authority for Share Buy-Back.
- “RM” and “sen”** : Ringgit Malaysia and sen respectively.
- “Statement”** : This share buy-back statement dated 21 May 2020 in relation to the Proposed Authority for Share Buy-Back.
- “Substantial Shareholder(s)”** : A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company.

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

Any reference in this 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 a day in this Statement shall be a reference to Malaysian time, unless otherwise stated.

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## TABLE OF CONTENTS

### LETTER TO SHAREHOLDERS CONTAINING:

	<b>Page</b>
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK	1-4
3. RATIONALE FOR THE PROPOSED AUTHORITY FOR SHARE BUY-BACK	4
4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK	4-5
5. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES MADE IN THE PREVIOUS 12 MONTHS	5
6. EFFECTS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK	5-6
7. CONDITIONS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK	7
8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM	7-8
9. IMPLICATIONS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK RELATING TO THE CODE	9
10. HISTORICAL SHARE PRICES	9
11. DIRECTORS' RECOMMENDATION	9
12. DIRECTORS' RESPONSIBILITY STATEMENT	9
13. AGM	10
14. DOCUMENTS FOR INSPECTION	10



**Pesona Metro Holdings Berhad**  
(Registration No. 201101029741) (957876-T)  
(Incorporated in Malaysia)

**Registered Office:-**  
39, Jalan SB Indah 1/19  
Taman Sungai Besi Indah  
43300 Seri Kembangan  
Selangor Darul Ehsan

21 May 2020

**Board of Directors:-**

Dato' Sri Lee Tuck Fook (*Independent Non-Executive Chairman*)  
Datuk Hj Subhi Bin Dziauddin (*Non-Independent Non-Executive Deputy Chairman*)  
Wie Hock Beng (*Managing Director*)  
Wie Hock Kiong (*Non-Independent Non-Executive Director*)  
Loh Kong Fatt (*Senior Independent Non-Executive Director*)  
Salwa Binti Shamshuddin (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**PROPOSED AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN ORDINARY SHARES**

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**1. INTRODUCTION**

On 22 April 2020, the Company announced that it proposes to seek approval from the shareholders for the Proposed Authority for Share Buy-Back at the forthcoming 9<sup>th</sup> AGM to be convened on 19 June 2020.

The purpose of this Statement is to provide you with the relevant information on the Proposed Authority for Share Buy-Back and to seek your approval for an ordinary resolution pertaining thereto to be tabled as Special Business at the forthcoming 9<sup>th</sup> AGM.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING AGM.**

**2. DETAILS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK**

The Board is seeking your approval for the Company to purchase and/or hold shares representing up to 10% of its total number of issued shares on Bursa Securities, subject to the Act, Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

The Proposed Authority for Share Buy-Back will be effective immediately upon the passing of the ordinary resolution, and will remain in effect until the conclusion of the next AGM of PMHB, or the expiry of the period within which the next AGM is required by law to be held, or revoked or varied by an ordinary resolution passed by shareholders in a general meeting, whichever occurs first.

Set out below are details of the Proposed Authority for Share Buy-Back:-

**(i) Funding**

The Proposed Authority for Share Buy-Back will be funded by internally generated funds and/or borrowings. Under the Listing Requirements, the maximum funds to be utilised for the purchase of the shares shall not exceed the total retained profits of the Company. Accordingly, the Directors shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company in respect of any purchase of shares pursuant to the Proposed Authority for Share Buy-Back. Based on the latest audited financial statements of PMHB as at 31 December 2019, the retained profits of the Company stood at approximately RM26.3 million. As at the LPD, the unaudited retained profits of the Company as at 31 March 2020 has not been announced.

The actual number of shares to be purchased, the total amount of funds to be utilised, impact on cash flows and the timing of the purchase(s) will depend on the prevailing equity market conditions and sentiments as well as the financial resources available to the Company at the time of the purchase(s). In the event the Company decides to utilise bank borrowings to finance the purchase of its own shares, the Board will ensure that there are sufficient funds to repay such borrowings and that such repayment will not have a material impact on the cash flow or earnings of the Company.

In addition, the Board will ensure that the Company satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed Authority for Share Buy-Back.

**(ii) Treatment of Purchased Shares**

In accordance with Section 127 of the Act, the Purchased Shares may be dealt with by the Directors in the following manner:-

- (a) to cancel the Purchased Shares; or
- (b) to retain the Purchased Shares as treasury shares to:-
  - (i) distribute the shares as dividends to shareholders of the Company, such dividends to be known as “share dividends”;
  - (ii) resell the shares, or any of the shares in accordance with the relevant rules of Bursa Securities;
  - (iii) transfer the shares, or any of the shares for the purposes of or under an employees’ share scheme;
  - (iv) transfer the shares, or any of the shares as purchase consideration;
  - (v) cancel the shares or any of the shares;
  - (vi) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

**(iii) Ranking**

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

**(iv) Regulatory requirements**

The Proposed Authority for Share Buy-Back is subject to compliance with Section 127 of the Act, Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

Pursuant to Section 127(2) of the Act, a company shall not purchase its own shares unless:-

- (a) the company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the shares so purchased;
- (b) the purchase is made through Bursa Securities and in accordance with the rules of Bursa Securities unless otherwise permitted under the relevant rules of Bursa Securities and is made in accordance with such requirements as may be determined by Bursa Securities for the company to purchase its own shares otherwise than through Bursa Securities; and
- (c) the purchase is made in good faith and in the interests of the company.

Pursuant to the Listing Requirements, the Proposed Authority for Share Buy-Back is subject to, *inter-alia*, the following rules: -

- the public shareholding spread of twenty-five per centum (25%) of its total number of issued shares is to be maintained at all times. As detailed in Section 6.7 of this Statement, the Board undertakes to purchase shares only to the extent that the public shareholding spread of PMHB shall not fall below twenty-five per centum (25%) of its total number of issued shares at all times pursuant to the Proposed Authority for Share Buy-Back;
- the purchase price of the shares shall not be more than fifteen per centum (15%) above the weighted average market price for the Company's shares for the five (5) Market Days immediately preceding the date of the purchase(s);
- an immediate announcement will be made to Bursa Securities of any purchase or resale of shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both;
- the Company may only resell or transfer any treasury shares on Bursa Securities at:-
  - (i) a price, which is not less than the weighted average market price of PMHB's shares for the five (5) Market Days immediately before the date of the resale or transfer; or



- (ii) a discounted price of not more than five per centum (5%) to the weighted average market price of shares for the five (5) Market Days immediately before the date of the resale or transfer, provided that: -
  - (a) the resale or transfer takes place not earlier than thirty (30) days from the date of the purchase; and
  - (b) the resale or transfer price is not less than the cost of purchase of shares being resold or transferred;
- the maximum funds to be utilised for the purchase of the shares shall not exceed the level of retained profits of the Company. As mentioned in Section 2 of this Statement, the allocation of funds for the Proposed Authority for Share Buy-Back would not exceed the aggregate sum of retained profits of the Company; and
- the Proposed Authority for Share Buy-Back shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined under the rules of Bursa Securities.

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

The implementation of the Proposed Authority for Share Buy-Back would enable the Company to utilise its surplus financial resources, which is not immediately required for other uses, to purchase its own shares when appropriate, and at prices which the Board views as favourable.

The Proposed Authority for Share Buy-Back would effectively reduce the number of shares carrying voting and participation rights (unless the Purchased Shares are resold on Bursa Securities or distributed as share dividends). Consequently (whether the Purchased Shares are held as treasury shares or cancelled), all else being equal, the EPS of the Company/ PMHB Group may be enhanced as the earnings of PMHB/PMHB Group would be divided by a reduced number of shares.

In addition, the Purchased Shares may be held as treasury shares and resold on Bursa Securities at a higher price and therefore realising a potential gain without affecting the total issued share capital of the Company. The treasury shares may also be distributed to shareholders as share dividends and, if undertaken, would serve to reward the shareholders of the Company.

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

#### **Advantages**

- (i) The Proposed Authority for Share Buy-Back, if implemented, will enable the Company to stabilise the supply and demand of PMHB Shares on Bursa Securities and thereby reducing the volatility of shares.
- (ii) If the Purchased Shares are subsequently cancelled, it is expected to enhance the EPS of the Company thereby making the Shares more attractive to investors.
- (iii) If the treasury shares are distributed as dividends, it may then serve to reward the shareholders.

## Disadvantages

- (i) The funds allocated for the Proposed Authority for Share Buy-Back may reduce the amount of resources available for distribution to the shareholders of the Company and may result in the Group having to forego feasible investment opportunities that may emerge in the future and any income that may be derived from the deposit of funds in interest bearing instruments.
- (ii) The working capital of the Group may also be affected, as any shares purchase will reduce the Group's cash flow. However, the financial resources of the Group may increase if the shares purchased and held as treasury shares are resold at prices higher than purchase price.

The Board will be mindful of the interests of the Company and the shareholders in implementing the Proposed Authority for Share Buy-Back.

## 5. PURCHASE OF SHARES AND RESALE OF TREASURY SHARES MADE IN THE PREVIOUS 12 MONTHS

The Company has not obtained any authority from its shareholders to purchase its own share. Hence, PMHB has not purchased any of its shares in the previous twelve (12) months preceding the date of this Statement. As such, the Company does not have any treasury shares and has not resold, cancelled or distributed any treasury shares as dividends in the same period.

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

The effects of the Proposed Authority for Share Buy-Back on the share capital, consolidated NA, working capital, earnings, dividends and the Substantial Shareholders' shareholdings in PMHB are set out below:-

### 6.1 Share Capital

Assuming that the maximum number of PMHB Shares (of up to 10% of the total number of issued shares) authorised under the Proposed Authority for Share Buy-Back are purchased and cancelled, the effects of the Proposed Authority for Share Buy-Back on the issued share capital of PMHB are set out below:-

	Number of shares
Issued share capital as at the LPD	694,986,660
Assuming the shares purchased are cancelled (up to 10% of the total number of issued shares)	69,498,666
<b>Resultant share capital</b>	<b>625,487,994</b>

If the Purchased Shares are retained as treasury shares, the Proposed Authority for Share Buy-Back will not have any effect on the issued share capital of the Company. However, the rights attached to the treasury shares as to voting, dividends and participation in other distribution or otherwise would be suspended.

### 6.2 NA

The effects of the Proposed Authority for Share Buy-Back on the consolidated NA of PMHB Group will depend on the purchase price of the PMHB Shares, the number of Shares which the Company will buy back, the effective funding cost of PMHB Group to finance the share buy-back, if any, or loss in interest income to the Company, and whether the Purchased Shares are cancelled, retained as treasury shares, resold on Bursa Securities or distributed as share dividends to shareholders.

If all the Purchased Shares are cancelled, the Proposed Authority for Share Buy-Back would reduce the NA per share of PMHB Group if the purchase price of each Purchased Shares exceeds the NA per share at the relevant point in time, and vice versa.

The NA of PMHB 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 to be offset against equity, resulting in a decrease in the NA by the cost of the treasury shares.

If the treasury shares are resold through Bursa Securities, the NA of PMHB Group would increase if the Company realises a gain from resale, and vice versa. If the treasury shares are distributed as share dividends, the NA would decrease by the cost of the treasury shares.

### **6.3 Working Capital**

The share repurchased will result in an outflow of cash and thereby reduce the working capital of PMHB Group, the quantum of which is dependent on the purchase price of Shares and the number of Shares repurchased and the funding cost, if any. However, the working capital and cash flow of the Company will increase upon reselling of Purchased Shares which are retained as treasury shares. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

### **6.4 Earnings and EPS**

The effects of the Proposed Authority for Share Buy-Back on the earnings of PMHB Group will depend on the purchase price and the number of Shares to be purchased as well as the effective funding cost of the Company, if any, or any loss in interest income to the Group. Further, the purchase of Shares will result in a lower number of shares taken into account for the purpose of EPS computation.

### **6.5 Dividends**

The Proposed Authority for Share Buy-Back, if implemented in full and the dividend quantum maintained at historical level, will increase dividend rate per ordinary share as a result of the reduction in the issued share capital of the Company.

The level of future dividend to be declared or recommended (if any) will be determined by the Board after taking into consideration the performance, cash flow position and financing requirements of PMHB Group.

Any dividends to be declared by PMHB in the future would depend on, inter-alia, the profitability and cash flow position of PMHB Group.

### **6.6 Substantial Shareholders**

Shares bought back by the Company under the Proposed Authority for Share Buy-Back that are retained as treasury shares and/or subsequently cancelled will result in a proportionate increase in the percentage shareholdings of the Substantial Shareholders in the Company, as detailed in Section 8 below.

### **6.7 Public Shareholding Spread**

As at the LPD, the public shareholding spread of the Company was approximately 40.41% of its total number of issued shares. Assuming that the Company purchases up to the maximum of 10% of the total number of issued shares, the public shareholding spread is expected to reduce to 33.79%.

The Company shall not buy-back any shares if it results in the Company being in breach of the minimum public shareholdings spread of the Listing Requirements.

**7. CONDITIONS OF THE PROPOSED AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN ORDINARY SHARES**

The Proposed Authority for Share Buy-Back is subject to the approval of the shareholders of PMHB at the forthcoming 9<sup>th</sup> AGM.

**8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM**

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

The shareholdings of the Directors and Substantial Shareholders of PMHB are as follows:-

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Directors	Existing as at the LPD				After the Proposed Authority for Share Buy-Back*			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Sri Lee Tuck Fook	-	-	-	-	-	-	-	-
Datuk Hj Subhi Bin Dziauddin	-	-	-	-	-	-	-	-
Wie Hock Beng	8	^	406,120,400	58.44	8	^	406,120,400	64.93
Wie Hock Kiong	-	-	406,120,400	58.44	-	-	406,120,400	64.93
Loh Kong Fatt	-	-	-	-	-	-	-	-
Salwa Binti Shamshuddin	-	-	-	-	-	-	-	-

Substantial Shareholders	Existing as at the LPD				After the Proposed Authority for Share Buy-Back*			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Kombinasi Emas Sdn. Bhd.	288,700,500	41.54	-	-	288,700,500	46.16	-	-
Sincere Goldyear Sdn. Bhd.	117,419,900	16.90	-	-	117,419,900	18.77	-	-
Wie Hock Beng	-	-	406,120,400	58.44	-	-	406,120,400	64.93
Wie Hock Kiong	-	-	406,120,400	58.44	-	-	406,120,400	64.93

Note: -

\* On the assumption that PMHB purchases up to 69,498,666 PMHB Shares, representing 10% of its total number of issued shares of 694,986,660 as at the LPD.

^ Negligible

# Deemed interested by virtue of his shareholdings in Sincere Goldyear Sdn. Bhd. and Kombinasi Emas Sdn. Bhd. pursuant to Section 8 of the Act

**9. IMPLICATIONS OF THE PROPOSED AUTHORITY FOR SHARE BUY-BACK RELATING TO THE CODE**

The Proposed Authority for Share Buy-Back may result in any substantial shareholder(s) together with parties acting in concert triggering mandatory general offer obligation under the Code. However, an exemption from a mandatory offer obligation may be applied to the Securities Commission Malaysia under Rule 4.15 of the Code, subject to the offeror complying with conditions stipulated in Rule 4.15 of the Code. The Board is aware of the requirements of the Code and will be mindful of the requirements when making any purchase of shares pursuant to the Proposed Authority for Share Buy-Back.

**10. HISTORICAL SHARE PRICES**

The monthly highest and lowest prices of shares traded on Bursa Securities for the preceding 12 months from May 2019 to April 2020 are as follows:-

	<b>High (RM)</b>	<b>Low (RM)</b>
<b>Year 2019</b>		
May	0.250	0.210
June	0.250	0.220
July	0.255	0.230
August	0.240	0.215
September	0.225	0.205
October	0.240	0.200
November	0.230	0.215
December	0.230	0.215
	<b>High (RM)</b>	<b>Low (RM)</b>
<b>Year 2020</b>		
January	0.230	0.200
February	0.225	0.175
March	0.205	0.130
April	0.215	0.170

*Source: KLSE Screener*

The last transacted price of the Shares as at the LPD was RM0.215.

**11. DIRECTORS' RECOMMENDATION**

After due consideration, the Board is of the opinion that the Proposed Authority for Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution to be tabled at the forthcoming 9<sup>th</sup> AGM to give effect to the Proposed Authority for Share Buy-Back.

**12. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been reviewed and approved by the Directors and they individually and collectively accept full responsibility for the accuracy of the information contained herein and confirm that, after having made 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 the Statement misleading.

### **13. AGM**

The 9<sup>th</sup> AGM of PMHB will be held at The Zenith, Level M1, Connexion Conference & Event Centre at The Vertical (CCEC Vertical), No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Friday, 19 June 2020 at 10.30 a.m. for the purpose of considering and, if thought fit, to pass the ordinary resolution to give effect to the Proposed Authority for Share Buy-Back.

If you are unable to attend and vote in person at the 9<sup>th</sup> AGM, the Form of Proxy must be lodged with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit the proxy appointment electronically via TIIH Online at <https://tiih.online> not later than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

### **14. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office at 39, Jalan SB Indah 1/19, Taman Sungai Besi Indah, 43300 Seri Kembangan, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except Public Holidays) for the period commencing from the date of this Statement up to and including the date of the AGM:

- (i) the Constitution of PMHB; and
- (ii) the audited financial statements of the Group for the past two (2) financial years ended 31 December 2018 and 31 December 2019.

Yours faithfully,

For and on behalf of the Board of  
**PESONA METRO HOLDINGS BERHAD**

**DATO' SRI LEE TUCK FOOK**  
Independent Non-Executive Chairman