

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

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[Company No.: 199701004909 (420405-P)]  
(Incorporated in Malaysia under the Companies Act, 1965)

**SHARE BUY-BACK STATEMENT**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE BY SUPERMAX OF UP TO TEN PERCENT  
(10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL**

The resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate will be tabled at the Twenty-Seventh Annual General Meeting (“AGM”) of Supermax Corporation Berhad (“Company”), which will be conducted on a virtual basis through live streaming from the broadcast venue at Lot 38, Putra Industrial Park, Bukit Rahman Putra, 40160 Sungai Buloh, Selangor Darul Ehsan at 10:00 a.m. on Thursday, 28 November 2024. The Notice of the Twenty-Seventh AGM together with the Proxy Form are set out in the Annual Report 2024 of the Company. Shareholders are advised to refer to the Notice of the Twenty-Seventh AGM and the Proxy Form.

A member entitled to attend and vote at the Twenty-Seventh AGM is entitled to appoint a proxy or proxies to attend and to vote on his/her behalf. In such event, the Proxy shall be deposited at the office of the Company’s registered address, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or alternatively submitted electronically via Digerati Portal at <https://supermax-agm.digerati.com.my> not less than 48 hours before the time stipulated for holding the Twenty-Seventh AGM as indicated below. The lodging of the Proxy Form shall not preclude you from attending and voting at the Twenty-Seventh AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form ..... Tuesday, 26 November 2024 at 10:00 a.m.

Date and time of the AGM ..... Thursday, 28 November 2024 at 10:00 a.m.

This Statement is dated 30 October 2024

## 1. INTRODUCTION

At the annual general meeting of Supermax Corporation Berhad (“Supermax” or the “Company”) held on 8 December 2023, Supermax had obtained its shareholders’ approval for the Company to purchase up to ten percent (10%) of its issued and paid-up share capital at any point of time, subject to Section 127 of the Companies Act 2016 (“Act”) and Chapter 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) (“Share Buy-Back”). The aforesaid approval will, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming Twenty-Seventh Annual General Meeting (“AGM”) of the Company which is scheduled to be held on 28 November 2024 unless the authority from the shareholders of the Company is renewed.

On 17 October 2024, the Board of Directors of Supermax (“Board”) announced that the Company proposed to seek approval from its shareholders for the renewal of the authority for the Share Buy-Back at the Twenty-Seventh AGM of the Company (“Proposed Renewal of Share Buy-Back Mandate”).

The Proposed Renewal of Share Buy-Back Mandate shall be effective upon passing of the ordinary resolution at the Twenty-Seventh AGM and will continue to be in force until:-

- i. The conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time it shall lapse, unless the authority is renewed either unconditionally or subject to conditions; or
- ii. The expiration of the period within which the next AGM after that date is required by the law to be held; or
- iii. Revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

The purpose of this Statement is to provide the shareholders of Supermax with the relevant information on the Proposed Renewal of Share Buy-Back Mandate, as well as to seek the approval from the shareholders of Supermax for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming Twenty-Seventh AGM of the Company. The notice of the Twenty-Seventh AGM and the Proxy Form are set out in the Annual Report 2024 of the Company.

## 2. FUNDING

The Share Buy-Back may be funded through internally generated funds and/or bank borrowings. The Board proposes to allocate a maximum amount of up to the retained profits of the Company for the purchase of its own shares at the time of the purchase.

Depending on the number of ordinary shares in Supermax (“Supermax Share(s)” or “Share(s)”) purchased and the purchase prices of the Shares, the Share Buy-Back, if funded through internally generated funds, is not expected to have a material impact on the cash flow position of the Company.

In the event bank borrowings are taken to fund the purchase of Shares pursuant to the Share Buy-Back, the Company shall ensure that it will have sufficient funds to repay the said borrowings as and when they are due.

The amount of funds to be utilised for the Share Buy-Back will only be determined later depending on the actual number of Supermax Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase.

Based on the latest audited financial statements of Supermax as at 30 June 2024, the accumulated retained earnings of Supermax at the company level was RM 800 million.

### **3. PUBLIC SHAREHOLDINGS**

The Share Buy-Back will be carried out in accordance with Section 127 of the Act, Chapter 12 of the Listing Requirements and any prevailing laws, orders, requirements, rules, regulations and guidelines issued by the relevant authorities at the time of the purchase, including compliance with the 25% public shareholding spread in the hands of public shareholders and as required under Paragraph 8.02(1) of the Listing Requirements. The public shareholding spread of the Company as at 30 September 2024 was 56.7%. The Company will endeavour to ensure that the Share Buy-Back will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed company must not purchase its own Shares on Bursa Securities if the purchase(s) will result in the listed company being in breach of Paragraph 8.02(1) of the Listing Requirements.

### **4. POTENTIAL ADVANTAGES AND DISADVANTAGES**

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

- i. It will allow the Company to take preventive measures against speculation particularly when the Shares are undervalued and would in turn, stabilise the market price of Supermax Shares and hence, enhance investors' confidence;
- ii. It will allow the Company the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- iii. It will allow the purchased Shares to be retained as treasury shares, and if distributed as share dividends by the Company, it may then serve to reward the shareholders of the Company; and
- iv. It will provide the Company with opportunities for potential gains if the purchased Shares which are retained as treasury shares are resold at a higher price.

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

- i. The Share Buy-Back will reduce the financial resources of the Supermax and its subsidiaries ("Supermax Group"), which may result in the Group foregoing better investment opportunities that may emerge in the future; and
- ii. The Share Buy-Back can only be made out of retained profits of the Company and may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

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**5. DETAILS OF PURCHASE, RESALE, TRANSFER AND CANCELLATION OF SHARES IN THE PRECEDING TWELVE (12) MONTHS**

**5.1 Details of Purchase of Shares**

During the previous twelve (12) months up to 30 September 2024, details of the purchase of Supermax Shares by the Company were as follows:

<b>Date of Purchase</b>	<b>Total No. of Shares Purchased</b>	<b>Lowest Price Paid (RM)</b>	<b>Highest Price Paid (RM)</b>	<b>Average Price Paid (RM)</b>	<b>Total Purchase Consideration (RM)</b>
23 Apr 2024	3,243,600	0.80	0.82	0.81	2,637,976.58
24 Apr 2024	2,267,400	0.82	0.83	0.83	1,889,504.68
29 Apr 2024	786,500	0.83	0.85	0.84	660,839.89
30 Apr 2024	376,800	0.85	0.85	0.85	321,657.93
2 May 2024	716,400	0.86	0.86	0.86	618,754.14
3 May 2024	541,300	0.86	0.86	0.86	468,451.25
9 May 2024	1,127,500	0.87	0.88	0.88	993,139.20
10 May 2024	396,000	0.88	0.88	0.88	350,675.95
13 May 2024	1,044,500	0.90	0.90	0.90	944,093.17
20 May 2024	2,000,000	0.98	1.02	1.00	2,007,198.68
24 May 2024	1,000,000	0.93	0.93	0.93	933,999.00
2 Jul 2024	916,400	0.88	0.88	0.88	809,900.23
4 Jul 2024	83,600	0.90	0.90	0.90	75,865.25
22 Jul 2024	1,000,000	0.92	0.92	0.92	923,956.00
23 Jul 2024	1,000,000	0.92	0.92	0.92	923,956.00
24 Jul 2024	493,600	0.91	0.91	0.91	452,006.63
25 Jul 2024	1,506,400	0.90	0.91	0.91	1,371,768.26
26 Jul 2024	2,000,000	0.91	0.91	0.91	1,827,006.00
29 Aug 2024	1,000,000	0.78	0.78	0.78	783,354.00
4 Sep 2024	252,800	0.80	0.80	0.80	203,514.87
5 Sep 2024	1,747,200	0.81	0.82	0.82	1,435,276.58
9 Sep 2024	776,500	0.80	0.80	0.80	623,871.96
10 Sep 2024	1,223,500	0.80	0.80	0.80	983,009.04
<b>TOTAL</b>	<b>25,500,000</b>				<b>22,239,766.29</b>

As at 30 September 2024, the Company is holding a total of 170,000,000 Supermax shares as treasury shares in accordance with the provisions of Section 127 of the Act.

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## 5.2 Historical Share Prices

The monthly highest and lowest market price of Supermax shares as traded on the Bursa Securities for the past twelve (12) months from October 2023 to September 2024 were as follows:

	<b>HIGH</b>	<b>LOW</b>
	<b>RM</b>	<b>RM</b>
October 2023	0.855	0.770
November 2023	1.070	0.770
December 2023	1.030	0.860
January 2024	1.040	0.890
February 2024	0.940	0.825
March 2024	0.855	0.805
April 2024	0.870	0.790
May 2024	1.090	0.855
June 2024	0.975	0.860
July 2024	0.935	0.870
August 2024	0.920	0.780
September 2024	1.000	0.780

*The last transacted share price as at 30 September 2024 was RM 0.820.*

## 6. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 (“Code”)

Pursuant to the Code, a person and any person acting in concert with him (“PAC(s)”) will be obliged under Part III of the Code to make a mandatory general offer for the remaining ordinary shares of the company not already owned by him/them (“MGO”) if:-

- i. He and his PACs hold less than 33% of the voting shares of the company and has inadvertently increased his/their shareholdings beyond 33%; or
- ii. He and his PACs hold more than 33% but less than 50% of the voting shares of the company and has inadvertently increased his/their shareholdings by two percent (2%) or more in any six (6)-month period.

Notwithstanding the above, such person and his PACs may make an application to the Securities Commission Malaysia for an exemption from a mandatory general offer under Practice Note 9 of the Code.

As at the date of this Statement, the Company has yet to decide on the percentage of its own Shares to be purchased pursuant to the Share Buy-Back. In any case, it is not the intention of the Company to cause any shareholder to trigger an obligation to undertake an MGO under the Code and the Company will be mindful of the above implications of the Code in making any purchase of its own Shares under the Share Buy-Back.

## 7. RATIONALE

The Share Buy-Back, if implemented, will enable the Supermax Group to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the market. The Share Buy-Back is expected to stabilise the supply and demand, as well as the price of the Supermax Shares.

Other things being equal, the Share Buy-Back, regardless of whether the purchased Shares are maintained as treasury shares or cancelled, will result in a lower number of Supermax Shares being used for the purposes of computing the earnings per share ("EPS"). Therefore, the Share Buy-Back will improve the EPS of Supermax, which in turn is expected to have a positive impact on the market price of Supermax.

The purchased Shares may be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

The Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders, and it will be implemented only after due consideration of the financial resources of the Supermax Group and the resultant impact on the shareholders of the Company. The Board, in exercising any decision to buy-back any Supermax Shares, will be mindful of the interests of the Company and its shareholders.

## 8. EFFECTS OF THE SHARE BUY-BACK

### 8.1 Issued and paid-up share capital

The effects of the Share Buy-Back on the issued and paid-up share capital of the Company will depend on whether the purchased Shares are cancelled or retained as treasury shares. However, there will be no impact on the issued and paid-up share capital of the Company if the purchased Shares are retained as treasury shares, resold or distributed as share dividends to shareholders.

The pro forma effects of the Share Buy-Back on the issued and paid-up share capital of the Company are set out below:-

	<b>No. of Shares</b>	<b>RM</b>
Issued and paid-up share capital as at 30 September 2024	2,720,619,520	340,077,440
Shares to be purchased and cancelled pursuant to the Share Buy-Back	(272,061,952)	(34,007,744)
	<b>2,448,557,568</b>	<b>306,069,696</b>

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## **8.2 Net assets (“NA”) per Share and gearing**

The effect of the Share Buy-Back on the consolidated NA of the Supermax Group will depend on the purchase price of the Supermax Shares, the number of Supermax Shares purchased, the effective funding cost of the Supermax 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 Share Buy-Back would reduce the NA per Share of the Supermax Group if the purchase price of each purchased Share exceeds the NA per Share at the relevant point in time, and vice versa.

The NA of the Supermax 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 of the Supermax Group by the cost of the treasury shares.

If the treasury shares are resold through Bursa Securities, the NA of the Supermax 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 of the Supermax Group would decrease by the cost of the treasury shares.

## **8.3 Working capital**

The Share Buy-Back will reduce the working capital of the Supermax Group, the quantum of which will depend on the purchase price and quantity of the purchased Shares.

However, the financial resources of the Supermax Group may be restored upon the resale of the purchased Shares that are held as treasury shares.

## **8.4 Earnings and EPS**

The effect of the Share Buy-Back on the EPS of the Supermax Group will depend on the purchase price of the Supermax Shares, the number of Supermax Shares purchased and the effective funding cost, if any, or any loss in interest income to the Group.

Assuming that the purchased Shares are retained as treasury shares and subsequently resold, the effects on the EPS of the Supermax Group will depend on the actual selling price, the number of the treasury shares resold, and the effective gain or interest savings arising from the exercise. If the purchased Shares are cancelled, the Share Buy-Back will increase the EPS of the Supermax Group provided that the income foregone and interest expenses incurred on the purchased Shares is less than the EPS before the share buy-back.

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## 8.5 Directors and substantial shareholders' shareholding

The effects of the proposed Share Buy-Back on the Directors' and substantial shareholders' shareholdings of Supermax as at 30 September 2024 are as set out below:

### 8.5.1 Directors

	Before Proposed Renewal			After Proposed Renewal*		
	<----- Direct ----->	<----- Indirect ----->	No. of Supermax Shares held	<----- Direct ----->	<----- Indirect ----->	No. of Supermax Shares held
<b>Directors</b>						
Dato' Seri Thai Kim Sim	-	-	1,038,016,687 <sup>+</sup>	-	-	1,038,016,687 <sup>+</sup>
Tan Chee Keong	963,341	0.038	-	963,341	0.042	-
Wong Phait Lee	-	-	-	-	-	-
Dato' Ting Heng Peng	12,677,834	0.497	-	12,677,834	0.556	-
Albert Saychuan Cheok	173,279	0.007	-	173,279	0.008	-
Ng Keng Lim @ Ngooi Keng Lim	-	-	-	-	-	-
Rozita Binti Abdul Rahman	285,670	0.011	-	288,670	0.013	-
Gan Kim Khoon	-	-	-	-	-	-
Yip Kit Weng	62,000	0.002	-	62,000	0.003	-

### Notes:

- \* Assuming the purchase of the maximum number of 272,061,952 Supermax Shares based on 10% of the issued and paid-up share capital of Supermax as at 30 September 2024, and that the Supermax Shares purchased are from shareholders other than the substantial shareholders and Directors.
- + Deemed interested in the shares held by Supermax Holdings Sdn Bhd ("SHSB") pursuant to Section 8 of the Companies Act 2016 ("the Act") and indirect interest pursuant to Section 59(11)(c) of the Act through spouse's deemed interest in shares held by SHSB pursuant to Section 8 of the Act.



8.5.2 Substantial shareholders

	Before Proposed Renewal			After Proposed Renewal*		
	<----- Direct ----->	<----- Indirect ----->		<----- Direct ----->	<----- Indirect ----->	
	No. of Supermax Shares held	%	No. of Supermax Shares held	%	No. of Supermax Shares held	%
<b>Substantial shareholders</b>						
Supermax Holdings Sdn Bhd	1,038,016,687	40.697	-	1,038,016,687	45.556	-
Dato' Seri Thai Kim Sim, Stanley	-	-	1,038,016,687#	40.697	-	1,038,016,687#
Datuk Wira Tan Bee Geok, Cheryl	-	-	1,038,016,687#	40.697	-	1,038,016,687#

Notes:

\* Assuming the purchase of the maximum number of 272,061,952 Supermax Shares based on 10% of the issued and paid-up share capital of Supermax as at 30 September 2024, and that the Supermax Shares purchased are from shareholders other than the substantial shareholders and Directors.

# Deemed interested in the shares held by SHSB pursuant to Section 8 of the Act.

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**9. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders as a consequence of the Share Buy-Back, none of the Directors, substantial shareholders of Supermax and/or persons connected to them have any interest, either direct or indirect, in the Share Buy-Back.

**10. DIRECTORS' RECOMMENDATION**

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Mandate, is of the opinion that the Proposed Renewal of Share Buy-Back Mandate is in the best interest of the Company after taking into consideration the rationale and effects of the Proposed Renewal of Share Buy-Back Mandate as set out in Sections 7 and 8 of this Statement respectively.

Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming Twenty-Seventh AGM of the Company.

**11. AGM**

The resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate will be tabled at the Twenty-Seventh AGM of the Company, which will be conducted on a virtual basis through live streaming from the broadcast venue at Lot 38, Putra Industrial Park, Bukit Rahman Putra, 40160 Sungai Buloh, Selangor Darul Ehsan at 10:00 a.m. on Thursday, 28 November 2024. The notice of the Twenty-Seventh AGM of the Company is set out in the Annual Report 2024 of the Company.

If you are unable to attend and vote at the Twenty-Seventh AGM of the Company, you are requested to complete, sign and return the enclosed Proxy Form in accordance with the instructions contained therein, to be deposited at the office of the Company's registered address, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, not less than 48 hours before the time stipulated for holding the AGM. Alternatively, the Form of Proxy may also be submitted electronically via Digerati Portal at <https://supermax-agm.digerati.com.my> not less 48 hours before the time appointed for the holding of the AGM or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. Please refer to the Administrative Guide for Shareholders for further information on the electronic submission. The lodging of the Proxy Form shall not preclude you from attending and voting at the AGM should you subsequently wish to do so.

**12. FURTHER INFORMATION**

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

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

This Statement has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION**

As at 30 September 2024, the Supermax Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the position or business of the Group.

**3. MATERIAL CONTRACTS**

As at 30 September 2024, neither Supermax nor its subsidiaries has entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Statement.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, during normal business hours from the date hereof up to the time fixed for the holding of the AGM:-

- (a) Constitution of Supermax;
- (b) Audited consolidated financial statements of Supermax for the past two (2) years up to and including financial years ended 2023 and 2024; and
- (c) Unaudited results of Supermax for the final quarter ended 30 June 2024.

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