

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

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

Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] ("**Bursa Securities**") did not peruse the content of this Statement prior to its issuance as it is an exempted document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities ("**ACE LR**")

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**ECONFRAME BERHAD**

Registration No. 201901042935 (1352265-T)  
Incorporated in Malaysia

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The resolution in respect of the Proposed Renewal of Share Buy-Back Authority will be tabled as Special Business at Econframe Berhad's Sixth Annual General Meeting ("**6<sup>th</sup> AGM**") to be held at Putra Room, Sultan Abdul Aziz Shah Golf & Country Club, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 30 January 2026 at 10:30 a.m. or at any adjournment thereof. The Notice of 6<sup>th</sup> AGM together with the Form of Proxy are set out in the Annual Report of Econframe Berhad for the financial year ended 31 August 2025.

A shareholder who is entitled but unable attend, participate and vote remotely at the 6<sup>th</sup> AGM is entitled to appoint a proxy or proxies to attend, participate and vote on his/her behalf. The Form of Proxy should be completed and lodged at the Company's registered office at c/o Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time set for holding the 6<sup>th</sup> AGM, as indicated below. The lodging of the Form of Proxy will not preclude the shareholders from attending and voting in person at the 6<sup>th</sup> AGM should he/she subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 28 January 2026, at 10:30 a.m.

Date and time for the 6<sup>th</sup> AGM : Friday, 30 January 2026, at 10:30 a.m. or at any adjournment thereof

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## DEFINITIONS

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

<b>“Act”</b>	:	Companies Act 2016 of Malaysia, as amended from time to time including any re-enactment thereof
<b>“AGM”</b>	:	Annual general meeting
<b>“Board”</b>	:	The Board of Directors of Econframe
<b>“Bursa Depository”</b>	:	Bursa Malaysia Depository Sdn Bhd
<b>“Bursa Securities”</b>	:	Bursa Malaysia Securities Berhad
<b>“Code”</b>	:	Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time and any re-enactment thereof
<b>“Director(s)”</b>	:	Director(s) of Econframe and shall have the meaning given in Section 2(1) of the Capital Markets and Securities Act 2007
<b>“EPS”</b>	:	Earnings per share
<b>“Econframe” or “the Company”</b>	:	Econframe Berhad
<b>“Econframe Group” or “the Group”</b>	:	Collectively, Econframe and its subsidiaries
<b>“Econframe Share(s)” or “Share(s)”</b>	:	Ordinary share(s) in Econframe
<b>“FYE”</b>	:	Financial year ended / ending 31 August, as the case may be
<b>“Listing Requirements”</b>	:	ACE Market Listing Requirements of Bursa Securities, as amended from time to time
<b>“LPD”</b>	:	Latest Practicable Date, being the latest practicable date prior to printing of this Statement, i.e. 27 November 2025
<b>“Major Shareholder(s)”</b>	:	A person who has an interest or interests in one (1) 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.  For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act
<b>“NA”</b>	:	Net assets
<b>“Proposed Renewal of Share Buy-Back Authority”</b>	:	Proposed renewal of authority for Econframe to purchase and/or hold up to 10% of its total number of issued Shares pursuant to Section 127 of the Act.

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**DEFINITIONS (CONT'D)**

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<b>“Purchased Shares”</b>	:	Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
<b>“RM” and “sen”</b>	:	Ringgit Malaysia and sen respectively
<b>“Substantial Shareholder(s)”</b>	:	Shall have the meaning given in Section 136 of the Act
<b>“Treasury Shares”</b>	:	Shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority and retained in treasury
<b>“Warrants”</b>	:	125,925,048 outstanding warrants 2022/2027 of the Company as at LPD, expiring on 19 December 2027
<b>“2025 Annual Report”</b>	:	Annual Report of Econframe issued for the FYE 31 August 2025

All references to “you” in this Statement are to the shareholders of 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 day in this Statement shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancies in the tables included in this Statement between the amounts listed, actual figures and the totals thereof are due to rounding.

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**ECONFRAME BERHAD**  
Registration No. 201901042935 (1352265-T)  
Incorporated in Malaysia

**Registered Office:**  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Wilayah Persekutuan

24 December 2025

**Board of Directors:**

Robert Koong Yin Leong (*Independent Non-Executive Chairman*)  
Lim Chin Horng (*Managing Director*)  
Lim Saw Nee (*Non-Independent Non-Executive Director*)  
Lim Foo Seng (*Non-Independent Non-Executive Director*)  
Tan Hock Soon (*Senior Independent Non-Executive Director*)  
Ilham Fadilah Binti Sunhaji (*Independent Non-Executive Director*)  
Datuk Chan Soon Tat (*Independent Non-Executive Director*)

To: The shareholders of Econframe

Dear Sir/Madam,

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

**1.0 INTRODUCTION**

On 8 December 2025, the Board had announced to Bursa Securities that the Company proposed to seek shareholders' approval on the Proposed Renewal of Share Buy-Back Authority at the forthcoming 6<sup>th</sup> AGM. The existing authority for share buy-back which was approved by the shareholders at the Extraordinary General Meeting of the Company held on 30 April 2025, shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 6<sup>th</sup> AGM, unless renewal is obtained from the shareholders of Econframe at the said AGM.

The purpose of this Statement is to provide you with relevant information in relation to the Proposed Renewal of Share Buy-Back Authority and to seek the shareholders' approval on the ordinary resolution to be tabled at the forthcoming 6<sup>th</sup> AGM.

You are advised to read and carefully consider the contents of this Statement before voting on the ordinary resolution in relation to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 6<sup>th</sup> AGM.

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## 2.0 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

### 2.1 Details of the Proposed Renewal of Share Buy-Back Authority

The Board proposes to seek the approval of the shareholders of the Company for the Proposed Renewal of Share Buy-Back Authority to purchase or hold from time to time and at any time up to ten per centum (10%) of the total number of issued Shares subject to the compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

The authority from shareholders, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority 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 will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first ("**Proposed Authorised Period**").

### 2.2 Quantum

The maximum number of Shares which may be purchased or held as treasury shares by the Company shall not exceed 10% of the total number of issued Shares at any point in time.

As at LPD, the total number of Shares issued by the Company is 388,534,720 Shares (inclusive of 6,067,000 Treasury Shares).

Based on the minimum scenario, the Company may purchase and/or hold up to 38,853,472 Econframe Shares, representing not more than ten per centum (10%) of the existing total number of issued Shares of 388,534,720 Shares as at the LPD, assuming none of the outstanding Warrants are exercised into new Shares ("**Minimum Scenario**").

Based on the maximum scenario, a maximum of 51,445,976 Econframe Shares may be purchased and/or held, representing ten per centum (10%) of the enlarged total number of issued Shares of 514,459,768 Shares, assuming full exercise of the 125,925,048 outstanding Warrants into 125,925,048 new Econframe Shares ("**Maximum Scenario**").

The actual number of Shares to be purchased by Econframe pursuant to the Proposed Renewal of Share Buy-Back Authority, the total amount of funds involved for each purchase, and the timing of the purchase(s) will depend on inter-alia, the market conditions and sentiments of the share market as well as the availability of financial resources of the Company, and the availability of the retained profits of the Company.

### 2.3 Sources of funds

The Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase and/or hold its own shares at any time within the Proposed Authorised Period using the internally generated funds of the Company and/or external borrowings or combination of both. The Board will ensure that no material impact on the cash flow position of Econframe if funded through internally generated funds. In the event the purchase of Shares is to be partly financed by bank borrowings, the Board will also ensure that Econframe

has sufficient funds to repay the external borrowings and interest expenses and that the repayment will not have a material effect on the cash flow of the Company.

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 amount of the funds to be utilised would only be determined later depending on the actual number of Shares to be purchased, the availability of funds at the time of purchase(s), the market conditions, and sentiments of the share market.

In compliance with Rule 12.10(1) of the Listing Requirements, the maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back shall not exceed the retained profits of Econframe at the time of purchase. Based on the latest audited financial statements of Econframe for FYE 2025, the retained profits were RM359,356.

## **2.4 Pricing**

Pursuant to Rule 12.17 of the Listing Requirements, the Company may only purchase its own Shares at a price which is not more than fifteen per centum (15%) above the weighted average market price of the Econframe Shares for the 5 market days immediately before the date of the purchase(s).

Pursuant to Rule 12.18 of the Listing Requirements, the Company may only resell the Purchased Shares held as Treasury Shares on Bursa Securities or transfer the Purchased Shares held as Treasury Shares pursuant to Section 127(7) of the Act at: -

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

## **2.5 Public shareholding spread**

As at LPD, the public shareholding spread of the Company was 72.21%.

The Company will not undertake any share buy-back if that will result in the Company being in breach of Rule 8.02(1) of the Listing Requirements which requires the Company to maintain a shareholding spread of at least 25% of its total number of listed Shares (excluding Treasury Shares) or such lower percentage of shareholding spread as may be allowed by Bursa Securities in the hands of public shareholders.

## **2.6 Treatment of Purchased Shares**

In accordance with Section 127(4) of the Act, the Board may deal with the Purchased Shares in the following manner:-

- (i) to cancel the Purchased Shares;
- (ii) to retain the Purchased Shares as treasury shares;
- (iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares; or

- (iv) in any other manner as may be prescribed by the Act, the Listing Requirements and any other relevant authorities for the time being in force.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, the Board may, at its discretion:

- (i) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as "share dividends";
- (ii) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Purchased Shares, or any of the Purchased Shares for the purposes of or under an employees' share scheme;
- (iv) transfer the Purchased Shares, or any of the Purchased Shares as purchase consideration;
- (v) cancel the Purchased Shares or any of the Purchased Shares; or
- (vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as allowed under the Act, Listing Requirements and any other relevant authority.

If such Purchased Shares are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in any other distributions in cash or otherwise are suspended. In addition, 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 purpose including, without limiting the generality of the provisions in the Act or the Listing Requirements on substantial and major shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolutions at a meeting of the shareholders.

The decision on whether to retain the Purchased Shares as Treasury Shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time. The Company will make an immediate announcement 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.

## **2.7 Rationale for the Proposed Renewal of Share Buy-Back Authority**

The Proposed Renewal of Share Buy-Back Authority is expected to potentially benefit the Company and its shareholders in the following manners: -

- (a) It will provide the Company the option to return its surplus financial resources to its shareholders.
- (b) The Company is expected to stabilise the supply and demand of the Shares in the open market and thereby support its fundamental values.
- (c) If the Purchased Shares are cancelled, it would enhance the EPS of the Company and thereby, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company.
- (d) As permitted under Section 127(4) of the Act, the Shares bought back may be held as Treasury Shares and resold on Bursa Securities with potential gain without affecting the total number of issued Shares. Alternatively, the Shares so purchased can be distributed as share dividends to reward the shareholders of the Company, or be utilised as purchase consideration by the Company in corporate transactions such as acquisition of lands/properties/assets, thereby, reducing the financial outflow and/or preserve the working capital of the Company.

## **2.8 Potential advantages and disadvantages of the Proposed Renewal of Share Buy-Back Authority**

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

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

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

- (i) reduces the financial resources of the Company, which may result in the Company foregoing feasible investment opportunities that may emerge in the future;
- (ii) loss of interest income that may be derived from other alternative uses of such funds such as deposit of funds in interest bearing instruments; and
- (iii) reduces the financial resources available for distribution of dividends to shareholders in the immediate future as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority must be made out of retained earnings of the Company.

Notwithstanding the above, the Board is of the view that the Proposed Renewal of Share Buy-Back Authority is not expected to have any material disadvantages to the Company and its shareholders, as it will be implemented only after due consideration of the financial resources of the Company and the resultant impact to the Company and its shareholders. The Board, in exercising any decision to purchase any of the shares, will be mindful of the Company's and its shareholders' interest.

## **2.9 Effects of the Proposed Renewal of Share Buy-Back Authority**

The effects of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of the Company, NA and working capital, earnings and EPS of the Group, dividends, convertible securities of the Company and substantial shareholders' shareholdings are based on the Minimum Scenario and Maximum Scenario as illustrated below: -

### **2.9.1 Issued share capital**

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued share capital of Econframe will depend on whether the Purchased Shares purchased are cancelled or retained as Treasury Shares.

In the event that all the Purchased Shares are to be cancelled, the effect of the Proposed Renewal of Share Buy-Back Authority on the total number of issued Shares would be as follows: -

	<b>Minimum Scenario</b>	<b>Maximum Scenario</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>
Total number of issued Shares capital as at LPD	388,534,720*	388,534,720*
Assuming full exercise of the Warrants	-	125,925,048
	<u>388,534,720</u>	<u>514,459,768</u>
Less:	(38,853,472)	(51,445,976)
Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full (i.e., up to 10%) and the Purchased Shares are cancelled		
<b>Total number of issued Shares after cancellation of Purchased Shares</b>	<b><u>349,681,248</u></b>	<b><u>463,013,792</u></b>

*Notes:*

\* Includes the 6,067,000 Purchased Shares that are held as Treasury Shares as at LPD.

However, the Proposed Renewal of Share Buy-Back Authority would have no effect on the total number of Issued Shares of Econframe assuming all Purchased Shares are to be retained as Treasury Shares, resold or distributed as share dividends to shareholders. If the Purchased Shares are retained as Treasury Shares, the rights attaching to the Treasury Shares in relation to voting, dividends and participation in any other distributions or otherwise are suspended.

### **2.9.2 NA, NA per Share and gearing**

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA of Econframe Group will depend on, amongst others, the actual number of Shares purchased, purchase price of the Shares, the effective funding cost, if any, and the subsequent treatment of the Shares purchased.

The NA of Econframe Group will decrease if the purchase price of the Purchased Shares exceeds the NA per Share at the time of purchase and vice versa.

The NA of Econframe Group will decrease if the Purchased Shares are cancelled.

The NA of Econframe Group will decrease by the cost of the Treasury Shares due to the requirement for Treasury Shares to be carried at cost and be offset against equity if the Purchased Shares are retained as Treasury Shares.

Should the Purchased Shares be held as Treasury Shares and subsequently resold, the NA per Share of Econframe Group will increase if the Company realises a gain from the resale and vice versa.

Should the Treasury Shares be distributed as share dividends or issued under an employees' share scheme, the NA per Share of Econframe Group will decrease by the cost of the Treasury Shares.

### **2.9.3 Working capital**

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital and cash flow of Econframe Group, the quantum of which will depend on, amongst

others, the actual number of Shares purchased, purchase price of the Shares, the effective funding cost, if any.

For Purchased Shares retained as Treasury Shares, upon resale of such Purchased Shares, the working capital and cash flow of Econframe Group will increase assuming that a gain has been realised, the quantum of which will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold.

#### **2.9.4 Earnings and EPS**

The effects of the Proposed Renewal of Share Buy-Back on the earnings and EPS of Econframe Group will depend on, amongst others, the number of Purchased Shares, purchase price of the Purchased Shares and the effective funding cost, if any. Nevertheless, all things being equal, assuming the Purchased Shares are retained as Treasury Shares or cancelled, the Proposed Renewal of Share Buy-Back is expected to increase the EPS of Econframe Group as Treasury Shares or cancelled shares shall not be taken into account in calculating the number of Shares for the computation of EPS.

If the Purchased Shares are treated as Treasury Shares and subsequently resold, the extent of the effect to the earnings of Econframe Group will depend on, amongst others, the actual selling price, the number of Treasury Shares resold and the effective gain or interest savings arising.

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## Maximum Scenario

	As at LPD		Assuming full exercise of Warrants (I)		After (I) and the Proposed Renewal of Share Buy-Back Authority	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
	(a)%	(a)%	(d)%	(d)%	(e)%	(e)%
<b><u>Substantial shareholders</u></b>						
Lim Chin Horng	45,544,647	-	58,937,470	-	58,937,470	-
Dato' Hooi Jia Hao	26,289,800	(2,090,100)	45,438,300	(3,159,000)	45,438,300	(3,159,000)
Perintis Amanah Berhad	27,000,000	-	40,500,000	-	40,500,000	-
	11.9	0.5	11.5	0.6	12.7	0.7
	6.9	0.5	8.8	0.6	9.8	0.7
	7.1	-	7.9	-	8.7	-
<b><u>Directors</u></b>						
Lim Chin Horng	45,544,647	-	58,937,470	-	58,937,470	-
Robert Koong Yin Leong	50,000	-	75,000	-	75,000	-
Lim Saw Nee	826,388	-	5,836,082	-	5,836,082	-
Lim Foo Seng	-	-	-	-	-	-
Tan Hock Soon	50,000	-	75,000	-	75,000	-
Ilham Fadilah Binti Sunhaji	50,000	-	75,000	-	75,000	-
Datuk Chan Soon Tat	-	-	-	-	-	-

### **Notes:-**

\* less than 0.1%

(a) Based on 382,467,720 issued Shares excluding the 6,067,000 Purchased Shares that are held as Treasury Shares as at LPD.

(b) Based on 349,681,248 issued Shares, assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 38,853,472 Shares are purchased from the open market, representing 10% of the total number of issued Shares of 388,534,720 Shares including the 6,067,000 Purchased Shares that are held as Treasury Shares as at LPD.

- (c) Deemed interested by virtue of his interest in Sea Capital Holdings Sdn. Bhd. and SK Grand Group Sdn. Bhd.
- (d) Based on 514,459,768 issued Shares assuming the full exercise of the 125,925,048 outstanding Warrants.
- (e) Based on 463,013,792 issued Shares assuming the full exercise of the 125,925,048 outstanding Warrants and assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 51,445,976 Shares are purchased from the open market, representing 10% of the total number of issued Shares of 514,459,768 Shares.

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## 2.11 Implication of the Code

Under the Code, a Director and any person acting in concert with him or a relevant shareholder will be required to make a mandatory general offer for the remaining Shares not already owned by him/them if his/their stake in the Company is increased to beyond 33% or if his/their existing shareholding is between 33% and 50% and exceeds by another 2% in any six (6) months' period.

It is the intention of Econframe to implement the Proposed Renewal of Share Buy-Back Authority in a manner that will not result in any of the shareholders of Econframe having to undertake a mandatory offer pursuant to the Code.

In the event the Proposed Renewal of Share Buy-Back Authority results in any parties triggering a mandatory offer obligation under the Code, which is an action outside their direct participation, the relevant parties shall make the necessary application to the Securities Commission Malaysia for a waiver to undertake a mandatory offer pursuant to the Code.

## 2.12 Purchase, Resale, Transfer and/or Cancellation of Treasury Shares in the previous 12 months

In the previous 12 months, the Company purchased a total of 6,067,000 of its own shares from the open market for a total consideration of RM2,981,680.91.

As at the LPD, the details of the total number of shares purchased and retained as Treasury Shares in the preceding 12 months were as follows: -

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Average Price (RM)	Total Consideration (RM)
		Lowest	Highest		
20/05/2025	1,815,000	0.500	0.510	0.50344	917,672.96
21/05/2025	670,000	0.495	0.495	0.49500	333,076.45
22/05/2025	900,000	0.485	0.490	0.48944	442,390.64
26/05/2025	567,200	0.470	0.480	0.47635	271,348.33
27/05/2025	534,300	0.480	0.480	0.48000	257,567.33
03/06/2025	100,000	0.500	0.500	0.50000	50,365.00
05/06/2025	100,000	0.495	0.495	0.49500	49,861.85
12/06/2025	219,900	0.480	0.490	0.48682	107,513.00
13/06/2025	273,900	0.470	0.490	0.47662	131,108.02
16/06/2025	100,000	0.465	0.470	0.46751	47,092.53
17/06/2025	222,600	0.460	0.465	0.46337	103,590.54
18/06/2025	154,100	0.460	0.465	0.46123	71,595.32
19/06/2025	410,000	0.475	0.490	0.48207	198,498.94
<b>Total</b>	<b>6,067,000</b>				<b>2,981,680.91</b>

There was neither any resale, transfer or cancellation of Treasury Shares by the Company in the preceding 12 months.

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## 2.13 Historical Share Prices

The monthly highest and lowest market prices of Econframe Shares as traded on Bursa Securities for the past 12 months from October 2024 to November 2025 are as follows:

	<u>High</u> RM	<u>Low</u> RM
<b><u>2024</u></b>		
October	0.670	0.570
November	0.600	0.535
December	0.595	0.560
<b><u>2025</u></b>		
January	0.580	0.540
February	0.575	0.550
March	0.560	0.480
April	0.765	0.410
May	0.675	0.470
June	0.515	0.415
July	0.465	0.370
August	0.460	0.380
September	0.450	0.385
October	0.445	0.390

The last transacted market price of Econframe Shares as at LPD 0.400

*(Source: Bloomberg)*

## 3.0 APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders at the forthcoming 6<sup>th</sup> AGM.

## 4.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Renewal of Share Buy-Back Authority as disclosed in the Section 2.10 of this Statement, none of the Directors and/or substantial shareholders of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

## 5.0 DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the above is in the best interests of the Company and therefore recommends that you vote in favour of the resolution pertaining to Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 6<sup>th</sup> AGM.

## 6.0 THE 6<sup>TH</sup> AGM

The ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority is set out as a special business in the Notice of 6<sup>th</sup> AGM contained in the 2025 Annual Report of the Company, which is sent to you together with this Statement. The 6<sup>th</sup> AGM of Econframe will be held at Putra Room, Sultan Abdul Aziz Shah Golf & Country Club, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 30 January 2025 at 10:30 a.m.

If the shareholders are unable to attend and vote in person at the 6<sup>th</sup> AGM, please complete and return the enclosed Form of Proxy in accordance with the instructions contained, to be deposited

at the Company's registered office at c/o Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time set for holding the 6<sup>th</sup> AGM. The lodging of the Form of Proxy will not preclude the shareholders from attending and voting in person at the 6<sup>th</sup> AGM should he/she subsequently wish to do so.

## **7.0 FURTHER INFORMATION**

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

Yours faithfully,  
For and on behalf of the Board  
**ECONFRAME BERHAD**

**LIM CHIN HORNG**  
Managing Director

**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. MATERIAL LITIGATION**

As at LPD, Econframe Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which may have a material and adverse effect on the business or financial position of Econframe Group and the Board is not aware of any proceedings, pending or threatened against Econframe Group, or of any facts likely to give rise to any proceedings which may have material impact on the business or financial position of Econframe Group.

**3. MATERIAL CONTRACTS**

Save as disclosed below, Econframe Group has not entered into any material contracts (not being contracts entered into the ordinary course of business) within two (2) years immediately preceding the date of this Statement:

- (a) On 15 January 2024, the Company had entered into a conditional share sale agreement with ETA Industries Sdn. Bhd. ("**ETA Vendor**") for the proposed acquisition of 1,743,000 ordinary shares in the share capital of ETA World Sdn. Bhd. ("**ETAW**"), representing 70% equity interest in ETAW for a purchase consideration of RM56,000,000, of which RM28,100,000 is to be satisfied by cash and the remaining RM27,900,000 shall be satisfied via the issuance and allotment of 30,000,000 new ordinary shares in the Company at an issue price of RM0.93 per share ("**SSA**") ("**Proposed Acquisition**").

On the same date, the Company had also entered into a shareholders' agreement with the ETA Vendor for the purpose of regulating their relationship with one another and to record the terms agreed between them to govern the management and operations in relation to ETAW.

On 15 July 2024, the Company announced that pursuant to the notice of mutual termination dated 15 July 2024, in consideration that the conditions precedent of the SSA have not been fulfilled within the stipulated time period, the Company and the ETA Vendor have mutually agreed not to extend the period for the fulfilment of the conditions precedent of the SSA in relation to the Proposed Acquisition.

In view that the SSA has not been extended, the parties have agreed to terminate the SSA. The SSA shall be revoked, rescinded and be of no further force or effect whatsoever as at the date of notice of mutual termination and neither party shall have any further claim against the other pursuant to the SSA.

Consequential to the termination of the SSA, the shareholders' agreement shall likewise be terminated and no longer have any effect as at the date of notice of mutual termination and neither party shall have any further claim against the other pursuant to or under the shareholders' agreement.

- (b) On 3 September 2024, the Company had incorporated a wholly-owned subsidiary, namely Duroe Glass Sdn. Bhd. ("**Duroe Glass**"). Simultaneous with the incorporation of Duroe Glass, the Company had through Duroe Glass entered into an Assets Purchase Agreement ("**APA**") with Suria Kaca Sdn. Bhd. ("**Suria Kaca**" or the "**Vendor**"), for the

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**APPENDIX I – FURTHER INFORMATION (CONT'D)**

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acquisition of machineries and motor vehicles (“**Assets**”) for a purchase consideration of RM3,000,000, of which RM2,996,500 is to be satisfied in cash and the remaining RM3,500 shall be via the issuance and allotment of 3,500 new ordinary shares in the share capital of Duroe Glass (“**Consideration Shares**”) at an issue price of RM1 per Consideration Share to the Vendor’s appointed nominee, i.e. Mr. Sim Han Kai (“**Acquisition of Assets**”).

In conjunction with the Acquisition of Assets, the Company had, on the same date, entered into a shareholders’ agreement with Mr. Sim, who is also the director and major shareholder of Suria Kaca, for the purpose of regulating their relationship with one another and to record the terms agreed between them to govern the management and operations in relation to Duroe Glass.

The Acquisition of Assets has been completed on 20 September 2024.

- (c) On 23 January 2025, the Company had entered into a conditional share sale agreement with Yeong Chew Tet, Chan Yoke Peng, Razik Fareed Jaffardeen, Choo Yoke Liong @ Choo Siao Liong, Lam Phit Yen, Choo Jee Sam, JS Choo Holdings Sdn. Bhd., Chin Kum Yoke, Raja Gopal A/L Muniappan and Lee Kok Choy (collectively “**the Vendors**”) for the acquisition of 7,081,321 ordinary shares in the share capital of Ivory Pearl Sdn. Bhd. (“**IPSB**”), representing 100% equity interest in IPSB for a purchase consideration of RM56,000,000 of which RM46,672,545 is to be satisfied by cash and the remaining RM9,327,455 shall be satisfied via the issuance and allotment of 16,500,000 new ordinary shares in the Company at an issue price of RM0.5653 per share.

The acquisition was completed on 8 July 2025.

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

Copies of the following documents will be available for inspection at the registered office of Econframe at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, during normal business hours from Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the Company’s forthcoming 6<sup>th</sup> AGM:

- (i) the Constitution of the Company;
- (ii) the Audited Financial Statements of the Company for the FYE 2025 and FYE 2024; and
- (iii) Material contracts referred to in Section 3 of Appendix I.