

THIS CIRCULAR 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 adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular on Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature pursuant to Rule 2.1(gA) of the Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular.

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



EVERGREEN MAX CASH CAPITAL BERHAD

[Registration No. 202101028602 (1428902-D)]
(Incorporated in Malaysia under the Companies Act, 2016)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")

The resolution in respect of the above Proposed Renewal of Existing Shareholders' Mandate will be tabled at the Second Annual General Meeting ("**2nd AGM**") of Evergreen Max Cash Capital Berhad ("**EMCC**" or "**our Company**") which will be conducted on a fully virtual manner through live streaming and online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Wednesday, 26 June 2024 at 10.00 a.m., or at any adjournment thereof, together with the Form of Proxy for the AGM ("**Form of Proxy**"), are enclosed in the Annual Report 2023 of our Company which is available on our Company's website at <https://emc.capital/investor-relations/>. For further information, please refer to the Notice of 2nd AGM and Administrative Guide for the 2nd AGM.

If you decide to appoint a proxy or proxies for the AGM, you must complete and lodge the Form of Proxy as per the following not less than forty-eight (48) hours before the date and time appointed for holding of the AGM or at any adjournment thereof:

- (a) Lodging the Form of Proxy in hardcopy
Deposited with Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
- (b) Lodging the Form of Proxy electronically
Deposited with Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online website at <https://tiih.online>

Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the AGM : Wednesday, 19 June 2024

Last date and time for lodging the Form of Proxy : Monday, 24 June 2024 at 10.00 a.m.

Date and Time of the AGM : Wednesday, 26 June 2024 at 10.00 a.m.

This Circular is dated 26 April 2024

DEFINITIONS

The following definitions shall apply throughout this Circular unless otherwise stated:

Act	:	Companies Act 2016
AGM	:	Annual General Meeting of our Company
Audit and Risk Management Committee	:	The duly constituted Audit and Risk Management Committee of our Company
Board	:	Our Company's Board of Directors
Bursa Securities	:	Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Cahaya Gold	:	Cahaya Gold & Jewellery Sdn Bhd (201801029106 (1291132-W))
Circular	:	This circular to shareholders of our Company dated 26 April 2024 in relation to the Proposed Renewal of Shareholders' Mandate for RRPTs
Datin Tea	:	Datin Tea Guat Ngo
Dato' Low	:	Dato' Low Kok Chuan
Director	:	A natural person who holds a directorship in our Company or any company within our Group and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
EMCC	:	Evergreen Max Cash Capital Berhad (202101028602 (1428902-D))
EMCC Group or Group	:	Collectively, EMCC and our subsidiaries
Evergreen Fintech	:	Evergreen Fintech Sdn Bhd (201401029183 (1105269-D))
Evergreen Properties	:	Evergreen Properties Sdn Bhd (2018010266854 (1288879-V))
Insan Tiara	:	Insan Tiara Sdn Bhd (200401008863 (647367-M))
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
Major Shareholder	:	<p>A person who has (which 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) an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company;</p> <p>or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.</p>
NA	:	Net Assets
PG Delta	:	Pajak Gadai Delta Sdn Bhd (197701002435 (33426-K))
PG Kenanga	:	Pajak Gadai Kenanga Sdn Bhd (201601022662 (1193601-P))
PG Terus Wangsa	:	Pajak Gadai Terus Wangsa Sdn Bhd (201001002968 (887549-M))
RRPTs	:	Recurrent related party transactions of a revenue or trading nature with Related Parties which are necessary for the day-to-day operations as well as in the ordinary course of business of the Group and are on terms not more favourable to the Related Parties than those general available to the public.

Related Party : A Director, Major Shareholder and/or person connected with such Director or Major Shareholder.

RM and Sen : Ringgit Malaysia and Sen respectively

All references to “**our Company**” in this Circular are to EMCC and references to “**our Group**” or “**EMCC Group**” are to our Company and our subsidiaries, collectively.

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

All references to “**you**” in this Circular are to the shareholders of EMCC, unless the context otherwise requires.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations.

Any reference to any enactment or guideline in this Circular is a reference to that enactment or guideline as for the time being amended or re-enacted. Any reference to a date and time in this Circular is a reference to Malaysian date and time, unless otherwise specified.

Certain numbers presented in this Circular have been rounded off to the nearest million or thousand or 1 decimal place, where applicable, and hence may not be exact. Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the total thereof are due to rounding.

TABLE OF CONTENTS

	PAGE
1. INTRODUCTION	5
2. DETAIL OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE	6
3. AUDIT AND RISK MANAGEMENT COMMITTEE STATEMENT	9
4. RATIONALE AND JUSTIFICATION FOR THE RRPTs	9
5. FINANCIAL EFFECTS	9
6. APPROVAL REQUIRED	9
7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	10
8. DIRECTORS' RECOMMENDATION	10
9. ANNUAL GENERAL MEETING	10
10. FURTHER INFORMATION	11
APPENDIX I	



EVERGREEN MAX CASH CAPITAL BERHAD
[Registration No. 202101028602 (1428902-D)]
(Incorporated in Malaysia under the Companies Act, 2016)

Registered Office:
18-2, Jalan 2/114
Kuchai Business Centre
Off Jalan Klang Lama
58200 Kuala Lumpur
Wilayah Persekutuan

26 April 2024

Board of Directors

Dato' Mohd Azfar Bin Mohamed (*Independent Non-Executive Chairman*)
Dato' Low Kok Chuan (*Non-Independent Executive Director/Group Managing Director*)
Datin Tea Guat Ngo (*Non-Independent Executive Director*)
Low Kai Loon (*Non-Independent Executive Director*)
Datin Fadzlullaili Binti Yakob (*Non-Independent Non-Executive Director*)
Chow Lai Mun (*Independent Non-Executive Director*)
Hong Boon Toh (*Independent Non-Executive Director*)
Kenneth Chai Chuan Teong (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR OUR GROUP TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES

1. INTRODUCTION

On 18 April 2024, the Board announced that our Company proposes to seek the approval of its shareholders for the Proposed Renewal of Existing Shareholders' Mandate at our Company's forthcoming AGM.

In accordance with the Listing Requirements, the mandate referred to the above shall lapse at the conclusion of our forthcoming AGM, unless authority for its renewal is obtained from you at our forthcoming AGM.

Accordingly, the Board seeks to obtain shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate at this forthcoming AGM to be held on 26 June 2024.

The authority, which may be renewed annually, will expire at the earliest of the following events:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which the authority itself was sought and obtained, is required to be held pursuant to Section 340(2) of the Act, without regards to such extension which may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in General Meeting.

The purpose of this Circular is to provide shareholders with information on the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval for the Ordinary Resolution pertaining thereto, which will be tabled at the forthcoming AGM of our Company as an item of special business in the Agenda. The notice of our forthcoming AGM and the Form of Proxy are enclosed in the Annual Report 2023.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE TO BE TABLED AT OUR COMPANY'S AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

2.1 The Listing Requirements and Duration

Pursuant to and in compliance with Part E, Rule 10.09 and Guidance Note 8 of the Listing Requirements, our Company proposes to seek the approval of shareholders for the Proposed Renewal of Existing Shareholders' Mandate.

The Proposed Renewal of Existing Shareholders' Mandate, which will be subject to annual renewal, will if approved, continue to be in force until:

- (a) the conclusion of the next AGM of the Company (unless by a resolution or resolutions passed at the said AGM, the authority is renewed);
- (b) the expiry of the period within which the next AGM of the Company following the forthcoming AGM at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Act, without regard to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by a resolution or resolutions passed by shareholders of the Company in general meeting;

whichever is earlier.

Pursuant to Rule 10.09(1)(a) of the Listing Requirements, such mandate sought and if procured, shall be subject to the following:

- (a) the subject transactions shall be in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) 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 Proposed Renewal of Existing Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital of RM60 million and above:-
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher.

- (c) disclosure will be made in the annual report in accordance with Paragraph 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs made during the financial year, including amongst others, the type of RRPTs and the names of the Related Parties involved in each type of the RRPTs entered into and their relationships with the Company; and
- (d) in a meeting to obtain a renewal of the shareholders' mandate, interested Related Parties must not vote on the resolutions giving such mandate. Interested Directors and Major Shareholders must also ensure that persons connected with them abstain from voting on such resolutions.

2.2 Principal Activities of our Group

The principal activity of our Company is investment holding. Through our subsidiaries, our Group is principally involved in the business of provision of pawnbroking services.

In addition, our Group is also involved in the business of retail and trading of gold and luxury products as well as provision of pawnbroking consultancy services and Information Technology solutions to third-party pawnbrokers.

2.3 The Related Parties and Their Relationships with our Company

The RRPTs for which the mandate of the shareholders is being sought are particularly in respect of transactions to be entered into by EMCC with persons or parties connected with the Directors and/or Major Shareholders, who are more particularly described in Paragraph 2.5 of this Circular.

2.4 The Nature of Transactions Contemplated under the Proposed Renewal of Existing Shareholders' Mandate

The existing RRPTs for which approval is now being sought for the Proposed Renewal of Existing Shareholders' Mandate are as follows:

No.	Company within our Group	Transacting party	Nature of relationship	Nature of transactions	Estimated value as disclosed in previous year Circular to Shareholders (RM'000)	Actual value transacted	*Estimated value from Jul 2024 to Jun 2025 RM'000
1.	PG Terus Wangsa (tenant)	Evergreen Properties (landlord)	<u>Interested Director</u> Dato' Low	Payment of rental by PG Terus Wangsa to Evergreen Properties for rental of a property located at No. G2, Lot 25464, Batu 2, Jalan Temerloh, 28300 Triang, Pahang for our "Pajaking" pawnshop ⁽¹⁾	72	54	72
2.	Cahaya Gold (tenant)	Evergreen Properties (landlord)	<u>Interested Director</u> Dato' Low	Payment of rental by Cahaya Gold to Evergreen Properties for rental 273, Ground Floor, Jlaan Genting Klang, Taman Ayer Panas, 53300 KL of a property located at Lot 11-10, Level 11, Wisma Trax, No. 1, Jalan Lima, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾	131	50	22
3.	EMCC (tenant)	Evergreen Properties (landlord)	<u>Interested Director</u> Dato' Low	Payment of rental by EMCC to Evergreen Properties for rental of a property located at Lot 11-10, Level 11, Wisma Trax, No. 1, Jalan Lima, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾	236	174	231
4.	PG Kenanga (tenant)	Insan Tiara (landlord)	<u>Interested Director and major shareholder</u> (i) Dato' Low (ii) Datin Tea <u>Interested major shareholder</u> Low Kok Hu	Payment of rental by PG Kenanga to Insan Tiara for rental of a property located at No. 2, Lot 1 (Ground Floor), Jalan Kenanga, 55200 Kuala Lumpur, Wilayah Persekutuan for our "Pajaking" pawnshop	132	110	150
5.	PG Delta (landlord)	Evergreen Properties (tenant)	<u>Interested Director</u> Dato' Low	Payment of rental by Evergreen Properties to PG Delta for rental of the following properties: (i) No. 38A, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾ (ii) No. 38B, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾ (iii) No. 38C, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾ (iv) No. 38D (Front), Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾ (v) No. 38D (2) (Front), Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan ⁽¹⁾	603	387	516

No.	Company within our Group	Transacting party	Nature of relationship	Nature of transactions	Estimated value as disclosed in previous year Circular to Shareholders (RM'000)	Actual value transacted	*Estimated value from Jul 2024 to Jun 2025
				(vi) No. 27, Ground Floor, Jalan Putra A/2, Taman Bandar Putra, Kampung Mak Lagam, 24000 Kemaman, Terengganu ⁽¹⁾			RM'000
6.	PG Delta (tenant)	Evergreen Properties (sub-tenant)	<u>Interested Director</u> Low Kai Loon	Payment of rental by Evergreen Properties to PG Delta for sub-rental of a property located at No. 55, Ground Floor (55B), 1 st Floor & 2 nd Floor, Jalan Besar, 43000 Kajang, Selangor ⁽¹⁾	18	14	18
7.	PG Delta (landlord)	Dato' Low (tenant)	<u>Interested Director and major shareholder</u> Dato' Low	Payment of rental by Dato' Low to PG Delta for rental of a property located at No. 27, 1 st and 2 nd Floor, Jalan Putra A/2, Taman Bandar Putra, Kampung Mak Lagam, 24000 Kemaman, Terengganu	12	9	12

Note:

* The estimated values as set out above are based on Management estimates of the value of transactions to be undertaken for the period from the forthcoming AGM to the next AGM. However, the value of transactions may be subject to changes.

(1) This tenancy has been assigned by Evergreen Fintech to Evergreen Properties.

There is no amount due and owing to the EMCC Group by its related parties under the Recurrent RPTs which exceeded the credit term for the financial year ended 31 December 2023.

2.5 The Methods and Procedures by Which Transaction Prices Are Determined

The EMCC Group shall continue to implement the following methods and procedures by which transaction prices are determined. They are to help ensure that RRPTs are undertaken on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders:

- (a) the list of Related Parties will be circulated within the EMCC and all Related Parties will be notified that RRPTs are required to be undertaken with our Group on terms no less favourable than the usual terms offered to their favoured clients;
- (b) transaction prices and terms shall be at prevailing market rates as determined by market forces, demand and supply, quality of the products and services and other relevant factors. Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain competitive transaction prices;
- (c) records shall be maintained by our Company to capture all RRPTs which are undertaken pursuant to the Proposed Renewal of Existing Shareholders' Mandate. The Accounts Department shall monitor the actual value transacted of each RRPT. Our Company will announce to Bursa Securities in the event the actual value exceeds 10% or more of the estimated value disclosed in the Circular;
- (d) the annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (e) the Audit and Risk Management Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with; and
- (f) the Board and the Audit and Risk Management Committee shall be responsible for determining the review procedures and may delegate such functions relating thereto to individuals or committees within our Company as they deem appropriate. If a member of the Board or Audit and Risk Management Committee has an interest, as the case may be, he shall declare the nature of his interest and will abstain from deliberation and any decision making by the Board or Audit and Risk Management Committee in respect of the said transaction.

Our Company has engaged a professional property valuer to determine the best rental which the property would reasonably be expected to fetch if offered for rental in the open market between independent parties dealing at arm's length at the date of the valuation assuming the various factors were considered, which include a willing tenant; a reasonable period within which to negotiate the tenancy; values will remain static throughout the period of negotiation for the tenancy; the property will be freely exposed to the market; no account is taken of additional bid by a special tenant; the tenancy is for tenure with option to renew when the rental expires; and the usual terms and conditions of tenancy apply, i.e. the landlord is responsible for assessment, quit rent and structural repairs while the tenant bears the other outgoing.

There is no specific threshold for approval of the RRPTs within the EMCC Group. All RRPTs are reviewed and authorised by personnel of at least senior managerial level, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to the shareholders' mandate obtained in the general meeting for the RRPTs.

3. AUDIT AND RISK MANAGEMENT COMMITTEE STATEMENT

The Audit and Risk Management Committee has seen and reviewed the methods and procedures in Paragraph 2.5 above and is of the view that the said methods and procedures are sufficient to help ensure that the RRPTs will not be more favourable to the Related Parties than those generally available to the public and will not be detrimental to the minority shareholders of our Company.

The EMCC Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit and Risk Management Committee of EMCC Group conducts the review of these procedures and processes on annual basis.

4. RATIONALE AND JUSTIFICATION FOR THE RRPTS

The related party transactions envisaged in the Proposed Renewal of Existing Shareholders' Mandate are in the ordinary course of business of the EMCC Group and of a recurring nature. The Proposed Renewal of Existing Shareholders' Mandate on an annual renewal basis will dispense with the necessity to convene General Meetings from time to time to seek shareholders' approval when potential recurrent transactions with Related Parties arise. This will result in substantial time and cost savings, without either compromising corporate objectives or affecting business opportunities available to our Group.

The RRPTs, as outlined in Section 2.4 above, are made on arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of our Company and which are not prejudicial to the interest of the shareholders.

The RRPTs are intended to meet the business requirements of our Group at the best possible terms as well as to explore other beneficial business opportunities. These transactions allow our Group to ensure it meets the operational needs of premises occupancies that are conducive to our Group to operate in and to meet its requirement as it expands our Group's business growth.

5. FINANCIAL EFFECTS

The Proposed Renewal of Existing Shareholders' Mandate will not have any effect on share capital and is not expected to have any material effect on NA and earnings of the EMCC Group.

6. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to approval of the shareholders of our Company at the forthcoming AGM to be convened.

7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

The interests, direct or indirect, of the interested Related Parties (being the Director, Major Shareholders and/or persons connected with a Director or Major Shareholder) in the Proposed Renewal of Existing Shareholders' Mandate and their respective shareholdings in our Company are summarised as follows:

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors</u>				
Dato' Low Kok Chuan	-	-	⁽ⁱ⁾ 619,778,946	55.6
Datin Tea Guat Ngo	-	-	⁽ⁱ⁾ 619,778,946	55.6
Low Kai Loon	-	-	-	-
<u>Interested Major Shareholder</u>				
Low Kok Hu	-	-	⁽ⁱ⁾ 619,778,946	55.6

Notes:

- (i) Deemed interest by virtue of their shareholdings in Tirai Anggerik Sdn Bhd, a major shareholder of our Company, pursuant to Section 8 of the Act.

Saved as disclosed above, none of the other Directors and major shareholders, have any interests in the Proposed Renewal of Existing Shareholders' Mandate.

The Interested Directors and major shareholders will abstain from voting in respect of their direct and indirect shareholdings, if any in our Company at the forthcoming AGM approving the resolution on the Mandate. They have also undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the said Proposed Renewal of Existing Shareholders' Mandate at the forthcoming AGM.

8. DIRECTORS' RECOMMENDATION

The Board (with the exception of the Directors as set out in Paragraph 7 above who have abstained from making any opinion and recommendation on the Proposed Renewal of Existing Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the above is in the best interest of our Company and its shareholders and is not to the detriment of minority shareholders and thereafter recommends that shareholders vote in favour of the Ordinary Resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming AGM.

9. ANNUAL GENERAL MEETING

The resolution in respect of the Proposed Renewal of Existing Shareholders' Mandate on RRPTs is set out in the Notice of AGM of our Company contained in the Annual Report 2023 of our Company which is available on our Company's website at <https://emc.capital/investor-relations/>.

The AGM will be conducted on a fully virtual manner through live streaming and online remote meeting platform via the TIIH Online website at <https://tiih.online> or <https://tiih.com.my> at Meeting Room, Lot 11-10, Level 11, Wisma Trax, No. 1, Jalan Lima Off, Jalan Chan Sow Lin, 55200 Kuala Lumpur, Malaysia ("**Broadcast Venue**") on Wednesday, 26 June 2024 at 10.00 a.m. or at any adjournment thereof.

If you are unable to attend and vote in person at the AGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the date and time set for holding the AGM as indicated above or any adjournment thereof.

The lodgement of the Form of Proxy shall not preclude you from attending and voting at the AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are advised to refer to the ensuing appendix set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
EVERGREEN MAX CASH CAPITAL BERHAD

DATO' MOHD AZFAR BIN MOHAMED
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATIONS

There are no material litigation, claims and arbitrations incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial position or business of our Group.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at 18-2, Jalan 2/114, Kuchai Business Centre, Off Jalan Klang Lama, 58200 Kuala Lumpur, Wilayah Persekutuan during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to the date of our Company's forthcoming AGM:

- (a) the Constitution of our Company; and
- (b) the audited consolidated financial statements of EMCC for the past 2 financial years, 31 December 2022 and 31 December 2023 respectively.