

**THIS CIRCULAR TO SHAREHOLDERS OF EVERGREEN MAX CASH CAPITAL BERHAD (“EMCC” OR THE “COMPANY”) (“CIRCULAR”) 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.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has perused the contents of this Circular in respect of the Proposed New Shareholders’ Mandate (as defined below) on a limited review basis pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

The ordinary resolutions in respect of Proposed Shareholders’ Mandate will be tabled as Special Businesses at the Third Annual General Meeting (“**3<sup>rd</sup> AGM**”) of EMCC which will be held at Diamond Hall, Level 53, Mercure Kuala Lumpur Trion Hotel, Jalan Dua Off Jalan Chan Sow Lin, Kuala Lumpur on Thursday, 26 June 2025 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 3<sup>rd</sup> AGM together with the proxy form, administrative notes and this Circular are available at our Company’s website at <https://emc.capital> or Bursa Securities’ website at <https://www.bursamalaysia.com/>. Please follow the procedures provided in the Administrative Guide for the 3<sup>rd</sup> AGM for the registration and voting process for the 3<sup>rd</sup> AGM.

If you are unable to participate in the 3<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by our Company not less than forty-eight (48) hours before the time for holding the 3<sup>rd</sup> AGM:-

(a) In hard copy form

In the case of an appointment is made in hard copy form, the proxy form must be deposited with at the office of our Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or in the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(b) By electronic form

The proxy form can be electronically lodged via TIIH Online website at <https://tiih.online>.

Last date and time for lodging the proxy form : Tuesday, 24 June 2025 at 10:00 a.m.

Day, date and time of the 3<sup>rd</sup> AGM : Thursday, 26 June 2025 at 10:00 a.m. or at any adjournment thereof

This Circular is dated 30 April 2025

---

## DEFINITIONS

---

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

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2024”	: Annual Report of EMCC issued for the FYE 2024
“AR Rahnu Cahaya”	: Ar Rahnu Cahaya Sdn Bhd (Registration No. 202301041999 (1535916-V))
“ARMC”	: Audit and Risk Management Committee of EMCC
“Board”	: Board of Directors of EMCC
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Cahaya Gold”	: Cahaya Gold & Jewellery Sdn Bhd (Registration No. 201801029106 (1291132-W))
“Cahaya Gold Bullion”	: Cahaya Gold Bullion Sdn Bhd (Registration No. 202401021083 (1566932-H))
“Circular”	: This Circular dated 30 April 2025 to the shareholders of our Company in relation to the Proposed Shareholders’ Mandate
“Datin Tea”	: Datin Tea Guat Ngo
“Dato’ Low”	: Dato’ Low Kok Chuan
“Director(s)”	: A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and include any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
“EMCC” or “Company”	: Evergreen Max Cash Capital Berhad (Registration No. 202101028602 (1428902-D))
“EMCC Group” or “Group”	: Collectively EMCC, its subsidiaries and all future subsidiaries which are acquired/incorporated by EMCC Group before the next AGM of EMCC
“Evergreen Fintech”	: Evergreen Fintech Sdn Bhd (Registration No. 201401029183 (1105269-D))
“Evergreen Properties”	: Evergreen Properties Sdn Bhd (Registration No. 201801026854 (1288879-V))
“FYE”	: Financial year ended 31 December
“Insan Tiara”	: Insan Tiara Sdn Bhd (Registration No. 200401008863 (647367-M))
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 8 April 2025, being the latest practicable date prior to the printing of this Circular

---

## DEFINITIONS (CONT'D)

---

- “Major Shareholder” : A person who has an interest or interests in one or more of the voting shares in our Company and the number or aggregate number of those shares, is:-
- (a) 10% or more of the total number of voting shares in our Company; or
  - (b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company.
- For the purpose of this definition, “**interest**” shall have the meaning of “**interest in shares**” given in Section 8 of the Act.
- For the purposes of the Proposed Shareholders’ Mandate, Major Shareholder(s) shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction(s) were agreed upon, a Major Shareholder as defined above or any other corporation which is its subsidiary or holding company of EMCC.
- “Person(s) Connected” : In relation to a Director or a Major Shareholder (referred to as the “**said Person**”), means such a person who falls under any one of the following categories:-
- (a) a family member of the said Person;
  - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
  - (c) a partner of the said Person;
  - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
  - (e) a person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;
  - : (f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
  - (g) A body corporate which is a related corporation of the said Person.
- “PG Adventure” : Pajak Gadai Adventure Sdn Bhd (Registration No. 200901006636 (849599-U))
- “PG Delta” : Pajak Gadai Delta Sdn Bhd (Registration No. 197701002435 (33426-K))
- “PG Evolusi” : Pajak Gadai Evolusi Temerloh Sdn Bhd (Registration No. 202101026257 (1426557-T))
- “PG Kenanga” : Pajak Gadai Kenanga Sdn Bhd (Registration No. 201601022662 (1193601-P))
- “PG Terus Wangsa” : Pajak Gadai Terus Wangsa Sdn Bhd (Registration No. 201001002968 (887549-M))

---

**DEFINITIONS (CONT'D)**

---

“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for our Group to enter into new RRPTs as set out in this Circular
“Proposed Shareholders’ Mandate”	: Collectively, the Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate
“Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed renewal of the existing shareholders’ mandate for our Group to enter into the RRPTs as set out in this Circular
“Related Party(ies)”	: Director(s), Major Shareholder(s) or Person(s) Connected
“RRPT(s)”	: Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for our day-to-day operations of the our Group within the ordinary course of business of our Group
“RM”	: Ringgit Malaysia and sen respectively

All references to “we”, “us”, “our” and “ourselves” are to EMCC or EMCC Group. All references to “you” in this Circular are to the shareholders of EMCC.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--

---

**TABLE OF CONTENTS**

---

	<b>Page</b>
<b>LETTER FROM THE BOARD TO THE SHAREHOLDERS OF EMCC IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE</b>	
1. INTRODUCTION	1
2. PROPOSED SHAREHOLDERS' MANDATE	
2.1 Provision under the Listing Requirements	2
2.2 Principal activities of our Group	2-5
2.3 Related Party and Nature of RRPTs contemplated	6-12
2.4 Basis of estimates	13
2.5 Validity period of the Proposed Shareholders' Mandate	13
2.6 Review procedures for the RRPTs	13-14
2.7 Threshold for approval of RRPTs	14
2.8 Statement by our ARMC	14
2.9 Disclosure in the annual report	15
2.10 Rationale for and benefits of the Proposed Shareholders' Mandate	15
2.11 Effects of the Proposed Shareholders' Mandate	15
3. APPROVAL REQUIRED	15
4. DETAILS OF THE SUMS DUE AND OWING BY THE RELATED PARTIES	15
5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	16-17
6. DIRECTORS' STATEMENT	17
7. 3 <sup>RD</sup> AGM	17
8. FURTHER INFORMATION	17
APPENDIX I – FURTHER INFORMATION	18
APPENDIX II – EXTRACT OF NOTICE OF AGM OF EMCC	19-20

<b>THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK</b>
--



**EVERGREEN MAX CASH CAPITAL BERHAD**

Registration No. 202101028602 (1428902-D)  
(Incorporated in Malaysia)

**Registered Office:**

Third Floor, No. 77, 79 & 81  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

30 April 2025

**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: The Shareholders of EMCC**

Dear Sir/Madam,

**PROPOSED SHAREHOLDERS' MANDATE**

---

**1. INTRODUCTION**

On 26 June 2024, our Company had sought and obtained from our shareholders, at the 2<sup>nd</sup> AGM, the general mandate for our Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for our Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming 3<sup>rd</sup> AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 11 April 2025, our Board had announced that our Company intended to seek shareholders' approval in respect of the Proposed Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT DETAILS AND INFORMATION ON THE PROPOSED SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 3<sup>RD</sup> AGM. THE NOTICE OF THE 3<sup>RD</sup> AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2024, THE EXTRACT OF WHICH IS ENCLOSED WITH THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 3<sup>RD</sup> AGM.**

## 2. PROPOSED SHAREHOLDERS' MANDATE

### 2.1 Provision under the Listing Requirements

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of RRPTs subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties 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 the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold prescribed in Rule 10.09(1) of the Listing Requirements;
- (c) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Exchange for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the relevant Related Parties must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements; and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, our Board proposes to seek shareholders' mandate for the Proposed Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM. The Proposed Shareholders' Mandate will allow our Group to enter into arrangements or transactions with the Related Parties, details of which are set out in **Section 2.3** of this Circular, which are necessary for our day-to-day operations and are based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of our Company.

If approved, the Proposed Shareholders' Mandate shall be valid for the period described in **Section 2.5** of this Circular.

### 2.2 Principal activities of our Group

The principal activity of our Company is investment holding. The principal activities of our subsidiaries as at the LPD are as follows:

Name of Company	Effective Interest Held (%)	Principal activities
<b>Direct</b>		
Pajak Gadai Total Sdn Bhd	100	Pawnbroking and related businesses
Pajak Gadai Angkasa Sdn Bhd	100	Pawnbroking and related businesses
PG Delta	100	Pawnbroking and related businesses

<b>Name of Company</b>	<b>Effective Interest Held (%)</b>	<b>Principal activities</b>
Pajak Gadai E Assets Sdn Bhd	100	Pawnbroking and related businesses
Evergreen Cahaya Holdings Sdn Bhd	100	Investment holding company
Cahaya Gold Bullion	100	Retail and trading of gold and luxury products
Atapttech Sdn Bhd	100	Provision of IT solutions and provision of pawnbroking consultancy services
EMCC 26 Sdn Bhd	100	Wholesale of a variety of goods without any particular specialization N.E.C.
Insan Tiara	100	Pawnbroking and related businesses
PG Kenanga	100	Pawnbroking and related businesses
Pajak Gadai Maju Sdn Bhd	100	Pawnbroking and related businesses
EMCC 28 Sdn Bhd	100	Wholesale of a variety of goods without any particular specialisation of N.E.C; activities of holding companies
EMCC 27 Sdn Bhd	100	Wholesale of a variety of goods without any particular specialization N.E.C.
Pajak Gadai SP Sdn Bhd	100	Pawnbroking and related businesses
Pajak Gadai Sungai Way Sdn Bhd	100	Pawnbroking and related businesses
PG Terus Wangsa	100	Pawnbroking and related businesses
EMCC 29 Sdn Bhd	100	Wholesale of a variety of goods without any particular specialisation N.E.C.
Pajak Gadai Senangkaya Sdn Bhd	100	Pawnbrokers and related business activities
PG Evolusi	100	Pawnbroking and related businesses
Pajak Gadai Sri Petaling Sdn Bhd	100	To carry on the business as Pawnbroking
Pajak Gadai Pajamas Sdn Bhd	100	Pawnshop, pawnbrokers and other related activities
EMCC 30 Sdn Bhd	100	Activities of holding companies; Wholesale of a variety of goods without any particular specialisation of N.E.C.
Anybills Sdn Bhd	100	Other financial service activities, except insurance/takaful and pension funding N.E.C.



Name of Company	Effective Interest Held (%)	Principal activities
Pawn Shop Century First Sdn Bhd	100	To carry on business as pawnshop and pawnbroker, and as dealers in exchange for valuable things such as jewellery and precious stones, gold, silver and plated articles, articles of vertu, coins and medals
Pajak Gadai Brickfields Sdn Bhd	100	Pawnbroking and related businesses
PG Adventure	100	Pawnbroking and related businesses
Pajak Gadai Nilai Sdn Bhd	50	Pawnbroking and related businesses
Cahaya Gold	100	<p>(i) Acting as an agent for customers to purchase and sell underlying Shariah and non-Syariah compliant commodities from recognised or unrecognised commodity traders mainly for gold in Malaysia</p> <p>(ii) Providing Shariah compliant financing through the principal of commodity <i>murabahah</i> via <i>tawarruq</i> arrangement and consider a gold jewellery/gold as a collateral (<i>Rahn</i>)</p> <p>(iii) Providing hire purchase of motor vehicle</p>
<b>Subsidiaries of Evergreen Cahaya Holdings Sdn Bhd</b>		
AR Rahnu Cahaya	100	<p>(i) Acting as an agent for customers to purchase and sell underlying Shariah and non-Syariah compliant commodities from recognised or unrecognised commodity traders mainly for gold in Malaysia</p> <p>(ii) Providing Shariah compliant financing through the principal of commodity <i>murabahah</i> via <i>tawarruq</i> arrangement and consider a gold jewellery/gold as a collateral (<i>Rahn</i>)</p>
Ar Rahnu Cahaya Damai Sdn Bhd	100	<p>(i) Acting as an agent for customers to purchase and sell underlying Shariah and non-Syariah compliant commodities from recognised or unrecognised commodity traders mainly for gold in Malaysia</p> <p>(ii) Providing Shariah compliant financing through the principal of commodity <i>murabahah</i> via <i>tawarruq</i> arrangement and consider a gold jewellery/gold as a collateral (<i>Rahn</i>)</p>

<b>Name of Company</b>	<b>Effective Interest Held (%)</b>	<b>Principal activities</b>
Ar Rahnu Cahaya Jaya Sdn Bhd	100	(i) Acting as an agent for customers to purchase and sell underlying Shariah and non-Syariah compliant commodities from recognised or unrecognised commodity traders mainly for gold in Malaysia
Evergreen Ar Rahnu Sdn Bhd	100	(ii) Providing Shariah compliant financing through the principal of commodity <i>murabahah</i> via <i>tawarruq</i> arrangement and consider a gold jewellery/gold as a collateral ( <i>Rahn</i> )
		(i) Acting as an agent for customers to purchase and sell underlying Shariah and non-Syariah compliant commodities from recognised or unrecognised commodity traders mainly for gold in Malaysia
		(ii) Providing Shariah compliant financing through the principal of commodity <i>murabahah</i> via <i>tawarruq</i> arrangement and consider a gold jewellery/gold as a collateral ( <i>Rahn</i> )
<b>Subsidiary of Pajak Gadai Brickfields Sdn Bhd</b>		
Pajak Gadai Global Wealth Sdn Bhd	100	Pawnbroking and related businesses
<b>Subsidiary of PG Adventure</b>		
Pajak Gadai Nilai Sdn Bhd	50	Pawnbroking and related businesses
<b>Subsidiary of Pajak Gadai Nilai Sdn Bhd</b>		
Pajak Gadai Sri Permaisuri Sdn Bhd	100	Pawnbroking and related businesses

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

## 2.3 Related Parties and Nature of RRPTs contemplated

In the normal course of our Group's businesses, transactions of a revenue and/or trading nature between company(ies) in our Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transactions contemplated for which the Proposed Shareholders' Mandate (based on our Group's structure as at LPD) were sought are set out below:-

### (i) Proposed Renewal of Existing Shareholders' Mandate

Transacting Parties		Interested Directors/ Major Shareholders	Nature of Transactions	Estimated aggregate value as disclosed in the circular to shareholders dated 26 April 2024 (RM'000)	Actual value transacted from last AGM up to the LPD (RM'000)	Estimated aggregate value during validity period of the mandate (RM'000)
Related Parties	Companies involved					
Evergreen Properties (landlord)	PG Terus Wangsa (tenant)	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	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 "Pajaking" pawnshop	72	54	72
Evergreen Properties (landlord)	EMCC (tenant)	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	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	231	188	253
Insan Tiara (landlord)	PG Kenanga (tenant)	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	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 "Pajaking" pawnshop	150	113	150

Transacting Parties		Interested Directors/ Major Shareholders	Nature of Transactions	Estimated aggregate value as disclosed in the circular to shareholders dated 26 April 2024 (RM'000)	Actual value transacted from last AGM up to the LPD (RM'000)	Estimated aggregate value during validity period of the mandate (RM'000)
Related Parties	Companies involved					
Evergreen Properties (tenant)	PG Delta (landlord)	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	<p>Payment of rental by Evergreen Properties to PG Delta for rental of the following properties:</p> <p>(i) No. 38A, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan</p> <p>(ii) No. 38B, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan</p> <p>(iii) No. 38C, Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan</p> <p>(iv) No. 38D (Front), Jalan Tiga, Off Jalan Chan Sow Lin, 55200 Kuala Lumpur, Wilayah Persekutuan</p>	516	381	498

**Notes:-**

- (1) *Dato' Low, our Non-Independent Executive Director/ Group Managing Director and Major Shareholder, is also a Director and shareholder of Evergreen Properties as well as a shareholder of Insan Tiara.*
- (2) *Datin Tea, our Non-Independent Executive Director and Major Shareholder, is also a shareholder of Evergreen Properties as well as a shareholder of Insan Tiara.*

(ii) Proposed New Shareholders' Mandate

Transacting Parties		Nature of Transactions	Interested Directors/ Major Shareholders	Actual Value Transacted from the date of the first transaction up to the LPD <sup>(4)</sup> (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM <sup>(4)</sup> (RM'000)	Estimated aggregate value during the validity period of the mandate <sup>(5)</sup> (RM'000)
Related Parties	Companies involved					
Evergreen Properties (landlord)	PG Evolusi (tenant)	<p>Payment of rental by PG Evolusi to Evergreen Properties for rental of a demised premises located at C-321, Ground Floor, Jalan Tengku Ismail, 28000, Temerloh, Pahang</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM3,000</li> <li>• Tenancy period of 3 years up to 31 March 2026</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	33	9	36
Low Kai Loon (landlord)	Cahaya Gold (tenant)	<p>Payment of rental by Cahaya Gold to Low Kai Loon for rental of a demised premises located at No. 70, Ground Floor, Jalan Ijok Utama 1, Taman Ijok Utama, 45620 Ijok, Selangor</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM2,000</li> <li>• Tenancy period of 2 years up to 31 October 2026</li> </ul>	<ul style="list-style-type: none"> <li>• Low Kai Loon<sup>(3)</sup></li> </ul>	22	6	24

Transacting Parties		Nature of Transactions	Interested Directors/ Major Shareholders	Actual Value Transacted from the date of the first transaction up to the LPD <sup>(4)</sup> (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM <sup>(4)</sup> (RM'000)	Estimated aggregate value during the validity period of the mandate <sup>(5)</sup> (RM'000)
Related Parties	Companies involved					
Evergreen Properties (landlord)	Cahaya Gold (tenant)	Payment of rental by Cahaya Gold to Evergreen Properties for rental of a demised premises located at G3, Lot 25464, Batu 2, Jalan Temerloh, 28300 Triang, Pahang  Salient rental terms:- <ul style="list-style-type: none"> <li>• Monthly rental of RM3,000</li> <li>• Tenancy period of 3 years up to 31 January 2027</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	33	9	36
Datin Tea (landlord)	Cahaya Gold (tenant)	Payment of rental by Cahaya Gold to Datin Tea for rental of a demised premises located at 18, Jalan Bukit Ubi, Bandar Kuantan, Kuala Kuantan, 25200 Pahang  Salient rental terms:- <ul style="list-style-type: none"> <li>• Monthly rental of RM2,500</li> <li>• Tenancy period of 3 years up to 30 April 2027</li> </ul>	<ul style="list-style-type: none"> <li>• Datin Tea<sup>(2)</sup></li> </ul>	28	8	30
Evergreen Properties (landlord)	PG Adventure (tenant)	Payment of rental by PG Adventure to Evergreen Properties for rental of a demised premises located at Unit No. 7, Ground Floor, Jalan Prima Utama 1A, Taman Puchong Prima, 47150 Puchong, Selangor  Salient rental terms:- <ul style="list-style-type: none"> <li>• Monthly rental of RM6,655</li> <li>• Tenancy period of 3 years up to 30 April 2027</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	27	20	80

Transacting Parties		Nature of Transactions	Interested Directors/ Major Shareholders	Actual Value Transacted from the date of the first transaction up to the LPD <sup>(4)</sup> (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM <sup>(4)</sup> (RM'000)	Estimated aggregate value during the validity period of the mandate <sup>(5)</sup> (RM'000)
Related Parties	Companies involved					
Evergreen Properties (landlord)	Cahaya Gold (tenant)	<p>Payment of rental by Cahaya Gold to Evergreen Properties for rental of a demised premises located at No. 68, Ground Floor, Jalan Ijok Utama 1, Taman Ijok Utama 1, 45620 Ijok, Selangor</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM2,500</li> <li>• Tenancy period of 3 years up to 30 November 2027</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	5	8	15
Evergreen Properties (landlord)	AR Rahn Cahaya (tenant)	<p>Payment of rental by Cahaya Gold to Evergreen Properties for rental of a demised premises located at 219, Ground Floor, Jalan Genting Klang, 53300 Wilayah Persekutuan Kuala Lumpur</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM8,000</li> <li>• Tenancy period of 3 years up to 15 December 2027</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	24	24	48

Transacting Parties		Nature of Transactions	Interested Directors/ Major Shareholders	Actual Value Transacted from the date of the first transaction up to the LPD <sup>(4)</sup> (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM <sup>(4)</sup> (RM'000)	Estimated aggregate value during the validity period of the mandate <sup>(5)</sup> (RM'000)
Related Parties	Companies involved					
Evergreen Properties (tenant)	Cahaya Gold (landlord)	<p>Payment of rental by Evergreen Properties to Cahaya Gold for rental of a demised premises located at 273B Second Floor, Jalan Genting Klang, 53300 Kuala Lumpur</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM1,650</li> <li>• Tenancy period of 3 years up to 31 October 2026</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	17	5	19
Evergreen Properties (landlord)	Cahaya Gold Bullion (tenant)	<p>Payment of rental by Cahaya Gold Bullion to Evergreen Properties for rental of a demised premises located at Lot G-2A, Ground Floor, Wisma Trax, No. 1, Jalan Lima Off Jalan Chan Sow Lin, 55200 Kuala Lumpur</p> <p>Salient rental terms:-</p> <ul style="list-style-type: none"> <li>• Monthly rental of RM19,515</li> <li>• Tenancy period of 1 year up to 30 June 2025</li> </ul>	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	176	59	234



Transacting Parties				Actual Value Transacted from the date of the first transaction up to the LPD <sup>(4)</sup> (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM <sup>(4)</sup> (RM'000)	Estimated aggregate value during the validity period of the mandate <sup>(5)</sup> (RM'000)
Related Parties	Companies involved					
Evergreen Properties (landlord)	Our Group	Our Group will expand our outlet network from time to time as part of our broader strategic growth plan, which may include leasing properties on a monthly basis from Evergreen Properties. The decision to rent each property depends on, amongst others, the rental price (as compared to other comparable properties within the identified location), the property's size (typically ranging from 1,200 square feet to 2,000 square feet) and the location within Peninsular Malaysia (which is required to be within a strategic location which meets the suitability for new outlet operations).	<ul style="list-style-type: none"> <li>• Dato' Low<sup>(1)</sup></li> <li>• Datin Tea<sup>(2)</sup></li> </ul>	-	-	<sup>(4)</sup> Up to 1,500

**Notes:-**

- (1) Dato' Low, our Non-Independent Executive Director/ Group Managing Director and Major Shareholder, is also a Director and shareholder Evergreen Properties.
- (2) Datin Tea, our Non-Independent Executive Director and Major Shareholder, is also a shareholder of Evergreen Properties.
- (3) Low Kai Loon, our Non-Independent Executive Director, is the son of Dato' Low (who is our Non-Independent Executive Director/ Group Managing Director and Major Shareholder) and Datin Tea (who is our Non-Independent Executive Director and Major Shareholder).
- (4) The aggregate percentage ratio of the RRPTs transacted from the date of the first transaction up to the LPD and from the LPD up to the date of the forthcoming AGM is less than 5% pursuant to Rule 10.02 of the Listing Requirements.
- (5) The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and is subject to changes.

## **2.4 Basis of estimates**

The estimated values in respect of each transaction referred to in **Section 2.3** of this Circular are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by our Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumption that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

## **2.5 Validity period of the Proposed Shareholders' Mandate**

The authority from the shareholders of EMCC to undertake the Proposed Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolutions at the forthcoming 3<sup>rd</sup> AGM and shall continue to be in force until:-

- (i) the conclusion of the next AGM of EMCC following the general meeting at which the ordinary resolutions for the Proposed Shareholders' Mandate were passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM of EMCC after the date is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by our shareholders at a general meeting,

whichever is the earlier.

## **2.6 Review procedures for the RRPTs**

Our Group has internal control systems in place to ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms consistent with our Company's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. Our management will ensure that the RRPTs with the Related Parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by our Group to ensure proper identification and reporting of RRPTs and to ensure that RRPTs contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party(ies) than those generally available to the public and are not to the detriment of the minority shareholders:-

- (i) any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to our Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitors' prices of similar products and services in the open market;

- (ii) all transactions entered/ to be entered into pursuant to the Proposed Shareholders' Mandate will be tabled to our ARMC for review on a quarterly basis. In its review of such transactions, our ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources;
- (iii) records will be maintained by our Company to capture all RRPTs entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) our ARMC has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committees within our Company as they deem appropriate;
- (v) the pricing for services and products to be provided/supplied and/or received is determined based on our Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a 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 products/services and/or quantities; and
- (vii) in the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, our ARMC shall review the transaction price based on the usual business practices of our Group to ensure that the RRPTs are not detrimental to our Company and our Group.

## **2.7 Threshold for approval of RRPTs**

The threshold for approval of RRPTs within our Group is as follows:-

- (i) the RRPT which is below RM1.0 million in value for each transaction is subject to the approval of any one of our Executive Directors; or
- (ii) the RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by our ARMC and our Board before the transaction is entered into.

## **2.8 Statement by our ARMC**

The procedures and processes of RRPTs as set out in the sections above are and will be reviewed annually by our ARMC. Our ARMC is of the view that our Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner.

Our ARMC has also reviewed the RRPTs and is of the opinion that the review procedures in **Section 2.6** of this Circular are sufficient to ensure that the RRPTs are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

## **2.9 Disclosure in the annual report**

Disclosure will be made in our Annual Report on the breakdown of the aggregate value of the RRPTs made during the financial year, among others, based on the following information:-

- (i) the types of RRPTs made; and
- (ii) the names of the Related Parties involved in each type of the RRPT and their relationship with our Group.

## **2.10 Rationale for and benefits of the Proposed Shareholders' Mandate**

The rationale for and benefits of the Proposed Shareholders' Mandate to our Group are as follows:-

- (i) the Proposed Shareholders' Mandate will empower our Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of our Group, undertaken at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Shareholders' Mandate will eliminate the need for convening of general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and expenses associated therewith; and
- (iii) the RRPTs entered into by our Group are intended to meet business needs at the best possible terms and to allow our Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within our Group.

## **2.11 Effects of the Proposed Shareholders' Mandate**

The Proposed Shareholders' Mandate will not have any effect on our Company's issued share capital, dividends and shareholdings and is not expected to have any material effects on the net assets, gearing, earnings, earnings per share of our Group.

## **3. APPROVAL REQUIRED**

The Proposed Shareholders' Mandate is subject to the approval of EMCC's shareholders to be obtained at the forthcoming 3<sup>rd</sup> AGM.

## **4. DETAILS OF THE SUMS DUE AND OWING BY THE RELATED PARTIES**

There was no amount due and owing to our Group by Related Parties pursuant to the RRPTs which has exceeded the credit term. As such, the disclosures as required under Rule 16A and 16B in Annexure GN8-A of the Listing Requirements are not applicable.

## 5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The details of the interested Directors, Major Shareholders and Persons Connected together with their respective shareholdings in EMCC as at the LPD are as follows:-

Name	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<b><u>Interested Directors and Major Shareholders</u></b>				
Dato' Low	680,000	0.06	619,778,946 <sup>(1)</sup>	55.6
Datin Tea <sup>(3)</sup>	-	-	620,458,946 <sup>(2)</sup>	55.7
<b><u>Interested Director</u></b>				
Low Kai Loon <sup>(3)</sup>	-	-	*-	-
<b><u>Interested Major Shareholders</u></b>				
Tirai Anggerik Sdn Bhd ("Tirai Anggerik") <sup>(3)</sup>	619,778,946	55.6	-	-
Low Kok Hu <sup>(3)</sup>	-	-	619,778,946 <sup>(4)</sup>	55.6
<b><u>Person Connected</u></b>				
Low Kai Sien <sup>(3)</sup>	-	-	*-	-

### Notes:-

- (1) Deemed interest by virtue of his shareholding in Tirai Anggerik pursuant to Section 8(4)(c) of the Act.
  - (2) Deemed interest by virtue of her shareholding in Tirai Anggerik and by virtue of her spouse's interest in the Company pursuant to Section 8(4)(c) of the Act.
  - (3) The Persons Connected to Dato' Low are as follows:-
    - (a) Datin Tea, who is the spouse of Dato' Low;
    - (b) Low Kai Loon, who is the son of Dato' Low and Datin Tea, and brother of Low Kai Sien;
    - (c) Tirai Anggerik. The director of Tirai Anggerik is Dato' Low, the shareholders of Tirai Anggerik are Dato' Low, Datin Tea, Low Kok Hu, Low Kai Sien and Low Kai Loon;
    - (d) Low Kok Hu, who is the brother of Dato' Low; and
    - (e) Low Kai Sien, who is the son of Dato' Low and Datin Tea and brother of Low Kai Loon.
  - (4) Deemed interest by virtue of his and his brother's (Dato' Low) shareholdings in Tirai Anggerik pursuant to Section 8(4)(c) of the Act.
- \* For information purposes, the shareholdings of Low Kai Loon and Low Kai Sien are less than 5% of the total issued paid-up of Tirai Anggerik respectively.

Accordingly, the interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings in relation to the Proposed New Shareholders' Mandate. In addition, the above Interested Directors, Interested Major Shareholders and Person Connected with them will abstain from deliberation and voting in respect of their direct and indirect shareholdings on the resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM of our Company. Further, the Interested Directors and Interested Major Shareholders have undertaken to ensure that all Persons Connected will abstain from deliberation and voting in respect of their direct and/or indirect shareholdings on the resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming 3<sup>rd</sup> AGM.

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

## 6. DIRECTORS' STATEMENT

Our Board (save for the interested Directors as set out in **Section 5** of this Circular), having considered all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of our Group.

Accordingly, our Board (save for the interested Directors in **Section 5** of this Circular), recommends that you vote in favour of the ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 3<sup>rd</sup> AGM.

## 7. 3<sup>RD</sup> AGM

The Notice of 3<sup>rd</sup> AGM, which is enclosed in this Circular, can be downloaded from our Company's website at <https://emc.capital>. The 3<sup>rd</sup> AGM will be held at Diamond Hall, Level 53, Mercure Kuala Lumpur Trion Hotel, Jalan Dua Off Jalan Chan Sow Lin, Kuala Lumpur on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions pertaining to the Proposed Shareholders' Mandate as described therein.

Day, date and time of the 3 <sup>rd</sup> AGM	: Thursday, 26 June 2025 at 10:00 a.m. or at any adjournment thereof
---	--

If you are unable to attend in the 3<sup>rd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 3<sup>rd</sup> AGM:-

(i) In hard copy form

In the case of an appointment is made in hard copy form, the proxy form must be deposited with at the office of our Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or in the drop box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form.

## 8. FURTHER INFORMATION

You are advised to refer to the appendices of 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 who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein false or misleading.

**2. MATERIAL CONTRACTS**

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by EMCC and/or its subsidiaries within the two (2) years preceding the date of this Circular.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

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

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at our registered office at Third Floor, No. 77, 79 and 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours (except for Public Holidays) from the date of this Circular up to and including the date of the 3<sup>rd</sup> AGM:-

- (i) the Constitution of our Company; and
- (ii) the audited consolidated financial statements of our Company for the past 2 financial years up to the FYE 2024.

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--

---

**EXTRACT OF NOTICE OF 3<sup>RD</sup> AGM OF EMCC**


---

**ORDINARY RESOLUTION 7****PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

**"THAT**, subject to the provisions of the Listing Requirements authority be and is hereby given to the Company and/or its subsidiaries ("**Group**") to enter into and to give effect to any of the recurrent related party transactions with the related party(ies) as set out in Section 2.3(i) of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--



---

**EXTRACT OF NOTICE OF 3<sup>RD</sup> AGM OF EMCC (CONT'D)**


---

**ORDINARY RESOLUTION 8****PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

**"THAT** subject to the provisions of the Listing Requirements, authority be and is hereby given to the Group to enter into and to give effect to any of the recurrent related party transactions with the related party(ies) as set out in Section 2.3(ii) of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party(ies) and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--

*This page has been intentionally left blank.*

*This page has been intentionally left blank.*

*This page has been intentionally left blank.*