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SHAREHOLDERS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISK OF THE PROPOSAL SET OUT HEREIN.



Registration No: 200901014295 (857363 U)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

The resolutions in respect of the above proposal will be tabled as Special Business at the Sixteenth ("**16th**") Annual General Meeting ("**AGM**") of Widad Group Berhad ("**Widad**" or the "**Company**") which will be held at Tournament Room, West Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70 D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 26 June 2025 at 10.30 a.m. The Notice of the 16th AGM of the Company Form of Proxy and a Requisition Form are set out in the Annual Report 2024.

The Form of Proxy must be completed and deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for the 16th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting at the 16th AGM should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 24 June 2025 at 10.30 a.m

Date and time of the 16th AGM : Thursday, 26 June 2025 at 10.30 a.m.

This Circular is dated 30 April 2025

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply: -

- Act** - Companies Act, 2016 and any amendments made thereto from time to time
- AGM** - Annual General Meeting
- Board** - The Board of Directors of Widad
- Bursa Securities** - Bursa Malaysia Securities Berhad, Registration No. 20030103357 (635998-W)
- Circular** - This circular dated 30 April 2025 in relation to the Proposed Shareholders' Mandate.
- CMSA** - Capital Markets and Services Act 2007, as amended, supplemented or modified from time to time
- Code** - Malaysian Code on Take-overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions as amended from time to time and any re-enactment thereof
- Constitution** - Constitution of Widad
- Directors** - Shall have the same meaning given in Section 2(1) of the CMSA. For the purpose of the Proposed Shareholders' Mandate shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Company, its subsidiary or holding company, in accordance with the definition of the Listing Requirements
- EPS** - Earnings per share
- Listing Requirements** - ACE Market Listing Requirements of Bursa Securities
- LPD** - 18 April 2025, being the latest practicable date prior to the printing of this Circular
- Major Shareholders** A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares, is: -
- (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 and for the purpose of the Proposed Shareholders' Mandate, a Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the company or any other corporation which is its subsidiary or holding company

NA	- Net asset
Person(s) Connected	- in relation to any person (referred to as “ said Person ”) means such person who falls under any one of the following categories: <ul style="list-style-type: none"> (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 where 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 an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed Renewal of Shareholders’ Mandate	- Proposed renewal of shareholders’ mandate for Widad to enter into Recurrent Transactions of a revenue or trading nature as set out in this Circular
Puan Sri Jamilah	- Puan Sri Jamilah Binti Mahamad Isa
Recurrent Transaction(s)	- A recurrent related party transaction of a revenue or trading nature which is necessary for the day-to-day operations of the Group and has been made or will be made in the ordinary course of the Group’s business
Related Party(ies)	- Director, Major Shareholder or Person Connected with such Director or Major Shareholder of Widad
RM	- Ringgit Malaysia
Shares	- Ordinary share(s) in Widad
SHSB	- Serendah Heights Sdn. Bhd., Registration No. 201001003175 (887756-D)
Tan Sri Ikmal	- Tan Sri Muhammad Ikmal Opat Bin Abdullah

WBG	-	Widad Business Group Sdn Bhd, Registration No. 200201034715 (602380-P)
WBSB		Widad Builders Sdn. Bhd., Registration No. 200101000816 (536572-D)
WCSB	-	Widad Capital Sdn. Bhd., Registration No. 201501029374 (1154695-V)
Widad or Company	-	Widad Group Berhad, Registration No. 200901014295 (857363-U)
WIDAD Group or Group	-	Widad and its subsidiary, collectively

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

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

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



Registration No. 200901014295 (857363 U)
(Incorporated in Malaysia)

Registered Office:

Level 15-2
Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

30 April 2025

Directors,

Tan Sri Muhammad Ikmal Opat Bin Abdullah (*Executive Deputy Chairman*)
Dato' Nasir Bin Mat Dam (*Executive Director*)
Ms. Saloma Binti Mohd Jonid (*Executive Director*)
Gen (R) Tan Sri Dato' Sri Zulkiple Bin Hj Kassim (*Independent Non-Executive Director*)
Mr. Ong Kuan Wah (*Independent Non-Executive Director*)
Dato' Boey Chin Gan (*Independent Non-Executive Director*)
Mr. Tung Ghee Meng (*Independent Non-Executive Director*)

To: **Shareholders of Widad**

Dear Sir/Madam,

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

1. INTRODUCTION

The Company had at the 15th AGM held on 27 June 2024 obtained approval from its shareholders for the Company and its subsidiaries to enter into Recurrent Transactions. Such approval shall continue to be in full force until the conclusion of the forthcoming 16th AGM unless authority for its renewal is obtained from the shareholders of the Company at the 16th AGM.

On 7 April 2025, the Company announced to Bursa Securities that the Board proposes to seek its shareholders' approval on the Proposed Renewal of Shareholders' Mandate at the forthcoming 16th AGM.

The purpose of this letter is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 16th AGM. The notice of the forthcoming 16th AGM. This Circular is made available at <https://www.widadgroup.com>.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 16th AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 INTRODUCTION

Rule 10.09(2) of the Listing Requirements allow Widad to seek a mandate from the shareholders for Recurrent Transactions, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favorable 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 the shareholders' mandate during the financial year where the aggregate value is equal to or more than threshold below in relation to a listed corporation with a share capital of RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or cost of the Recurrent Transactions aggregated transactions is equal to or exceeds RM1 million; or
 - (ii) the percentage ratio of such Recurrent Transactions are 1% or more, whichever is the higher;
- (c) Widad's circular to the shareholders for the shareholders' mandate includes such information as may be prescribed by Bursa Securities;
- (a) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or Person Connected to such interested Director or Major Shareholder, and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the Recurrent Transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with them abstain from voting on the resolution approving the Recurrent Transactions; and
- (b) Widad immediately announces to Bursa Securities when the actual value of Recurrent Transactions entered into by the listed corporation, exceeds the estimated value of the Recurrent Transactions disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders at the forthcoming 16th AGM, will take effect from the date of the said 16th AGM until:

- (i) the conclusion of the next AGM following the forthcoming 16th AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will 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 is required to be held pursuant to Section 340(2)(b) 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 resolution passed by shareholders in a general meeting, whichever is earlier;

Thereafter, approval from the shareholders for renewal of the mandate will be sought at each subsequent AGM of the Company.

Accordingly, the Board proposes to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate as detailed in Section 2.4 of this Circular at the 16th AGM to enable the Company and/or its subsidiaries to enter into Recurrent Transactions with the Related Party, which are necessary for the day-to-day operations of Widad Group.

Such transactions will be made on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of Widad.

2.2 Principal Activities of Widad Group

The Company is principally an investment holding company and provides management services to its subsidiaries. The principal activities of the subsidiaries as at the LPD are set out in the table below: -

Name of Company	Effective interest (%)	Principal Activities
WBSB	100	Construction, integrated facilities management activities and concession.
Widad Green Sdn. Bhd. ("WGSB")	100	Waste management services
Widad Development (Nilai) Sdn. Bhd. (Formerly known as Widad Rail Sdn. Bhd. ("WDSB"))	100	Rail industry
Widad Concession Sdn. Bhd. ("WCONSB")	100	Investment holding and general management services
SHSB	100	Investment holding and general management services
Widad Energy Sdn. Bhd. ("WENSB")	100	Renewable Energy
Widad Master Sdn. Bhd. ("WMSB")	100	Investment holding and general management services
Innovative City Holdings Sdn. Bhd. ("ICHSB")	60	Investment holding and general management services
Subsidiaries of WBSB		
- WCSB	100	Special purpose vehicle
- Widad Facility Management Sdn. Bhd. ("WFMSB")	100	Provision of integrated facilities management activities
Subsidiary of WCSB		
- Palm Shore Holdings Sdn. Bhd. ("PSHSB")	100	Investment Holding and Renovations Contracting
Subsidiary of SHSB		
- YBK Usahasama Sdn. Bhd. ("YUSB")	100	Concession Busine

2.3 Classes of the Related Parties

The Company proposes to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate for the Group to enter into transactions in the normal course of business within the classes of Related Parties as set out below, provided such transactions are entered into at arm's length and on normal commercial terms which 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. Such mandate will enable the Group to enter into Recurrent Transactions without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The Recurrent Transactions will also be subject to the review procedures set out in Section 2.6 below.

The principal activities of the Related Parties are as follows:

Related Parties	Effective interest (%)	Principal activities
WBG	-	Investment holding and general trading
Subsidiaries of WBG		
- Wardah Communication Sdn. Bhd. ("WARCSB")	100	General printing and publishing business
WBG Power Sdn. Bhd.	100	Installation of nonelectric solar energy collectors, operation of generation facilities that produce electric energy and management consultancy activities
- Wardah Properties Sdn. Bhd.	100	Property investment & management consultancy activities.
- WBG Resources Sdn. Bhd	100	General trading and supply
- Widad Aero Sdn. Bhd. ("WASB")	100	Aerospace services
- Widad Agrofarm Sdn. Bhd.	63	Agrofarm
- Widad Land Sdn. Bhd.	60	Property development
- Tristar Bay Sdn. Bhd.	60	Property development
- Widad Education Sdn. Bhd. ("WESB")	100	Educational centre
- Langkasuka Land Sdn. Bhd.	100	Investment holding, management consultancy activities. and property development
- Widad Skycore (M) Sdn. Bhd.	100	Investment holding and aircraft industry
- WBG Mineral Sdn. Bhd.	100	Mineral Extraction Activities

Related Parties	Effective interest (%)	Principal activities
- Widad East Coast Sdn. Bhd.	100	Investment holding, management consultancy activities. and property development
- Widad BZI Sdn. Bhd.	50	Investment holding, management consultancy activities. and property development.
- Arriz Abadi Sendirian Berhad (“ AASB ”)	40	Construction.
- Widad Wazan Hydro (Bera) Sdn. Bhd.	80	Construction of hydropower plant and energy power provider.
- WBG Water Sdn Bhd (“ WWSB ”)	100	Investment holding and management consultancy activities.
- Langkatech Solution Sdn Bhd	100	Investment holding, information technology service, management consultancy and construction
- Smart Paradigm Sdn. Bhd.	100	Administrative educational services, educational support services and general trading.
Subsidiary of WWSB - Rai Utility Sdn. Bhd.	80	Water Engineering
Subsidiary of WASB - Widad Aerotree Sdn. Bhd.	100	Investment holding and aircraft industry
Subsidiary of WESB - Widad Skill Development Sdn. Bhd.	100	Development of knowledge and skills
Widad Langkasuka Sdn. Bhd. (“ WLSSB ”)	-	Investment holding, management consultant and property development.
Widad Healthcare Specialist Sdn. Bhd. (“ WHSSB ”)	-	Hospital activities, Physiotherapy and occupational therapy service and Stores specialized in retail sale of pharmaceuticals, medical and orthopaedic goods
Azro Construction Sdn. Bhd. (“ ACSB ”)	-	Construction

WBG Hornbill Holdings Sdn. Bhd. (“ WHHSB ”)	-	Investment holding, general trading and property development
TSI Capital Sdn. Bhd. (Formely known as WBG East Holdings Sdn. Bhd. (“ TSISB ”))	-	Investment holding, general trading and property development
Opat Holdings Sdn. Bhd. (“ OHSB ”)	-	Activities of holding companies
WBG Capital Sdn Bhd (“ WBGCSB ”)	-	Investment holding and management consultancy activities.
Ghanim Alam Holdings Sdn. Bhd. (“ GAHSB ”)	-	Construction, multimedia and filming
Opat Capital Sdn. Bhd. (“ OCSB ”) Subsidiary of OCSB - Widad Hospitality Management Sdn. Bhd. (“ WHMSB ”)	- 100%	Activities of holding companies. Hospitality management services.
Infra Enigma Sdn. Bhd. (“ IESB ”)	-	General trading in oil and gas tools, parts and supplies.
Election Point Resources Sdn. Bhd. (“ EPRSB ”)	-	Money lending company.
Crystal Solaris Sdn. Bhd. (“ CSSB ”)	-	Investment holding, general trading and property development
Atama Builders Sdn. Bhd. (“ ABSB ”)	-	Construction.
Temoyong Land Sdn. Bhd. (“ TLSB ”)	-	Investment holding, construction and property development.
Vertical Engineering Sdn. Bhd. (“ VESB ”)	-	Construction
Global Mahawangsa Sdn. Bhd. (“ GMSB ”)	-	Investment holding, general trading, multimedia and filming, and property development
Northshore Marketing Sdn Bhd. (“ NMSB ”)	-	General trading, property development and information technology services.
Steadfast Capital Inc. (“ SCI ”)	-	Investment holding.

2.4 Details of the Recurrent Transactions

The Recurrent Transactions which are covered by the Proposed Renewal of Shareholders' Mandate are set out in the table below: -

(i) Proposed Renewal of Shareholders' Mandate

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
1.	Widad Group	WBG and its subsidiaries	Provision of construction and integrated facilities management services ^(a) by Widad to WBG and its subsidiaries	<p>WBG is a controlling shareholder of Widad.</p> <p>Tan Sri Ikmal is a controlling shareholder of WBG. Puan Sri Jamilah is a person connected with Tan Sri Ikmal, a substantial shareholder and also a director of WBG.</p> <p>Datuk Cham Nong A/L Aliap is a brother of Tan Sri Ikmal, and therefore, he is a person connected with Tan Sri Ikmal. Datuk Cham Nong A/L Aliap is one of the directors of WBG</p>	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
2.		VESB	Provision of construction and integrated facilities management services ^(a) by Widad Group to VESB, AASB, ACSB, GMSB, CSSB, GAHSB, IESB, OHSB, ABSB and OCSB	<p>Isyraf Widad Bin Muhammad Ikmal Opat is the only shareholder of VESB. He is a son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.</p> <p>Ms. Saloma Binti Mohd Jonid is one of the directors of VESB.</p>	(b)	(b)	-
3.	Widad Group	AASB		<p>Puan Sri Jamilah is the major shareholder of AASB and is a person connected with Tan Sri Ikmal and she is one of the directors and shareholder of WBG.</p> <p>WBG is also a shareholder of AASB. Tan Sri Ikmal is deemed interested in WIDAD via his major shareholding in WBG.</p>	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
4.	Widad Group (cont'd)	ACSB		Ilham Widad Bin Muhammad Ikmal Opat is one of the directors and shareholders of ACSB. Ilham Widad Bin Muhammad Ikmal Opat is a son of Tan Sri Ikmal and therefore, he is a person connected to Tan Sri Ikmal.	(b)	(b)	-
5.		CSSB		Datuk Cham Nong A/L Aliap is a director and major shareholder CSSB. He is a brother of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(b)	(b)	-
6.		GAHSB		Anan A/L Aliap is the director and major shareholder of GAHSB. He is a brother of Tan Sri Ikmal and therefore, he is a person connected to Tan Sri Ikmal.	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
7.		IESB		<p>Tan Sri Ikmal is deemed interested in WIDAD via his major shareholding in WBG. He is also a director of IESB.</p> <p>Ilham Widad Bin Muhammad Ikmal Opat is the shareholder and one of the directors of IESB. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.</p>	(b)	(b)	-
8.	Widad Group (cont'd)	ABSB		<p>Isyraf Widad Bin Muhammad Ikmal Opat is the director of ABSB. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.</p>	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
9.	Widad Group (cont'd)	OCSB		<p>Tan Sri Ikmal is deemed interested in WIDAD via his major shareholding in WBG. He is also a director and shareholder of OCSB</p> <p>Ilham Widad Bin Muhammad Ikmal Opat is the shareholder of OCSB. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.</p>	(b)	(b)	-
10.		WFMSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WFMSB.	<p>Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG.</p> <p>Nur Irdina Wardah Binti Muhammad Ikmal Opat is one of the directors of WFMSB. She is the daughter of Tan Sri Ikmal and therefore, she is a person connected with Tan Sri Ikmal.</p>	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
11.	Widad Group (cont'd)	YUSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to YUSB	<p>Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG. He is also a director of YUSB.</p> <p>Ilham Widad Bin Muhammad Ikmal Opat is one of the directors of YUSB. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.</p>	(b)	(b)	-
12.	Widad Group (cont'd)	SHSB, WGSB, WDSB and WCSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to SHSB, WGSB, WDSB and WCSB	Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG. He is also a director of SHSB, WGSB, WDSB and WCSB.	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
13.		WENSB, WMSB, WCONSB, ICHSB and PSHSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WENSB, WMSB, WCONSB, ICHSB and PSHSB	Ilham Widad Bin Muhammad Ikmal Opat is one of the directors of WENSB, WMSB, WCONSB, ICHSB and PSHSB. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(b)	(b)	-
14.		WLSSB, TLSB and NMSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WLSSB, TLSB and NMSB	Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG. He is also a director of WLSSB, TLSB and NMSB and holds 40% interest in WLSSB and holds 100% interest in TLSB.	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

No.	Subsidiaries Companies of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value for the period from this AGM to the next AGM* (RM'000)	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
15.	Widad Group (cont'd)	WHSSB, WHHSB and TSISB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WHSSB, WHHSB and TSISB	Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG. He is also a director and holds 100% interest in WHSSB, WHHSB and TSISB.	(b)	(b)	-
16.		WBGCSB and EPRSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WBGCSB and EPRSB	Isyraf Widad Bin Muhammad Ikmal Opat and Ilham Widad Bin Muhammad Ikmal Opat are directors and holds 50%:50% interest in WBGCSB and EPRSB. They are the sons of Tan Sri Ikmal and therefore, they are persons connected with Tan Sri Ikmal.	(b)	(b)	-
17.		WHMSB	Provision of construction and integrated facilities management services ^(a) by Widad Group to WHMSB	WHMSB is wholly owned by OCSB. Tan Sri Ikmal is a controlling shareholder of WBG. Tan Sri Ikmal is deemed interested in WIDAD via his 95% interest in WBG. He is also a director of WHMSB.	(b)	(b)	-
18.		SCI	Provision of construction and integrated facilities management services ^(a) by Widad Group to SCI	Ilham Widad Bin Muhammad Ikmal Opat is a director and holds 60% interest in SCI. He is the son of Tan Sri Ikmal and therefore, he is a person connected with Tan Sri Ikmal.	(b)	(b)	-

2.4 Nature of Recurrent Transactions (Cont'd)

(ii) Preceding year's Shareholders' Mandate not seeking for renewal

Subsidiary Company of Widad	Name of Related Party	Nature of Transaction	Names of Interested Directors(s) / Major Shareholder(s) / Person(s) Connected in Widad	Estimated value disclosed in the preceding year's circular (RM'000)	Actual value transacted from the previous AGM up to LPD (RM'000)
WBSB	Dataprep	Rental of office space to Dataprep ^(c)	WARCSB has ceased to be the controlling shareholder of Dataprep.	588	294
		Provision of ICT and ICT related services, solutions and trading of products from Dataprep and its subsidiaries		60	60

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Notes:

- (a) The scope of Widad Group 's construction activities includes, amongst others, the infrastructure works (such as design, construction, completion, maintenance and upgrading of roads, bridges, sewerage treatment plants, water distribution systems and dams) and civil works (such as construction of low and high-rise buildings for a variety of uses).

Widad Group 's integrated facilities management is an interdisciplinary field dedicated to the co-ordination of space, infrastructure, people and organisations of, among others, office blocks schools, convention centres and hotels. It involves the provision of management, operations and maintenance services, which can be categorised into scheduled maintenance, ad hoc maintenance, upgrading and renovation. The scope of the services includes amongst others:

Property management

- Interior and exterior building cleaning
- Hard and soft landscaping
- Security and monitoring
- Pest and hygiene control
- Garbage disposal services
- Swimming pool maintenance

Mechanical and electrical

- Air-conditioning system
- Fire prevention system
- Electrical and lighting systems
- Lifts, escalators and walkalators

Civil and structural

- Civil engineering works
- Building works
- Mechanical sanitary and water engineering works
- Jungle clearing and land preparation
- Specialist civil engineering works

- (b) The estimated value of the transactions cannot be determined as the nature of the transactions are based on the composition of the project and the value varies between the projects.
- (c) Office located at Level 7 & 8, Widad Semantan, No. 3 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur with a total area of 14,000 square feet at a rental rate of RM49,000 per month or RM3.50 per square feet. The rental is for a duration of 2 years commencing 1st August 2022. The payment of rental is on monthly basis.

* The estimated values are based on the expected value of the transactions to be entered into with Related Parties and the estimates of the management based on the information available at the time of decision making. The estimated value may vary and subject to changes.

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2.5 Amount due and owing by the Related Parties

As at LPD, there is no outstanding amount due and owing by the Related Parties which have exceeded the credit term.

2.6 Review Procedures for the Recurrent Transactions

Widad Group has established procedures to ensure that the Recurrent Transaction(s) are undertaken on transaction prices and on normal commercial terms that are consistent with the Group's usual business practices and policies which, are not more favourable to the Related Party than those extended to the public and are not to the detriment of the minority shareholders of Widad.

There is no specific threshold for approval of Recurrent Transaction(s) within the Widad Group as all Recurrent Transaction(s) are subject to the approval of the Board. Where any Director has any interest (direct or indirect) in any Recurrent Transaction(s), such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated below are inadequate, Widad will obtain a fresh shareholders' mandate to ensure that:

- (a) Recurrent Transaction(s) will be undertaken on transaction prices and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction(s) will not be detrimental to the minority shareholders of Widad or prejudicial to the interests of the shareholders.

The review procedures established by Widad Group for Recurrent Transaction(s) are as follows:

- (i) wherever practicable at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services, and/or quantities will be used as comparison, where possible 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;
- (ii) where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on usual business practice to ensure that the Recurrent Transaction(s) is not detrimental to the Group. To monitor, track and identify the Recurrent Transaction(s), the following review procedures have been implemented:
 - (a) a register is maintained to record all Recurrent Transaction(s) which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate; and
 - (b) the Audit Committee will undertake a yearly review of the Recurrent Transaction(s) to ensure that such transactions are at all times carried out on commercial terms consistent with Widad' usual business practices and policies;
- (iii) all members of the Board and/or Audit Committee who are directly or indirectly interested in such transactions shall declare their interest thereon and shall abstain from any deliberation or voting in respect of any related party transaction;
- (iv) the Audit Committee shall have the right to access for information and shall be entitled to the services of independent advisers, if required in the discharge of its duties; and
- (v) all Recurrent Transaction(s) shall be disclosed to the Audit Committee on a quarterly basis with details of the transactions.

2.7 Statement by the Audit Committee

The Audit Committee has seen and reviewed the procedures in Section 2.6 of this Circular and are of the view that the said procedures are sufficient to ensure that the Recurrent Transactions are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Transactions in a timely and orderly manner. The Audit Committee's review of these procedures and processes will be conducted on a quarterly basis together with the review of quarterly results, or such frequency as the audit committee considers appropriate having regard to the value and the frequency of the Recurrent Transactions.

3. RATIONALE OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Recurrent Transactions entered or to be entered into by the Group with the Related Parties are all in the ordinary course of business. They are recurrent transactions of a revenue or trading nature, which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case to case basis before entering into such related party transactions. Therefore, the Board is seeking an approval from the shareholders for the Proposed Renewal of Shareholders' Mandate pursuant to Rule 10.09 of the Listing Requirements to allow the Group to enter into such Recurrent Transactions made on an arm's length basis and on normal commercial terms.

The obtaining of shareholders' approval for the Proposed Renewal of Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval and when potential Recurrent Transactions with the Related Parties arise, thereby reducing substantially administrative time, inconvenience and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

The Recurrent Transactions of a revenue or trading nature undertaken within the Group are mainly to support its day-to-day operations. The Related Parties are both good customers and reliable suppliers and the transaction prices are determined by way of negotiation in the ordinary course of business and upon normal commercial terms.

The Recurrent Transactions are expected to enhance the Group's business operations via the established relationship between the Group and the Related Parties. Such relationship will also ensure that Widad Group will continue to have support of procurement of goods and services of required quality and likewise, ensuring its products and services meet its customers' requirements.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

As the Recurrent Transactions are carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public, the effect of such transactions on the EPS and NA per share of Widad Group and share capital in Widad are not expected to be different from similar transactions with a non-related party. Accordingly, the Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the issued share capital of Widad, NA per share and EPS of the Widad Group.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate are subject to the approval of the shareholders of Widad at the forthcoming 16th AGM to be convened.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSON(S) CONNECTED

Save as disclosed below, none of the other Directors, Major Shareholders and/or person(s) connected to them has any interest, whether direct or indirect, in the Proposed Shareholders' Mandate.

The direct and indirect shareholdings of the Interested Related Parties in Widad as at the LPD are as follows:

	No. of Shares			
	Direct	%	Indirect	%
<u>Name of the interested director</u>				
Tan Sri Muhammad Ikmal Opat Bin Abdullah	1,773,200	0.06	424,637,085 ⁽¹⁾	13.61
<u>Name of the interested Major Shareholders</u>				
Widad Business Group Sdn Bhd	424,637,085	13.61	-	-
Tan Sri Muhammad Ikmal Opat Bin Abdullah	1,773,200	0.06	424,637,085 ⁽¹⁾	13.61
<u>Name of Persons Connected</u>				
Puan Sri Jamilah Binti Mahamad Isa	-	-	-	-
Isyraf Widad Bin Muhammad Ikmal Opat	-	-	-	-
Ilham Widad Bin Muhammad Ikmal Opat	-	-	-	-
Datuk Cham Nong A/L Aliap	-	-	-	-

Notes :

⁽¹⁾ Deemed interest via shareholding in Widad Business Group Sdn. Bhd.

Puan Sri Jamilah Binti Mahamad Isa is the spouse of Tan Sri Muhammad Ikmal Opat Bin Abdullah.

Datuk Cham Nong A/L Aliap is the brother of Tan Sri Muhammad Ikmal Opat Bin Abdullah.

The interested director (i.e. Tan Sri Muhammad Ikmal Opat Bin Abdullah) has abstained and shall continue to abstain from all deliberations and voting at the Board meetings of the Company pertaining to the relevant Recurrent Transactions contemplated under the Proposed Renewal of Shareholders' Mandate he is deemed interested.

The interested director, Tan Sri Ikmal and interested Major Shareholders, WBG shall abstain from voting in respect of their direct and/or indirect shareholdings, deliberating or approving the relevant resolution approving the Proposed Renewal of Shareholders' Mandate in which they are deemed interested, at the forthcoming AGM. The interested directors and interested Major Shareholders have also undertaken to ensure that Person(s) Connected with them will abstain from voting in respect of their direct and indirect shareholdings, deliberating or approving the respective resolution pertaining to the Proposed Renewal of Shareholders' Mandate in which they are deemed interested, at the forthcoming AGM.

Save as disclosed above, none of the other directors and/or major shareholder(s) or any persons connected to the other directors and/or major shareholders(s) of WIDAD as defined in the Listing Requirements have any interest, either direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered the rationale for the abovementioned Shareholders' Mandate, the Board (save for Tan Sri Muhammad Ikmal Opat Bin Abdullah who is deemed interested in the Proposed Renewal of Shareholders' Mandate) is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the shareholders and the Group. Accordingly, the Board (save for Tan Sri Muhammad Ikmal Opat Bin Abdullah) recommends that shareholders of Widad to vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 16th AGM.

8. AGM

The 16th AGM, the notice of which is enclosed in the Notice Booklet, which will be despatched to the eligible shareholders, will be conducted at the Tournament Room, West Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70 D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 26 June 2025 at 10.30 a.m for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

The Form of Proxy for the forthcoming 16th AGM is enclosed in the Notice Booklet, which will be despatched to the eligible shareholders. If you are unable to attend and vote in person at the 16th AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the 16th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting at the 16th AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board of
WIDAD GROUP BERHAD

ONG KUAN WAH
INDEPENDENT NON-EXECUTIVE DIRECTOR

FURTHER INFORMATION**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they individually and collectively 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 are no material facts, the omission of which, would make any statement herein misleading.

2. MATERIAL CONTRACTS

As at the LPD, Widad Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business of our Group) during the 2 years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

The Board confirmed that neither Widad nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Widad Group and the Board confirmed that there are no proceedings pending or threatened against the Widad Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Widad Group.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours at the Registered Office of Widad at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, during normal business hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming 16th AGM:

- (i) the Constitution of Widad; and
- (ii) the audited consolidated financial statements of Widad for the past 2 financial years ended 31 December 2023 and 31 December 2024.