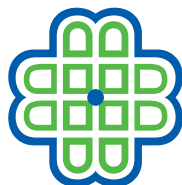


**THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad (“Exchange”) has not perused this Circular/Statement prior to its issuance as it is an exempt document. The Exchange takes no responsibility for the contents of this Circular/Statement, 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/Statement.



**BERJAYA**

**BERJAYA CORPORATION BERHAD**

(Registration No. 200101019033 (554790-X))  
(Incorporated in Malaysia)

**CIRCULAR/STATEMENT TO SHAREHOLDERS**

**in relation to the**

**PART A**

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

**PART B**

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY  
TO PURCHASE ITS OWN SHARES**

Notice of the Nineteenth Annual General Meeting (“AGM”) which will be conducted on a fully virtual basis through live streaming from the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 16 December 2020 at 10.00 a.m. or any adjournment thereof via the Remote Participation and Voting (“RPV”) facilities to be provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd via its ePortal’s platform at <https://sshsb.net.my/> together with the Form of Proxy and Administrative Guide are available on the Company’s website at [www.berjaya.com](http://www.berjaya.com) and/or the Exchange’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you decide to appoint a proxy to participate and vote remotely via the RPV facilities on your behalf at the AGM, the completed Form of Proxy must be deposited at the Company’s Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not later than forty-eight (48) hours before the time fixed for the AGM. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the AGM of the Company should you subsequently wish to do so. Shareholders/proxy(ies) from the public will not be allowed to be physically present at the broadcast venue on the day of the AGM.

This Circular/Statement is dated 30 October 2020.

## DEFINITIONS

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

“7-Eleven”	:	7-Eleven Malaysia Sdn Bhd
“7-Eleven Holdings”	:	7-Eleven Malaysia Holdings Berhad
“Act”	:	The Companies Act 2016 including any amendment that may be made thereto from time to time
“AGM”	:	Annual General Meeting
“Annual Report 2020”	:	The annual report of BCorporation for the financial year ended 30 June 2020
“Ascot Sports”	:	Ascot Sports Sdn Bhd
“Auto Tulin”	:	Auto Tulin Sdn Bhd
“B&B”	:	B & B Enterprise Sdn Bhd
“BAssets”	:	Berjaya Assets Berhad
“BBSB”	:	Berjaya Bright Sdn Bhd
“BCapital”	:	Berjaya Capital Berhad
“BCorporation” or “Company”	:	Berjaya Corporation Berhad
“BCorporation Group” or “Group”	:	BCorporation and its subsidiary companies
“BCorporation Shares”	:	Ordinary shares of BCorporation
“BEducation”	:	Berjaya Education Sdn Bhd
“BEnviroParks”	:	Berjaya EnviroParks Sdn Bhd (formerly known as KUB-Berjaya Enviro Sdn Bhd)
“Berjaya College”	:	Berjaya College Sdn Bhd
“Berjaya Krispy Kreme”	:	Berjaya Krispy Kreme Doughnuts Sdn Bhd
“BFood”	:	Berjaya Food Berhad
“BGCL”	:	Berjaya Group (Cayman) Limited
“BGroup”	:	Berjaya Group Berhad
“BHigher Education”	:	Berjaya Higher Education Sdn Bhd
“BHills”	:	Berjaya Hills Resort Berhad

## DEFINITIONS (*Cont'd*)

“BInfrastructure”	:	Berjaya Infrastructure Sdn Bhd
“BLand”	:	Berjaya Land Berhad
“BLoyalty”	:	BLoyalty Sdn Bhd
“BMedia”	:	Berjaya Media Berhad
“Board”	:	Board of Directors
“BRegistration”	:	Berjaya Registration Services Sdn Bhd
“BRetail”	:	Berjaya Retail Sdn Bhd
“BTSSB”	:	Berjaya Times Square Sdn Bhd
“CKS”	:	Mr. Chan Kien Sing
“CMSB”	:	Cosway (M) Sdn Bhd
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016 (including the Rules on Take-Overs, Mergers and Compulsory Acquisitions)
“CSSSB”	:	Convenience Shopping (Sabah) Sdn Bhd
“Desiran Unggul”	:	Desiran Unggul Sdn Bhd
“Director”	:	Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and 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 Director or a chief executive officer of BCorporation, its subsidiary or holding company
“DSRT”	:	Dato’ Sri Robin Tan Yeong Ching
“EGM”	:	Extraordinary General Meeting
“EPS”	:	Earnings per share
“EVA Management”	:	E.V.A. Management Sdn Bhd
“Exchange”	:	Bursa Malaysia Securities Berhad
“Family”	:	In relation to a person means such person who falls within any one of the following categories:-  (a) spouse; (b) parent; (c) child including an adopted child and step-child; (d) brother or sister; and (e) spouse of the person referred to in subparagraphs (c) and (d) above.
“Gemtech”	:	Gemtech (M) Sdn Bhd

## DEFINITIONS (*Cont'd*)

“HQZ”	:	HQZ Credit Sdn Bhd
“HRESB”	:	Hotel Resort Enterprise Sdn Bhd
“ICULS 2012/2022”	:	10-year 5% RM1.00 nominal value each of irredeemable convertible unsecured loan stocks 2012/2022 in BCorporation constituted by the trust deed dated 6 March 2012
“ICULS 2016/2026”	:	10-year 2% RM1.00 nominal value each of irredeemable convertible unsecured loan stocks 2016/2026 in BCorporation constituted by the trust deed dated 30 May 2016
“Intan”	:	Intan Utilities Sdn Bhd
“IPS”	:	Inter-Pacific Securities Sdn Bhd
“IPTSB”	:	Inter-Pacific Trading Sdn Bhd
“JL Morison”	:	JL Morison (Malaya) Sdn Bhd
“KSMSB”	:	Kimia Suchi Marketing Sdn Bhd
“Listing Requirements”	:	Exchange’s Main Market Listing Requirements, including any amendment that may be made from time to time
“LKHSS”	:	Lim Kim Hai Sales & Services Sdn Bhd
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in BCorporation and the number or the aggregate number of those shares, is:-  (a) 10% or more of the total number of voting shares in BCorporation; or (b) 5% or more of the total number of voting shares in BCorporation where such person is the largest shareholder of BCorporation.  For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. 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 BCorporation or any other company which is its subsidiary or holding company.
“MOL.com”	:	MOL.com Sdn Bhd
“NA”	:	Net assets attributable to ordinary equity holders of BCorporation
“NKSB”	:	Nostalgia Kiara Sdn Bhd
“NTSP”	:	Ms Nerine Tan Sheik Ping
“PCL”	:	Prime Credit Leasing Berhad

## DEFINITIONS (*Cont'd*)

“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:- <ul style="list-style-type: none"><li>(a) a Family of the Director or Major Shareholder;</li><li>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a Family of the Director or Major Shareholder, is the sole beneficiary;</li><li>(c) a partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder;</li><li>(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 Director or Major Shareholder;</li><li>(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 Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;</li><li>(f) a body corporate in which the Director, Major Shareholder or Persons Connected with him 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</li><li>(g) a body corporate which is a related corporation of the Director or Major Shareholder.</li></ul>
“Premier Merchandise”	:	Premier Merchandise Sdn Bhd
“Prevailing Laws”	:	Any prevailing laws, rules, regulations, orders, guidelines, and requirements issued by the relevant authorities
“Proposed Mandate”	:	Proposed renewal of and new shareholders’ mandate for the BCorporation Group to enter into Recurrent Related Party Transactions in the ordinary course of business
“Proposed Share Buy-Back”	:	Proposed renewal of authority for BCorporation to purchase and/or hold BCorporation Shares of up to 10% of the total number of issued shares of the Company inclusive of 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares as at 1 October 2020
“Qinetics”	:	Qinetics Solutions Sdn Bhd
“Qinetics MSP”	:	Qinetics MSP Sdn Bhd
“RAPM”	:	Roasters Asia Pacific (M) Sdn Bhd
“Recurrent Related Party Transactions”	:	Transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the BCorporation Group and involve the interests, direct or indirect, of Related Parties
“Related Party(ies)”	:	A Director, Major Shareholder or Persons Connected with such Director or Major Shareholder

## **DEFINITIONS (*Cont'd*)**

“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Roda Indah”	:	Roda Indah Motors Sdn Bhd
“Securexpress Services”	:	Securexpress Services Sdn Bhd
“Shares Purchased”	:	BCorporation Shares purchased under the Proposed Share Buy-Back
“Singer”	:	Singer (Malaysia) Sdn Bhd
“Stephens Properties”	:	Stephens Properties Sdn Bhd
“Sun Media”	:	Sun Media Corporation Sdn Bhd
“Superior Structure”	:	Superior Structure Sdn Bhd
“Treasury Shares”	:	BCorporation Shares purchased by BCorporation which are/will be retained in treasury
“TSVT”	:	Tan Sri Dato’ Seri Vincent Tan Chee Yioun
“U Mobile”	:	U Mobile Sdn Bhd
“U Telemedia”	:	U Telemedia Sdn Bhd
“USD”	:	United States Dollar
“Warrants 2012/2022”	:	BCorporation’s warrants 2012/2022 constituted by the deed poll dated 6 March 2012
“Warrants 2016/2026”	:	BCorporation’s warrants 2016/2026 constituted by the deed poll dated 30 May 2016
“WTSB”	:	Wangsa Tegap Sdn Bhd

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**PART A**

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



# BERJAYA CORPORATION BERHAD

(Registration No. 200101019033 (554790-X))  
(Incorporated in Malaysia)

## Registered Office:

Lot 13-01A, Level 13 (East Wing),  
Berjaya Times Square,  
No. 1 Jalan Imbi,  
55100 Kuala Lumpur.

30 October 2020

## Board of Directors:

Tan Sri Dato' Seri Vincent Tan Chee Yioun (*Executive Chairman*)  
Dato' Sri Robin Tan Yeong Ching (*Chief Executive Officer*)  
Vivienne Cheng Chi Fan (*Executive Director*)  
Dato' Sri Azlan Meah Bin Hj Ahmed Meah (*Executive Director*)  
Dato' Zurainah Binti Musa (*Executive Director*)  
Nerine Tan Sheik Ping (*Executive Director*)  
Chan Kien Sing (*Non-Independent Non-Executive Director*)  
Datuk Robert Yong Kuen Loke (*Independent Non-Executive Director*)  
Dr. Jayanthi Naidu G. Danasamy (*Independent Non-Executive Director*)  
Penelope Gan Paik Ling (*Independent Non-Executive Director*)

To: Shareholders of BCorporation

Dear Sir/Madam,

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

### 1.0 INTRODUCTION

- 1.1 The Board of BCorporation had on 22 October 2020 announced its intention to seek shareholders' approval for the proposed renewal of and new shareholders' mandate for Recurrent Related Party Transactions.
- 1.2 The purpose of this Circular is to provide you with the relevant information on the Proposed Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company. The Notice of AGM is set out in the Annual Report 2020. The extract of ordinary resolution on the Proposed Mandate to be tabled at the forthcoming BCorporation AGM is enclosed together with this Circular.

### 2.0 DETAILS OF THE PROPOSED MANDATE

#### 2.1 The Proposed Mandate

- 2.1.1 The Company had on 12 December 2019 obtained its shareholders' mandate for the BCorporation Group to enter into Recurrent Related Party Transactions on terms that are not more favourable to the Related Parties than those generally available to the public. The approval shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM of the Company scheduled on 16 December 2020 unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

2.1.2 Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, BCorporation must immediately announce a Recurrent Related Party Transaction where:-

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transaction is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher.

In addition, Paragraph 10.08(2) of the Listing Requirements states that where any one of the percentage ratios of a related party transaction is 5% or more, BCorporation must issue a circular to its shareholders, obtain specific shareholders' approval of the transaction and appoint an independent adviser. Further, Paragraph 10.08(4) of the Listing Requirements states that where any one of the percentage ratios is 25% or more, in addition to the foregoing, BCorporation must appoint a main adviser.

2.1.3 Pursuant to Paragraph 10.09(2) of the Listing Requirements, BCorporation may seek a shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) 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 the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the BCorporation's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by the Exchange. A checklist showing compliance with such information must be submitted to the Exchange;
- (iv) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a 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 to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
- (v) BCorporation immediately announces to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the BCorporation Group exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Where BCorporation has procured a shareholders' mandate pursuant to the above, the provisions of the Listing Requirements as set out in Section 2.1.2 of this Circular shall not apply.

Transactions entered into between BCorporation (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiaries are excluded from the requirements of Part E of Chapter 10 of the Listing Requirements.

2.1.4 The Proposed Mandate, if approved by the BCorporation shareholders at the forthcoming AGM, will take effect from the date of passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:-

- (i) the conclusion of the next AGM of BCorporation following the AGM at which such ordinary resolution for the Proposed Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required 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 the shareholders of the Company in a general meeting;

whichever is the earlier.

## 2.2 Information On The BCorporation Group

2.2.1 The principal activities of BCorporation are investment holding, provision of management services and lottery operations while its subsidiary companies are principally engaged in the following core businesses:-

- (i) financial services;
- (ii) marketing of consumer products and services;
- (iii) motor trading and distribution and provision of after-sales services;
- (iv) environmental and clean technology services;
- (v) food and beverage;
- (vi) property development and investment;
- (vii) development and operation of hotels, resorts and other recreational activities;
- (viii) gaming operations comprising lottery operations, Toto betting, provision of software support and development, manufacturing and distribution of computerized wagering and voting systems;
- (ix) telecommunication and information technology related services, solutions and products; and
- (x) investment holding and others.

2.2.2 The list of the unlisted subsidiary companies in the BCorporation Group which are involved in the Recurrent Related Party Transactions are set out below:-

Name of Company	Equity Interest Held (%)	Principal Activities
BGroup	100.00	Investment holding
BHills	100.00	Hotel operator, golf and recreation club operator, investment in property and property development
<u>Subsidiary companies of BGroup</u>		
BCapital	100.00	Investment holding
Beam Team Sdn Bhd	100.00	Provision of digital media marketing programs across omni-channels and multi-platforms.
BEducation	99.34	Provision of education and professional training services
BEnviroParks	100.00	Sanitary landfill operation

<b>Name of Company</b>	<b>Equity Interest Held (%)</b>	<b>Principal Activities</b>
Berjaya China Motor Sdn Bhd	70.00	Production and selling of motor vehicles
Berjaya College	70.00	Provide educational, training activities & consultancy services
Berjaya Corporation (Cayman) Limited	100.00	Investment holding
Berjaya Enviro Holdings Sdn Bhd	100.00	Investment holding
Berjaya Premier Restaurants Sdn Bhd	100.00	Investment holding
BGCL	100.00	Investment holding
BHigher Education	71.70	Investment holding & operating a private university college
BLoyalty Pte Ltd	60.00	To act as loyalty solutions provider to engage, manage and operate customer loyalty programmes on behalf of third parties
BRegistration	100.00	Provision of security and printing services
Cosway Corporation Limited	100.00	Property investment and investment holding
EVA Management	100.00	Provision of management services and agent for marketing agricultural commodities
IPTSB	100.00	General trading
Successline (M) Sdn Bhd	100.00	Investment holding and renting of motor vehicles
WTSB	100.00	Property investment and property development
<u>Subsidiary companies of BCapital</u>		
Inter-Pacific Capital Sdn Bhd	91.46	Investment holding and provision of management services to its subsidiaries
PCL	100.00	Hire purchase, lease and loan financing
<u>Subsidiary company of Inter-Pacific Capital Sdn Bhd</u>		
IPS	100.00	Stock and share broking
<u>Subsidiary company of Berjaya Corporation (Cayman) Limited</u>		
JL Morison	100.00	Importation, exportation and distribution of consumer goods

<b>Name of Company</b>	<b>Equity Interest Held (%)</b>	<b>Principal Activities</b>
<u>Subsidiary company of Berjaya Enviro Holdings Sdn Bhd</u>		
BPJ-Berjaya Sdn Bhd	51.00	To manage and operate sanitary landfill and other construction activities
<u>Subsidiary company of Berjaya Premier Restaurants Sdn Bhd</u>		
Berjaya Krispy Kreme	70.00	Development and operation of the “Krispy Kreme Doughnuts” chain of retail outlets
<u>Subsidiary company of Cosway Corporation Limited</u>		
CMSB	100.00	Direct selling of household, personal care, health care and other consumer products
<u>Subsidiary companies of CMSB</u>		
Juara Budi Sdn Bhd	100.00	Investment holding
Kimia Suchi Sdn Bhd	100.00	Investment holding, contract manufacturing and trading of industrial and household cleaning products
<u>Subsidiary company of Juara Budi Sdn Bhd</u>		
Stephens Properties	100.00	Investment holding and property investment
<u>Subsidiary company of Kimia Suchi Sdn Bhd</u>		
KSMSB	100.00	Trading of industrial cleaning products
<u>Subsidiary company of Successline (M) Sdn Bhd</u>		
Securexpress Services	100.00	Provide logistic, warehousing and transportation services
<u>Subsidiary company of BGCL</u>		
Roasters Asia Pacific (HK) Limited	100.00	Owner, operator and franchisor of the “Kenny Rogers Roasters Restaurant” chain for Asia Pacific region
<u>Subsidiary company of Roasters Asia Pacific (HK) Limited</u>		
RAPM	100.00	Provision of marketing services and to grant franchises to operate restaurant under the “Kenny Roger Roasters” name and related trademarks in Malaysia
<u>Subsidiary company of BLoyalty Pte Ltd</u>		
BLoyalty	100.00	Managing and operation of Berjaya Loyalty card programme

Details of the Recurrent Related Party Transactions of the BCorporation Group which are in accordance with Paragraph 10.09(2) of the Listing Requirements are set out in the ensuing paragraphs.

## 2.3 Class And Nature Of The Recurrent Related Party Transactions

The class and nature of the Recurrent Related Party Transactions of the BCorporation Group are tabulated as follows:-

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
BFood and its unlisted subsidiary companies:-			
BFood <sup>^</sup>	Management fees receivable by BCorporation for services rendered that include, inter-alia, the provision of finance, secretarial, internal audit and general administrative services*	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	300
	Provision of share registration services and other related services by BRegistration*		80
BFood and its subsidiary companies <sup>^</sup>	Provision of digital advertising services by Beam Team Sdn Bhd*	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	200
	Provision of education and staff training services by BEducation*		100
	Supply of cleaning chemical products by KSMSB*		200
	Provision of human resources management services by EVA Management*		150
	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme*		250
	Provision of transportation services by Securexpress Services*		100
Berjaya Roasters (M) Sdn Bhd <sup>^</sup>	Provision of leasing and hire purchase facilities by PCL*	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	5,000
	Royalty fee receivable by RAPM in respect of ongoing training and provision of support services*		300
	Fee payable by RAPM pursuant to the rights awarded for granting of franchises to the independent franchisees*		340
	Supply of reload card and other related services by BLoyalty*		200

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
Berjaya Food Trading Sdn Bhd <sup>^</sup>	Purchase of bottled beverages and Joybean beverages by the BCorporation Group*	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	100
Berjaya Starbucks Coffee Company Sdn Bhd <sup>^</sup>	Rental income receivable by BHigher Education for renting of training venue*  Rental income receivable by WTSB at RM31,830 per month or based on 15% of monthly net sales generated, whichever is higher, for renting of shoplot at Lot 1-1-1A, Menara Bangkok Bank, Laman Sentral Berjaya, Jalan Ampang, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter*	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	60  420
<b>Total</b>			<b>7,800</b>
<b>BAssets and its unlisted subsidiary companies:-</b>			
BAssets	Provision of share registration services by BRegistration	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	110
BAssets and its subsidiary companies	Provision of leasing and hire purchase facilities by PCL	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	7,000
	Supply of stationery products and printing services by IPTSB		80
	Provision of education and staff training services by BEducation		100
	Supply of cleaning chemical products by KSMSB		30
	Provision of human resources management services by EVA Management		15
	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme		100
	Supply of consumer products by JL Morison		350

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
BTS Car Park Sdn Bhd	Parking charges payable monthly by the BCorporation Group for leasing of parking bays	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	550
BTSSB	<p>Rental payable by BEnviroParks at RM20,889 per month for renting of office premises at Lots 09-01, 09-02 &amp; 09-03, 9<sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter</p> <p>Rental payable by RAPM at RM12,117 per month for renting of office premises at Lot 07-24, 7<sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Rental is payable on a monthly basis based on mutual agreement by way of letter for a period of 1 month and renewable thereafter</p> <p>Rental payable by CMSB at:-</p> <ol style="list-style-type: none"> <li>1. RM37,224 per month or based on 5% of monthly revenue generated, whichever is higher, for renting of shoplots at Lots LG-12 &amp; LG-20, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter</li> <li>2. RM5,788 per month for renting of office premises at Lots 08-52 &amp; 08-53, 8<sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Rental is payable on a monthly basis based on mutual agreement by way of letter for a period of 1 month and renewable thereafter</li> </ol> <p>Rental payable by BRegistration at RM22,119 per month for renting of office premises at Lot 10-02A, 10<sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Rental is payable on a monthly basis based on mutual agreement by way of letter for a period of 1 month and renewable thereafter</p>	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	<p>251</p> <p>145</p> <p>447</p> <p>69</p> <p>265</p>



BCorporation Group with the following Related Parties	Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected with them	Estimated value from 16/12/20 to the date of next AGM (RM'000)
BTSSB	Rental payable by Berjaya College at RM47,445 per month for renting of office premises at Lots 10-12 & 10-12A, 10 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	569
	Rental payable by Berjaya Krispy Kreme at RM7,682 per month or based on 15% of monthly revenue generated, whichever is higher, for renting of kiosk at Lot LG19-C, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter		134
	Rental payable by BHigher Education at RM89,694 per month for renting of premises at Lot 14-01, 14 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Rental is payable on a monthly basis based on mutual agreement by way of letter for a period of 1 month and renewable thereafter		1,076
	Rental payable by IPS at RM500 per month for renting of premises for broadcasting at rooftop, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 1 year and renewable thereafter		6
	Rental payable by Berjaya Enviro Holdings Sdn Bhd at RM8,682 per month for renting of office premises at Lots 08-65, 08-66 & 08-67, 8 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years and renewable thereafter*		104
	Rental payable by BPJ-Berjaya Sdn Bhd at RM3,301 per month for renting of office premises at Lots 09-37 & 09-39, 9 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 1.5 years and renewable thereafter*		40

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
Berjaya Waterfront Sdn Bhd	Rental payable by CMSB at RM2,810 per month for renting of shoplot at Lot 2.40, Level 2, Berjaya Waterfront Complex, Jalan Ibrahim Sultan, Stulang Laut, Johor Bahru. Rental is payable on a monthly basis based on mutual agreement by way of letter for a period of 1 month and renewable thereafter	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	34
Berjaya Assembly Sdn Bhd	Receipt of vehicles assembly related services by Berjaya China Motor Sdn Bhd	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	3,300
<b>Total</b>			<b>14,775</b>
<b>7-Eleven Holdings and its unlisted subsidiary companies:-</b>			
7-Eleven Holdings and its subsidiary companies	Provision of education and staff training services by BEducation	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	20
	Provision of share registration services and other related services by BRegistration		80
	Provision of human resources management services by EVA Management		10
7-Eleven	Rental income receivable by BHills at:-	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	
	<ol style="list-style-type: none"> <li>1. RM800 per month for renting of 2 units quarter at Alamanda Staff Quarters, KM48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang*</li> <li>2. RM500 per month plus 2% of the monthly revenue generated for renting of shoplot at La Flamme Rose, Berjaya Hills Resort, KM48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang*</li> </ol> <p>Tenure of the above rental agreements is for a period of 3 years and renewable thereafter</p>		<p>10</p> <p>60</p>

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
7-Eleven	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	100
	Provision of transportation services by Securexpress Services		15,000
	Supply of consumer products by JL Morison		3,000
	Rental income receivable by WTSB at RM10,470 per month for renting of shoplot at Lot 1-1-1B, Menara Bangkok Bank, Laman Sentral Berjaya, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter		126
<b>Total</b>			<b>18,406</b>
<b>Other related parties:-</b>			
BMedia	Provision of share registration services and printing to mailing by BRegistration	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	100
	Management fees receivable by BCorporation for services rendered that include, inter-alia, the provision of finance, secretarial, internal audit and general administrative services		36
BMedia and its subsidiary companies	Provision of education and staff training services by BEducation	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	20
	Provision of human resources management services by EVA Management		32
Sun Media	Procurement of advertising and publishing services by the BCorporation Group	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	4,290
	Provision of leasing and hire purchase facilities by PCL		600
MOL.com and its subsidiary companies	Provision of leasing and hire purchase facilities by PCL	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,500
	Provision of human resources management services by EVA Management		7
	Provision of education and staff training services by BEducation		10

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
Qinetics MSP	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	30
Qinetics and its subsidiary companies	Purchase of hardware and networking equipment and receipt of information technology consultancy, maintenance, management and other services by the BCorporation Group	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	5,000
	Provision of education and staff training services by BEducation		20
	Receipt of network hosting services by EVA Management		120
Roda Indah	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	10
	Provision of human resources management services by EVA Management		12
	Provision of education and staff training services by BEducation		10
	Supply of stationery products by IPTSB		24
U Mobile	Rental income receivable by BHills at RM9,837 per month for renting of broadcasting facility at KM48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	118
	Provision of printing and mailing services by BRegistration		2,500
	Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme		3,000
	Provision of education and staff training services by BEducation		50

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Interested Directors/ Major Shareholders and/or Persons Connected with them</b>	<b>Estimated value from 16/12/20 to the date of next AGM (RM'000)</b>
U Mobile	Rental income receivable by Stephens Properties at RM2,550 per month for renting of premises at rooftop, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	31
BInfrastructure	Provision of education and staff training services by BEducation	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	10
	Provision of leasing and hire purchase facilities by PCL		300
BRetail	Provision of share registration services and printing to mailing by BRegistration	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	3
	Provision of human resources management services by EVA Management		12
Singer	Provision of education and staff training services by BEducation	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	10
	Supply of stationery products by IPTSB		850
Auto Tulin	Purchase of motor vehicles, component parts and other related products and services by the BCorporation Group	TSVT, DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	5,000
	Provision of human resources management services by EVA Management		5
<b>Total</b>			<b>23,710</b>
<b>Grand Total</b>			<b>64,691</b>

Notes:-

- \* *New Recurrent Related Party Transactions which were not covered in the previous general mandate.*
- ^ *Transactions to be entered into between the BCorporation Group and BFood and/or its unlisted subsidiaries are now regarded as related party transactions since the interest held by the related party i.e. TSVT in BFood is more than 10% other than via BCorporation. As such, BCorporation is required to seek the approval from its shareholders for new shareholders' mandate for the transactions to be entered into between the BCorporation Group and BFood and/or its unlisted subsidiaries at the forthcoming BCorporation AGM.*
- (1) *The estimated values from 16 December 2020 to the date of next AGM in 2021 are based on historical records and budgets of the respective Recurrent Related Party Transactions. The actual value of these transactions may differ from the said estimated values.*

- (2) BCorporation is a major shareholder of BFood and BAssets and its direct and indirect interests in these companies as at 1 October 2020 are set out below:-

	% of Interest	
	Direct	Indirect
BFood	Nil	58.44 <sup>(a)</sup>
BAssets	Nil	15.84 <sup>(a)</sup>

Note:-

- (a) Deemed interested by virtue of its 100% interest in BGroup.
- (3) TSVT is the Executive Chairman of BCorporation and a Major Shareholder of BCorporation by virtue of his direct and indirect interests in BCorporation. By virtue of his interests in BCorporation, TSVT is deemed interested in the shares of BCorporation's subsidiary companies to the extent BCorporation has an interest.

TSVT's direct and indirect interests in BFood, BAssets and 7-Eleven Holdings as at 1 October 2020 are set out below:-

	% of Interest	
	Direct	Indirect
BFood	5.13	66.87 <sup>(a)</sup>
BAssets	32.84	31.22 <sup>(b)</sup>
7-Eleven Holdings	25.92	24.29 <sup>(c)</sup>

Notes:-

- (a) Deemed interested by virtue of his interests in BCorporation, BAssets (the holding company of BBSB), MOL.com (the ultimate holding company of LKHSS), B&B, U Telemedia and 7-Eleven Holdings (the holding company of CSSSB) and his deemed interest in BRetail.
- (b) Deemed interested by virtue of his interests in BCorporation, HRESB, B&B (the holding company of Auto Tulin), Berjaya VTCY Sdn Bhd, MOL.com (the ultimate holding company of LKHSS), U Telemedia and his deemed interests in BInfrastructure and BRetail.
- (c) Deemed interested by virtue of his interests in HQZ (the ultimate holding company of BRetail and Berjaya Credit Sdn Bhd), BCorporation (the ultimate holding company of BLand, Bukit Kiara Resort Berhad, KDE Recreation Berhad, Nural Enterprise Sdn Bhd, Country Farms Sdn Bhd, Inter-Pacific Asset Management Sdn Bhd, Inter-Pacific Capital Sdn Bhd, REDtone International Berhad, WTSB and Berjaya Philippines Inc.), BAssets (the holding company of BBSB), U Telemedia, HRESB and True Ascend Sdn Bhd.
- (4) DSRT is the Chief Executive Officer and a deemed Major Shareholder of BCorporation. DSRT is a son of TSVT. Hence, DSRT and TSVT are Persons Connected with each other.

DSRT is also a shareholder of BFood and BAssets. DSRT's direct and indirect interests in the aforementioned companies other than BCorporation as at 1 October 2020 are set out below:-

	% of Interest	
	Direct	Indirect
BFood	0.77	-
BAssets	0.05	3.61 <sup>(a)</sup>

Note:-

- (a) Deemed interested by virtue of his interest in HRESB.
- (5) NTSP is an Executive Director of BCorporation. NTSP is also a shareholder of BAssets with a direct interest of 0.04% as at 1 October 2020. NTSP is a daughter of TSVT and a sister of DSRT. Hence, NTSP is a Person Connected with TSVT and DSRT.

- (6) *Sun Media is a 100%-owned subsidiary of BMedia which was delisted and removed from the Official List of the Exchange on 17 July 2020. TSVT and BCorporation are major shareholders of BMedia. Their direct and indirect interests in BMedia as at 1 October 2020 are set out below:-*

	% of Interest	
	Direct	Indirect
<i>TSVT</i>	39.08	30.22 <sup>(a)</sup>
<i>BCorporation</i>	Nil	18.06 <sup>(b)</sup>

Notes:-

- (a) *Deemed interested by virtue of his interests in BCorporation, HRESB, Superior Structure, BAssets (the holding company of BBSB and BTSSB), B&B and HQZ (the ultimate holding company of Desiran Unggul and Premier Merchandise).*  
 (b) *Deemed interested by virtue of its 100% interests in BGroup and BHills.*

*DSRT is the Chairman and a substantial shareholder of BMedia by virtue of his direct interest of 0.01% and deemed interest of 7.24% in BMedia through his interest in HRESB.*

- (7) *TSVT and BCorporation are major shareholders of MOL.com. Their direct and indirect interests in MOL.com as at 1 October 2020 are set out below:-*

	% of Interest	
	Direct	Indirect
<i>TSVT</i>	81.17	18.48 <sup>(a)</sup>
<i>BCorporation</i>	Nil	18.48 <sup>(b)</sup>

Notes:-

- (a) *Deemed interested by virtue of his interests in BCorporation.*  
 (b) *Deemed interested by virtue of its 100% interest in BHills and its deemed interests in Berjaya Sompo Insurance Berhad and PCL.*

*DSRT is a shareholder of MOL.com.*

- (8) *Qinetics MSP is a wholly-owned subsidiary of Qinetics which in turn is an 83.97%-owned subsidiary of MOL.com. TSVT is a deemed major shareholder of Qinetics MSP and Qinetics by virtue of his 81.17% direct interest in MOL.com.*
- (9) *Roda Indah is a wholly-owned subsidiary of B&B. TSVT is a deemed major shareholder of Roda Indah by virtue of his 99.34% interest in B&B.*
- (10) *As at 1 October 2020, U Mobile is 13.76%, 2.01% and 6.20% owned by U Telemedia, BInfrastructure and BRetail respectively. TSVT, the Chairman of U Mobile, is also a major shareholder of U Mobile by virtue of his 21.97% deemed interest in U Mobile through his interest in U Telemedia and his deemed interests in BInfrastructure and BRetail by virtue of his 99.99% interest in HQZ.*
- (11) *BInfrastructure is 40.08% owned by Intan and 20.04% owned by Mr. Morvin Tan U-Jiang. TSVT is a deemed major shareholder of BInfrastructure by virtue of his 40.08% deemed interest in BInfrastructure through his interest in Intan. Mr. Morvin Tan U-Jiang, a director of BInfrastructure, is a son of TSVT and a brother of DSRT and NTSP. Hence, Mr. Morvin Tan U-Jiang is a Person Connected with TSVT, DSRT and NTSP.*
- (12) *Singer is 100% owned by BRetail, a wholly-owned subsidiary of Premier Merchandise which in turn is a wholly-owned subsidiary of Intan. TSVT is a deemed major shareholder of Intan by virtue of his 99.99% interest in HQZ, the ultimate holding company of Intan.*
- (13) *Auto Tulin is a 96.25%-owned subsidiary of B&B. TSVT is a deemed major shareholder of Auto Tulin by virtue of his 99.34% interest in B&B.*

## **2.4 Methods Or Procedures On Which Transactions Prices Are Determined/Review Procedures For Recurrent Related Party Transactions**

2.4.1 The BCorporation Group has established various methods and procedures to ensure that Recurrent Related Party Transactions are entered into on an arm's length basis and on normal commercial terms which are consistent with the Group's normal business practices and policies and are on terms not more favourable to the Related Parties than those extended to third parties and are not detrimental to the minority shareholders. They include, inter-alia, the following:-

- (i) The transaction prices are based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (ii) The Related Parties and interested Directors will be notified of the method and/or procedures of the BCorporation Group;
- (iii) Records of Recurrent Related Party Transactions will be retained and compiled by the Group accountant for submission to the Audit Committee for review;
- (iv) The Audit Committee is to provide a statement that it has reviewed the terms of the Recurrent Related Party Transactions to ensure that such transactions are undertaken based on terms not more favourable to the Related Parties than those generally available to the public, are not detrimental to the minority shareholders and are in the best interest of the BCorporation Group;
- (v) Directors who have any interest in any Recurrent Related Party Transaction shall abstain from Board deliberations and voting and will ensure that they and any Person(s) Connected with them will also abstain from voting on the resolution at the EGM or AGM to be convened for the purpose; and
- (vi) Disclosures will be made in the annual report of the breakdown of the aggregate value of Recurrent Related Party Transactions during the financial year, amongst others, based on the following information:-
  - (a) the type of the Recurrent Related Party Transactions made; and
  - (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the BCorporation Group.

2.4.2 At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever 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. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the BCorporation Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to the BCorporation Group.

2.4.3 The guidelines for the relevant approving authority practised by the BCorporation Group in relation to Recurrent Related Party Transactions are as follows:-

- (i) Transactions below RM3,000,000 each in value, will be reviewed and approved by any one of the Executive Directors or such other senior executive(s) (not being a person connected with the Related Party) designated by the Audit Committee from time to time for such purpose, and tabled for review by the Audit Committee on a half yearly basis.



- (ii) Transactions equal to or exceeding RM3,000,000 each in value will be reviewed and approved by the Audit Committee.
- (iii) The Executive Director or other senior executive(s) designated by the Audit Committee from time to time for such purpose, and the Audit Committee, may, as he/it deems fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including the obtaining of valuations from independent valuers.

## 2.5 Statement By Audit Committee

2.5.1 The Audit Committee of BCorporation has seen and reviewed the procedures mentioned in Section 2.4 above and is of the opinion that the abovementioned procedures are sufficient to ensure that the Recurrent Related Party Transactions are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

2.5.2 The BCorporation Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. The Audit Committee of BCorporation conducts the review of these procedures and processes on a half yearly basis.

## 2.6 Existing Mandate On Recurrent Related Party Transactions

2.6.1 Set out below is the actual value transacted of each Recurrent Related Party Transactions, from the date on which the existing mandate was obtained on 12 December 2019 up to 1 October 2020, being the latest practicable date before the printing of this Circular, together with its estimated value as disclosed in the Circular to Shareholders dated 30 October 2019:-

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
BAssets and its unlisted subsidiary companies:-			
BAssets and its subsidiary companies	Provision of leasing and hire purchase facilities by PCL	1,165	7,000
	Supply of stationery products and printing services by IPTSB	7	80
	Provision of education and staff training services by BEducation	1	100
	Supply of cleaning chemical products by KSMSB	1	30
	Provision of human resources management services by EVA Management	5	15
	Loyalty reward fees received by BLoyalty for managing the loyalty card programme	1	100
	Supply of consumer products by JL Morison	64	350

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
BAssets	Provision of share registration services by BRegistration	70	110
BTS Car Park Sdn Bhd	Parking charges paid by the BCorporation Group for leasing of parking bays	375	550
BTSSB	Rental paid by BEnviroParks for renting of office premises at Lots 09-01, 09-02 & 09-03, 9 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	190	251
	Rental paid by RAPM for renting of office premises at Lot 07-24, 7 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	117	145
	Rental paid by CMSB for renting of:-		
	1. shoplots at Lots LG-12 & LG-20, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	338	447
	2. office premises at Lots 08-52 & 08-53, 8 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	53	69
	Rental paid by Berjaya Krispy Kreme for renting of kiosk at Lot LG19-C, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	104	116
	Rental paid by Berjaya College for renting of office premises at Lots 10-12 & 10-12A, 10 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	431	569
	Rental paid by BRegistration for renting of office premises at Lot 10-02A, 10 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	201	265

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
BTSSB	Rental paid by BHigher Education for renting of:-  1. premises at Lot 14-01, 14 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur  2. shoplots at Lots 09-23, 09-24 & 09-25, 9 <sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur <sup>(1)</sup>  Rental paid by IPS for renting of premises at rooftop, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	815  120  5	1,076  203  6
Berjaya Waterfront Sdn Bhd	Rental paid by CMSB for renting of shoplot at Lot 2.40, Level 2, Berjaya Waterfront Complex, Jalan Ibrahim Sultan, Stulang Laut, Johor Bahru	26	34
Berjaya Assembly Sdn Bhd	Receipt of vehicles assembly related services by Berjaya China Motor Sdn Bhd	1,179	3,300
<b>Total</b>		<b>5,268</b>	<b>14,816</b>
<b>7-Eleven Holdings and its unlisted subsidiary companies:-</b>			
7-Eleven Holdings and its subsidiary companies	Provision of education and staff training services by BEducation  Provision of share registration services and other related services by BRegistration  Provision of human resources management services by EVA Management	-  54  6	20  80  10
7-Eleven	Loyalty reward fees received by BLoyalty for managing the loyalty card programme  Provision of transportation services by Securexpress Services  Supply of consumer products by JL Morison  Rental income received by WTSB for renting of shoplot at Lot 1-1-1B, Menara Bangkok Bank, Laman Sentral Berjaya, Kuala Lumpur	4  7,100  1,500  105	300  15,000  3,000  126
<b>Total</b>		<b>8,769</b>	<b>18,536</b>

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
<b>Other related parties:-</b>			
BMedia <sup>(2)</sup>	Provision of share registration services and printing to mailing by BRegistration	31	100
	Management fees received by BCorporation for services rendered that include, inter-alia, the provision of finance, secretarial, internal audit and general administrative services	30	120
	Provision of education and staff training services by BEducation	-	20
	Provision of human resources management services by EVA Management	14	32
Sun Media <sup>(2)</sup>	Procurement of advertising and publishing services by the BCorporation Group	297	4,290
	Provision of leasing and hire purchase facilities by PCL	-	600
	Provision of transportation services by Successline (M) Sdn Bhd and Securexpress Services <sup>(3)</sup>	-	150
MOL.com and its subsidiary companies	Provision of leasing and hire purchase facilities by PCL	-	1,500
	Provision of human resources management services by EVA Management	2	7
	Provision of education and staff training services by BEducation	-	10
Qinetics MSP	Loyalty reward fees received by BLoyalty for managing the loyalty card programme	-	30
Qinetics and its subsidiary companies	Purchase of hardware and networking equipment and receipt of information technology consultancy, maintenance, management and other services by the BCorporation Group	1,016	5,000
	Provision of education and staff training services by BEducation	-	20
	Receipt of network hosting services by EVA Management	100	120

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
Roda Indah	Loyalty reward fees received by BLoyalty for managing the loyalty card programme	-	10
	Provision of human resources management services by EVA Management	4	12
	Provision of education and staff training services by BEducation	-	10
	Supply of stationery products by IPTSB	-	24
U Mobile	Rental income received by BHills for renting of broadcasting facility at KM48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang	98	118
	Provision of printing and mailing services by BRegistration	2,200	2,500
	Loyalty reward fees received by BLoyalty for managing the loyalty card programme	2	3,000
	Provision of education and staff training services by BEducation	-	50
	Rental income received by Stephens Properties for renting of premises at rooftop, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur	26	31
BInfrastructure	Provision of education and staff training services by BEducation	-	10
	Provision of leasing and hire purchase facilities by PCL	-	300
BRetail	Provision of share registration services and printing to mailing by BRegistration	2	3
	Provision of human resources management services by EVA Management	4	12
Singer	Provision of education and staff training services by BEducation	-	10
	Supply of stationery products by IPTSB	348	850

<b>BCorporation Group with the following Related Parties</b>	<b>Nature of transactions undertaken by BCorporation and/or its unlisted subsidiary companies</b>	<b>Actual value transacted from 12/12/19 to 1/10/20 (RM'000)</b>	<b>Estimated value as disclosed in the Circular to Shareholders dated 30/10/19 (RM'000)</b>
Auto Tulin	Purchase of motor vehicles, component parts and other related products and services by the BCorporation Group	46	5,000
	Provision of human resources management services by EVA Management	3	5
<b>Total</b>		<b>4,223</b>	<b>23,944</b>
<b>Grand Total</b>		<b>18,260</b>	<b>57,296</b>

Notes:-

- (1) Tenancy agreement entered into between BHigher Education and BTSSB for renting of shoplots at Lots 09-23, 09-24 & 09-25, 9<sup>th</sup> Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur was terminated on 31 July 2020.
- (2) BMedia, the holding company of Sun Media, was delisted and removed from the Official List of the Exchange on 17 July 2020.
- (3) Provision of transportation services by Successline (M) Sdn Bhd and Securexpress Services to Sun Media was ceased on 30 June 2019.

## **2.7 Amount Due And Owing By Related Parties Pursuant To The Recurrent Related Party Transactions**

- 2.7.1 As at 30 June 2020, the total outstanding amount due and owing to the BCorporation Group by its Related Parties under the Recurrent Related Party Transactions which exceeded the credit term of not more than one year was about RM1.43 million. There is no outstanding amount due and owing by the Related Parties under the Recurrent Related Party Transactions which exceeded the credit term of more than one year.
- 2.7.2 No late payment charge is imposed by the BCorporation Group on amounts due and owing by its Related Parties that exceeded the credit term as the Board of BCorporation has reviewed the outstanding amounts, and is of the opinion that the outstanding amounts were part of normal business operations of the Group and are recoverable. In addition, the Board of BCorporation and Management of the Group are of the view that the Related Parties are long term business partners and have sound credit standing.
- 2.7.3 The Management of the Group has and will continuously discuss with the Related Parties for early settlement of the outstanding amounts due.

## **3.0 RATIONALE FOR, AND THE BENEFIT TO THE BCORPORATION GROUP FROM TRANSACTING WITH RELATED PARTIES**

- 3.1 The Recurrent Related Party Transactions entered into or to be entered into by the BCorporation Group are all in the ordinary course of business and intended to meet the business needs of the Group at the best possible terms so as to achieve the synergistic benefits within the entire BCorporation Group. As such, it is anticipated that the Recurrent Related Party Transactions would occur on a frequent and recurrent basis.

- 3.2 The Proposed Mandate will eliminate the need to make announcements to the Exchange and/or to convene separate EGMs from time to time to seek shareholders' prior approvals for the BCorporation Group to enter into such Recurrent Related Party Transactions. This will serve to reduce substantial administrative time and expenses in convening such EGMs without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group.
- 3.3 The Recurrent Related Party Transactions provide the BCorporation Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the BCorporation Group and the Related Parties.

#### 4.0 CONDITIONS FOR THE PROPOSED MANDATE

- 4.1 The Proposed Mandate is conditional upon approval being obtained from shareholders of BCorporation at the forthcoming AGM. The Proposed Mandate being procured from shareholders of BCorporation at the forthcoming AGM is subject to annual renewal.

#### 5.0 FINANCIAL EFFECTS OF THE PROPOSED MANDATE

- 5.1 The Proposed Mandate does not have any effect on the issued share capital of BCorporation and is not expected to have any material effect on the consolidated earnings and NA of BCorporation.

#### 6.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

- 6.1 The direct and indirect shareholdings of the interested Major Shareholders, the interested Directors and Persons Connected with them in BCorporation as at 1 October 2020 are as follows:-

	←-----Direct-----→		←-----Indirect-----→	
	No. of BCorporation Shares	%	No. of BCorporation Shares	%
<b>Interested Major Shareholders</b>				
TSVT	1,189,800,000	24.41	1,385,353,754 <sup>(a)</sup>	28.42
DSRT	2,289,532	0.05	682,107,122 <sup>(b)</sup>	13.99
<b>Interested Directors</b>				
TSVT	1,189,800,000	24.41	1,385,353,754 <sup>(a)</sup>	28.42
			8,604,910 <sup>(c)</sup>	0.18
DSRT	2,289,532	0.05	682,107,122 <sup>(b)</sup>	13.99
			5,150 <sup>(c)</sup>	*
NTSP	-	-	-	-
<b>Interested Persons Connected</b>				
DSRT	2,289,532	0.05	682,107,122 <sup>(b)</sup>	13.99
			5,150 <sup>(c)</sup>	*
NTSP	-	-	-	-
Morvin Tan U-Jiang	8,402,000	0.17	-	-

Notes:-

\* Negligible

(a) Deemed interested by virtue of his interests in Ascot Sports, HRESB, NKSB, Superior Structure, U Telemedia, BAssets (the holding company of BBSB and BTSSB), BMedia (the holding company of Gemtech), B&B (the holding company of Auto Tulin), HQZ (the ultimate holding company of Desiran Unggul and Premier Merchandise), MOL.com (the ultimate holding company of LKHSS) and his deemed interests in BInfrastructure, Berjaya Sompo Insurance Berhad, Mantra Design Sdn Bhd and CSSSB.

(b) Deemed interested by virtue of his interests in Ascot Sports and HRESB.

(c) Indirect interest held pursuant to Section 59(11)(c) of the Act.

- 6.2 Based on details as disclosed in Section 2.3, TSVT, DSRT and NTSP, being interested Directors, have abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate. They will also abstain from voting in respect of their, direct and/or indirect shareholdings in BCorporation (where applicable) on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM. They have undertaken to ensure that Persons Connected with them will abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

CKS is a common director of BCorporation, BAssets, 7-Eleven Holdings and certain companies which are involved in the Recurrent Related Party Transactions pursuant to the Proposed Mandate. Although CKS is not deemed to be interested in the Proposed Mandate pursuant to the Listing Requirements, he has however voluntarily abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandate. CKS will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

- 6.3 TSVT and DSRT being interested Major Shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM. They have respectively undertaken to ensure that Persons Connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.
- 6.4 Save as disclosed, none of the other Directors or Major Shareholders of BCorporation and Persons Connected with them, has any interest, direct or indirect in the Proposed Mandate.

## **7.0 DIRECTORS' RECOMMENDATION**

- 7.1 The Board of BCorporation (except for TSVT, DSRT, NTSP and CKS) having considered all aspects of the Proposed Mandate, is of the opinion that it is in the best interest of the BCorporation Group and accordingly the Board with the exception of TSVT, DSRT, NTSP and CKS who have abstained from making any recommendation on the Proposed Mandate, recommends that you vote in favour of the Proposed Mandate to be tabled at the forthcoming AGM.

## **8.0 AGM**

- 8.1 The AGM, Notice of which is enclosed in the Annual Report 2020 and an extract of ordinary resolution on the Proposed Mandate is enclosed in this Circular, will be conducted on a fully virtual basis through live streaming from the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 16 December 2020 at 10.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Mandate.
- 8.2 The voting on the ordinary resolution at the AGM of the Company will be by poll. If you are unable to participate and vote remotely via the Remote Participation and Voting facilities to be provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd via its ePortal's platform at <https://sshsb.net.my/> at the forthcoming AGM of the Company, you may appoint a proxy to participate and vote on your behalf. If you wish to do so, you must complete and deposit the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible so as to arrive at the Registered Office of the Company at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur not later than 48 hours before the time fixed for the AGM of the Company or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the forthcoming AGM should you subsequently wish to do so. Shareholders/proxy(ies) from the public will not be allowed to be physically present at the broadcast venue on the day of the AGM.



**9.0 FURTHER INFORMATION**

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

Yours faithfully,  
For and on behalf of  
the Board of Directors of  
**BERJAYA CORPORATION BERHAD**

**Datuk Robert Yong Kuen Loke**  
**Independent Non-Executive Director**

**PART B**

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY  
TO PURCHASE ITS OWN SHARES**

# **BERJAYA CORPORATION BERHAD**

(Registration No. 200101019033 (554790-X))

(Incorporated in Malaysia)

## **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

### **1.0 INTRODUCTION**

- 1.1 On 22 October 2020, the Board of BCorporation announced that the Company proposes to seek a shareholders' mandate to renew the authority for BCorporation to purchase its own shares on the Exchange of up to a maximum of 10% of the total number of issued shares.
- 1.2 The purpose of this Statement is to provide you with the relevant details of the Proposed Share Buy-Back and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM, which will be conducted on a fully virtual basis through live streaming from the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 16 December 2020 at 10.00 a.m. or any adjournment thereof via the Remote Participation and Voting facilities to be provided by the Poll Administrator of the Company, SS E Solutions Sdn Bhd via its ePortal's platform at <https://sshsb.net.my/>.

### **2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK**

- 2.1 BCorporation had, at its last AGM held on 12 December 2019, obtained its shareholders' mandate for the Company to purchase its own shares and the aforesaid mandate will continue to be in force until the conclusion of the forthcoming AGM which will be held on 16 December 2020.
- 2.2 A new mandate is required from the shareholders of the Company to renew the authority to purchase up to ten percent (10%) of its total number of issued shares on the Exchange, subject to the compliance with Section 127 of the Act and the Prevailing Laws at the time of purchase. This new mandate from the shareholders of the Company will be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming AGM and will continue to be in force until:-
  - a) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
  - c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

- 2.3 Based on the issued share capital of the Company as at 1 October 2020 of 5,214,924,527 BCorporation Shares, the number of shares that can be purchased by the Company is up to 521,492,452 BCorporation Shares representing up to 10% of the total number of issued shares of the Company inclusive of the 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares. On 28 August 2020, the Board of BCorporation declared a share dividend for the financial year ended 30 June 2020 on the basis of 4 Treasury Shares for every 100 BCorporation Shares held as at 1 October 2020. A total of 194,949,937 Treasury Shares have been distributed as share dividend on 15 October 2020. After taking into consideration the said distribution of Treasury Shares, the number of BCorporation Shares that can be further purchased by the Company pursuant to the Proposed Share Buy-Back is up to 375,842,389 BCorporation Shares.

As at 1 October 2020, BCorporation has a total outstanding 644,998,193 ICULS 2012/2022, 102,837,080 ICULS 2016/2026, 700,085,842 Warrants 2012/2022 and 706,496,680 Warrants 2016/2026 (collectively “**BCorporation Other Securities**”). Should the issued share capital of the Company increase due to full conversion/exercise of the said BCorporation Other Securities and/or any new issuance of BCorporation Shares pursuant to any corporate exercises undertaken/to be undertaken by the BCorporation Group, the maximum number of ordinary shares that can be purchased by the Company is up to 10% of the enlarged number of issued shares of the Company at the time of purchase less any Share Purchased and retained as Treasury Shares.

- 2.4 The amount of funds to be allocated for the purchase of BCorporation Shares pursuant to the Proposed Share Buy-Back will be financed through internally generated funds and/or borrowings, the proportion of which will depend on the quantum of the cash consideration as well as the availability of internally generated funds and/or borrowings at the time of the purchase(s). In the event the Proposed Share Buy-Back is to be partly financed by borrowings, the Company expects that it will be capable of repaying the borrowings and that the borrowings will not have any material impact on the cash flows of the BCorporation Group. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Share Buy-Back.
- 2.5 The actual number of Shares Purchased, the total amount of funds to be utilised for each purchase and the timing of any purchase will depend on inter-alia, the market conditions and sentiments of the stock market, the availability of financial resources and the retained profits of the Company. The total consideration for the Proposed Share Buy-Back shall not exceed the retained profits of the Company. The retained profits of the Company as per audited financial statements as at 30 June 2020 is set out below:-

	<u><b>Audited as at</b></u> <u><b>30 June 2020</b></u> <u><b>RM'000</b></u>
Retained profits	919,002
Consideration of Treasury Shares already purchased	<u>(92,344)</u>
<b>Limit available</b>	<u><b>826,658</b></u>

- 2.6 The Board of BCorporation may resolve to cancel all the Shares Purchased, or retain all the Shares Purchased as Treasury Shares, or retain part thereof as Treasury Shares and subsequently cancelling the balance.

In the event that the Board resolves to cancel or retain the Shares Purchased, the BCorporation Group would expect to enhance its EPS and thereby investors are expected to enjoy a corresponding increase in the value of their investments in the Company.

If the Shares Purchased are to be kept as Treasury Shares, it may be realised with potential gain without affecting the total issued share capital of the Company. The Company may also utilise the Treasury Shares as share dividends to its shareholders depending on the availability of profits of the Company and/or resell the Treasury Shares in the open market to profit from any price appreciation of the BCorporation Shares in the future. The Treasury Shares may be transferred for the purpose of an employees' share scheme or as purchase consideration.

- 2.7 BCorporation may only purchase its own shares on the Exchange at prices which are not more than fifteen per cent (15%) above the weighted average market price of BCorporation Shares for the five (5) market days immediately before the purchase(s).

The Company may only resell the Treasury Shares on the Exchange at:

- (a) prices which are not less than the weighted average market price of BCorporation Shares for the five (5) market days immediately before the resale; or

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

2.8 The Proposed Share Buy-Back will be in accordance with the Prevailing Laws at the time of the purchase including compliance with twenty-five percent (25%) shareholding spread as required by the Listing Requirements. As at 1 October 2020, the public shareholding spread of the Company was approximately 46.23%. Based on the public shareholding spread of the Company as at 1 October 2020, assuming the Proposed Share Buy-Back is implemented in full with the purchase from the public entirely, the shareholdings of the Directors and substantial shareholders of BCorporation and/or persons connected with them will remain the same and all Shares Purchased will be retained either as Treasury Shares or cancelled, the public shareholding spread of BCorporation is expected to reduce to 44.15%.

### **3.0 RATIONALE FOR THE PROPOSED SHARE BUY-BACK**

- 3.1 The Proposed Share Buy-Back will enable the Company to utilise any of its surplus financial resources to purchase its own shares which may have positive impact on the market price of BCorporation Shares. The Proposed Share Buy-Back, if implemented, may help to stabilise the supply and demand of the BCorporation Shares traded on the Exchange and thereby supporting its fundamental value.
- 3.2 The Proposed Share Buy-Back may also improve the future EPS of the Group and the return on equity as a result of a reduced share capital base if the Shares Purchased are subsequently cancelled.
- 3.3 If the Shares Purchased are to be retained as Treasury Shares, it will provide an option for the Company to resell the Treasury Shares at a higher price and generate capital gain for the Company. Alternatively, it may be distributed as share dividends to reward BCorporation's shareholders in the future.

### **4.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK**

- 4.1 The potential advantages of the Proposed Share Buy-Back are as follows:-
  - (a) allows the Company to take preventive measures against speculation particularly when the BCorporation Shares are undervalued; and
  - (b) allows the Company flexibility in attaining its desired capital structure.
- 4.2 The potential disadvantages of the Proposed Share Buy-Back are as follows:-
  - (a) the Proposed Share Buy-Back will reduce the surplus financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in future; and
  - (b) as the Proposed Share Buy-Back can only be made out of retained profits of the Company, it will result in the reduction of financial resources available for distribution to shareholders in the immediate future.
- 4.3 Nevertheless, the Board of BCorporation will be mindful of the interests of BCorporation and its shareholders in implementing the Proposed Share Buy-Back and its subsequent decisions in handling such Shares Purchased.

## 5.0 EFFECTS OF THE PROPOSED SHARE BUY-BACK

### 5.1 Issued Share Capital

- 5.1.1 If the Shares Purchased are to be retained in full as Treasury Shares, the Proposed Share Buy-Back will not have any effect on the issued share capital of BCorporation. However, the rights attaching to them as to voting, dividends and participation in other distributions and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.
- 5.1.2 The issued share capital of BCorporation will decrease if the Shares Purchased are cancelled. The proforma effect of the Proposed Share Buy-Back on the issued share capital of the Company assuming BCorporation purchases and subsequently cancels up to 10% of the existing share capital is as follows:-

	<b>No. of BCorporation Shares</b>
Issued share capital as at 1 October 2020	5,214,924,527
Assuming all Shares Purchased are to be cancelled pursuant to the Proposed Share Buy-Back*	(521,492,452)
Resultant issued share capital	<u><u>4,693,432,075</u></u>

\* *Inclusive of the 340,600,000 BCorporation Shares (as at 1 October 2020) that have been purchased and retained as Treasury Shares.*

### 5.2 NA and EPS

#### 5.2.1 NA

The NA per share may be increased or decreased, depending on the purchase price and number of Shares Purchased. Should the purchase price per Share Purchased exceeds its existing NA per share at the time of purchase, the resultant NA per share should decrease accordingly. Conversely, should the purchase price per Share Purchased be lower than its existing NA per share at the time of purchase, the resultant NA per share should increase accordingly.

#### 5.2.2 EPS

The effects of the Proposed Share Buy-Back on the EPS of BCorporation would depend on the number of Shares Purchased.

### 5.3 Working Capital

The Proposed Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which will depend on the actual purchase price and number of Shares Purchased.

### 5.4 Dividends

The Proposed Share Buy-Back may reduce the amount of distributable reserves available for payment of dividends in the immediate future.

## 5.5 Directors and Substantial Shareholders' Shareholdings

### 5.5.1 Directors

The effects of the Proposed Share Buy-Back on the shareholdings of the Directors of BCorporation based on the Register of Directors as at 1 October 2020 are as follows:-

Director	No. of BCorporation Shares as at 1 October 2020				No. of BCorporation Shares after the Proposed Share Buy-Back			
	Direct	% <sup>(1)</sup>	Indirect	% <sup>(1)</sup>	Direct	% <sup>(2)</sup>	Indirect	% <sup>(2)</sup>
TSVT	1,189,800,000	24.41	1,385,353,754 <sup>(a)</sup> 8,604,910 <sup>(c)</sup>	28.42 0.18	1,189,800,000	25.35	1,385,353,754 <sup>(a)</sup> 8,604,910 <sup>(c)</sup>	29.52 0.18
DSRT	2,289,532	0.05	682,107,122 <sup>(b)</sup> 5,150 <sup>(c)</sup>	13.99 #	2,289,532	0.05	682,107,122 <sup>(b)</sup> 5,150 <sup>(c)</sup>	14.53 #
Vivienne Cheng Chi Fan	12,360	#	-	-	12,360	#	-	-
Dato' Sri Azlan Meah Bin Hj Ahmed Meah	5,703	#	-	-	5,703	#	-	-
Dato' Zurainah Binti Musa	-	-	-	-	-	-	-	-
NTSP	-	-	-	-	-	-	-	-
CKS	49,118	#	-	-	49,118	#	-	-
Datuk Robert Yong Kuen Loke	1,051,545	0.02	-	-	1,051,545	0.02	-	-
Dr. Jayanthi Naidu G. Danasamy	-	-	-	-	-	-	-	-
Penelope Gan Paik Ling	-	-	-	-	-	-	-	-

Notes:-

(1) Calculated based on 4,874,324,527 BCorporation Shares as at 1 October 2020 which excludes the 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares.

(2) Assuming the Proposed Share Buy-Back is undertaken in full and that the maximum of 521,492,452 Shares Purchased (including the 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares) representing 10% of the total number of issued shares of BCorporation as at 1 October 2020 of 5,214,924,527 BCorporation Shares, are to be retained as Treasury Shares and/or to be cancelled.

# Less than 0.01%.

(a) Deemed interested by virtue of his interests in Ascot Sports, HRESB, NKSB, Superior Structure, U Telemedia, BAssets (the holding company of BBSB and BTSSB), BMedia (the holding company of Gemtech), B&B (the holding company of Auto Tulin), HQZ (the ultimate holding company of Desiran Unggul and Premier Merchandise), MOL.com (the ultimate holding company of LKHSS) and his deemed interests in BInfrastructure, Berjaya Sampo Insurance Berhad, Mantra Design Sdn Bhd and CSSSB.

(b) Deemed interested by virtue of his interests in Ascot Sports and HRESB.

(c) Indirect interest held pursuant to Section 59(1)(c) of the Act.

## 5.5.2 Substantial Shareholders

The effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders of BCorporation based on the Register of Substantial Shareholders as at 1 October 2020 are as follows:-

Substantial shareholder	No. of BCorporation Shares as at 1 October 2020				No. of BCorporation Shares after the Proposed Share Buy-Back			
	Direct	% <sup>(1)</sup>	Indirect	% <sup>(1)</sup>	Direct	% <sup>(2)</sup>	Indirect	% <sup>(2)</sup>
TSVT	1,189,800,000	24.41	1,385,353,754 <sup>(a)</sup>	28.42	1,189,800,000	25.35	1,385,353,754 <sup>(a)</sup>	29.52
HRESB	681,952,622	13.99	-	-	681,952,622	14.53	-	-
BAssets	1,502,152	0.03	353,000,000 <sup>(b)</sup>	7.24	1,502,152	0.03	353,000,000 <sup>(b)</sup>	7.52
DSRT	2,289,532	0.05	682,107,122 <sup>(c)</sup>	13.99	2,289,532	0.05	682,107,122 <sup>(c)</sup>	14.53

### Notes:-

- (1) Calculated based on 4,874,324,527 BCorporation Shares as at 1 October 2020 which excludes the 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares.
- (2) Assuming the Proposed Share Buy-Back is undertaken in full and that the maximum of 521,492,452 Shares Purchased (including the 340,600,000 BCorporation Shares that have been purchased and retained as Treasury Shares) representing 10% of the total number of issued shares of BCorporation as at 1 October 2020 of 5,214,924,527 BCorporation Shares, are to be retained as Treasury Shares and/or to be cancelled.
- (a) Deemed interested by virtue of his interests in Ascot Sports, HRESB, NKSB, Superior Structure, U Telemedia, BAssets (the holding company of BBSB and BTSSB), BMedia (the holding company of Gemtech), B&B (the holding company of Auto Tulin), HQZ (the ultimate holding company of Desiran Unggul and Premier Merchandise), MOL.com (the ultimate holding company of LKHSS) and his deemed interests in BInfrastructure, Berjaya Sampo Insurance Berhad, Mantra Design Sdn Bhd and CSSSB.
- (b) Deemed interested by virtue of its 100% interests in BBSB and BTSSB and its deemed interest in Mantra Design Sdn Bhd.
- (c) Deemed interested by virtue of his interests in Ascot Sports and HRESB.

## 6.0 IMPLICATION RELATING TO THE CODE

- 6.1 As BCorporation has no intention for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code by any of its substantial shareholders and/or parties acting in concert with them, the Board of BCorporation will ensure that only such number of BCorporation Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Code will not be triggered.
- 6.2 The Board of BCorporation is aware of the requirements of the Code and will be mindful of the requirements when making any purchase of BCorporation Shares pursuant to the Proposed Share Buy-Back.



## 7.0 PURCHASES, RESALE AND CANCELLATION OF TREASURY SHARES

7.1 BCorporation had purchased a total of 290.60 million BCorporation Shares in the preceding twelve (12) months up to 1 October 2020, being the latest practicable date before the printing of this Statement, details of which are set out below:-

Date	Number of BCorporation Shares Purchased	Highest Price Paid RM	Lowest Price Paid RM	Average Price Paid RM	Total Amount Paid* RM
10/3/2020	3,000,000	0.230	0.220	0.221	663,874
13/3/2020	12,000,000	0.220	0.210	0.216	2,595,017
16/3/2020	8,500,000	0.210	0.190	0.203	1,734,515
17/3/2020	13,600,000	0.200	0.185	0.192	2,613,187
18/3/2020	20,100,000	0.190	0.175	0.183	3,690,032
19/3/2020	25,000,000	0.200	0.180	0.187	4,679,747
20/3/2020	13,037,100	0.215	0.190	0.203	2,650,645
23/3/2020	15,000,000	0.220	0.200	0.211	3,181,077
24/3/2020	4,762,900	0.220	0.210	0.215	1,029,594
25/3/2020	5,000,000	0.220	0.215	0.216	1,081,405
26/3/2020	6,500,000	0.220	0.215	0.219	1,429,959
27/3/2020	600,000	0.225	0.225	0.225	135,470
30/3/2020	3,000,000	0.225	0.220	0.222	667,816
31/3/2020	1,400,000	0.220	0.220	0.220	309,072
1/4/2020	3,000,000	0.220	0.215	0.216	649,753
2/4/2020	5,500,000	0.215	0.210	0.214	1,181,096
3/4/2020	5,600,000	0.215	0.210	0.214	1,200,664
6/4/2020	3,900,000	0.215	0.215	0.215	841,418
8/4/2020	4,000,000	0.215	0.205	0.207	831,132
9/4/2020	2,500,000	0.205	0.200	0.201	504,148
10/4/2020	2,500,000	0.200	0.195	0.197	493,712
13/4/2020	8,000,000	0.195	0.190	0.193	1,545,359
14/4/2020	1,900,000	0.200	0.190	0.199	379,817
15/4/2020	4,000,000	0.200	0.200	0.200	802,784
16/4/2020	6,000,000	0.200	0.195	0.196	1,178,838
17/4/2020	6,000,000	0.200	0.195	0.196	1,179,089
20/4/2020	5,000,000	0.200	0.200	0.200	1,003,480
21/4/2020	3,600,000	0.200	0.195	0.195	704,945
22/4/2020	1,000,000	0.195	0.195	0.195	195,679
23/4/2020	2,000,000	0.195	0.195	0.195	391,357
24/4/2020	4,000,000	0.195	0.195	0.195	782,714
27/4/2020	5,000,000	0.195	0.195	0.195	978,393
28/4/2020	5,000,000	0.195	0.195	0.195	978,393
29/4/2020	5,000,000	0.195	0.195	0.195	978,393
30/4/2020	5,000,000	0.195	0.195	0.195	978,393
4/5/2020	10,000,000	0.200	0.195	0.197	1,972,591
5/5/2020	5,000,000	0.200	0.200	0.200	1,003,480
6/5/2020	5,000,000	0.200	0.200	0.200	1,003,480
12/5/2020	1,000,000	0.200	0.200	0.200	200,696
13/5/2020	2,000,000	0.200	0.200	0.200	401,392
14/5/2020	5,000,000	0.200	0.200	0.200	1,003,480
15/5/2020	2,000,000	0.200	0.195	0.198	397,378
18/5/2020	3,000,000	0.200	0.195	0.196	591,301
19/5/2020	3,000,000	0.200	0.200	0.200	602,088
20/5/2020	3,000,000	0.200	0.200	0.200	602,088
21/5/2020	3,000,000	0.200	0.195	0.197	593,558
22/5/2020	2,500,000	0.200	0.190	0.195	489,447
27/5/2020	2,100,000	0.195	0.195	0.195	410,925
28/5/2020	1,000,000	0.200	0.195	0.196	196,180
29/5/2020	2,000,000	0.195	0.190	0.192	384,534

Date	Number of BCorporation Shares Purchased	Highest Price Paid RM	Lowest Price Paid RM	Average Price Paid RM	Total Amount Paid* RM
12/6/2020	2,000,000	0.185	0.185	0.185	371,288
15/6/2020	6,000,000	0.185	0.180	0.183	1,098,699
16/6/2020	2,000,000	0.190	0.190	0.190	381,322
17/6/2020	2,000,000	0.195	0.190	0.195	390,855
18/6/2020	2,000,000	0.195	0.195	0.195	391,357
19/6/2020	2,000,000	0.195	0.195	0.195	391,357
22/6/2020	1,500,000	0.195	0.195	0.195	293,518
23/6/2020	800,000	0.195	0.195	0.195	156,543
24/6/2020	800,000	0.195	0.195	0.195	156,543
25/6/2020	500,000	0.190	0.190	0.190	95,633
26/6/2020	500,000	0.190	0.190	0.190	95,633
29/6/2020	500,000	0.195	0.190	0.194	97,747
30/6/2020	400,000	0.195	0.190	0.190	76,607
<b>Total</b>	<b>290,600,000</b>				<b>58,090,688</b>

\* includes transaction cost

- 7.2 As at 1 October 2020, there are 340,600,000 BCorporation Shares held and retained as Treasury Shares by the Company.
- 7.3 BCorporation has not resold, transferred or cancelled any Treasury Shares in the preceding twelve (12) months up to 1 October 2020. Subsequently, on 15 October 2020, a total of 194,949,937 Treasury Shares were distributed as share dividend to the entitled shareholders of BCorporation on the basis of 4 Treasury Shares for every 100 BCorporation Shares held as at 1 October 2020.

## 8.0 HISTORICAL SHARE PRICES

- 8.1 The monthly highest and lowest traded prices of BCorporation Shares on the Exchange for the past twelve (12) months up to September 2020 are as follows:-

	High RM	Low RM
<b>2019</b>		
October	0.250	0.225
November	0.245	0.235
December	0.250	0.235
<b>2020</b>		
January	0.255	0.235
February	0.240	0.215
March	0.245	0.170
April	0.220	0.185
May	0.210	0.190
June	0.200	0.180
July	0.285	0.175
August	0.230	0.185
September	0.215	0.180

Last transacted market price of BCorporation Shares as at 1 October 2020 RM0.185

(Source: Bloomberg)

## **9.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS**

- 9.1 The Company is not aware of any Director or Major shareholder of BCorporation and/or persons connected with them having any interest, direct or indirect, in the Proposed Share Buy-Back or in subsequent resale of Treasury Shares.

## **10.0 DIRECTORS' RECOMMENDATION**

- 10.1 The Directors of BCorporation, having considered all aspects of the Proposed Share Buy-Back, are of the opinion that the Proposed Share Buy-Back is in the best interest of the Group. Accordingly, they recommend that you vote in favour of the ordinary resolution in respect of the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

## **11.0 FURTHER INFORMATION**

- 11.1 Shareholders are requested to refer to the attached Appendix I for further information.

**FURTHER INFORMATION****1. RESPONSIBILITY STATEMENT**

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

**2. MATERIAL CONTRACTS**

Save as disclosed below, neither BCorporation nor any of its subsidiary companies have entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business of the Company or any of its subsidiary companies) during the two (2) years immediately preceding the date of this Circular:

**BCORPORATION AND/OR ITS SUBSIDIARY COMPANIES**

- (i) A Real Property Trust Beneficial Interest Purchase and Sale Agreement dated 28 February 2020 entered into between Kyoto Higashiyama Hospitality Assets Tokutei Mokuteki Kaisha (“KHHA”), a subsidiary of BCorporation and Godo Kaisha Tigre (“Tigre”) for the disposal by KHHA of the trust beneficial interest in the hotel component of Four Seasons Hotel & Hotel Residences Kyoto in Japan (“Hotel”) for a cash consideration of Japanese Yen 49.00 billion (about RM1.87 billion). The said disposal was completed on 10 March 2020 and Berjaya Kyoto Development Kabushiki Kaisha, another indirect subsidiary of BCorporation, had on even date entered into an Amended and Restated Fixed Term Building Lease Agreement with Mitsubishi UFJ Trust and Banking Corporation and Tigre for the leaseback of the Hotel for a period of about 17 years.

**BLAND AND/OR ITS SUBSIDIARY COMPANIES**

- (i) A deposit agreement and a Capital Transfer Agreement dated 25 December 2018 and 27 December 2018 respectively, entered into between T.P.C Development Ltd (“TPC Development”), a wholly-owned subsidiary of Berjaya Leisure (Cayman) Limited, which in turn is a wholly-owned subsidiary of BLand and Hanoi Hotel Tourism Development Limited Liability Company for the disposal by TPC Development of its entire stake of 75% of the capital contribution in T.P.C Nghi Tam Village Ltd (“TPC Village”) for a cash consideration of Vietnamese Dong (“VND”) 1,244.59 billion (about RM222.18 million) and settlement of the amount owing by TPC Village of VND1,670.41 billion (about RM298.20 million), totalling VND2,915 billion (about RM520.38 million). The said disposal was completed on 1 March 2019; and
- (ii) A share purchase agreement (“SPA”) dated 13 July 2019 entered into between Berjaya Property Ireland Limited (“BPIL”), a wholly-owned subsidiary of BLand and Icelandair Group hf. for the acquisition by BPIL of 75% stake in Icelandair Hotels ehf, which will acquire 100% of Hljomalindarreitur ehf and certain hotels and real estate assets in Iceland for a total cash consideration of approximately USD53.63 million (or about RM222.03 million). Besides the SPA, BPIL also entered into a Shareholders’ Agreement and a Put and Call

Option Agreement with Icelandair Group hf. The said acquisition was completed on 3 April 2020.

### 3. MATERIAL LITIGATIONS

Save as disclosed below, neither BCorporation nor any of its subsidiary companies is engaged in any litigation, claims or arbitration either as plaintiff or defendant, which will have a material effect on the financial position of the Group and the Directors of BCorporation are not aware of any proceeding pending or threatened against the Group or of any facts likely to give rise to any proceeding which might materially and/or adversely affect the financial position or business of the BCorporation Group:-

#### BCORPORATION AND/OR ITS SUBSIDIARY COMPANIES

- (i) On 13 July 1996, TSVT, Berjaya Industrial Berhad (now known as RekaPacific Berhad) and Berjaya Corporation (Cayman) Limited (“BIB&BCCL”) commenced a defamation suit against Raphael Pura in the Kuala Lumpur High Court (“Court”) in respect of an article entitled “Malaysian Justice On Trial” published in the November 1995 issue of the International Commercial Litigation Magazine.

Raphael Pura has agreed to make an open court statement in accordance with the draft approved by BIB&BCCL. As such BIB&BCCL have agreed to withdraw the defamation suit against Raphael Pura with no order as to costs. The Court is yet to fix a date for the statement to be read in open Court.

- (ii) BGCL had on 16 September 1998 filed a suit against Abul Khair (“AK”), Gravel Edge Company Limited (“GEC”) and Indus Valley Investment (Private) Limited (“IVI”) for the recovery of USD3.0 million (equivalent to approximately RM11.4 million) paid as deposit for the proposed purchase of 600,000 ordinary shares in Dosh Beverage Company Limited (“DBCL”) (“BGCL Suit”), which was subsequently aborted.

In response to the BGCL Suit, DBCL and AK had on 13 March 2002 filed a counter-suit against (i) BGCL, (ii) Dato’ Dr. Mohd Amin Uddin Rouse, (iii) TSVT, (iv) GEC and (v) IVI, claiming a sum of Bangladesh Taka 1.22 billion (equivalent to approximately RM74.4 million) as loss and damage pertaining to the alleged violation of contract and commitment by BGCL (“AK Suit”). BGCL, through its lawyers, had filed an application for rejection of the plaint (statement of claim) on grounds that it is barred both by limitation and by virtue of the provisions of the Specific Relief Act of Bangladesh. The proceedings in the AK Suit are stayed via the District Judge’s order dated 10 April 2004 pending the outcome of the BGCL Suit.

After several unsuccessful attempts of negotiations for settlement between BGCL and AK, the BGCL Suit was fixed for argument on 20 October 2005. By an order dated 20 October 2005, the trial court had refused to record the deposition of DBCL and AK’s witnesses and refused to withdraw the BGCL Suit from the list of argument. BGCL had filed an interlocutory application to challenge the order dated 20 October 2005 (“Interlocutory Application”) and the High Court Division had issued an interim order to stay all further proceedings of the BGCL Suit until the hearing of the Interlocutory Application. The court has yet to fix a hearing date for the said Interlocutory Application.

BGCL’s lawyers are of the opinion that BGCL’s chances of success in both the BGCL Suit and the AK Suit appear to be reasonable.

## **BLAND AND/OR ITS SUBSIDIARY COMPANIES**

- (i) On 19 July 2004, Berjaya Tagar Sdn Bhd (“BTSB”), a subsidiary of BLand, entered into a conditional sale and purchase agreement with Selangor Turf Club (“STC”) to acquire 3 parcels of leasehold land measuring a total area of approximately 245 acres located in Sungai Besi together with all existing buildings and fixtures erected thereon from STC for a total consideration of RM640 million to be satisfied via:
- (i) cash payment of RM35 million; and
  - (ii) transfer of 750 acres of freehold land located in Sungai Tinggi (to be acquired from BerjayaCity Sdn Bhd (“BCity”), a wholly-owned subsidiary of BCorporation) together with a newly built turf club thereon to facilitate the relocation of STC at an agreed value of RM605 million (“STC Proposal”).

Certain key approvals from the relevant authorities for the STC Proposal have not yet been obtained. On 18 December 2012, it was announced that BTSB and STC have mutually agreed to an extension of time to fulfil the remaining conditions precedent of the agreements which was later postponed on an annual renewal basis until 18 January 2021.

Following the extensive delay in the approval of this project, BLand, BTSB and BCity (the “Plaintiffs”) commenced legal proceedings against the Selangor State Government and the relevant authorities. The legal proceedings which was instituted in March 2016 by way of application for judicial review on this matter by the Shah Alam High Court, was heard on 29 September 2017, and the judgement which was in favour of the Plaintiffs was rendered on 9 November 2017.

On 14 December 2017, Selangor State Government and several other defendants (the “Appellants”) have filed a Notice of Appeal to the Court of Appeal to appeal against the decision of the Shah Alam High Court made on 9 November 2017 (“Main Appeal”).

The Selangor State Government has also applied to stay the ongoing proceedings in the Shah Alam High Court and the execution of the Shah Alam High Court judgement in the judicial review proceedings. The Plaintiffs have applied to the Shah Alam High Court for an extension of time to submit the proposal papers to the Selangor State Government. In addition, the Plaintiffs have also filed an application for assessment of compensation pursuant to the aforesaid Shah Alam High Court judgement (“Assessment Proceedings”).

The Court of Appeal has granted a stay of execution of the High Court judgment and the Assessment Proceedings pending the disposal of the Main Appeal at the Court of Appeal.

The hearing of the Selangor State Government’s appeal at the Court of Appeal which was previously fixed on 24 October 2019 has been vacated by the Court of Appeal. The Court of Appeal will instead hear a motion by the Selangor State Government to adduce further evidence in this matter. The Court of Appeal has then fixed 22 November 2019 as case management date to fix the hearing date of the Main Appeal. On 22 November 2019, the Court of Appeal fixed the hearing date of the Main Appeal on 27 March 2020.

The hearing of the Selangor State Government’s motion to adduce further evidence in the matter was dismissed by the Court of Appeal on 24 October 2019. The Appellants subsequently filed a motion for leave to appeal to the Federal Court against the decision of the Court of Appeal in dismissing the Appellants’ motion to adduce further evidence (“FC Leave Motion”). The Federal Court fixed the hearing of the Appellants’ application for leave to appeal on 13 April 2020.

The Appellants have also filed a stay application to stay the hearing of the Main Appeal pending disposal of the FC Leave Motion. This stay application is fixed for hearing on the

same day as the hearing of the Main Appeal, that is on 27 March 2020. In the event that the stay is refused by the Court of Appeal, the hearing of the Main Appeal will proceed.

Due to the implementation of the Movement Control Order on 18 March 2020, the hearings of the FC Leave Motion and the application for stay as well as the Main Appeal were postponed to 6 July 2020 and 2 July 2020 respectively. A case management date for the Main Appeal was also fixed for 9 July 2020 by the Court of Appeal.

Subsequently, the Appellants have withdrawn both the FC Leave Motion and the stay application at the Court of Appeal. The hearing of the Main Appeal by the Court of Appeal has now been fixed on 14 December 2020.

The STC Proposal proceedings are still ongoing.

- (ii) In the financial year ended 30 April 2017, BLand had announced that Berjaya (China) Great Mall Co. Ltd (“GMOC”) had completed the disposal of the Berjaya (China) Great Mall Recreation Centre to Beijing SkyOcean International Holdings Limited (“Beijing SkyOcean”) for a revised total cash consideration of Renminbi (“RMB”) 2.039 billion (equivalent to approximately RM1.23 billion). GMOC had received the first instalment of RMB1.065 billion (equivalent to approximately RM641.28 million) and the balance cash consideration of RMB974.07 million (equivalent to approximately RM586.53 million) (“Final Instalment”) was to be received by November 2017. The Final Instalment is secured by a guarantee granted by SkyOcean Holdings Group Limited, the holding company of Beijing SkyOcean, and its major shareholder, Mr. Zhou Zheng (collectively, the “Guarantors”).

On 8 December 2017, BLand announced that Beijing SkyOcean had not remitted the Final Instalment to GMOC by the appointed time. Hence, GMOC after seeking legal advice, had on 7 December 2017, issued a notice of demand to Beijing SkyOcean and the Guarantors to pay to GMOC the Final Instalment and accrued late payment interest within 3 days upon receipt of the said notice, failing which GMOC will take all relevant legal measures, including commencing legal proceeding in Hong Kong against Beijing SkyOcean and the Guarantors to protect and enforce GMOC’s legitimate rights.

On 19 January 2018, BLand announced that GMOC submitted a Notice of Arbitration to the Hong Kong International Arbitration Centre (“HKIAC”) against Beijing SkyOcean and the Guarantors to seek recovery of the Final Instalment and accrued late payment interests as well as other reliefs.

The arbitral tribunal had since been constituted and the procedural timetable had been determined by the tribunal for pre-trial preparations, including closing of pleadings, discovery of documents and exchange of witness statements, etc. The arbitration hearing which was originally scheduled to take place in the week of 14 October 2019 was subsequently held and concluded during the week of 16 December 2019.

On 27 May 2020, BLand announced that GMOC had on 21 May 2020 obtained a favourable arbitration award from the HKIAC (“Final Award”), details of which are as follows:-

- (i) Beijing SkyOcean shall pay to GMOC the outstanding balance amount of RMB974.07 million;
- (ii) Beijing SkyOcean shall pay liquidated damages on the outstanding balance amount calculated at the People’s Bank of China’s lending rate of 4.75% per annum from the payment due date of 28 November 2017 until the date full payment is made;
- (iii) the Guarantors shall be jointly and severally liable for the amounts payable by Beijing SkyOcean under the Final Award; and

- (iv) Beijing SkyOcean and the Guarantors shall jointly pay legal costs of about RMB15.9 million (equivalent to approximately RM9.72 million) and arbitration costs of about Hong Kong Dollar 3.96 million (equivalent to approximately RM2.23 million) within 30 days after issuance of the Final Award, failing which late payment interest at 8% per annum shall be charged from the due date until the date of actual payment.

GMOC has proceeded to seek recognition and enforcement of the Final Award in all relevant jurisdictions upon the expiry of the 30 days' voluntary settlement period stated in the Final Award on 20 June 2020.

The abovementioned recognition and enforcement proceedings are still ongoing.

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

The following documents are available for inspection at the Registered Office of BCorporation at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur, during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to the time set for convening the forthcoming AGM:-

- (a) Constitution of BCorporation;
- (b) Audited consolidated financial statements of BCorporation for the past financial period ended 30 June 2019 and financial year ended 30 June 2020;
- (c) Material contracts referred to in Section 2 above; and
- (d) The Writs and relevant cause papers of material litigations referred to in Section 3 above.



## **EXTRACT OF RESOLUTIONS TO BE TABLED AT THE BCORPORATION NINETEENTH AGM**

### **ORDINARY RESOLUTION**

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

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 30 October 2020 (“Proposed Mandate”) which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

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

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

### **ORDINARY RESOLUTION**

#### **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

“THAT, subject always to the Companies Act 2016 (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Exchange”) and the requirements of any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company (“BCorporation Shares”) through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company;

2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;
3. the authority shall commence immediately upon passing of this ordinary resolution until:-
  - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the BCorporation Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BCorporation Shares so purchased by the Company in the following manner:-

- (a) cancel all the BCorporation Shares so purchased; or
- (b) retain all the BCorporation Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force.”