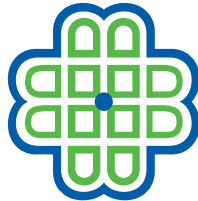


THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

SPORTS TOTO BERHAD

(Registration No. 196901000688 (9109-K))
(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 Annual General Meeting (“**AGM**”) which will be conducted on a 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 Friday, 6 December 2024 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 e-Portal 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/sports-toto-berhad/ and/or the Exchange’s website at 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 Form of Proxy shall be executed and 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 OR alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/> not less 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 29 October 2024.

DEFINITIONS

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

“Act”	:	The Companies Act 2016, including any amendment that may be made thereto from time to time
“AGM”	:	Annual General Meeting
“Annual Report 2024”	:	The annual report of SPToto for the financial year ended 30 June 2024
“Ascot Sports”	:	Ascot Sports Sdn Bhd
“B&B”	:	B & B Enterprise Sdn Bhd
“BAssets”	:	Berjaya Assets Berhad
“BBright”	:	Berjaya Bright Sdn Bhd
“BCorporation”	:	Berjaya Corporation Berhad
“BGroup”	:	Berjaya Group Berhad
“BInfrastructure”	:	Berjaya Infrastructure Sdn Bhd
“BLand”	:	Berjaya Land Berhad
“BMedia”	:	Berjaya Media Berhad
“Board”	:	Board of Directors
“BPTSB”	:	Berjaya Paper Trading Sdn Bhd
“BRetail”	:	Berjaya Retail Sdn Bhd
“BToto Cayman”	:	Berjaya Sports Toto (Cayman) Limited
“BTSSB”	:	Berjaya Times Square Sdn Bhd
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016 (including the Rules on Take-Overs, Mergers and Compulsory Acquisitions)
“DC”	:	Mr. Derek Chin Chee Seng
“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 of SPToto, its subsidiary or holding company
“DSRT”	:	Dato’ Sri Robin Tan Yeong Ching
“EGM”	:	Extraordinary General Meeting

DEFINITIONS (*Cont'd*)

“EPPSB”	:	Eco Palm Paper Sdn Bhd
“EPS”	:	Earnings per share
“ETUL”	:	Mr. Euvin Tan U-Liang
“Exchange”	:	Bursa Malaysia Securities Berhad
“Family”	:	In relation to a person means such person who falls within any one of the following categories:- <ul style="list-style-type: none">(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
“FEAB Land”	:	FEAB Land Sdn Bhd
“FEAB Properties”	:	FEAB Properties Sdn Bhd
“HQZ”	:	HQZ Credit Sdn Bhd
“HRESB”	:	Hotel Resort Enterprise Sdn Bhd
“ILTS”	:	International Lottery & Totalizator Systems, Inc.
“Listing Requirements”	:	Exchange’s Main Market Listing Requirements, including any amendment that may be made from time to time
“Magna Mahsuri”	:	Magna Mahsuri Sdn Bhd
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in SPToto and the number or the aggregate number of those shares, is:- <ul style="list-style-type: none">(a) 10% or more of the total number of voting shares in SPToto; or(b) 5% or more of the total number of voting shares in SPToto where such person is the largest shareholder of SPToto. <p>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 SPToto or any other company which is its subsidiary or holding company</p>
“MOL.com”	:	MOL.com Sdn Bhd
“NA”	:	Net assets attributable to ordinary equity holders of SPToto
“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">(a) a Family of the Director or Major Shareholder;(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;(c) a partner of the Director or Major Shareholder;(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;(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;(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(g) a body corporate which is a related corporation of the Director or Major Shareholder
“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 SPToto Group to enter into Recurrent Related Party Transactions in the ordinary course of business
“Proposed Share Buy-Back”	:	Proposed renewal of authority for SPToto to purchase and/or hold SPToto Shares of up to 10% of the total number of issued shares of the Company inclusive of 1,716,672 SPToto Shares that have been purchased and retained as Treasury Shares as at 2 October 2024
“Qinetics MSP”	:	Qinetics MSP 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 SPToto Group and involve the interests, direct or indirect, of Related Parties
“Related Party(ies)”	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Roda Indah Motors”	:	Roda Indah Motors Sdn Bhd
“Shares Purchased”	:	SPToto Shares purchased under the Proposed Share Buy-Back

DEFINITIONS (*Cont'd*)

“SPToto” or “Company”	:	Sports Toto Berhad
“SPToto Group” or “Group”	:	SPToto and its subsidiary companies
“SPToto Shares”	:	Ordinary shares of SPToto
“STCSB”	:	Sports Toto Computer Sdn Bhd
“STM Lottery”	:	STM Lottery Sdn Bhd
“Sun Media”	:	Sun Media Corporation Sdn Bhd
“Treasury Shares”	:	SPToto Shares purchased by SPToto 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

TABLE OF CONTENTS

PART A

LETTER TO THE SHAREHOLDERS OF SPTOTO ON THE PROPOSED MANDATE **Page**

1.	INTRODUCTION	1
2.	DETAILS OF THE PROPOSED MANDATE	1
3.	RATIONALE FOR, AND THE BENEFIT TO THE SPTOTO GROUP FROM TRANSACTIONING WITH RELATED PARTIES	15
4.	CONDITIONS FOR THE PROPOSED MANDATE	16
5.	FINANCIAL EFFECTS OF THE PROPOSED MANDATE	16
6.	DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	16
7.	DIRECTORS' RECOMMENDATION	17
8.	AGM	17
9.	FURTHER INFORMATION	17

PART B

STATEMENT TO THE SHAREHOLDERS OF SPTOTO ON THE PROPOSED SHARE BUY-BACK

1.	INTRODUCTION	18
2.	DETAILS OF THE PROPOSED SHARE BUY-BACK	18
3.	RATIONALE FOR THE PROPOSED SHARE BUY-BACK	20
4.	POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK	20
5.	EFFECTS OF THE PROPOSED SHARE BUY-BACK	21
6.	IMPLICATION RELATING TO THE CODE	23
7.	PURCHASES, RESALE, TRANSFER AND CANCELLATION OF TREASURY SHARES	23
8.	HISTORICAL SHARE PRICES	24
9.	DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	24
10.	DIRECTORS' RECOMMENDATION	24
11.	FURTHER INFORMATION	24

APPENDIX I	FURTHER INFORMATION	25
-------------------	----------------------------	-----------

EXTRACT OF RESOLUTIONS TO BE TABLED AT THE FORTHCOMING SPTOTO AGM	ENCLOSED
--	-----------------

PART A

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

SPORTS TOTO BERHAD
(Registration No. 196901000688 (9109-K))
(Incorporated in Malaysia)

Registered Office:

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

29 October 2024

Board of Directors:

Dato' Sri Robin Tan Yeong Ching (*Chairman/Non-Independent Executive Director*)
Nerine Tan Sheik Ping (*Chief Executive Officer*)
Derek Chin Chee Seng (*Executive Director*)
Dato' Oon Weng Boon (*Non-Independent Non-Executive Director*)
Datuk Seri Wong Chun Wai (*Independent Non-Executive Director*)
Poh Ying Loo (*Independent Non-Executive Director*)
Premshangar A/L Venugopal (*Independent Non-Executive Director*)

To: Shareholders of SPToto

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 SPToto had on 18 October 2024 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 2024. The extract of the ordinary resolution on the Proposed Mandate to be tabled at the forthcoming SPToto 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 6 December 2023 obtained its shareholders' mandate for the SPToto 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 6 December 2024 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, SPToto 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, SPToto 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, SPToto must appoint a main adviser.

2.1.3 Pursuant to Paragraph 10.09(2) of the Listing Requirements, SPToto 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 SPToto'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) SPToto immediately announces to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the SPToto 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 SPToto 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 SPToto (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 SPToto 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 SPToto 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 SPToto Group

- 2.2.1 The principal activities of SPToto are investment holding and provision of management services. The principal activities of its subsidiary companies are operation of Toto betting under Section 5 of the Pool Betting Act, 1967, development, manufacturing, distribution of computerised wagering and voting systems and provision of software support, property investment and development, operation of hotel, motor retailing, repair and maintenance and provision of aftersales and insurance services, investment holding, and others.
- 2.2.2 The list of the unlisted subsidiary companies of SPToto which are involved in the Recurrent Related Party Transactions are set out below:-

Name of Company	Equity Interest Held (%)	Principal Activities
FEAB Land	100	Property development and property investment
FEAB Properties	100	Property investment and investment holding
Magna Mahsuri	100	Property investment and investment holding
STM Lottery	100	Toto betting operations
<u>Subsidiaries of Magna Mahsuri</u>		
BToto Cayman	100	Investment holding
STCSB	100	Computer consultancy services
<u>Subsidiary of BToto Cayman</u>		
Berjaya Lottery Management (HK) Limited	100	Investment holding
<u>Subsidiary of Berjaya Lottery Management (HK) Limited</u>		
ILTS	100	Development, manufacturing, distribution of computerised wagering systems and provision of software licences and support

Details of the Recurrent Related Party Transactions of the SPToto 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 SPToto Group are tabulated as follows:-

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected with them	Estimated value from 6/12/2024 to the date of next AGM (RM'000)
BCorporation and/or its unlisted subsidiary companies:-			
BCorporation	Management fees payable by SPToto for services rendered that include, inter-alia, the provision of finance, secretarial, internal audit and general administrative services	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	720
Berjaya Registration Services Sdn Bhd	Receipt of share registration services by SPToto	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,000
Berjaya Higher Education Sdn Bhd	Rental income receivable by Magna Mahsuri at RM155,619 per month for renting of premises at part of 11 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 6 months and renewable thereafter	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,867
	Receipt of education and staff training services by the SPToto Group		300
PCL	Receipt of leasing and hire purchase facilities by the SPToto Group	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	3,000
	Rental income receivable by SPToto at RM1,200 per month for renting of office premises at part of 12 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years*		14
E.V.A. Management Sdn Bhd	Receipt of human resources management and other related services by the SPToto Group	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	300

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected with them	Estimated value from 6/12/2024 to the date of next AGM (RM'000)
Berjaya Gia Thinh Investment Technology Joint Stock Company	Supply of computerised lottery systems and related services as well as receipt of licensing fee and support fee by ILTS	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	50,000
Ambilan Imej Sdn Bhd	Rental payable by SPToto at RM186,244 per month for renting of office premises at part of 12 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	2,235
Total			59,436
BLand and/or its unlisted subsidiary companies:-			
Berjaya Guard Services Sdn Bhd	<p>Receipt of security guard services by the SPToto Group</p> <p>Rental income receivable by FEAB Properties at RM2,300 per month for renting of apartment at Lot 5.5, 5th Floor, Apartment Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years and renewable thereafter</p>	BLand, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	<p>7,000</p> <p>28</p>
Berjaya Langkawi Beach Resort Sdn Bhd	Rental income receivable by FEAB Properties at RM11,000 per month for renting of restaurant premises at Plot C, Teluk Burau, Padang Matsirat, Pulau Langkawi, Kedah. Tenure of the rental agreement is for a period of 2 years and renewable thereafter	BLand, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	132

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected with them	Estimated value from 6/12/2024 to the date of next AGM (RM'000)
	2. RM2,200 per month for renting of storage space at Lot 2.24, 2 nd Floor, Plaza Berjaya, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years and renewable thereafter		26
Berjaya Jet Charter Sdn Bhd	Charter fees payable by the SPToto Group for aircraft leasing facilities	BLand, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	14,500
Total			24,644
BAssets and/or its unlisted subsidiary companies:-			
Natural Avenue Sdn Bhd	Supply of computerised lottery systems and support services as well as receipt of licensing fee by ILTS	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	7,000
BTS Car Park Sdn Bhd	Parking charges payable monthly by the SPToto Group for leasing of parking bays at Berjaya Times Square	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	600
BTSSB	Rental payable by STM Lottery at RM8,052 per month for renting of office premises at Lots 08-29, 08-30, 08-32 & 08-33, 8 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years	DSRT, NTSP, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	97
	Rental payable by STCSB at RM3,570 per month for renting of office premises at part of Lot 07-50, 7 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 3 years and renewable thereafter		43
Total			7,740

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Interested Directors/ Major Shareholders and/or Persons Connected with them	Estimated value from 6/12/2024 to the date of next AGM (RM'000)
Other related parties:-			
U Mobile	Rental income receivable by Magna Mahsuri at RM123,070 per month for renting of office premises at part of 11 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	1,477
Roda Indah Motors	Purchase of motor vehicles, component parts and other related products and services by the SPToto Group	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	2,000
Qinetics MSP	Purchase of hardware, software, networking equipment, procurement of information technology consultancy, website and software development, maintenance and management services by the SPToto Group	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	2,500
Sun Media	Procurement of promotion, advertising and publishing services by the SPToto Group	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	3,000
ACES Property Management Sdn Bhd	Receipt of property management services by Magna Mahsuri	BLand, BCorporation and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	60
BPTSB	Procurement of Toto betting rolls and other printing services by STM Lottery	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	20,000
HQZ	Rental income receivable by SPToto at RM850 per month for renting of office premises at part of 12 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur. Tenure of the rental agreement is for a period of 2 years	DSRT, NTSP and Persons Connected with them as mentioned in the notes of Sections 2.3 and 6.1	10
Total			29,047
Grand Total			120,867

Notes:-

- * New Recurrent Related Party Transaction which was not covered in the previous general mandate.
- (1) The estimated values from 6 December 2024 to the date of next AGM in 2025 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 BLand and BAssets and its direct and indirect interests in these companies as at 2 October 2024 are set out below:-

	% of Interest	
	Direct	Indirect
BLand	8.55	64.99 ^(a)
BAssets	Nil	16.62 ^(a)

Note:-

- (a) Deemed interested by virtue of its 100% interest in BGroup.
- (3) DSRT is the Executive Chairman of SPToto and the Deputy Chairman of BLand. He is also a shareholder of BCorporation, BLand and BAssets. DSRT's direct and indirect interests in the aforesaid companies as at 2 October 2024 are set out below:-

	% of Interest	
	Direct	Indirect
BCorporation	0.09	3.00 ^(a)
BLand	0.01	-
BAssets	0.05	3.61 ^(b)

Notes:-

- (a) Deemed interested by virtue of his interests in Ascot Sports and HRESB.
- (b) Deemed interested by virtue of his interest in HRESB.
- (4) NTSP is the Chief Executive Officer of SPToto and the Joint Chief Executive Officer of BCorporation. NTSP is also a shareholder of BCorporation, BLand and BAssets with a direct interest of 0.002%, 0.04% and 0.04% in BCorporation, BLand and BAssets respectively as at 2 October 2024. NTSP is a sister of DSRT. Hence, DSRT and NTSP are Persons Connected with each other.
- (5) TSVT, the father of DSRT and NTSP, is a major shareholder of BCorporation and BAssets. Hence, TSVT is a Person Connected with DSRT and NTSP.

TSVT's direct and indirect interests in BCorporation and BAssets as at 2 October 2024 are set out below:-

	% of Interest	
	Direct	Indirect
BCorporation	7.35	8.82 ^(a)
BAssets	32.36	16.20 ^(b)

Notes:-

- (a) Deemed interested by virtue of his interests in Ascot Sports, HRESB, U Telemedia, BAssets (the holding company of BBright and BTSSB), BMedia (the holding company of Gemtech (M) Sdn Bhd), B&B, HQZ (the ultimate holding company of BInfrastructure, BRetail, Desiran Unggul and Premier Merchandise) and his deemed interests in Convenience Shopping (Sabah) Sdn Bhd and Lim Kim Hai Sales & Services Sdn Bhd.
- (b) Deemed interested by virtue of his interests in HRESB, B&B, Berjaya VTCY Sdn Bhd, MOL.com (the ultimate holding company of Lim Kim Hai Sales & Services Sdn Bhd), U Telemedia, Prime Realty Holdings Sdn Bhd and his deemed interests in BInfrastructure and BRetail.

- (6) As at 2 October 2024, U Mobile is 5.69%, 2.01% and 6.20% owned by U Telemedia, Blnfrastructure and Singer (Malaysia) Sdn Bhd respectively. TSVT, the Chairman of U Mobile, is also a major shareholder of U Mobile by virtue of his interests in U Telemedia and his deemed interests in Blnfrastructure and Singer (Malaysia) Sdn Bhd by virtue of his 99.99% interest in HQZ.
- (7) Roda Indah Motors is a 100%-owned subsidiary of B&B. TSVT is a deemed major shareholder of Roda Indah Motors by virtue of his 80.48% direct interest in B&B.
- (8) Qinetics MSP is 100%-owned subsidiary of Qinetics Solutions Sdn Bhd which in turn is a 73%-owned subsidiary of MOL.com. TSVT is a deemed major shareholder of Qinetics MSP by virtue of his 81.17% direct interest in MOL.com.
- (9) Sun Media is a 100%-owned subsidiary of BMedia.

TSVT is a major shareholder of BMedia. His direct and indirect interests in BMedia as at 2 October 2024 are set out below:-

	% of Interest	
	Direct	Indirect
TSVT	39.08	10.60 ^(a)

Note:-

- (a) Deemed interested by virtue of his interests in HRESB, BASSETS (the holding company of BBright and BTSSB), B&B and HQZ (the ultimate holding company of Desiran Unggul and Premier Merchandise).

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.

- (10) ACES Property Management Sdn Bhd is 25% owned by BLand which in turn is a listed subsidiary of BCorporation.
- (11) BPTSB is 29% and 20% owned by EPPSB and ETUL. TSVT is a deemed major shareholder of BPTSB by virtue of his 68.09% interest in EPPSB. ETUL is a brother of DSRT and NTSP. Hence, ETUL is a Person Connected with DSRT and NTSP.
- (12) TSVT is a major shareholder of HQZ by virtue of his 99.99% interest in HQZ.

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

2.4.1 The SPToto 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:-

- 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;
- the Related Parties and interested Directors will be notified of the method and/or procedures of the SPToto Group;
- records of Recurrent Related Party Transactions will be retained and compiled by the Group accountant for submission to the Audit Committee for review;
- 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 SPToto 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 SPToto 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 SPToto 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 SPToto Group.

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

- (i) transactions below RM1,000,000 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 RM1,000,000 each in value will be reviewed and approved by the Audit Committee; and
- (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 SPToto 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 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 SPToto 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 SPToto 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 6 December 2023 up to 2 October 2024, being the latest practicable date before the printing of this Circular, together with its estimated value as disclosed in the Circular to Shareholders dated 25 October 2023:-

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Actual value transacted from 6/12/23 to 2/10/24 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 25/10/23 (RM'000)
BCorporation and/or its unlisted subsidiary companies:-			
BCorporation	Management fees paid by SPToto for services rendered that include, inter-alia, the provision of finance, secretarial, internal audit and general administrative services	600	720
Berjaya Registration Services Sdn Bhd	Receipt of share registration services by SPToto	436	1,000
Berjaya Higher Education Sdn Bhd	Rental income received by Magna Mahsuri for renting of premises at part of 11 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	1,570	2,190
	Receipt of education and staff training services by the SPToto Group	-	300
PCL	Receipt of leasing and hire purchase facilities by the SPToto Group	-	3,000
E.V.A. Management Sdn Bhd	Receipt of human resources management and other related services by the SPToto Group	69	300
Berjaya Gia Thinh Investment Technology Joint Stock Company	Supply of computerised lottery systems and related services as well as receipt of licensing fee and support fee by ILTS	10,126	50,000
Ambilan Imej Sdn Bhd	Rental paid by SPToto for renting of office premises at part of 12 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	1,798	2,158
Total		14,599	59,668
BLand and/or its unlisted subsidiary companies:-			
Berjaya Guard Services Sdn Bhd	Receipt of security guard services by the SPToto Group	4,505	7,000
	Rental income received by FEAB Properties for renting of apartment at Lot 5.5, 5 th Floor, Apartment Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur	23	28

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Actual value transacted from 6/12/23 to 2/10/24 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 25/10/23 (RM'000)
Berjaya Langkawi Beach Resort Sdn Bhd	Rental income received by FEAB Properties for renting of restaurant premises at Plot C, Teluk Burau, Padang Matsirat, Pulau Langkawi, Kedah	110	138
Cempaka Properties Sdn Bhd	Rental income received by FEAB Land for renting of shoplot at Lot 2.33A, 2 nd Floor, Jalan Tun Ismail, Sri Dagangan, Kuantan, Pahang	4	4
Berjaya Air Sdn Bhd	Dry lease charges paid by STM Lottery for aircraft leasing facilities	564	2,000
Nada Embun Sdn Bhd	Rental paid by:- 1. STM Lottery for renting of office premises at Lot 13-01, 13 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur 2. SPToto for renting of office premises at part of 13 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	1,310 247	1,572 296
Nural Enterprise Sdn Bhd	Rental paid by STM Lottery for renting of:- 1. Apartment at Lot 10.4, 10 th Floor, Apartment Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur 2. Storage space at Lot 2.24, 2 nd Floor, Plaza Berjaya, Jalan Imbi, Kuala Lumpur	16 22	19 26
Berjaya Jet Charter Sdn Bhd	Charter fees paid by the SPToto Group for aircraft leasing facilities	5,201	14,500
Total		12,002	25,583
BAssets and/or its unlisted subsidiary companies:-			
Natural Avenue Sdn Bhd	Supply of computerised lottery systems and support services as well as receipt of licensing fee by ILTS	600	7,000
BTS Car Park Sdn Bhd	Parking charges paid by the SPToto Group for leasing of parking bays at Berjaya Times Square	303	600

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Actual value transacted from 6/12/23 to 2/10/24 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 25/10/23 (RM'000)
BTSSB	Rental paid by STM Lottery for renting of office premises at Lots 08-29, 08-30, 08-32 & 08-33, 8 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	77	92
	Rental paid by STCSB for renting of office premises at part of Lot 07-50, 7 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	36	43
Total		1,016	7,735
Other related parties:-			
U Mobile	Rental income received by Magna Mahsuri for renting of office premises at part of 11 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	1,052	1,477
Roda Indah Motors	Purchase of motor vehicles, component parts and other related products and services by the SPToto Group	170	2,000
Qinetics Services Sdn Bhd	Purchase of hardware, software, networking equipment, procurement of information technology consultancy, website and software development, maintenance and management services by the SPToto Group ⁽¹⁾	-	600
Qinetics MSP	Purchase of hardware, software, networking equipment, procurement of information technology consultancy, website and software development, maintenance and management services by the SPToto Group	1,199	2,500
Sun Media	Procurement of promotion, advertising and publishing services by the SPToto Group	769	3,900
ACES Property Management Sdn Bhd	Receipt of property management services by Magna Mahsuri	34	60
BPTSB	Procurement of Toto betting rolls and other printing services by STM Lottery	12,472	20,000

SPToto Group with the following Related Parties	Nature of transactions undertaken by SPToto and/or its unlisted subsidiary companies	Actual value transacted from 6/12/23 to 2/10/24 (RM'000)	Estimated value as disclosed in the Circular to Shareholders dated 25/10/23 (RM'000)
HQZ	Rental income received by SPToto for renting of office premises at part of 12 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	8	10
Total		15,704	30,547
Grand Total		43,321	123,533

Note:-

(1) The purchase of hardware, software, networking equipment, procurement of information technology consultancy, website, and software development, maintenance and management services by the SPToto Group from Qinetics Services Sdn Bhd were terminated as such transaction had been undertaken by and entered into with Qinetics MSP.

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

2.7.1 As at 30 June 2024, the total outstanding amounts due and owing to the SPToto Group by its Related Parties under the Recurrent Related Party Transactions which exceeded the credit term of not more than 1 year was about RM21.76 million. The amounts which exceeded the credit term of more than 1 year but less than 3 years was about RM59.37 million whilst the amounts which exceeded the credit term of more than 3 years but less than 5 years was about RM54.92 million. The amounts which exceeded the credit term of more than 5 years was about RM51.70 million. Late payment charges are imposed by the SPToto Group on the outstanding amounts due and owing by its Related Parties which exceeded the credit term. The total late payment charges as at 30 June 2024 are about RM50.24 million.

2.7.2 The Management of the Group monitors and reviews the said outstanding amounts on a regular basis and follows up with the respective Related Parties to recover the outstanding amounts. The Board of SPToto is of the opinion that there is no recoverability issue on the said outstanding amount as these Related Parties are with viable businesses and are long term business counter parties.

3.0 RATIONALE FOR, AND THE BENEFIT TO THE SPTOTO GROUP FROM TRANSACTING WITH RELATED PARTIES

3.1 The Recurrent Related Party Transactions entered into or to be entered into by the SPToto 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 SPToto 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 SPToto 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 SPToto Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the SPToto Group and the Related Parties.

4.0 CONDITIONS FOR THE PROPOSED MANDATE

- 4.1 The Proposed Mandate is conditional upon approval being obtained from the shareholders of SPToto at the forthcoming AGM. The Proposed Mandate being procured from the shareholders of SPToto 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 SPToto and is not expected to have any material effect on the consolidated earnings and NA of SPToto.

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 SPToto as at 2 October 2024 are as follows:-

	←-----Direct-----→		←-----Indirect-----→	
	No. of SPToto Shares	%	No. of SPToto Shares	%
Interested Major Shareholders				
B Corporation	39,768,131	2.95	650,442,759 ^(a)	48.21
B Land	219,682,561	16.28	355,615,095 ^(b)	26.36
Interested Directors				
DSRT	1,046,202	0.08	641,886 ^(c)	0.05
NTSP	-	-	-	-
Interested Persons Connected				
TSVT	14,530,653	1.08	5,070,468 ^(d)	0.38
DSRT	1,046,202	0.08	641,886 ^(c)	0.05
NTSP	-	-	-	-
ETUL	-	-	-	-

Notes:-

- (a) Deemed interested by virtue of its 100% interest in B Group.
- (b) Deemed interested by virtue of its interests in Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd, B.L. Capital Sdn Bhd, Bukit Kiara Resort Berhad and Staffield Country Resort Berhad.
- (c) Deemed interested by virtue of his interest in HRESB.
- (d) Deemed interested by virtue of his interests in B&B, HRESB and B Assets (the holding company of BBright) and his deemed interest in B Retail.

- 6.2 Based on details as disclosed in Section 2.3, 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 SPToto (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.

DC is an Executive Director of SPToto and a director of certain companies which are under separate listed groups in which TSVT is deemed to have an interest. Although DC 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. DC will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

- 6.3 B Corporation and B Land, being interested Major Shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings in SPToto 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 SPToto and Persons Connected with them have any interest, direct or indirect, in the Proposed Mandate.

7.0 DIRECTORS' RECOMMENDATION

- 7.1 The Board of SPToto (except for DSRT, NTSP and DC) having considered all aspects of the Proposed Mandate, is of the opinion that it is in the best interest of the SPToto Group and accordingly the Board with the exception of DSRT, NTSP and DC who have abstained from making any recommendation on the Proposed Mandate, recommends that you vote in favour of the ordinary resolution in respect 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 2024 and an extract of ordinary resolution on the Proposed Mandate which is enclosed in this Circular, will be conducted on a 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 Friday, 6 December 2024 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 e-Portal 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 shall execute 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 OR alternatively, you may submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshsb.net.my/> not less 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
SPORTS TOTO BERHAD

Poh Ying Loo
Independent Non-Executive Director

PART B

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

SPORTS TOTO BERHAD
(Registration No. 196901000688 (9109-K))
(Incorporated in Malaysia)

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

1.0 INTRODUCTION

- 1.1 On 18 October 2024, the Board of SPToto announced that the Company proposes to seek a shareholders' mandate to renew the authority for SPToto 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 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 Friday, 6 December 2024 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 e-Portal at <https://sshsb.net.my/>.

2.0 DETAILS OF THE PROPOSED SHARE BUY-BACK

- 2.1 SPToto had, at its last AGM held on 6 December 2023, 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 6 December 2024.
- 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 the 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 2 October 2024, being the latest practicable date before the printing of this Statement, of 1,351,030,072 SPToto Shares, the number of shares that can be purchased by the Company is up to 135,103,007 SPToto Shares representing up to 10% of the total number of issued shares of the Company inclusive of the 1,716,672 SPToto Shares that have been purchased and retained as Treasury Shares. As such, the balance number of SPToto Shares that can be further purchased by the Company pursuant to the Proposed Share Buy-Back is up to 133,386,335 SPToto Shares.

- 2.4 The amount of funds to be allocated for the purchase of SPToto 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 flow of the SPToto 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 available based on the latest audited financial statements and/or latest unaudited financial statements of the Company (where applicable). The retained profits of the Company as per audited financial statements as at 30 June 2024 is set out below:-

	Audited as at 30 June 2024 RM'000
Retained profits	3,688,355
Consideration of Treasury Shares already purchased	(2,568)
Limit available	<u>3,685,787</u>

- 2.6 The Board of SPToto 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 SPToto 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 SPToto Shares in the future. The Treasury Shares may be transferred for the purpose of an employees' share scheme or as purchase consideration.

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

The Company may only resell the Treasury Shares on the Exchange or transfer the Treasury Shares pursuant to Section 127(7) of the Act, at:-

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

- 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 2 October 2024, the public shareholding spread of the Company was approximately 47.20%. Based on the public shareholding spread of the Company as at 2 October 2024, assuming that 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 SPToto and/or person 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 SPToto is expected to reduce to 41.40%.

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 SPToto Shares. The Proposed Share Buy-Back, if implemented, may help to stabilise the supply and demand of the SPToto 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 SPToto'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 SPToto 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 SPToto will be mindful of the interests of SPToto 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 SPToto. 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 purposes 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 SPToto 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 SPToto purchases and subsequently cancels up to 10% of the existing issued share capital is as follows:-

	No. of SPToto Shares
Issued share capital as at 2 October 2024	1,351,030,072
Assuming all Shares Purchased are to be cancelled pursuant to the Proposed Share Buy-Back*	(135,103,007)
Resultant issued share capital	<u><u>1,215,927,065</u></u>

* Inclusive of the 1,716,672 SPToto Shares (as at 2 October 2024) 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 the 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 SPToto 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 Dividend

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 SPToto based on the Register of Directors as at 2 October 2024 are as follows:-

Director	No. of SPToto Shares as at 2 October 2024				No. of SPToto Shares after the Proposed Share Buy-Back			
	Direct	% ⁽¹⁾	Indirect	% ⁽¹⁾	Direct	% ⁽²⁾	Indirect	% ⁽²⁾
DSRT	1,046,202	0.08	641,886 ^(a)	0.05	1,046,202	0.09	641,886 ^(a)	0.05
NTSP	-	-	-	-	-	-	-	-
DC	-	-	-	-	-	-	-	-
Dato' Oon Weng Boon	-	-	-	-	-	-	-	-
Datuk Seri Wong Chun Wai	-	-	-	-	-	-	-	-
Poh Ying Loo	-	-	-	-	-	-	-	-
Premshangar A/L Venugopal	-	-	-	-	-	-	-	-

Notes:-

- (1) Calculated based on 1,349,313,400 SPToto Shares as at 2 October 2024 which excludes the 1,716,672 SPToto 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 135,103,007 Shares Purchased (including the 1,716,672 SPToto Shares that have been purchased and retained as Treasury Shares) representing 10% of the total number of issued shares of SPToto as at 2 October 2024 of 1,351,030,072 SPToto Shares, are to be retained as Treasury Shares and/or to be cancelled.
- (a) Deemed interested by virtue of his interest in HRESB.

5.5.2 Substantial Shareholders

The effects of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders of SPToto based on the Register of Substantial Shareholders as at 2 October 2024 are as follows:-

Substantial shareholder	No. of SPToto Shares as at 2 October 2024				No. of SPToto Shares after the Proposed Share Buy-Back			
	Direct	% ⁽¹⁾	Indirect	% ⁽¹⁾	Direct	% ⁽²⁾	Indirect	% ⁽²⁾
Gateway Benefit Sdn Bhd	325,172,201	24.10	-	-	325,172,201	26.74	-	-
BLand	219,682,561	16.28	355,615,095 ^(a)	26.36	219,682,561	18.07	355,615,095 ^(a)	29.25
Juara Sejati Sdn Bhd	5,142,499	0.38	595,177,838 ^(b)	44.11	5,142,499	0.42	595,177,838 ^(b)	48.95
BGroup	19,633,026	1.46	630,809,733 ^(c)	46.75	19,633,026	1.61	630,809,733 ^(c)	51.88
BCorporation	39,768,131	2.95	650,442,759 ^(d)	48.21	39,768,131	3.27	650,442,759 ^(d)	53.49

Notes:-

- (1) Calculated based on 1,349,313,400 SPToto Shares as at 2 October 2024 which excludes the 1,716,672 SPToto 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 135,103,007 Shares Purchased (including the 1,716,672 SPToto Shares that have been purchased and retained as Treasury

Shares) representing 10% of the total number of issued shares of SPToto as at 2 October 2024 of 1,351,030,072 SPToto Shares, are to be retained as Treasury Shares and/or to be cancelled.

- (a) Deemed interested by virtue of its interests in Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd, B.L. Capital Sdn Bhd, Bukit Kiara Resort Berhad and Staffield Country Resort Berhad.
- (b) Deemed interested by virtue of its interests in BLand and Berjaya Capital Berhad.
- (c) Deemed interested by virtue of its 100% interests in Bizurai Bijak (M) Sdn Bhd, Juara Sejati Sdn Bhd and Teras Mewah Sdn Bhd.
- (d) Deemed interested by virtue of its 100% interest in BGroup.

6.0 IMPLICATION RELATING TO THE CODE

- 6.1 As SPToto 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 SPToto will ensure that only such number of SPToto Shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Code will not be triggered.
- 6.2 The Board of SPToto is aware of the requirements of the Code and will be mindful of the requirements when making any purchase of SPToto Shares pursuant to the Proposed Share Buy-Back.

7.0 PURCHASES, RESALE, TRANSFER AND CANCELLATION OF TREASURY SHARES

- 7.1 SPToto had purchased a total of 1,555,500 SPToto Shares in the preceding twelve (12) months up to 2 October 2024, being the latest practicable date before the printing of this Statement, details of which are as follows:-

Date of Purchase	No. of SPToto Shares Purchased	Highest Price Paid (RM)	Lowest Price Paid (RM)	Average Price Paid (RM)	*Total Amount Paid (RM)
3 October 2023	150,000	1.46	1.43	1.45	217,930
4 October 2023	130,000	1.46	1.44	1.45	189,647
5 October 2023	70,000	1.48	1.46	1.47	103,584
6 October 2023	70,000	1.49	1.48	1.49	104,549
9 October 2023	60,000	1.48	1.47	1.47	89,006
10 October 2023	50,500	1.48	1.47	1.47	74,808
11 October 2023	70,000	1.48	1.47	1.48	103,970
12 October 2023	50,000	1.49	1.48	1.49	74,974
13 October 2023	60,000	1.49	1.49	1.49	90,053
16 October 2023	40,000	1.50	1.49	1.50	60,337
17 October 2023	50,000	1.50	1.49	1.49	75,175
18 October 2023	50,000	1.49	1.48	1.49	75,024
19 October 2023	190,000	1.46	1.42	1.45	275,871
20 October 2023	60,000	1.46	1.44	1.45	87,918
23 October 2023	30,000	1.46	1.44	1.46	44,049
24 October 2023	160,000	1.46	1.44	1.44	231,557
25 October 2023	70,000	1.45	1.44	1.44	101,556
26 October 2023	60,000	1.45	1.44	1.45	87,585
27 October 2023	20,000	1.46	1.45	1.46	29,364
30 October 2023	75,000	1.46	1.45	1.46	109,831
31 October 2023	40,000	1.46	1.45	1.45	58,565
Total	1,555,500				2,285,353

* includes transaction cost

- 7.2 On 19 January 2024, a total of 26,434,030 Treasury Shares have been distributed as share dividend to the entitled shareholders of SPToto on the basis of 1 Treasury Share for every 50 SPToto Shares held as at 29 December 2023. Save as disclosed, SPToto has not resold, transferred or cancelled any Treasury Shares in the preceding twelve (12) months up to 2 October 2024.
- 7.3 As at 2 October 2024, there are 1,716,672 SPToto Shares held and retained as Treasury Shares by the Company.

8.0 HISTORICAL SHARE PRICES

- 8.1 The monthly highest and lowest traded prices of SPToto Shares on the Exchange for the past twelve (12) months up to September 2024 are as follows:-

	High RM	Low RM
2023		
October	1.50	1.42
November	1.51	1.45
December	1.55	1.47
2024		
January	1.54	1.47
February	1.53	1.43
March	1.44	1.39
April	1.42	1.35
May	1.68	1.38
June	1.65	1.53
July	1.66	1.51
August	1.67	1.53
September	1.62	1.56
Last transacted market price of SPToto Shares as at 2 October 2024		1.60

(Source: Bloomberg)

9.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

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

10.0 DIRECTORS' RECOMMENDATION

- 10.1 The Directors of SPToto, 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 SPToto 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

Neither SPToto 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) within the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATIONS

Neither SPToto nor any of its subsidiary companies is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which will have a material effect on the financial position of the Group and the Directors of SPToto 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 SPToto Group.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of SPToto 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 SPToto; and
- (b) Audited consolidated financial statements of SPToto for the past 2 financial years ended 30 June 2023 and 30 June 2024.

EXTRACT OF RESOLUTIONS TO BE TABLED AT THE FORTHCOMING SPTOTO 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 29 October 2024 (“**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 (“**SPToto 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 SPToto Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any SPToto Shares so purchased by the Company in the following manner:-

- (a) cancel all the SPToto Shares so purchased; or
- (b) retain all the SPToto 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.”