

**THIS CIRCULAR 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 professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has only perused the contents of this Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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



**MALAYSIAN BULK CARRIERS BERHAD**

Registration No: 198801008597 (175953-W)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

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

The Thirty-Fourth Annual General Meeting of the Company ("**34<sup>th</sup> AGM**") will be held on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 15 June 2023 at 10.00 a.m., or at any adjournment thereof. The Notice of the 34<sup>th</sup> AGM together with the Proxy Form, Administrative Guide and Circular are available at the Company's website at [www.maybulk.com.my](http://www.maybulk.com.my).

You are entitled to attend, participate and vote remotely at the 34<sup>th</sup> AGM using the Remote Participation and Electronic Voting ("**RPEV**") facilities provided by Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my>. If you are unable to attend and vote remotely at the 34<sup>th</sup> AGM, you are entitled to appoint proxy(ies) by completing and lodging the Proxy Form enclosed in the Annual Report in accordance with the instructions therein to 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the 34<sup>th</sup> AGM or any adjournment thereof. Alternatively, individual shareholder(s) may submit the electronic Proxy Form ("**e-Proxy Form**") using RPEV facilities at <https://meeting.boardroomlimited.my>, not less than forty-eight (48) hours before the time set for holding the 34<sup>th</sup> AGM or any adjournment thereof. The lodging of the Proxy Form / e-Proxy Form will not preclude you from attending, participating and voting remotely in person at the 34<sup>th</sup> AGM should you subsequently wish to do so, but if you do, your proxy(ies) shall be precluded from attending the 34<sup>th</sup> AGM.

Date and time of the 34<sup>th</sup> AGM : Thursday, 15 June 2023 at 10.00 a.m.

Last day and time to lodge the Proxy Form / e-Proxy Form : Tuesday, 13 June 2023 at 10.00 a.m.

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## DEFINITIONS

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Except where the context otherwise requires or where otherwise defined herein, the following terms and abbreviations shall apply throughout this Circular:-

“Act”	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board” or “Directors”	:	Board of Directors of MBC and the Director shall have 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 terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company, or a chief executive officer of the Company, its subsidiary or holding company
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Company” or “MBC”	:	Malaysian Bulk Carriers Berhad [Registration No. 198801008597 (175953-W)], a company incorporated in Malaysia
“EMTS”	:	EMT Systems Sdn Bhd (Formerly known as E Metall Systems Sdn Bhd) [Registration No. 201701015957 (1230121-X)], a company incorporated in Malaysia
“EGB”	:	Eonmetall Group Berhad [Registration No. 200301029197 (631617-D)], a company incorporated in Malaysia
“Listing Requirements” or “MLLR”	:	Main Market Listing Requirements of Bursa Securities and any amendments made thereto from time to time and any practice notes issued in relation thereto
“LPD”	:	31 March 2023, being the last practicable date prior to printing of this Circular
“Major Shareholder(s)”	:	<p>A person, who includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the total number of voting shares, or the aggregate of the total number of those voting shares, is:-</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act</p>
“MBC Group” or “the Group”	:	MBC and its subsidiaries, collectively
“person(s) connected”	:	<p>in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:</p> <p>(a) a family member of the said Person which family shall have the meaning given in Section 197 of the Act;</p>

		<ul style="list-style-type: none"> <li>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;</li> <li>(c) a partner of the said Person;</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 said Person;</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 said Person is accustomed or is under an obligation, whether formal or informal, to act;</li> <li>(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</li> <li>(g) a body corporate which is a related corporation of the said Person.</li> </ul>
"Proposed New Shareholders' Mandate"	:	Proposed new shareholders' mandate for MBC Group to enter into recurrent related party transactions of a revenue or trading nature
"Recurrent Related Party Transaction(s)" or "RRPT(s)"	:	Recurrent related party transaction(s) of a revenue or trading nature of MBC Group which are necessary for the day-to-day operations and are in the ordinary course of business of MBC Group as specified in Section 2.0 of this Circular
"Related Party(ies)"	:	"Director(s)", "Major Shareholder(s)" or "person(s) connected" with such director(s) or major shareholder(s), who are interested in the RRPT(s), as set out in Section 2.0 of the Circular
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively, being the lawful currency of Malaysia
"shares"	:	Ordinary shares of MBC
"Shareholders' Mandate"	:	Shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements for MBC Group to enter into RRPT(s)

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**DEFINITIONS (CONT'D)**

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All references to “**our Company**” or “**MBC**” in this Circular are to Malaysian Bulk Carriers Berhad. The reference to “**our Group**” is to our Company and our subsidiaries, and all references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires otherwise, shall include our subsidiaries. All references to “**you**” or “**your**” in this Circular are to our shareholders.

All references to dates and times in this Circular are references to dates and times in Malaysia, unless otherwise stated. Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include companies and corporations.

Any reference to any provisions of the statutes, rules, regulations, enactments or rules of stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

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**MALAYSIAN BULK CARRIERS BERHAD**

Registration No: 198801008597 (175953-W)  
(Incorporated in Malaysia)

**Registered Office:**

Suite 8.01, Level 8  
Menara Binjai  
No 2 Jalan Binjai  
50450 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

29 April 2023

**Board of Directors**

Dato' Goh Cheng Huat (*Group Managing Director*)  
Ooi Teik Huat (*Executive Director*)  
Lin JunLiang, Troy (*Non-Independent Non-Executive Director*)  
Yeoh Khoon Cheng (*Independent Non-Executive Director*)  
Elsie Kok Yin Mei (*Independent Non-Executive Director*)

To: The Shareholders of Malaysian Bulk Carriers Berhad

Dear Sir/Madam,

**PROPOSED NEW SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

Our Company will be seeking your mandate for our Group to enter into RRPT(s) with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detriment of the minority shareholders, which are necessary for our Group's day-to-day operations.

On 28 April 2023, our Company had announced to Bursa Securities its intention to seek your approval for the Proposed New Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming 34<sup>th</sup> AGM of our Company.

The purpose of this Circular is to provide you with relevant information of the Proposed New Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled as Special Business at the forthcoming 34<sup>th</sup> AGM of our Company. The extract of ordinary resolution on the Proposed New Shareholders' Mandate to be tabled at the forthcoming 34<sup>th</sup> AGM is enclosed together with this Circular.

**THIS CIRCULAR SERVES TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE, TO SET OUT YOUR BOARD'S RECOMMENDATION AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 34<sup>TH</sup> AGM UNDER THE AGENDA OF SPECIAL BUSINESS.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 34<sup>TH</sup> AGM OF OUR COMPANY.**

## **2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE**

### **2.1 Background information**

Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements states that a listed issuer may seek its shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, inter alia, 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 on 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)(a) of the Listing Requirements;
- (iii) a circular for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the interested directors, major shareholder or person connected with a director or major shareholder; and where it involves the interest of the 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 major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the listed issuer shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities; and
- (vi) where a listed issuer has procured a shareholders' mandate in respect of RRPT(s) pursuant to paragraph 10.09(2) of the Listing Requirements, the provisions under Paragraph 10.08 of the Listing Requirements shall not apply to the RRPT(s) which are comprised in the said mandate during the validity period of the mandate.

It is anticipated that MBC Group would, in the ordinary course of its business, enter into the RRPT(s).

The shareholders' mandate for the RRPT(s) is also subject to the following:-

- (a) the transactions are conducted on normal commercial terms;
- (b) the transactions are not detrimental to the minority shareholders;
- (c) the transactions are conducted on arm's length basis; and
- (d) details of the transactions containing the information as set out in Annexure PN12-A of the Listing Requirements are set out in the Circular.

Which are necessary for its day-to-day operations with the classes of Related Parties which are disclosed in Section 2.4 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Our Board is seeking your mandate which would allow our Group to enter into the RRPT(s) with the Related Parties as specified in Section 2.4 of this Circular provided that such transactions are necessary for its day-to-day operations, in the ordinary course of their business carried out on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of its minority shareholders.

The Proposed New Shareholders' Mandate, if approved by the shareholders at the forthcoming 34<sup>th</sup> AGM, applies in respect of the RRPT(s) to be entered into as set out in Section 2.4 of this Circular and shall take effect from and including the date of the forthcoming 34<sup>th</sup> AGM, and shall continue to be in force until:-

- i. the conclusion of the next AGM of our Company following the forthcoming 34<sup>th</sup> AGM at which the Proposed New Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

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

Our Company will disclose the aggregate value of the RRPT(s) conducted during a financial year in the annual report for the said financial year.

## 2.2 The principal activities of our Company and its subsidiary

Our Company is principally engaged in investment holding activities and provision of ship owner and ship operator, whilst the principal activity of its subsidiary is as set out in the table below:

<b>Name of subsidiary</b>	<b>Interest held (%)</b>	<b>Principal activity</b>
EMT Systems Sdn Bhd	100	Provision of end-to-end racking systems, logistics storage and retail display solutions, offering of consultancy services, warehouse system design, supply of metal shelving solutions, and installation works to both local and international clients

## 2.3 The principal activities of the related transacting parties

The principal activities of the related transacting parties which is not part of MBC Group that are involved in the RRPT with MBC Group are set out below:

<b>Related transacting party</b>	<b>Principal activities</b>
Eonmetall Industries Sdn Bhd	Manufacture and distribution of steel products, focusing on cold rolled coils, galvanised coils and flat steel products
Eonmetall Systems Sdn Bhd	Manufacture of steel products, focusing on steel storage systems

(Collectively referred to as "EGB Group")



## 2.4 Nature of RRPT and Classes of Related Parties

The details of the nature and estimated annual value of the RRPT in respect of which our Company is seeking new mandate from its shareholders as contemplated under the Proposed New Shareholders' Mandate are as follows:

Nature of Transaction	Estimated aggregate value <sup>(1)</sup> of the transactions during the validity of the Proposed New Shareholders' Mandate to the forthcoming AGM <sup>(2)</sup> (RM)	Transacting Parties		Related Parties <sup>(3)</sup>
		MBC Group	Related Party	
Purchase of steel products from EGB Group	70,000,000	EMTS	EGB Group	Dato' Goh Cheng Huat (" <b>Dato' Goh</b> ") is the Group Managing Director and major shareholder of our Company. He is also an Executive Director and major shareholder of Eonmetall Group Berhad which in turn is the holding company of EGB Group.  Mr Lin JunLiang, Troy is a Non-Independent Non-Executive Director of our Company. He is also the son-in-law to Dato' Goh.

EGB Group are suppliers of EMTS and transactions between these identified parties are the norm as these are part of contractual obligations on supply contracts with the related parties. The salient terms include, amongst others, the following:-

- i. Product pricing is quoted on ex-works basis;
- ii. Credit term of 60 days; and
- iii. Early payment discount available for early settlement.

Following the acquisition of the entire 100% equity interest in EMTS by our Company on 30 January 2023, all transactions between our Group with EGB Group effective 1 February 2023 are now classified as RRPT given the presence of common Executive Director and major shareholder in both EGB Group and our Company.

Notes:

- (1) The estimated value in respect of the transactions above is based on prevailing prices of which competitive market prices are obtained from the Related Parties and management estimates. The estimate amount is further based on the assumptions that current level of the EMTS's operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of the transactions may vary from the estimated value disclosed above.
- (2) The next AGM will be held tentatively in May/June 2024.
- (3) The direct and indirect shareholdings of these interested related parties (if any) are set out in Section 6 below. Accordingly, the interested related parties will abstain from voting in respect of their direct or indirect shareholdings our Company at the forthcoming 34<sup>th</sup> AGM on the Proposed New Shareholders' Mandate

## **2.5 Amount Due and Owing under RRPT(s)**

As at the financial year ended 31 December 2022 and the LPD, there is no amount due and owing under the RRPT as per Section 2.4 which has exceeded the credit term as this is a new RRPT under the Proposed New Shareholder' Mandate.

## **2.6 Review Procedures for the RRPT(s)**

MBC Group has established various procedures to ensure that the RRPT(s) are undertaken on an arm's length basis and are consistent with MBC Group's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to third parties/public and are not detrimental to the minority shareholders.

In this respect, MBC Group has implemented the following review and disclosure procedures with regards to RRPT(s):

- (a) The employees of MBC Group will be notified of the identities of the related parties and will be required prior to entering into such transactions, to ensure that all the RRPT(s) are consistent with MBC Group's normal business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.
- (b) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, specifications and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from at least two (2) other unrelated third parties for the same or substantially similar products or services and/or quantities 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. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated third parties, the transaction price will be based on prevailing market rates 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 to ensure that the transaction is not detrimental to our Group.
- (c) There are no specific thresholds for the approval of RRPT(s) within our Group. All RRPT(s) will be reviewed monthly by our Company's Finance Department to determine, if any transactions has triggered the threshold for announcement to Bursa Securities and for shareholders' approval.
- (d) The annual internal audit plan will incorporate a review of the RRPT(s) entered into pursuant to the Proposed New Shareholders' Mandate to ensure that the internal control and procedures in respect of the Recurrent Transactions are adhered to.
- (e) The Audit and Risk Management Committee will review the internal audit report to ascertain that relevant procedures, guidelines and policies established to monitor the RRPT(s) have been complied with.
- (f) The Board and the Audit and Risk Management Committee will have the overall responsibility for the determination of the review procedures, including any addition or variation thereto, where applicable. The Board and the Audit and Risk Management Committee may also appoint individuals or committees within our Company to examine the RRPT(s) as they deem appropriate. If a member of the Board or the Audit and Risk Management Committee has an interest in a transaction, he will abstain from any deliberation and decision-making by the Board or the Audit and Risk Management Committee in respect of the said transaction.
- (g) Records will be maintained by our Company's Finance Department to capture all RRPT(s) which are entered into pursuant to the Proposed New Shareholders' Mandate.

## **2.7 Disclosure in Annual Report**

Disclosure will be made in accordance with Section 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year, amongst others, based on the following information:-

- (i) the type of the RRPT(s) made; and
- (ii) the names of the Related Parties involved in each type of the RRPT(s) made and their relationships with our Company and our Group.

The above disclosure will be made in our Company's Annual Report for each subsequent financial year after the Proposed New Shareholders' Mandate has been approved and renewed.

In addition, if the actual value of the RRPT(s) entered into by our Group exceeds the estimated value of the RRPT(s) disclosed in the circular to shareholders on the Proposed New Shareholders' Mandate by 10% or more, our Company will make an immediate announcement to Bursa Securities.

## **3. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE**

The RRPT(s) to be entered into by MBC Group with the Related Parties are all conducted in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by their time-sensitive and confidentiality nature of such transactions, and as such, it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such related party transactions.

The RRPT(s) are considered by our Board to be beneficial to MBC Group as they constitute transactions which are necessary for the day-to-day operations of the MBC Group, which contribute to the generation of its turnover and profit.

The Proposed New Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make regular announcements to Bursa Securities or to issue separate circulars to shareholders and to convene separate general meetings on each occasion to seek shareholders' prior approval for the entry by our Group into such transactions. This would substantially reduce administrative time, inconvenience and expense associated with the making of such announcements and the convening of such general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to MBC Group.

Hence, the Directors are seeking approval from the shareholders on the RRPT(s) as described under Section 2.4 of this Circular.

## **4. STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE**

The Audit and Risk Management Committee (save for Mr Lin JunLiang, Troy who has abstained) has seen and reviewed the procedures established in Section 2.6 above in treatment of RRPT(s) and is of the view that:-

- (i) the said procedures for the RRPT(s) as well as the periodic review to be made by the Audit and Risk Management Committee in relation thereto are sufficient to ensure that the RRPT(s) will be made at arm's length and in accordance with our Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) our Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner; and
- (iii) the Audit and Risk Management Committee will review these procedures and processes on an annual basis.

## 5. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is not expected to have any material effect on the issued share capital of MBC, as well as the consolidated earnings and net assets of MBC Group for the financial year ending 31 December 2023.

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

As at LPD, the direct and indirect shareholdings of the interested Directors, major shareholders in MBC Group in respect of the Proposed New Shareholders' Mandate are shown in the table below:-

Interested Directors of MBC	Shareholdings			
	Direct		Indirect	
	No. of shares	% <sup>(1)</sup>	No. of shares	% <sup>(1)</sup>
Dato' Goh Cheng Huat	320,000,000	32	-	-
Lin JunLiang, Troy <sup>(2)</sup>	-	-	-	-

Interested Director of EMTS	Shareholdings			
	Direct		Indirect	
	No. of shares	% <sup>(1)</sup>	No. of shares	% <sup>(1)</sup>
Goh Ting Hong	59,000	-(3)	-	-

Notes:

(1) Based on the issued share capital of 1,000,000,000 ordinary shares in our Company as at LPD.

(2) Lin JunLiang, Troy is a Non-Independent Non-Executive Director of MBC. He is the son-in-law of Dato' Goh.

(3) Negligible

The abovenamed interested Directors have abstained and will continue to abstain from all deliberations and voting on the RRPT(s) involving them, as comprised in the Proposed New Shareholders' Mandate at the relevant Board meetings and will also abstain from voting in respect of their direct and indirect shareholding on the Ordinary Resolution approving the Proposed new Shareholders' Mandate at the forthcoming 34<sup>th</sup> AGM.

The abovenamed interested Directors and major shareholder have also undertaken to ensure that, where applicable, the persons connected to them in respect of direct and indirect shareholdings (if any), will abstain from deliberating, approving and voting on the Ordinary Resolution pertaining to the Proposed new Shareholders' Mandate to be tabled at the forthcoming 34<sup>th</sup> AGM.

Save as disclosed above, none of the other Directors and/or major shareholder or any persons connected with the Directors and/or major shareholder have any direct or indirect interest in the Proposed New Shareholders' Mandate.

## 7. APPROVALS REQUIRED

The Proposed New Shareholders' Mandate is subject to approval to be obtained from the shareholders of our Company at the forthcoming 34<sup>th</sup> AGM.

## 8. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed New Shareholders' Mandate, our Board (save for the interested Directors named in Section 6 of the Circular) is of the opinion that the said Proposed New Shareholders' Mandate is fair and reasonable and is in the best interest of our Company.

Accordingly, our Board (save for the interested Directors named in Section 6 of the Circular) recommends that you vote in favour of the Ordinary Resolution pertaining to the Proposed new Shareholders' Mandate to be tabled under the Agenda of Special Business as set out in the Notice of the 34<sup>th</sup> AGM.

## **9. AGM**

The Notice of 34<sup>th</sup> AGM together with the Administrative Guide are available on our Company's website at [www.maybulk.com.my](http://www.maybulk.com.my). The 34<sup>th</sup> AGM will be conducted on a virtual basis through live streaming from the broadcast venue at 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via RPEV facilities at <https://meeting.boardroomlimited.my> on Thursday, 15 June 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed New Shareholders' Mandate.

As a shareholder, you are encouraged to go online, participate and vote at the 34<sup>th</sup> AGM using the RPEV facilities. If you wish to appoint a proxy to participate and vote on your behalf, you may deposit your Form of Proxy at the office of our Share Registrar, Boardroom Share Registrars Sdn Bhd or alternatively, you may lodge your Form of Proxy by electronic means through Boardroom Smart Investor Portal at <https://www.boardroomlimited.my/> (for individual shareholders only) or via e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com). The completed Form of Proxy must be deposited/lodged not less than forty-eight (48) hours before the time set for holding the 34<sup>th</sup> AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from participating the 34<sup>th</sup> AGM and voting in person at the AGM if you subsequently wish to do so.

## **10. FURTHER INFORMATION**

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

Yours faithfully  
For and on behalf of the Board of Directors of  
**MALAYSIAN BULK CARRIERS BERHAD**

**YEOH KHOON CHENG**  
Independent Non-Executive Director

## FURTHER INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made 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 herein misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, neither our Company nor of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business of our Group) within two (2) years preceding the date of this Circular:-

(a) On 15 August 2022, our Company:-

- i. entered into a conditional collaboration agreement with Tunas Manja Sdn Bhd ("**TMSB**"), a company in which the then Executive Directors Dato' Chin Yoke Kan and Dato' Chin Yoke Choon have substantial interest, to undertake grocery retail business and other grocery retail related business ("**Proposed Collaboration**")
- ii. proposed to diversify its existing business to include grocery business ("**Proposed Diversification**")
- iii. proposed to enter into new recurrent related party transaction of a revenue nature with certain related parties following the Proposed Collaboration and Proposed Diversification ("**Proposed RRPT**")

On 14 November 2022, as the conditions precedent of the Proposed Collaboration have not been fulfilled and extension of time was not granted by TMSB, the above Proposed Collaboration was terminated. Consequently, our Company has also decided not to proceed with the Proposed Diversification and Proposed RRPT.

(b) On 26 August 2022, our Company entered into a Heads of Agreement ("**HOA**") with Dato' Chin Yoke Kan, Dato' Chin Yoke Choon, Chin Poling, Chin Poh Yung and Chin Poh Yun ("**TMSB Vendors**") for acquisition of the entire issued and paid up capital of TMSB, its subsidiaries and other companies owned by the TMSB Vendors for a purchase consideration to be determined later.

On 13 January 2023, our Company and TMSB Vendors entered into a deed of mutual termination to terminate the HOA.

(c) On 18 January 2023, our Company entered into a Share Sale Agreement with Grand East (Kulim) Sdn Bhd and Goh Ting Hong ("**EMTS Vendors**") for the acquisition of 1,000,000 ordinary shares in EMT Systems Sdn Bhd for a total consideration of RM70,000,000.

The acquisition was completed on 30 January 2023.

### 3. MATERIAL LITIGATION

Neither our Company nor of its subsidiaries is engaged in any material litigation, claim and arbitrations either, as plaintiff or defendant, and the Board have no knowledge of any proceedings pending or threatened against our Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of our Company and its subsidiaries.

## **FURTHER INFORMATION**

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

Copies of the following documents are be available for inspection at the registered office of our Company at Suite 8.01, Level 8, Menara Binjai, No 2 Jalan Binjai, 50450 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal office hours from Mondays to Fridays (except for public holidays) from the date of this Circular up to and including the date of the 34<sup>th</sup> AGM:

- (a) Constitution of MBC;
- (b) Audited Financial Statements of MBC Group for the past two (2) financial years ended 31 December 2021 and 2022; and
- (c) Material contracts referred to in Item 2.

**EXTRACT OF THE NOTICE OF THE 34<sup>TH</sup> AGM**

To consider, and if thought fit, to pass the following resolution:-

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

"THAT subject to Paragraph 10.09 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("Group") be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 of the Circular to Shareholders dated 29 April 2023, PROVIDED THAT such transactions are necessary for the Group's day-to-day operations and are in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;

THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

AND THAT the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate as authorised by this Ordinary Resolution."