THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Circular as well as the valuation certificate and valuation report, 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. Bursa Securities has not perused the contents of this Circular in relation to the Proposed Exemption (as defined herein) as set out in Part A of this Circular and the independent advice letter ("**IAL**") in relation to the Proposed Exemption as set out in Part B of this Circular prior to the issuance of the Circular and the IAL.

The Securities Commission Malaysia ("**SC**") had on 4 September 2026 notified that it has no further comments to the contents of this Circular in relation to the Proposed Exemption as set out in Part A of this Circular and the IAL in relation to the Proposed Exemption as set out in Part B of this Circular. However, such notification shall not be taken to suggest that the SC agrees with the recommendation of the independent adviser or assumes responsibility for the correctness of any statements made or opinions expressed or report contained in this Circular as well as the IAL. The SC takes no responsibility for the contents of this Circular as well as the IAL, 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 on this Circular as well as the IAL.

AMTEL

AMTEL HOLDINGS BERHAD
(Registration No. 199601037096 (409449-A))
(Incorporated in Malaysia)

<u>PART A</u>

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:

(I) PROPOSED ACQUISITION;

(II) PROPOSED SUBSCRIPTION;

(III) PROPOSED EXEMPTION; AND

(IV) PROPOSED DIVERSIFICATION

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

<u>PART B</u>

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF AMTEL HOLDINGS BERHAD ("AMTEL") IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser for Part A

CGS International

CGS INTERNATIONAL SECURITIES MALAYSIA SDN BHD
(Registration No. 197901004504 (48703-W))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser for Part B

BDO

BDO CAPITAL CONSULTANTS SDN BHD
(Registration No. 199601032957 (405309-T))
(Incorporated in Malaysia)

The Extraordinary General Meeting ("**EGM**") of Amtel will be held at Langkawi Room, 2nd Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 September 2026 at 10:00 a.m. or at any adjournment thereof. The Notice of EGM, together with the Proxy Form are enclosed in this Circular which are available for download from Amtel's website at www.amtel.com.my or Bursa Securities' website at www.bursamalaysia.com.

A member entitled to participate, speak and vote at the EGM is entitled to appoint one (1) or more proxies to participate, speak and vote on his/her behalf. In such event, the completed and signed Proxy Form must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting in person at the EGM should you subsequently wish to do so. If you have submitted your Proxy Form prior to the EGM and subsequently wish to revoke your proxy appointment(s), please email info@sshsb.com.my or deposit the written notice of termination of proxy authority at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the EGM or any adjournment thereof. In such event, you should advise your proxy(ies) accordingly.

Last date and time for lodging the Proxy Form	:	Monday, 28 September 2026 at 10:00 a.m.
Date and time of the EGM	:	Wednesday, 30 September 2026 at 10:00 a.m.

This Circular is dated 14 September 2026

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

Act	:	Companies Act 2016
AI	:	Artificial Intelligence
AMCSB or Purchaser	:	Amtel Cellular Sdn Bhd (Registration No. 199301023413 (278151-D))
Amtel or Company	:	Amtel Holdings Berhad (Registration No. 199601037096 (409449-A))
Amtel Group or Group	:	Amtel, its subsidiary companies and associated companies, collectively
Amtel Share(s) or Share(s)	:	Ordinary share(s) in Amtel
Announcement	:	Announcement dated 26 May 2026 in relation to the Proposals
APAC	:	Asia Pacific
BDOCC or Independent Adviser	:	BDO Capital Consultants Sdn Bhd (Registration No. 199601032957 (405309-T))
Board	:	The Board of Directors of Amtel
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CAGR	:	Compounded annual growth rate
CGS MY or Principal Adviser	:	CGS International Securities Malaysia Sdn Bhd (Registration No. 197901004504 (48703-W))
Chester Koid or Placee	:	Koid Siang Loong
Circular	:	This circular to the shareholders of Amtel dated 14 September 2026
CMSA	:	Capital Markets and Services Act 2007
Completion Period	:	Three (3) months commencing from the SPA Unconditional Date
Director	:	A natural person who holds a directorship in a company, whether in an executive or non-executive capacity, and shall have the meaning given in subsection 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director of Amtel or its subsidiary or holding company, or a chief executive of Amtel or its subsidiary or holding company
E&E	:	Electrical & electronics
EGM	:	Extraordinary General Meeting
EPS	:	Earnings per Share
Extended Completion Period	:	One (1) month from the Completion Period

FPE	:	Financial period ended 31 May
FYE	:	Financial year ended/ending 30 November, as the case may be
IAL	:	The independent advice letter from BDOCC to the non-interested shareholders of Amtel in relation to the Proposed Acquisition and Proposed Exemption, as set out in Part B of this Circular
ICT	:	Information and communication technology
IMR Report		Independent Market Research Report prepared by Protégé Associates Sdn Bhd dated 14 July 2026
Interested Directors or Interested Major Shareholders	:	Chester Koid and Dato' Koid Hun Kian, who have interest, direct or indirect, in the Proposed Acquisition, Proposed Subscription and Proposed Exemption, the details of which are set out in Section 12 of Part A of this Circular
Issue Price	:	RM0.33 per Subscription Share
Kat Ventures or Vendor	:	Kat Ventures Sdn Bhd (Registration No. 202401055074 (1600918-T))
LA 1960	:	Land Acquisition Act 1960
LAMEA	:	Latin America, Middle East and Africa
Land	:	A parcel of agricultural land with industrial potential held under Geran 412787, Lot 38020, Mukim of Hulu Bernam Timor, District of Muallim, Perak
Laurelcap or Independent Valuer	:	Laurelcap Sdn Bhd (Registration No. 200801005326 (806610-U))
LBT	:	Loss before taxation
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	7 September 2026, being the latest practicable date prior to the printing of this Circular
LTD		25 May 2026, being the last full trading day prior to the date of the Subscription Agreement
LTIP	:	Long-term incentive plan comprising the employees shares option scheme and the share grant plan, which was established on 3 October 2022 and expiring on 2 October 2027
Maximum Scenario	:	Assuming all of the 2,852,900 treasury shares are resold in the open market prior to the implementation of the Proposed Subscription
Minimum Scenario	:	Assuming none of the 2,852,900 treasury shares are resold in the open market prior to the implementation of the Proposed Subscription
MO	:	A mandatory take-over offer for all the remaining Amtel Shares not already owned by Chester Koid and his PACs
Motor Vehicle Business	:	Manufacturing and assembly of motor vehicles

NA	:	Net assets
OEM	:	Original equipment manufacturer
PACs	:	Persons acting in concert with Chester Koid in accordance with subsections 216(2) and 216(3) of the CMSA
Parties	:	Purchaser and Vendor, collectively
PAT	:	Profit after taxation
PBT	:	Profit before taxation
Proposals	:	Proposed Acquisition, Proposed Subscription, Proposed Exemption and Proposed Diversification, collectively
Proposed Acquisition	:	Proposed acquisition by AMCSB of the Land from Kat Ventures for a total cash consideration of RM23,000,000
Proposed Diversification	:	Proposed diversification of the existing principal activities of the Company and its subsidiaries to include the Motor Vehicle Business
Proposed Exemption	:	Proposed exemption to Chester Koid and his PACs from the obligation to undertake a MO for the remaining Shares not already owned by them upon the completion of the Proposed Subscription pursuant to subparagraph 4.08(1)(b) of the Rules. As a result of the Proposed Subscription, the MO obligation was triggered pursuant to subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA
Proposed Subscription	:	Proposed subscription by Chester Koid of 45,000,000 Subscription Shares at the Issue Price for a total subscription price of RM14,850,000
Purchase Price	:	A total cash consideration of RM23,000,000 in relation to the Proposed Acquisition
RM and sen	:	Ringgit Malaysia and sen, respectively
Rules	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC	:	Securities Commission Malaysia
SPA	:	The conditional sale and purchase agreement dated 26 May 2026 entered into between AMCSB and Kat Ventures in relation to the Proposed Acquisition
SPA Unconditional Date	:	Date on which the SPA shall become unconditional
sq ft	:	square feet
Subscription Agreement	:	The conditional subscription agreement dated 26 May 2026 entered into between Amtel and Chester Koid in relation to the Proposed Subscription
Subscription Price	:	A total cash consideration of RM14,850,000 in relation to the Proposed Subscription
Subscription Share(s)	:	45,000,000 new Shares to be issued pursuant to the Proposed Subscription

TIS	:	Telecommunications, infrastructure and services
USA	:	United States of America
USD and cent	:	United States Dollar and cent, respectively
Valuation Certificate	:	The valuation certificate dated 26 May 2026 issued by Laurelcap in respect of the Land
Valuation Report	:	The valuation report dated 26 May 2026 issued by Laurelcap in respect of the Land
VWAP	:	Volume weighted average market price

References to "we", "us", "our" and "ourselves" are to our Company, and where the context otherwise requires, our subsidiaries. All references to "you" in this Circular are to our shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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TABLE OF CONTENTS

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSALS. YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS TOGETHER WITH THE APPENDICES OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

Key information	**Summary**	**Reference to this Circular**
Summary of the Proposals	**(i) <u>Proposed Acquisition</u>** The Proposed Acquisition entails the acquisition by AMCSB of a parcel of agricultural land with industrial potential held under Geran 412787, Lot 38020, Mukim of Hulu Bernam Timor, District of Muallim, Perak from the Vendor for a total cash consideration of RM23.00 million, subject to the terms and conditions of the SPA. **(ii) <u>Proposed Subscription</u>** The Proposed Subscription entails the proposed subscription by Chester Koid of 45,000,000 new Amtel Shares at the Issue Price for the Subscription Price to be fully satisfied in cash, subject to the terms and conditions of the Subscription Agreement. **(iii) <u>Proposed Exemption</u>** Upon completion of the Proposed Subscription, both Chester Koid's individual shareholding will increase to approximately 37.15% (Minimum Scenario) or approximately 36.41% (Maximum Scenario), as well as the collective shareholding with his PACs will increase to approximately 49.33% (Minimum Scenario) or approximately 48.34% (Maximum Scenario) in Amtel. Therefore, Chester Koid and his PACs will trigger the obligation to undertake a MO for the remaining Shares not already owned by Chester Koid and his PACs upon the completion of the Proposed Subscription, pursuant to subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA. As it is not the intention of Chester Koid and his PACs to undertake the MO, Chester Koid and his PACs intend to submit an application to seek the SC's approval for the Proposed Exemption, subject to the approval being obtained from the non-interested shareholders of the Company for the Proposed Exemption at the EGM to be convened. **(iv) <u>Proposed Diversification</u>** In line with the Group's ongoing efforts to broaden its operational scope and enhance its earnings base, on 2 July 2025, the Company announced that its wholly owned subsidiary, AMCSB, is venturing into the Motor Vehicle Business for the local and export markets. The Board anticipates that the Motor Vehicle Business will contribute to more than 25.00% to the Group's PAT and/or result in a diversion of 25.00% or more in the NA of the Group going forward. As such, the Board proposes to seek approval from its shareholders for the Proposed Diversification at the EGM to be convened pursuant to Paragraph 10.13(1) of the Listing Requirements.	Sections 2.1, 2.2, 2.3 and 2.4 of Part A

Key information	Summary	Reference to this Circular
Basis and justification for the Purchase Price for the Proposed Acquisition	The Purchase Price of RM23.00 million was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following: (i) the market value of the Land of RM23.00 million as appraised by the Independent Valuer, vide its Valuation Report dated 26 May 2026, using the comparison approach of valuation; (ii) the rationale for the Proposed Acquisition as set out in Section 3.1 of Part A of this Circular; and (iii) the prospects of the Proposed Acquisition as set out in Section 5.5 of Part A of this Circular.	Section 2.1.5 of Part A
Basis and justification of the Issue Price for the Proposed Subscription	The Issue Price was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following: (i) prevailing market conditions and historical market prices of the Shares; (ii) the entire proceeds of RM14.85 million to be raised from the Proposed Subscription will be utilised to replenish internally generated funds used for the Proposed Acquisition as set out in Section 2.2.5 of Part A of this Circular; and (iii) the rationale and justifications for the Proposed Subscription as set out in Section 3.2 of Part A of this Circular.	Section 2.2.2 of Part A
Rationale for the Proposals	**(i) <u>Proposed Acquisition</u>** The Proposed Acquisition is undertaken to facilitate the construction of a factory for the Motor Vehicle Business. Upon completion of the Proposed Acquisition, the Company intends to construct a new factory on the Land and relocate its existing manufacturing facilities for the Motor Vehicle Business after the factory is built. The new factory is expected to cater for higher order volumes in the manufacturing and assembly of low-speed vehicles, such as golf carts, while reducing the Group's reliance on the sub-assembly contractors. The Proposed Acquisition will also provide the Group with additional space to support and expand its other business segments. Further, it is in line with the Group's growth strategy to realign its business and support its long-term expansion objectives. In addition, the ownership of the Land will enable the Group to have full control over its operational premises, thereby eliminating uncertainties associated with tenancy renewals and potential rental fluctuations. **(ii) <u>Proposed Subscription</u>** In view that internally generated funds will be used and bank borrowings will be drawn down for the Proposed Acquisition, the entire proceeds to be raised from the Proposed Subscription are intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition as set out in Section 2.2.5 of Part A of this Circular.	Section 3

Key information	Summary	Reference to this Circular
	The Proposed Subscription enables the Company to raise the required funds with a greater degree of certainty from the capital market as opposed to other forms of fundraising such as rights issue. The Proposed Subscription will not require the Company to arrange for any underwriting or to procure any undertaking from certain shareholders to guarantee a minimum amount of funds to be raised as would usually be required for a rights issue of shares. Upon completion of the Proposed Subscription, the enlarged capital base is expected to strengthen the Group's financial position and future earnings when the economic and financial benefits from the use of proceeds are realised. **(iii) <u>Proposed Exemption</u>** As it is the intention of Chester Koid and his PACs to maintain the listing status of the Company, the Proposed Exemption will be sought to relieve Chester Koid and his PACs from the obligation to undertake the MO under the Rules upon the completion of the Proposed Subscription. **(iv) <u>Proposed Diversification</u>** In view of this and the growing demand for low-speed vehicles, such as golf carts, supported by the favourable growth in the golf cart industry in the USA and Malaysia as detailed in Sections 5.3 and 5.4 of Part A of this Circular, the Proposed Diversification is expected to strengthen the Group's financial performance and position in the long run. The Board believes that the Group would be better positioned as the Proposed Diversification is part of the Group's strategic plan to diversify into other viable business to enhance profitability in the long-term and to provide the shareholders with better returns by allocating capital towards the expansion of the Motor Vehicle Business, given the favourable industry growth prospects. Entering into the Motor Vehicle Business will allow the Group to broaden its customer base, reduce its reliance on the Existing Business and provide a new and sustainable income source to the Group.	
Approvals required	The Proposals are subject to the following approvals being obtained: (i) Bursa Securities, for the listing of and quotation for the Subscription Shares on the Main Market of Bursa Securities pursuant to the Proposed Subscription, subject to the conditions as set out in Section 9 of Part A of this Circular. (ii) the SC for the Proposed Exemption. The application for the Proposed Exemption will be made after the approvals of the non-interested shareholders of the Company in item (iii) below are obtained at the forthcoming EGM; (iii) the shareholders of Amtel at the EGM of the Company to be convened; and (iv) Pejabat Daerah dan Tanah Muallim for the conversion of land use and change of the express condition of the Land to industrial use.	Section 9

Key information	Summary	Reference to this Circular
Conditionality	The conditionality of the Proposals is as follows: (i) the Proposed Acquisition is not conditional upon the Proposed Subscription and Proposed Exemption; (ii) the Proposed Subscription and Proposed Exemption are conditional upon the Proposed Acquisition; (iii) the Proposed Subscription and Proposed Exemption are inter-conditional upon each other; (iv) the Proposed Acquisition, Proposed Subscription and Proposed Exemption are conditional upon the Proposed Diversification; and (v) the Proposed Diversification is not conditional upon the Proposed Acquisition, Proposed Subscription and Proposed Exemption. The Proposals are not conditional upon any other corporate exercise undertaken or to be undertaken by Amtel.	Section 10
Interests of Directors, major shareholders, chief executive and/or persons connected with them	Save for Chester Koid and Dato' Koid Hun Kian, none of the directors, major shareholders, chief executive of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Acquisition, Proposed Subscription and Proposed Exemption. None of the directors, major shareholders, chief executive of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Diversification. Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of the Company pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption. The Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption to be tabled at the EGM to be convened.	Section 12
Directors' statement and recommendation	The Board (save for the Interested Directors), after having considered all aspects of the Proposed Acquisition, Proposed Subscription and Proposed Exemption, including but not limited to the rationale, basis and justification of arriving at the Purchase Price and Issue Price, effects of the Proposed Acquisition, Proposed Subscription and Proposed Exemption, terms and conditions of the SPA and Subscription Agreement, and the evaluation from the Independent Adviser as set out in Part B of this Circular, is of the opinion that the Proposed Acquisition, Proposed Subscription and Proposed Exemption are: (i) in the best interest of the Group; (ii) fair, reasonable and on normal commercial terms; and (iii) not detrimental to the interest of the non-interested shareholders of the Company.	Section 15

Key information	Summary	Reference to this Circular
	Accordingly, the Board (save for the Interested Directors) recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption to be tabled at the forthcoming EGM of the Company. In addition, the Board, having considered all aspects of the Proposed Diversification, including but not limited to the rationale, prospects and risk factors of the Proposed Diversification, is of the opinion that the Proposed Diversification is in the best interest of the Group. Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Diversification to be tabled at the forthcoming EGM of the Company.	

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PART A

LETTER TO THE SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSALS

AMTEL HOLDINGS BERHAD
(Registration No. 199601037096 (409449-A))
(Incorporated in Malaysia)

Registered Office:

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

14 September 2026

Board of Directors:

YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin	*(Non-Independent Non-Executive Chairman)*
Koid Siang Loong	*(Executive Director/Group Chief Executive Officer)*
Dato' Koid Hun Kian	*(Executive Director)*
Lim Hun Teik	*(Executive Director)*
Ir. Chew Yook Boo	*(Independent Non-Executive Director)*
Ang Mei Ping	*(Independent Non-Executive Director)*

To: The shareholders of the Company

Dear Sir / Madam,

(I) PROPOSED ACQUISITION;

(II) PROPOSED SUBSCRIPTION;

(III) PROPOSED EXEMPTION; AND

(IV) PROPOSED DIVERSIFICATION

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

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1. INTRODUCTION

On 26 May 2026, CGS MY had, on behalf of the Board, announced that:

(i) AMCSB, a wholly owned subsidiary of the Company had on the even date entered into the SPA in relation to the Proposed Acquisition;

(ii) the Company had on the even date entered into the Subscription Agreement in relation to the Proposed Subscription; and

(iii) the Company proposes to undertake the Proposals.

The Proposed Acquisition is deemed to be a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the interested parties as set out in Section 12 of Part A of this Circular. Pursuant thereto, BDOCC has been appointed on 26 May 2026 to act as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of Amtel in relation to the Proposed Acquisition pursuant to Paragraph 10.08 of the Listing Requirements and Proposed Exemption pursuant to subparagraph 4.08(3) of the Rules.

On 30 July 2026, CGS MY had, on behalf of the Board, announced that the additional listing application in relation to the Proposed Subscription had been submitted to Bursa Securities.

The SC had on 4 September 2026, notified that it has no further comments to the contents of this Circular in relation to the Proposed Exemption as set out in Part A of this Circular and the IAL in relation to the Proposed Exemption as set out in Part B of this Circular. However, such notification shall not be taken to suggest that the SC agrees with the recommendation of the Independent Adviser or assumes responsibility for the correctness of any statements made, opinions expressed or reports contained in this Circular as well as the IAL.

On 4 September 2026, CGS MY had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 4 September 2026, approved the listing of and quotation for the Subscription Shares to be issued pursuant to the Proposed Subscription on the Main Market of Bursa Securities, subject to the conditions as set out in Section 9 of Part A of this Circular.

Further details of the Proposals are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSALS TOGETHER WITH THE RECOMMENDATION OF THE BOARD (SAVE FOR THE INTERESTED DIRECTORS) AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR (INCLUDING THE APPENDICES AND IAL HEREIN) BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSALS

2.1 Details of the Proposed Acquisition

The Proposed Acquisition entails the acquisition of the Land by AMCSB from the Vendor for the Purchase Price, subject to the terms and conditions of the SPA. The Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase from the Vendor the Land upon the same being duly converted to industrial usage free from all encumbrances and on the physical condition of “as is where is” basis and with vacant possession.

The salient terms of the SPA are set out in Appendix I of this Circular.

2.1.1 Information on the Land

The Land is located along Lebuhraya Behrang Stesen–Tanjung Malim in the Muallim District of Perak Darul Ridzuan. It lies about 129.00 kilometres south-west of Ipoh City Centre and approximately 1.60 km north-east of Behrang Stesen town centre.

The surrounding area is predominantly characterised by industrial developments, complemented by a mix of residential and commercial properties, including terraced houses, clustered houses, dwelling houses, shop-offices, as well as terraced, semi-detached and detached factories.

The location of the Land is set out below:

A summary of the information on the Land is as follows:

Title No.	:	Geran 412787
Lot No.	:	Lot 38020
Bandar/Pekan/Mukim	:	Mukim Hulu Bernam Timor
District	:	Muallim
State	:	Perak
Land area	:	(ii)8.094 hectares or 871,230 sq ft
Tenure	:	Grant in perpetuity
Registered owners	:	Kat Ventures Sdn Bhd
Reserved Zone	:	Nil
Category of land use	:	(iii)Pertanian
Existing use	:	Vacant
Proposed use	:	Factory (as detailed in Section 2.4 of Part A of this Circular)
Expressed conditions	:	(iii)Tanaman Dusun-Dusun
Restriction in interest	:	Nil
Encumbrances	:	Nil
Endorsements	:	(iii)An application to change the category of land use, express condition and restriction in interests has been made vide Presentation No. 00N5835/2025 on 12 December 2025
Market value(i)	:	RM23.00 million
Audited net book value	:	RM2,597,995, based on the latest audited financial statement of Kat Ventures for the financial year ended 28 February 2026

Notes:

(i) *As appraised by the Independent Valuer vide its Valuation Report dated 26 May 2026, using the comparison approach of valuation. For avoidance of doubt, after taking into consideration the compulsory acquisition for the road widening for Lebuhraya Behrang Stesen, Tanjung Malim and the required road surrender (as detailed in note (ii) below), the net land area is approximately 7.7965 hectares or 839,183.40 sq ft in arriving at the market value of the Land. The market value of the Land was determined based on the assumption that the Land will be converted from "agricultural" to "industrial" use.*

(ii) *The land area of the Land as per the title document is approximately 8.094 hectares or 871,230 sq ft. However, based on the survey plan, a portion of the Land measuring approximately 0.1489 hectares, which is located on the north-western section of the Land, was compulsory acquired for the road widening for Lebuhraya Behrang Stesen, Tanjung Malim ("**Land Acquisition**").*

*Further, based on the verbal enquiries at the planning department of Majlis Daerah Tanjung Malim on 11 March 2026, a portion of the Land may be required to be surrendered for a 50 feet road widening upon application for planning permission. The portion to be surrendered is estimated to be approximately 0.1486 hectares ("**Land Surrendered**"). At this juncture, the Land Surrendered is not yet finalised as planning permission has yet to be submitted.*

The computation of the net land area is set out below:

	Land area (hectares)
Land area (as per the title document)	*8.094*
Less:	
➢ *Land Acquisition*	*(0.1489)*
➢ *Land Surrendered*	*(0.1486)*
Net land area	***7.7965***

For avoidance of doubt, the Independent Valuer had adopted the net land area of approximately 7.7965 hectares or 839,183.40 sq ft in arriving at the market value of the Land.

(iii) *The Land is currently designated as "Pertanian" with the express condition of "Tanaman Dusun-Dusun". Pursuant to the SPA, the Vendor agrees, at its sole cost and expense, to obtain all necessary authorities' approvals to convert the land use and amend the express condition to industrial use, and to ensure that the title document for the Land is duly converted to reflect industrial use.*

As at the LPD, the land conversion application which was submitted on 12 December 2025, is currently pending approval from the relevant authorities and barring any unforeseen circumstances, the approval is expected to be obtained by November 2026. For information, the land conversion is one of the conditions precedent of the SPA for the completion of the Proposed Acquisition. In the event the land conversion is not approved by the relevant authorities within the stipulated timeline as set out in Section 2.4 of Appendix I of this Circular, the SPA shall at the option of either party be terminated, and the Vendor shall refund to the Purchaser all monies paid towards the Purchase Price, without any interest or compensation whatsoever, within seven (7) days from the date of termination.

2.1.2 Information on the Vendor

Kat Ventures is a private limited company incorporated in Malaysia on 27 December 2024 under the Act. Kat Ventures is principally engaged in property investment.

As at the LPD, the issued share capital of Kat Ventures is RM2,400 comprising 2,400 ordinary shares.

As at the LPD, the directors and shareholders of Kat Ventures and their respective shareholdings in Kat Ventures are as follows:

Name	Nationality	Designation	No. of shares	%
Chester Koid	Malaysian	Director	1,920	80.00
Datuk Ang Tune Hoe	Malaysian	Director	240	10.00
Teh Tzun Tzin	Malaysian	Director	240	10.00

2.1.3 Information on the Purchaser

AMCSB is a private limited company incorporated in Malaysia on 6 October 1993 under the Act. AMCSB is principally engaged in research and development of hardware, software applications and related services. Manufacturing, assembling, installation of motor vehicles and sale of telematics and navigation products, electronics, telecommunication and automotive-related products and provision of services related to maintenance, repair, repurposing and recycling of batteries and energy storage systems, including those used in electric vehicles.

As at the LPD, the issued share capital of AMCSB is RM5,670,000 comprising 5,670,000 ordinary shares.

As at the LPD, AMCSB is a wholly owned subsidiary of Amtel. The directors of AMCSB as at the LPD are Dato' Koid Hun Kian, Chester Koid, Lim Hun Teik and Siow Hock Lee.

2.1.4 Mode of settlement of the Purchase Price

Pursuant to the SPA, the Purchase Price will be satisfied entirely in cash in the following manner:

Payment terms	**Timing of payment**	**Amount RM**
Deposit	Upon execution of the SPA	(i)4,600,000 *(being twenty per centum (20%) of the Purchase Price)*
Balance Purchase Price	Shall be paid by the Purchaser to the Vendor or the Purchaser's solicitors as stakeholders on or before the Completion Period, with an Extended Completion Period which shall be automatically granted to the Purchaser on the expiration of the Completion Period(ii)	18,400,000 *(being eighty per centum (80%) of the Purchase Price)*
Total		**23,000,000**

Notes:

(i) *Pursuant to the SPA and at the request of the Purchaser, the Parties agree that the Vendor shall appoint a contractor to carry out site clearing and other works on the Land ("**Works**") in such manner, scope, time, cost, contractor appointment and upon such terms and conditions as may be mutually agreed in writing between the Parties.*

All costs and expenses incurred in respect of the Works shall be borne by the Vendor and reimbursed by the Purchaser upon completion of the SPA. In the event that the SPA is terminated prior to completion, the Purchaser shall have no liability whatsoever to reimburse or otherwise bear any costs or expenses incurred by the Vendor in respect of the Works, and the Vendor shall solely bear such costs without any right of recovery against the Purchaser.

This will incentivise the Vendor to facilitate the early commencement of the Works, allowing the project timeline to be expedited ahead of completion of the acquisition. This is expected to enhance overall project efficiency and help meet the intended development timeline.

(ii) *The Purchaser shall be liable to pay interest at the rate of eight per centum (8%) per annum during the Extended Completion Period, which is to be calculated on a day to day basis on the unpaid balance Purchase Price from the commencement of the Extended Completion Period until full settlement. Further details are set out in Appendix I of this Circular.*

2.1.5 Basis and justification of the Purchase Price

The Purchase Price of RM23.00 million was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following:

(i) the market value of the Land of RM23.00 million as appraised by the Independent Valuer, vide its Valuation Report dated 26 May 2026, using the comparison approach of valuation;

(ii) the rationale for the Proposed Acquisition as set out in Section 3.1 of Part A of this Circular; and

(iii) the prospects of the Proposed Acquisition as set out in Section 5.5 of Part A of this Circular.

The Company had, on 2 March 2026, appointed the Independent Valuer to carry out the valuation of the Land in accordance with the Asset Valuation Guidelines issued by the SC and the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers, Malaysia.

The Independent Valuer had ascribed a market value of RM23.00 million for the Land using the comparison approach of valuation. Only one method has been adopted in valuing the Land as the comparison approach is the most appropriate method of valuation to assess the market value of the land as there are transaction data of industrial lands available for comparison to establish a consistent pattern of values.

In addition, there is no approved development order or any development planning granted by the local council as at the date of valuation and there is no or limited asking rental of vacant industrial land in the district of Muallim as lands in the area are mainly for own use rather than for investment purposes. Therefore, other methods of valuation are not suitable.

The comparison approach involves comparing the Land with recently transacted properties of a similar nature or offers for sale/rental of similar properties in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

Further details on the valuation methodologies, bases and assumptions used by the Independent Valuer in arriving at the market value of the Land are set out in the Valuation Certificate, Appendix III of the Circular.

2.1.6 Liabilities to be assumed

Save for the obligations and liabilities arising or in connection with the SPA for the Proposed Acquisition, there are no other liabilities, including contingent liabilities and guarantees, to be assumed by the Group arising from the Proposed Acquisition.

2.1.7 Additional financial commitment

The Land currently consists of undulating terrain with overgrown secondary vegetation, with approximately 20% of the land comprising swampy terrain. As such, the Works will be required prior to the construction of a factory for manufacturing and assembly of motor vehicles, which is subject to the approvals from the relevant regulatory authorities.

Based on the quotation from a contractor, the estimated cost for the Works is approximately RM5.00 million and will take approximately six (6) to nine (9) months to complete subject to the weather conditions. The estimated cost is indicative only and is subject to the acceptance of the final quotation from the contractor.

Pursuant to the SPA and at the request of the Purchaser, Kat Ventures has agreed to proceed with the Works. All costs and expenses incurred in respect of the Works shall be borne by the Vendor and reimbursed by the Purchaser upon completion of the SPA. Amtel will fund the costs and expenses incurred in respect of the Works via internally generated funds.

As at 31 May 2026, the Group's cash and bank balances stood at approximately RM21.06 million, of which approximately RM4.20 million was deposited with licensed banks. In addition, the Group held other investments amounting to approximately RM18.69 million, consisting of fixed income funds, quoted equity securities and transferable club memberships.

For avoidance of doubt, in the event that the SPA is not completed, Amtel shall not be liable to reimburse or bear any costs incurred in relation to the Works.

Further, the Group expects to incur capital expenditure for the construction of a factory for manufacturing and assembly of motor vehicles. At the initial stage, the Group intends to construct a two (2)-storey factory comprising production, warehouse and office facilities ("**Phase I**"), with an estimated construction cost of RM40.00 million and an estimated total built-up area of approximately 200,000 sq ft upon completion. The construction cost for Phase I is estimated based on the Group's past experience and consultation with external relevant professionals on the proposed factory building plan. The estimated construction cost may vary depending on renovation and fit-out requirements and furnishing expenses and other factors beyond the Company's control. The remaining area of the Land will be reserved for the Group's future expansion plans and/or any other new businesses to be ventured into/ acquired by the Group. However, as the scope and timing of such future expansion have yet to be determined, the associated costs cannot be ascertained at this juncture.

2.1.8 Source of funding

The Purchase Price will be satisfied entirely in cash.

The Purchase Price is expected to be funded via a combination of internally generated funds and bank borrowings. Based on the Group's current funding plans, the Purchase Price is expected to be funded in the following manner:

	RM'000
Internally generated funds	15,000
Bank borrowings	8,000
Total	**23,000**

The final mix of internally generated funds and bank borrowings remain subject to the Group's cash flow position, funding requirements and the availability of financing facilities.

For information, the other incidental costs related to the Proposed Acquisition are estimated at approximately RM1.20 million, including, amongst others, stamp duty payable on memorandum of transfer, registration fees for the transfer, legal fees and valuation fees. These incidental costs are expected to be funded via internally generated funds.

2.1.9 Original cost and date of investment of the Land

The Vendor's original cost of investment for the Land is approximately RM2.42 million pursuant to the sale and purchase agreement dated 10 January 2025.

The earlier transaction between the Vendor and the previous registered owner of the Land was not adopted as a comparable transaction in determining the market value of the Land due to the following factors:

(i) the Land was previously transacted for a consideration of approximately RM2.42 million arising from a receivership and liquidation exercise conducted via a notice of sale of asset by receiver and manager, Messrs. Ernst & Young PLT as advertised in New Straits Times on 6 May 2024. As such, the transaction does not meet the criteria of an open market, arm's length transaction, where both willing buyer and willing seller act knowledgeable, prudently, and without compulsion. The transacted price is therefore considered to reflect a distressed sale condition rather than that of a market value condition; and

(ii) the Land was designated for agricultural use at the time of the previous SPA, which differs from its current intended use. The Vendor intends to deliver vacant possession of the Land to the Purchaser as a parcel of converted industrial land, with all relevant conversion premiums to be borne by the Vendor. This change of land use will substantially enhance the property's industrial development potential and overall marketability.

2.2 Details of the Proposed Subscription

The Proposed Subscription entails the proposed subscription by Chester Koid of 45,000,000 Amtel Shares at the Issue Price for the Subscription Price to be fully satisfied in cash, subject to the terms and conditions of the Subscription Agreement.

The salient terms of the Subscription Agreement are set out in Appendix II of this Circular.

As at the LPD, the issued share capital of Amtel is RM40,624,488 comprising 98,285,757 Shares (including 2,852,900 held as treasury shares). In addition, the Company had established a LTIP. As at the LPD, the Company has not granted any options or Shares and the Company does not intend to grant any options or Shares prior to the completion of the Proposed Subscription.

Based on the above, the total number of Subscription Shares represents:

	Existing		Enlarged			
			Minimum Scenario		Maximum Scenario	
	No. of Shares	(i)%	No. of Shares	(ii)%	No. of Shares	(iii)%
Subscription Shares	45,000,000	47.15	45,000,000	32.04	45,000,000	31.41

Notes:

(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(ii) Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(iii) Computed based on 143,285,757 Shares in issue.

Pursuant to the Subscription Agreement, the Proposed Subscription will be implemented in a single tranche. Upon completion of the Proposed Subscription, both Chester Koid's individual shareholding, as well as the collective shareholding with his PACs, in Amtel, are expected to increase to more than 33%. Therefore, Chester Koid and his PACs will trigger the obligation to undertake a MO for the remaining Shares not already owned by Chester Koid and his PACs upon the completion of the Proposed Subscription, pursuant to subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

As it is not the intention of Chester Koid and his PACs to undertake the MO, Chester Koid and his PACs intend to submit an application to seek the SC's approval for the Proposed Exemption, as detailed in Section 2.3 of Part A of this Circular, subject to the approval being obtained from the non-interested shareholders of the Company for the Proposed Exemption at the forthcoming EGM.

2.2.1 Information on the Placee

Chester Koid, Malaysian, aged 38, is currently the Executive Director/Group Chief Executive Officer of Amtel. He obtained a Master of Engineering in Electrical and Electronic Engineering from Imperial College London, United Kingdom in 2011.

He first joined AMCSB in October 2014 as a Corporate Manager and was subsequently promoted to Assistant General Manager in 2016 and took over the role of Chief Operations Officer of Amtel in 2018 before being appointed as Director of Amtel in 2021. His responsibilities include overseeing the Group's operations and ensuring the effective implementation of the Group's business strategies, plans and policies. His breadth of exposure also extends to structure and support strategic investment opportunities.

As at the LPD, he has a direct interest in 7,167,709 Shares (representing approximately 7.51% of the existing total number of issued shares of the Company (excluding 2,852,900 treasury shares)) and an indirect interest in 2,700,000 Shares (representing approximately 2.83% of the existing total number of issued shares of the Company (excluding 2,852,900 treasury shares)) by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act. He is the son of Dato' Koid Hun Kian, who is a director and major shareholder of Amtel.

2.2.2 Basis and justification of the Issue Price

The Issue Price of RM0.33 was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following:

(i) prevailing market conditions and historical market prices of the Shares.

The Issue Price represents a premium of approximately RM0.0011 or 0.33% to five (5)-day VWAP of the Shares up to and including the LTD, of RM0.3289 per Amtel Share.

In addition, the Issue Price represents a premium/(discount) to the following historical market prices of the Shares:

	Share Price	Premium/(discount)	
	RM	RM	%
Last transacted price as at the LTD	0.3150	0.0150	4.76
VWAP up to and including the LTD:			
(a) five (5)-day	0.3289	0.0011	0.33
(b) one (1)-month	0.3441	(0.0141)	(4.10)
(c) three (3)-month	0.3415	(0.0115)	(3.37)
(d) six (6)-month	0.3562	(0.0262)	(7.36)
(e) twelve (12)-month	0.3815	(0.0515)	(13.50)

(Source: Bloomberg)

(ii) the entire proceeds to be raised from the Proposed Subscription will be utilised to replenish internally generated funds used for the Proposed Acquisition as set out in Section 2.2.5 of Part A of this Circular; and

(iii) the rationale and justifications for the Proposed Subscription as set out in Section 3.2 of Part A of this Circular.

2.2.3 Ranking of the Subscription Shares

The Subscription Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date for which precedes the date of allotment and issuance of the Subscription Shares.

2.2.4 Listing of and quotation for the Subscription Shares

Bursa Securities had, vide its letter dated 4 September 2026, approved the listing of and quotation for the Subscription Shares to be issued pursuant to the Proposed Subscription on the Main Market of Bursa Securities, subject to the conditions as set out in Section 9 of Part A of this Circular.

2.2.5 Utilisation of proceeds

Based on the Issue Price of RM0.33, the Proposed Subscription is expected to raise gross proceeds of RM14.85 million.

The entire proceeds to be raised from the Proposed Subscription are intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition, details of which are set out in Section 2.1.8 of Part A of this Circular.

2.2.6 Public shareholding spread

Pursuant to Paragraph 8.02(1) of the Listing Requirements, a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders.

Based on the Record of Depositors of Amtel as at the LPD, the public shareholding spread of Amtel before and after the completion of the Proposed Subscription is as follows:

	Before the Proposed Subscription		After the Proposed Subscription			
			Minimum Scenario		Maximum Scenario	
	No. of shares	(i)%	No. of shares	(ii)%	No. of shares	(iii)%
Public shareholding spread	63,611,056	66.66	63,611,056	45.30	66,463,956	46.39

Notes:

(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(ii) Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(iii) Computed based on 143,285,757 Shares in issue.

2.3 Details of the Proposed Exemption

Upon completion of the Proposed Subscription, the shareholdings of Chester Koid and his PACs in the Company will be as follows:

				After the Proposed Subscription			
		As at the LPD		**Minimum Scenario**		**Maximum Scenario**	
		Direct		**Direct**		**Direct**	
	Nature of relationship	**No. of Shares**	**[(i)]%**	**No. of Shares**	**[(ii)]%**	**No. of Shares**	**[(iii)]%**
Chester Koid		7,167,709	7.51	52,167,709	37.15	52,167,709	36.41
PACs							
Dato' Koid Hun Kian	Parent	12,500,132	13.10	12,500,132	8.90	12,500,132	8.72
Datin Tan Seow Eng	Parent	1,156,999	1.21	1,156,999	0.82	1,156,999	0.81
Chow Teng Ting *(Deceased)*	Spouse	752,140	0.79	752,140	0.54	752,140	0.52
Bai Yun Mountain Trading (M) Sdn Bhd	Related company	2,700,000	2.83	2,700,000	1.92	2,700,000	1.88
Total		**24,276,980**	**25.44**	**69,276,980**	**49.33**	**69,276,980**	**48.34**

Notes:

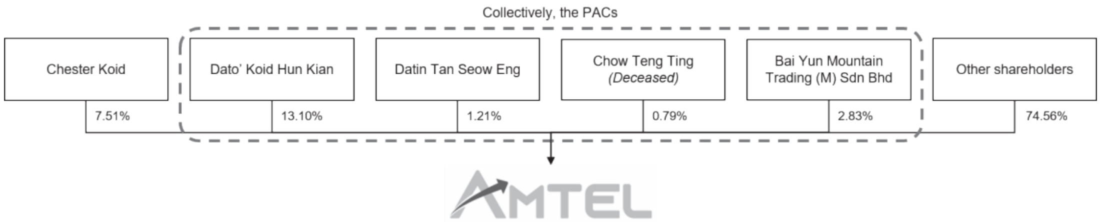
(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(ii) Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(iii) Computed based on 143,285,757 Shares in issue.

The shareholding structure of the Company before and after the Proposed Subscription is as follows:

<u>As at the LPD</u>



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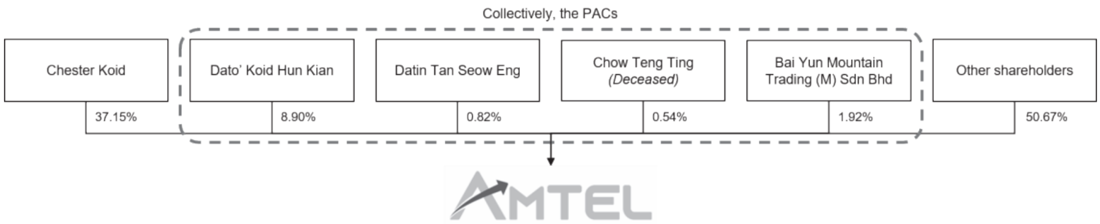
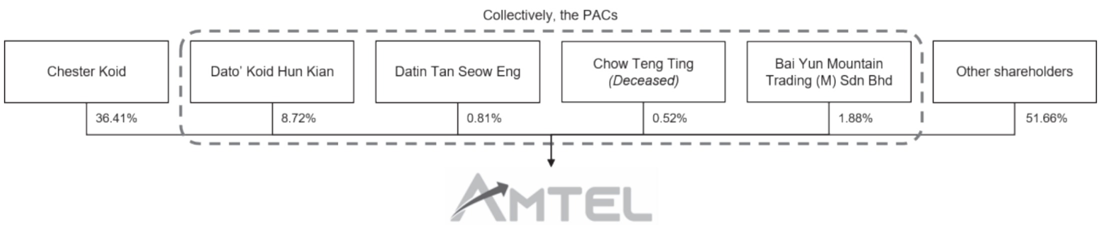
After the Proposed Subscription

Minimum Scenario



Maximum Scenario



Upon completion of the Proposed Subscription, both Chester Koid's individual shareholding, as well as the collective shareholding with his PACs, in Amtel, are expected to increase to more than 33%. Therefore, Chester Koid and his PACs will trigger the obligation to undertake a MO for the remaining Shares not already owned by Chester Koid and his PACs upon the completion of the Proposed Subscription, pursuant to subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

As it is not the intention of Chester Koid and his PACs to undertake the MO, Chester Koid and his PACs intend to submit an application to seek the SC's approval for the Proposed Exemption, subject to the approval being obtained from the non-interested shareholders of the Company for the Proposed Exemption at the EGM to be convened.

The Proposed Subscription will not be implemented in the event the non-interested shareholders of the Company do not approve any of the Proposed Acquisition, Proposed Subscription and the Proposed Exemption and/or the SC does not grant the Proposed Exemption.

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2.4 Details of the Proposed Diversification

As at the LPD, the Company is principally involved in investment holding, property investment and the provision of management services and through its subsidiaries, is involved in the following business segments:

ICT	Research and development of hardware, software applications and its related services, manufacturing, assembling, installation of motor vehicles and sale of telematics and navigation products, electronics telecommunication and automotive related products and provision of services related to maintenance, repair, repurposing and recycling of batteries and energy storage systems, including those used in electric vehicles
TIS	Installation, jointing and testing of utilities, telecommunication and fibre optic cables and associated civil works and provision of landscaping, cleaning, maintenance work and related services
Others	Investment holding, property investment and provision of management services which are incidental to the activities of the Group, and trading business

(collectively referred to as the "**Existing Business**").

The segmental revenue and PBT of the Group based on its audited consolidated financial statements for the FYE 2023 up to 2025 as well as its latest unaudited consolidated financial statements for the six (6)-month FPE 2026 are as follows:

	Audited			Unaudited
	FYE 2023 RM'000	**FYE 2024 RM'000**	**FYE 2025 RM'000**	**FPE 2026 RM'000**
Revenue				
▪ ICT	60,543	60,814	(ii)62,782	(ii)34,540
▪ TIS	12,261	13,098	8,845	3,798
▪ Others	3,813	3,655	3,942	6,043
	76,617	**77,567**	**75,569**	**44,381**
Elimination of inter-segment transactions(i)	(4,948)	(5,830)	(5,698)	(7,245)
Total	**71,669**	**71,737**	**69,871**	**37,136**

	Audited			Unaudited
	FYE 2023 RM'000	**FYE 2024 RM'000**	**FYE 2025 RM'000**	**FPE 2026 RM'000**
PBT				
▪ ICT	7,415	5,798	(iii)6,974	(iii)3,011
▪ TIS	505	2,252	969	554
▪ Others	1,361	925	810	1,167
	9,281	**8,975**	**8,753**	**4,732**
Elimination of inter-segment transactions(i)	(2,184)	(1,321)	(1,511)	(683)
Total	**7,097**	**7,654**	**7,242**	**4,049**

Notes:

(i) *This refers to the accounting process of elimination of inter-company transactions between different business segments of the Group when preparing the consolidated financial statements or segment reporting.*

(ii) *Includes revenue contribution from the Motor Vehicle Business of approximately RM1.60 million and RM3.73 million for FYE 2025 and FPE 2026 respectively.*

(iii) *Includes LBT contribution from the Motor Vehicle Business of approximately RM0.28 million and PBT contribution from the Motor Vehicle Business of approximately RM0.07 million for FYE 2025 and FPE 2026 respectively.*

In line with the Group's ongoing efforts to broaden its operational scope and enhance its earnings base, on 2 July 2025, the Company announced that its wholly owned subsidiary, AMCSB, is venturing into the Motor Vehicle Business for the local and export markets. The Group currently has six (6) existing customers for the Motor Vehicle Business comprising operators of golf clubs, leisure resorts, as well as commercial enterprises. More than 90% of the revenue contribution from the Motor Vehicle Business for FPE 2026 is attributable to the USA market and served through indirect distribution channels, whereby the products are distributed through a local authorised exporter appointed by the Company to facilitate the export and sale of the products to the USA market. The Motor Vehicle Business currently generates sales through purchase orders issued by its customers. At present, the Company has not secured any long-term manufacturing or assembly contracts.

The Group has obtained the Manufacturing License and Certificate of Origin from the Ministry of Investment, Trade and Industry of Malaysia as well as the relevant approvals from Road Transport Department Malaysia (JPJ) for the importation of certain motor vehicle components parts for the Motor Vehicle Business. For information, the Group does not require any other material licenses, permits, certifications and/or regulatory approvals for the sale of low-speed vehicles in the local and export markets that we sell in, in particular the USA.

The Motor Vehicle Business involves the manufacturing and assembly of motor vehicles using components sourced locally and from foreign suppliers, primarily from China, integrating key systems, and ensuring compliance with relevant safety and quality standards. The Group currently focuses on the assembly of low-speed vehicles, such as golf carts, designed for recreational, residential, industrial and institutional use. The management is committed to implementing this strategic plan and has hence identified the key management personnel set out in Section 2.4.1 of Part A of this Circular with the key tasks to oversee the Motor Vehicle Business as well as to spearhead and grow this segment moving forward.

Currently, the Group operates its manufacturing facilities for the Motor Vehicle Business from a rented factory in Gurun, Kedah and the Group has been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities. The Group has established expertise in automotive accessories, and possesses valuable know-how in product design, engineering, quality control and supply chain management. These capabilities position the Group well in the Motor Vehicle Business.

Upon completion of the Proposed Acquisition, the Company intends to construct its factory on the Land and relocate its existing manufacturing facilities for the Motor Vehicle Business after the factory is built. The new factory will be used for the manufacturing and assembly of low-speed vehicles, such as golf carts. Construction of the new factory is expected to commence after the approvals from the relevant regulatory authorities are obtained and is expected to be completed within 24 to 30 months. The material licenses, permits, certifications and/or regulatory approvals required to commence operations at the new factory include, amongst others, planning permission and building plan approvals, civil, structural, mechanical and electrical plan approvals, construction permit and manufacturing license. The Group has not yet applied for any of these material licenses, permits, certifications and/or regulatory approvals.

The new factory is expected to commence operations upon completion of the construction and the issuance of the relevant approvals and certifications. The Group does not expect the relocation of its manufacturing facilities to have any material adverse impact on its operations as the new production lines are intended to be set up and be fully operational at the new factory before the existing production lines are relocated.

This is also expected to cater for higher order volumes while reducing the Group's reliance on the sub-assembly contractors. Currently, the Motor Vehicle Business has a maximum production capacity of up to 80 units per month and operates at an average utilisation rate of approximately 43% and reached its peak utilisation rate of approximately 85% in the month of August 2026. The new factory is expected to provide additional production capacity, enabling the Group to scale up its operations and achieve a production capacity of up to 800 units per month from the current production capacity of up to 80 units per month. As the Group's existing production capacity is currently at its infancy, the current production capacity serves as an initial operational baseline and does not provide an accurate indication of the Group's actual commercial capabilities, manufacturing efficiencies and long-term revenue-generating potential. Accordingly, the enlarged production capacity is to cater for the forecasted orders from its existing customers and is intended to support the Group's long-term growth strategy and planned expansion of the Motor Vehicle Business, provide increased capacity to cater for peak production periods, while reducing its reliance on sub-assembly contractors by undertaking production activities that are currently outsourced. In addition, according to the IMR report, it is estimated that there are less than five (5) manufacturers/ assemblers of golf carts in Malaysia. As such, by scaling the Group's production capacity, the Group will be well positioned to capture unaddressed market demand and achieve optimal economies of scale. The Group intends to secure additional orders and expand the Motor Vehicle Business through active sales and marketing efforts, including customer outreach programmes, participation in industry events and exhibitions, product demonstration activities and customer referral networks.

The Group's current core products in the automotive business include hardware solutions such as digital video recorders, built-in toll readers and multimedia displays, as well as software solutions such as telematics services (i.e. Global Positioning System (GPS) tracking and navigation systems). The Board believes that the Group's existing experience in automotive business has equipped it with the relevant knowledge and capabilities in product design and development, quality control, regulatory compliance and supply chain management, which are applicable to the Motor Vehicle Business.

In accordance with Paragraph 10.13(1) of the Listing Requirements, a listed issuer must obtain its shareholders' approval in a general meeting for any transaction or business arrangement which might reasonably be expected to result in either:

(i) the diversion of 25% or more of the NA of the listed issuer to an operation which differs widely from those operations previously carried out by the listed issuer; or

(ii) the contribution from such an operation of 25% or more of the net profits of the listed issuer.

In view of the above and taking into consideration the forecast orders from the existing customers as well as enquiries from potential customers, the Board anticipates that the Motor Vehicle Business will contribute to more than 25.00% to the Group's PAT and/or result in a diversion of 25.00% or more in the NA of the Group going forward. As such, the Board proposes to seek approval from its shareholders for the Proposed Diversification at the EGM to be convened pursuant to Paragraph 10.13(1) of the Listing Requirements.

The Proposed Diversification is part of the Company's strategic plan to seek an alternative revenue source and will provide the Group with an opportunity that could strengthen the earnings of the Group and the shareholders' long-term return. Notwithstanding, the Group will continue with its Existing Business and the Board will review the Group's business operations from time to time with the intention to further improve the Group's financial performance.

2.4.1 Key management personnel

The Group has identified the following personnel to spearhead and oversee the Motor Vehicle Business, for which their profiles are set out below:

(i) **Lim Hun Teik**

Lim Hun Teik, a Malaysian aged 57, is the Executive Director of Amtel. He has over 30 years of experience spanning manufacturing, supply chain management and automotive-related industries.

He obtained a Master's Degree in Supply Chain Management from Midwest Missouri University in 2008.

He began his career in the Quality Assurance division of plastic moulding and metal stamping companies, where he developed strong technical expertise in process control, product quality and operational excellence for over 15 years.

He served as Program Manager at Celestica (M) Sdn Bhd, a global leader in design, manufacturing, and supply chain solutions from 1999 to 2003. During his tenure, he managed complex programs within a multinational environment, gaining valuable exposure to high-reliability industries, including aerospace, healthcare technology and data infrastructure.

He subsequently held the position of Business Manager at Soarway Enterprise Co Ltd from 2003 to 2005, where he was involved in the trading and commercialisation of electronic products, strengthening his commercial and market development capabilities.

In 2005, Lim Hun Teik joined AMCSB as Senior Business Development Manager He was promoted to Assistant General Manager in 2009 and General Manager in 2011. He is currently the Chief Executive Officer & Director of AMCSB. In his current capacity, he is responsible for overseeing the company's daily operations, driving strategic initiatives, managing stakeholder relationships, and implementing corporate policies and operational procedures to ensure compliance with industry standards and best practices.

With his extensive experience in governance, global manufacturing operations, and business leadership, Lim Hun Teik is well-positioned to spearhead and support the strategic expansion of this new business venture. His strong track record in operational management, supply chain optimisation, and industry collaboration provides a solid foundation for the successful development and growth of the Motor Vehicle Business.

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(ii) **Ng Shyh Kang**

Ng Shyh Kang, a Malaysian aged 47, is the Chief Operating Officer of AMCSB, a wholly owned subsidiary of Amtel.

He obtained a Bachelor of Engineering in Mechanical and Manufacturing Systems Engineering from Sheffield Hallam University, United Kingdom in 2003.

With over 22 years of experience in the automotive industry, he has held significant leadership roles prior to his current appointment. From 2010 to 2018, he served as the Research and Development Manager at TC Auto Tooling Sdn Bhd, a subsidiary of Tan Chong Motor Holdings Berhad, where he was responsible for product development activities involving the integration of automotive entertainment, safety and security systems in compliance with OEM and regulatory requirements. From 2018 to 2024, he served as the General Manager for Lokatech Engineering Sdn Bhd, overseeing its research and development, production, quality and warranty functions, as well as product development and manufacturing operations for automotive OEM customers.

In his current capacity as Chief Operating Officer, he is responsible for overseeing the company's daily operations, including procurement, manufacturing, engineering design and quality control.

He possesses extensive technical product knowledge and specialises in the development and integration of various automotive systems, including electronic toll collection, driver assistance systems, vehicle electronics, specialty motor vehicles and mechanical components.

Moving forward, the Group intends to continue recruiting additional staff with the necessary expertise, as and when required, in anticipation of the potential business growth and increased demand for manpower to efficiently oversee the operations of the Motor Vehicle Business.

As at the LPD, the Motor Vehicle Business is spearheaded and overseen by Lim Hun Teik and Ng Shyh Kang and they are supported by a total workforce of 26 from the production assembly team. In line with the Group's expansion plans, the workforce is expected to increase to approximately 40 when the business activities and operational requirements for the Motor Vehicle Business continue to grow. The manufacturing and assembly of low-speed vehicles is generally less labour intensive as compared to the traditional vehicle manufacturing business of passenger cards, commercial vehicles or trucks. Furthermore, a substantial portion of the built-up area under Phase I of the new factory will be utilised for warehouse and office facilities.

3. RATIONALE AND BENEFITS FOR THE PROPOSALS

3.1 Proposed Acquisition

The Proposed Acquisition is undertaken to facilitate the construction of a factory for the Motor Vehicle Business. The Group commenced the Motor Vehicle Business in July 2025 and currently the Group operates its manufacturing facilities for the Motor Vehicle Business from a rented factory in Gurun, Kedah at an annual rental of approximately RM0.06 million. The tenancy commenced in June 2025 and will expire in June 2027, with an option to extend for a further one (1) year. The tenancy may be terminated by either party upon prior written notice, without any financial penalty. In addition, the Group has been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities.

The Motor Vehicle Business involves the manufacturing and assembly of motor vehicles using components sourced locally and from foreign suppliers, primarily from China, integrating key systems, and ensuring compliance with relevant safety and quality standards.

Upon completion of the Proposed Acquisition, the Company intends to construct a new factory on the Land and relocate its existing manufacturing facilities for the Motor Vehicle Business after the factory is built.

The new factory is expected to cater for higher order volumes in the manufacturing and assembly of low-speed vehicles, such as golf carts, while reducing the Group’s reliance on the sub-assembly contractors.

The Board acknowledges that the Motor Vehicle Business may require additional funding to support its future growth and expansion. Nevertheless, the Board is of the view that the Motor Vehicle Business (which is involved in manufacturing and assembly of low-speed vehicles) is generally less capital intensive as compared to the traditional vehicle manufacturing business of passenger cars, commercial vehicles or trucks. As such, the Group is not expected to incur significant capital expenditure typically associated with the traditional vehicle manufacturing operations. The Group intends to fund such expansion through a combination of internally generated funds, bank borrowings and fundraising exercises from capital markets, where appropriate, and will continue to monitor its funding requirements from time to time. The Group has also established longstanding relationships with financial institutions, which may provide the Group with access to debt financing. Based on the foregoing, the Board believes that the Group is reasonably positioned to secure the necessary funding to support the planned expansion of the Motor Vehicle Business, subject to prevailing market and financing conditions.

The Group currently has six (6) existing customers for the Motor Vehicle Business comprising operators of golf clubs, leisure resorts, as well as commercial enterprises. More than 90% of the revenue contribution from the Motor Vehicle Business for FPE 2026 is attributable to the USA market and served through indirect distribution channels, whereby the products are distributed through an authorised exporter appointed by the Company to facilitate the export and sale of the products to the USA market. The Motor Vehicle Business currently generates sales through purchase orders issued by its customers. At present, the Company has not secured any long-term manufacturing or assembly contracts.

Moving forward, the Company expects the USA market to continue contributing more than 90% of the revenue generated from its Motor Vehicle Business taking into consideration the forecast orders from the existing customers as well as enquiries from potential customers.

For exports to USA, the Group believes that it is well-positioned to benefit as an alternative supplier to China suppliers. As the Group's products are manufactured in Malaysia, they are not subject to the China-specific trade measures imposed by USA (such as tariffs), which may enhance the competitiveness of the Group's products in the USA market.

For domestic market, the Group believes that it is well positioned relative to imported golf carts, as it is able to provide comprehensive after-sales support, ready availability of genuine spare parts, rapid on-site service response times and factory-trained technical support. These capabilities enable the Group to respond promptly to customers' maintenance and servicing requirements and minimise vehicle downtime.

The Proposed Acquisition will also provide the Group with additional space to support and expand its other business segments. Further, it is in line with the Group’s growth strategy to realign its business and support its long-term expansion objectives.

In addition, the ownership of the Land will enable the Group to have full control over its operational premises, thereby eliminating uncertainties associated with tenancy renewals and potential rental fluctuations.

The Proposed Acquisition is expected to strengthen the Group’s long-term growth and sustainability. It will also allow the Group to benefit from any potential appreciation in the value of the Land over time, thereby enhancing shareholders’ value.

3.2 Proposed Subscription

In view that internally generated funds will be used and bank borrowings will be drawn down for the Proposed Acquisition, the entire proceeds to be raised from the Proposed Subscription are intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition as set out in Section 2.2.5 of Part A of this Circular, after considering the following:

(i) the Proposed Subscription enables the Company to raise the required funds with a greater degree of certainty from the capital market as opposed to other forms of fundraising such as rights issue. There is no certainty that the Company is able to raise the required funds from the rights issue as the level of funds to be raised will depend on the subscription rate by the entitled shareholders and/or their renounce(s), unless underwriting arrangement is procured;

(ii) the Proposed Subscription will not require the Company to arrange for any underwriting or to procure any undertaking from certain shareholders to guarantee a minimum amount of funds to be raised as would usually be required for a rights issue of shares; and

(iii) although the Proposed Subscription will result in a dilution to the other existing shareholders' shareholding as a result of the issuance of new Shares to Chester Koid, upon completion of the Proposed Subscription, the enlarged capital base is expected to strengthen the Group's financial position and future earnings when the economic and financial benefits from the use of proceeds are realised.

3.3 Proposed Exemption

As it is the intention of Chester Koid and his PACs to maintain the listing status of the Company, the Proposed Exemption will be sought to relieve Chester Koid and his PACs from the obligation to undertake the MO under the Rules upon the completion of the Proposed Subscription.

However, the Proposed Subscription will not be implemented in the event the non-interested shareholders of the Company do not approve any of the Proposed Acquisition, Proposed Subscription and the Proposed Exemption and/or the SC does not grant the Proposed Exemption.

3.4 Proposed Diversification

As stated in Section 2.4 of Part A of this Circular, the Board is expecting that the Motor Vehicle Business may cause a diversion of more than 25% of its NA or contribute more than 25% of the net profits of the Group moving forward. In view of this and the growing demand for low-speed vehicles, such as golf carts, supported by the favourable growth in the golf cart industry in the USA and Malaysia as detailed in Sections 5.3 and 5.4 of Part A of this Circular, the Proposed Diversification is expected to strengthen the Group's financial performance and position in the long run.

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The Board believes that the Group would be better positioned as the Proposed Diversification is part of the Group's strategic plan to diversify into other viable business to enhance profitability in the long-term and to provide the shareholders with better returns by allocating capital towards the expansion of the Motor Vehicle Business, given the favourable industry growth prospects. The Motor Vehicle Business (which is involved in manufacturing and assembly of low-speed vehicles) is generally less capital intensive as compared to the traditional vehicle manufacturing business of passenger cars, commercial vehicles or trucks. As such, the Group is not expected to incur significant capital expenditure typically associated with the traditional vehicle manufacturing operations. Once the factory infrastructure is optimised, output is projected to scale with marginal increases in fixed overhead and labour costs This may result in economies of scale as production volumes rise, thus translating into better long-term value for shareholders. Conversely, the Group's existing ICT and TIS segments operate in a mature and highly competitive domestic landscape, which often subjects the Group to pricing pressures and margin compression.

Entering into the Motor Vehicle Business will allow the Group to broaden its customer base, reduce its reliance on the Existing Business and provide a new and sustainable income source to the Group. The Group has established expertise in automotive accessories and possesses valuable know-how in product design, engineering, quality control and supply chain management. These capabilities position the Group well in the Motor Vehicle Business.

Although the Company and its subsidiaries are undertaking the Proposed Diversification, the Group is committed to improve the operational efficiencies and profitability of its Existing Business. The Board is confident that the Existing Business is poised for future growth.

Premised on the above, the Board is of the view that the Proposed Diversification will provide the Group with an additional stream of income and is expected to integrate well in the overall structure of the Existing Business.

The Board believes that the Proposed Diversification will contribute positively to the Group's future earnings and overall financial performance after taking into consideration, amongst others, the overview and outlook of the global golf cart industry (focusing on the USA and in Malaysia as set out in Sections 5.3 and 5.4 of Part A of this Circular respectively).

4. DETAILS OF EQUITY FUND-RAISING EXERCISES UNDERTAKEN IN THE PAST TWELVE (12) MONTHS

The Company has not undertaken any fund-raising exercises in the past twelve (12) months up to the date of the Announcement.

5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

5.1 Overview and outlook of the Malaysian economy

Economic growth strengthened to 6% in the second quarter of 2026 (1Q 2026: 5.4%), driven by continued domestic demand and robust exports. Household spending was supported by steady income growth and ongoing policy support. Investment growth was underpinned by continued spending on structures and machinery & equipment. On the external front, exports accelerated, driven mainly by the continued strength in E&E products and sustained expansion in services, as well as the rebound in exports of liquefied natural gas and non-E&E manufacturing products. Gross imports expanded further amid robust growth in intermediate and consumer goods imports.

On the supply side, growth was underpinned by the expansion in services and manufacturing sectors. The higher growth in the services sector was supported by business-related subsectors, especially the ICT subsector from the expanding operationalisation of data centres. The robust growth in the manufacturing sector was driven by export-oriented clusters, particularly in E&E following strong artificial intelligence-related demand. The mining and quarrying sector growth turned positive, reflecting stronger natural gas production. On a quarter-on-quarter seasonally adjusted basis, the economy expanded by 2.5% (1Q 2026: -0.03%).

Headline inflation increased to 1.9% (1Q 2026: 1.6%) while core inflation moderated to 1.9% (1Q 2026: 2.1%). The increase in headline inflation mainly reflected higher external cost pressures following the conflict in the Middle East. Fuel prices, particularly RON97 and diesel, increased during the quarter, leading to higher fuel inflation (5%; 1Q 2026: -1.5%). Although producer cost pressures increased, these remained concentrated at the upstream stage, with limited pass-through to later stages of production and broader consumer prices during the quarter. Meanwhile, core inflation eased mainly due to softer inflation in jewellery and watches (23.7%; 1Q 2026: 39.1%) and rent (1.4%;1Q 2026: 1.6%). Inflation pervasiveness, measured by the share of Consumer Price Index items registering monthly price increases, rose to 45.5% during the quarter (1Q 2026: 38.3%), close to its historical average of 45.6%, driven mainly by a sharp increase in April before moderating in May and June.

The nominal effective exchange rate (“**NEER**”) (2Q 2026: -0.8%; 1Q 2026: +1.4%) remained broadly stable amid evolving global financial conditions, particularly the shift in market expectations regarding the direction of US monetary policy.

The ringgit continued to be supported by Malaysia’s strong domestic fundamentals and sustained growth momentum. On a year-to-date basis (as at 12 August 2026), the ringgit recorded a relatively stable performance against the US dollar (-0.9%) and the currencies of major trading partners (NEER: -1%).

Moving forward, while external factors will continue to drive exchange rate movements, Malaysia’s firm economic prospects and ongoing structural reforms are expected to provide enduring support to the ringgit. Bank Negara Malaysia (“**BNM**”) will closely monitor global developments and remains committed to ensuring the orderly functioning of the domestic foreign exchange market.

Financing remained available to support economic activity and business needs. Credit to the private non-financial sector grew by 6.4% during the second quarter of 2026 (1Q 2026: 5.6%). Outstanding corporate bonds expanded by 8.1% (1Q 2026: 5.9%). It reflected higher bond issuances, mainly in the utilities sector and for working capital purposes. Similarly, outstanding business loans grew by 7.2% (1Q 2026: 5.7%) across both working capital and investment-related purposes. By segment, the growth was driven mainly by loans to non-small and medium enterprises (“**SME**”). Meanwhile, SME loans grew by 4.2% (1Q 2026: 5.2%) amid sustained demand for working capital. For households, loans expanded by 5.3% (1Q 2026: 5.4%) amid stable loan growth for the purchase of houses.

Financial institutions continue to support SMEs facing temporary financial difficulties. Repayment assistance, financing restructuring and tailored advisory services remain available to affected SMEs. They may also obtain assistance through the Small Debt Resolution Scheme administered by Agensi Kaunseling dan Pengurusan Kredit. Targeted support is also available for viable SMEs affected by disruptions arising from the conflict in the Middle East via the SME Stabilisation Relief Facility. As of 7 August 2026, RM2.8 billion in financing has been approved, benefiting more than 4,900 SME accounts. In addition, SMEs can make use of the RM10 billion BNM-CGC Guarantee Scheme to strengthen resilience and competitiveness for the future.

On the domestic front, household spending will benefit from continued income growth as well as ongoing policy measures. Meanwhile, investment activity will be driven by the progress of multi-year projects in both the private and public sectors, continued high realisation of approved investments as well as the ongoing implementation of national master plans. On the external front, export growth will be underpinned by sustained demand for E&E products amid growing investment in AI-related activities and global technology expansion. Additional support is expected from the rebound in non-E&E exports, alongside sustained tourist spending and expansion in ICT services exports.

Headline inflation is projected to average between 1.5–2.5% in 2026. Recent inflation outturns and high-frequency indicators continue to point to modest consumer price increases. While external cost pressures arising from the Middle East conflict may exert some upward pressure on prices going forward, the overall impact on inflation for 2026 is expected to remain contained. In particular, domestic policy measures such as targeted fuel subsidies, together with stable demand conditions, are expected to help limit the pass-through of higher global costs to domestic prices.

(Source: Economic and Financial Developments in Malaysia in the Second Quarter of 2026, BNM, 14 August 2026)

The global economy is projected to expand moderately by 3% in 2025 before improving slightly to 3.1% in 2026, supported by resilient labour markets, gradual easing of inflationary pressures and accommodative monetary stance in major advanced economies. Growth in advanced economies is expected to stabilise, while emerging markets and developing economies, particularly in Asia, will continue to drive global output, underpinned by robust domestic demand and investment. Nevertheless, downside risks persist, due to heightened geopolitical tensions, volatility in commodity and energy prices, as well as the potential escalation of trade restrictions, which could weigh on global trade and supply chains. As Malaysia's growth prospects are influenced by this complex global environment, navigating these headwinds are crucial while deepening regional integration and enhancing competitiveness.

In 2026, Malaysia's economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System, continuation of targeted assistance programmes and robust tourism activities in conjunction with Visit Malaysia 2026. In addition, strong investment performance will be supported by higher capital expenditures, particularly in high-impact strategic sectors. The services and manufacturing will remain key drivers of growth, complemented by sustained construction and agriculture sectors.

(Source: Budget 2026, Economic Outlook 2026, Ministry of Finance Malaysia)

At the March 2026, May 2026 and July 2026 Monetary Policy Committee ("**MPC**") meetings, the MPC maintained the Overnight Policy Rate at 2.75%.

(Source: Quarterly Bulletin 2Q 2026, BNM)

5.2 Overview and outlook of the manufacturing industry in Malaysia

The manufacturing sector posted sales value of RM173.1 billion in March 2026, grew 5.3% (February 2026: 3.9%). The growth in sales value within the manufacturing sector was mainly contributed by the E&E products sub-sector, rose 13.3% in March 2026 (February 2026: 13.8%). The growth was further supported by the food, beverages and tobacco sub-sector and non-metallic mineral products, basic metal and fabricated metal products sub-sector, which increased by 7.8% (February 2026: 2.8%) and 3.7% (February 2026: 3.2%), respectively. In comparison by month-on-month, sales value rose by 8.7%, from RM159.2 billion recorded in February 2026.

Sales value growth in the export-oriented industries which accounting for 71.7% of total sales, expanded by 6.5% in March 2026 (February 2026: 4.5%). The performance was led by the increase in the manufacture of computer, electronics and optical products at 15.2% (February 2026: 16.1%). Besides that, the manufacture of vegetable and animal oils and fats also registered an increment at 10.2% (February 2026: -0.9%), while manufacture of machinery and equipment grew 2.7% (February 2026: 1.5%). As compared to the sales value in the preceding month, the export-oriented industries surged by 10.7%.

The domestic-oriented industries increased 2.5% in March 2026, after registered 2.7% in the previous month. The performance was mainly supported by the growth in the manufacture of food processing products industry at 5.0% in March 2026 (February 2026: 6.3%); as well as in the manufacture of basic metals (3.6%) and manufacture of other non-metallic mineral products (3.2%). Furthermore, the domestic-oriented industries expanded 4.0%, based on month-on-month growth.

A total of 2.4 million employees were recorded in this sector during March 2026, augmented by 1.1% (February 2026: 1.0%). The augmentation was mainly driven by the food, beverages and tobacco (2.1%); followed by the E&E products sub-sector and non-metallic mineral products, basic metal and fabricated metal products sub-sector, which both recorded 1.4%. Meanwhile, the number of employees in this sector decreased 0.1% on month-on-month comparison.

The salaries and wages paid in the manufacturing sector also posted an expansion of 2.2% (February 2026: 2.0%), amounted to RM8.56 billion in March 2026. As compared to the amount recorded in the prior month, the salaries and wages paid declined 0.2%. Subsequently, the sales value per employee registered at RM71,705 (4.2%), while the average salaries and wages per employee was RM3,547, remain to increase at 1.1% year-on-year.

For the first quarter of 2026, the manufacturing sector recorded sales value of RM501.5 billion, grew 5.5% (Q4 2025: 5.8%). The number of employees increased by 1.1% to 2.4 million persons, while salaries and wages increased by 2.3% to RM25.9 billion. Moreover, the sales value per employee stood at RM207,779, increased 4.4%.

(Source: Monthly Manufacturing Statistics, Malaysia, March 2026, Department of Statistics Malaysia, 20 May 2026)

Growth in the manufacturing sector is projected to remain steady at 3% in 2026, supported by both export and domestic oriented industries. The broader gains from the global technology upcycle is anticipated to continue supporting export-oriented industries. The E&E cluster is expected to remain the key driver, with sustained growth across semiconductor products, particularly in the chips segment, following robust demand for AI applications and digitalisation. These developments will further elevate growth prospects and strengthen Malaysia’s position in the global E&E supply chain.

Meanwhile, domestic-oriented industries will be supported by higher output, attributed to stable investment and consumption activities as well as concerted government efforts to boost local production. A surge in visitor arrivals and rising gastronomic activities are expected to increase output in the consumer goods segment, particularly food and beverages. Furthermore, Phase 2 of the Public Service Remuneration System implementation is anticipated to boost household spending. The transportation-related industries will also benefit from increasing logistics and travel activities.

(Source: Budget 2026, Economic Outlook 2026, Ministry of Finance Malaysia)

5.3 Overview and outlook of the global golf cart industry (focusing on the golf cart industry in the USA)

Golf carts (also known as golf buggies or golf cars) are small, motorised vehicles originally designed for the transportation of golfers and their equipment around golf courses. However, while golf carts were originally designed for use on golf courses, their versatility, compact design, and low operating costs have expanded their applications well beyond the fairway, giving rise to a range of new and growing market segments. The industry can be segmented into electric, gasoline, and solar-powered golf carts. In particular, the electric golf cart segment accounted for the largest market share.

The size of the global golf cart industry was valued at USD2.15 billion in 2026. Driven by factors including increasing demand for eco-friendly and low-maintenance transportation arising from global sustainability goals, the growing adoption of golf carts beyond golf courses, as well as technological advancement, the global golf cart industry is expected to continue on an expansionary trend. Going forward, the industry is forecast to grow at a CAGR of 6.5% to reach USD2.78 billion in 2030.

The global golf cart industry can be divided into 4 main regions namely North America, Europe, APAC, and LAMEA. At present, North America, holds the largest share of the global golf cart industry, supported by the region's well established golf infrastructure and widespread use of golf carts in recreational and utility applications. The North American market is led by the USA which accounted for most of the region's sales.

The North American market is followed by Europe and APAC. The golf cart industry in Europe has been experiencing steady growth, driven by sustainability goals and stringent environmental policies. Meanwhile, the golf cart industry in APAC is poised for substantial growth, driven by the expansion of golf tourism and increasing adoption of electric mobility solutions across the region.

The USA is the world's largest consumer market of golf carts, supported by its sizable and affluent population. Golf remains a highly popular sport in the USA. Golf carts in the USA are also widely used beyond golf courses and have become a common mode of short-distance transportation. They are often deployed in recreational areas such as beaches, resorts, and theme parks, as well as large facilities including university campuses, airports and gated neighbourhoods and outdoor event areas.

The golf cart industry in the USA was valued at USD759.2 million in 2025. The expansion of the golf cart industry in the USA is expected to stem from several factors. The longstanding popularity of golf, bolstered by sports broadcasting and social media engagement, as well as support from key organisations such as the United States Golf Association and Professional Golfer's Association of America, has continued to drive golf participation in the country. At the same time, growth in demand for golf carts is also contributed by rising household income enabling consumers to better afford discretionary lifestyle activities such as golf. Furthermore, the growing adoption of lightweight e-mobility vehicles presents significant growth opportunities for the industry, as golf carts are increasingly positioned as a practical solution for short-distance transportation. Beyond personal mobility, they are also gaining traction in utility applications, including localised logistics, last-mile delivery services and municipal operations. Domestic tourism also underpins demand, with growing numbers of leisure trips driving the need for a larger fleet of golf cart as modes of transportation at large-scale tourism sites such as resorts and theme parks.

On the supply side, the industry benefits from an established manufacturing ecosystem supporting the production of golf carts, with the industry comprising strong domestic manufacturers, specialised component suppliers, assembly facilities, as well as extensive dealership networks and maintenance providers across the country. Meanwhile, the advancements in battery technology has also been driving a shift to electric golf carts, with lithium-ion batteries offering longer drive range and lower maintenance requirement. However, the antidumping and countervailing duty imposed a high cost on imported assembled golf carts and subassemblies, placing upward pressure on the cost of manufacturing golf carts, which can potentially lead to higher golf cart prices. Due to the import duties, American manufacturers are expected to realign their supply chains away from China and in favour of American made parts and components and ex-China imports. For instance, new import sources of golf carts have emerged in 2025, such as Thailand, Malaysia, and Cambodia, while import sources such as Vietnam and Korea have recorded increases in the same year.

Going forward, the industry is forecast to reach USD795.7 million in 2026 and grow at a CAGR of 5.2% to reach USD978.2 million in 2030.

(Source: IMR Report dated 14 July 2026)

5.4 Overview and outlook of the golf cart industry in Malaysia

The golf cart industry in Malaysia is part of the APAC golf cart industry and has been experiencing notable growth. This growth is mainly driven by urbanisation and increasing tourism and hospitality activities. Malaysia's tropical climate, coupled with rising affluence and tourism growth have all contributed to the gradual expansion of the local golf cart industry. Malaysia has been a top destination for international tourists, particularly from Singapore, Indonesia, China, and Thailand. After registering visitor arrivals of 29.0 million in 2023, visitor arrivals to Malaysia reached 38.0 million in 2024, an increase of 31.1% over the previous year. Visitor arrivals then reached 42.2 million in 2025. The increase in visitor arrivals has supported the growth of the tourism sector in Malaysia, including for golf tourism.

Malaysia is currently home to over 200 golf courses, each with its own characteristics and environments and catering to both professionals and amateurs. The well-established golf infrastructure in the country is expected to support demand for golf carts. Similar to global trends, golf carts in Malaysia have also increasingly been adopted in non-golf applications. Many luxury resorts and beachfront getaways have been increasingly using golf carts for guest transport across expansive campuses. At the same time, the urbanisation and construction of new residential, leisure, and commercial real estate across the country, have also boosted demand for golf carts.

Malaysia currently does not have a significant domestic manufacturing base for golf carts, with the majority of golf carts in the country being imported. It is estimated that there are less than five (5) manufacturers/ assemblers of golf carts in the country. The golf cart industry in Malaysia, in terms of consumption, was valued at RM21.5 million in 2025. The local golf cart industry has been expanding steadily, supported by a growing tourism and hospitality industry, urbanisation and infrastructure developments that has been increasingly using golf carts in urban and resort settings, growth in recreational and leisure activities that adopt golf carts in operations, as well as the Malaysian Government initiatives promoting sustainable travel encourage the adoption of electric golf carts. Going forward, the industry is forecast to reach RM24.9 million in 2026 and expand at a CAGR of 10.3% to reach RM35.1 million in 2030.

(Source: IMR Report dated 14 July 2026)

5.5 Prospects of Amtel Group

As at the LPD, the Company is principally involved in investment holding, property investment and the provision of management services and through its subsidiaries, is mainly involved in the ICT and TIS segments. As part of the Group's plans to improve its financial performance, the Group has undertaken the diversification of its Existing Business to include the Motor Vehicle Business.

In relation to the Proposed Acquisition, the Company intends to construct a factory on the Land and relocate its existing manufacturing facilities for the Motor Vehicle Business after the factory is built. The construction of the factory is part of the business expansion plan to grow the Group's business operations as well as to grow its customer base and serve more local and international customers.

The Proposed Acquisition and Proposed Diversification will contribute positively to the Group in view that the factory to be built on the Land is anticipated to serve as a catalyst for deeper client engagement and expanded business relationships, thereby supporting revenue diversification and long-term sustainability of the Group. Further, the ownership of the Land will enable the Group to have full control over its operational premises, thereby eliminating uncertainties associated with tenancy renewals and potential rental fluctuations.

In addition, the entire proceeds to be raised from the Proposed Subscription are intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition. The Proposed Subscription enables the Company to raise the required funds with a greater degree of certainty from the capital market.

Premised on the above and the outlook of the global golf cart industry (in the USA) and in Malaysia as set out in Sections 5.3 and 5.4 of Part A of this Circular respectively, the Board believes that the Proposed Diversification will mitigate reliance on its Existing Business and contribute positively to the Group's future earnings. Notwithstanding the Proposed Diversification, the Group remains committed to growing and improving the profitability of its Existing Business. In particular, the Group will continue to focus on expanding its ICT segment with emphasis on its telematics and vehicle related solutions businesses, which are expected to benefit from increasing demand and technological adoption. Concurrently, the Group's TIS segment is expected to continue to grow by capitalising the growing demand for 5th Generation Network (5G) and data centres continues to create opportunities for network infrastructure development. The Board is optimistic of the Group's prospects and believe that the Proposals will enhance shareholders' value in the future.

(Source: The management of Amtel)

6. RISK FACTORS IN RELATION TO THE PROPOSALS

6.1 Proposed Acquisition

6.1.1 Non-completion risk

The Proposed Acquisition is subject to the fulfilment of the conditions precedent in the SPA as set out in Section 2 of Appendix I of this Circular. In the event any of the conditions precedent are not fulfilled or waived, the Proposed Acquisition may not be completed, which may result in the failure of the Group to achieve the objectives and benefits of the Proposed Acquisition.

The Group will take all reasonable steps to ensure that the conditions precedent as set out in the SPA are fulfilled within the stipulated timeframe as well as take steps to mitigate against the occurrence of termination events in order to complete the Proposed Acquisition in a timely manner.

6.1.2 Compulsory acquisition by the Government

Pursuant to the LA 1960, the relevant state authority has the power to compulsorily acquire any land within the jurisdiction of such relevant state authority in Malaysia in accordance with the aforesaid LA 1960. In the event of any compulsory acquisition of the Land or any part thereof, the amount of compensation to be awarded will be determined on the basis prescribed in the LA 1960 and other relevant laws. If all or any portion of the Land is compulsorily acquired by the relevant state authority at any point in time, the amount of such compensation may be less than the Purchase Price.

In the event of any compulsory acquisition of the Land or any part thereof in accordance with LA 1960, the Group may seek to minimise any potential losses from such transactions by invoking the relevant provisions in LA1960 in relation to its rights to submit an objection in respect of the amount of compensation, where necessary.

As at the LPD, the Board is not aware of any notice of land acquisition or notice of intended land acquisition having been received by the Vendor in relation to the Land or any part thereof.

6.2 Proposed Subscription

6.2.1 Non-completion risk

The Proposed Subscription is subject to the fulfilment of the conditions precedent in the Subscription Agreement as set out in Section 1 of Appendix II of this Circular. In the event any of the conditions precedent are not fulfilled or waived, the Proposed Subscription may not be completed, which may result in the failure of the Group to achieve the objectives and benefits of the Proposed Subscription.

The completion of the Proposed Subscription is subject to the SPA for the Proposed Acquisition being completed in accordance with its terms. Any delay, termination, or unforeseen circumstances affecting the satisfaction of the conditions precedent as set out in the SPA for the Proposed Acquisition may impact the timing and feasibility of the Proposed Subscription. In the event that the conditions precedent as set out in the SPA for the Proposed Acquisition is not fulfilled or satisfied, the Proposed Subscription may be delayed or may not materialise.

However, the Proposed Subscription will not be implemented in the event the non-interested shareholders of the Company do not approve any of the Proposed Acquisition, Proposed Subscription and the Proposed Exemption and/or the SC does not grant the Proposed Exemption. In the event that the Proposed Subscription is not completed, there will be no proceeds raised to replenish internally generated funds used for the Proposed Acquisition and this may impact the Group's working capital requirements.

Notwithstanding this, the Company will take all reasonable steps to manage any potential risks and facilitate the timely completion of the Proposed Subscription.

6.3 Proposed Diversification

6.3.1 Business diversification risk

The Proposed Diversification may expose the Group to new business risks inherent in the Motor Vehicle Business, including but not limited to the following:

(i) competition from existing and/or new entrants to the industry in terms of technical expertise, range and service offerings, ability to deliver on a timely manner and pricing, which may have a material adverse effect on the Group's financial performance and business prospects;

(ii) changes in the supply and demand of the Group's products, as well as challenges in attracting and retaining skilled employees, which may result in an increase in operating costs and disrupt the Group's business operations; and

(iii) changes in the Government's legislation and policies governing the industry, which may result in the increase in compliance costs, additional licensing requirements and operational restrictions.

There is no assurance that the abovementioned factors will not have any material adverse effect on the financial performance of the Group.

In order to mitigate such risks, the management of the Group endeavours to keep abreast with the latest development in the manufacturing and assembly of motor vehicles as well as to conduct periodical reviews of its business and operations and also adopt prudent financial management and efficient operating procedures to limit the impact of the aforementioned risks.

6.3.2 Dependency on key management personnel

The success of the Proposed Diversification will depend, to a significant extent, on the abilities, experience and continued service of the key management personnel appointed to oversee the Motor Vehicle Business. As this business segment is at an early stage of operations, the Group is reliant on these key management personnel to provide technical capability and operational oversight. The loss of any such personnel without suitable and timely replacements may disrupt the execution of projects, delay implementation and adversely affect the Group's ability to expand its Motor Vehicle Business.

Recognising the importance of retaining qualified and experienced personnel, the Group intends to adopt appropriate measures to attract and retain such individuals, including offering competitive remuneration packages and maintaining a conducive and professional working environment to promote loyalty and productivity. The Group also aims to gradually develop a broader pool of management and operational personnel to reduce reliance on any particular individual, thereby enhancing organisational continuity and succession planning.

Notwithstanding the above, there can be no assurance that the Group will be able to retain or replace its key management personnel when required. The loss of any such personnel, or the inability to attract and retain additional qualified individuals, may have an adverse effect on the Group's operations and financial performance.

6.3.3 Financing risk

The Group may require additional funding for the Works, construction of a factory, purchase of machinery and equipment, and to support its working capital requirements. Such funding is expected to be sourced from a combination of internally generated funds and bank borrowings.

There can be no assurance that the Group will be able to generate sufficient internally generated funds or obtain adequate bank borrowings on acceptable terms and within the required timeframe to meet its funding requirements. Any inability to secure sufficient funding from either source may result in delays, scaling down, or suspension of the implementation of the Group’s capital expenditure and expansion plans, which may in turn adversely affect the Group’s business operations, financial performance and prospects.

The Group will actively review its funding and debt portfolio, taking into consideration the level and nature of its borrowings, funding requirements and prevailing market conditions, and will seek to adopt cost-effective financing options. However, there can be no assurance that the Group’s financial performance and prospects will not be materially affected by insufficient funding availability, increased gearing levels, higher financing costs or adverse changes in interest rates.

6.3.4 Investment risk

The Proposed Diversification is expected to contribute positively to the future earnings of the Group. However, there is no assurance that the anticipated benefits from the Proposed Diversification will be realised, as the Motor Vehicle Business may take longer than expected to achieve the intended scale or generate sufficient returns to offset the associated cost of investment.

Nevertheless, the Board has exercised due care in evaluating the potential risks and benefits associated with the Proposed Diversification and believes that the Proposed Diversification will provide an avenue to the Group to broaden its product offerings and revenue stream.

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7. EFFECTS OF THE PROPOSALS

7.1 Issued share capital

The Proposed Acquisition, Proposed Exemption and Proposed Diversification will not have any effect on the issued share capital of Amtel as it does not involve any issuance of new Shares.

For illustrative purposes only, the pro forma effect of the Proposed Subscription on the issued share capital of Amtel as at the LPD are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	**RM**	**No. of Shares**	**RM**
Issued share capital as at the LPD[i]	98,285,757	40,624,488	98,285,757	40,624,488
Less: Treasury shares	2,852,900	1,857,975	-	-
	95,432,857	**38,766,513**	**98,285,757**	**40,624,488**
To be issued pursuant to the Proposed Subscription	45,000,000	[ii]14,850,000	45,000,000	[ii]14,850,000
	140,432,857	**53,616,513**	**143,285,757**	**55,474,488**

Notes:

(i) *Including 2,852,900 treasury shares.*

(ii) *Computed based on RM0.33 per Subscription Share.*

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7.2 NA, NA per Share and gearing

The Proposed Exemption and Proposed Diversification will not have any effect on the NA, NA per Share and gearing of the Group.

For illustrative purposes only, based on the latest audited consolidated statement of financial position of Amtel as at 30 November 2025, the pro forma effects of the Proposed Acquisition and Proposed Subscription on the NA, NA per Share and gearing of the Group are as follows:

Minimum Scenario

	(I) **Audited as at 30 November 2025** **RM**	**(II)** **After (I) and the Proposed Acquisition** **RM**	**(III)** **After (II) and the Proposed Subscription** **RM**
Share capital	40,624,488	40,624,488	(iii)55,474,488
Treasury shares	(1,857,975)	(1,857,975)	(1,857,975)
Reserves	43,582,125	43,582,125	(iv)42,382,125
Shareholders' funds / NA	**82,348,638**	**82,348,638**	**95,998,638**
Non-controlling interests	673,688	673,688	673,688
Total equity	**83,022,326**	**83,022,326**	**96,672,326**
No. of Shares in issue (excluding treasury shares)	95,432,857	95,432,857	140,432,857
NA per Share (RM)	0.86	0.86	0.68
Total borrowings (RM)	950,104	(ii)8,950,104	8,950,104
Gearing ratio (times)(i)	0.01	0.11	0.09

Notes:

(i) *Computed based on total borrowings divided by shareholders' funds / NA.*

(ii) *Assuming the Purchase Price for the Proposed Acquisition of RM23.00 million is to be funded via a combination of internally generated funds of approximately RM15.00 million and bank borrowings of approximately RM8.00 million.*

(iii) *Computed based on RM0.33 per Subscription Share.*

(iv) *After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:*

Estimated expenses	***RM'000***
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

Maximum Scenario

	(I) Audited as at 30 November 2025 RM	(II) After (I) and assuming all of the treasury shares are resold RM	(III) After (II) and the Proposed Acquisition RM	(IV) After (III) and the Proposed Subscription RM
Share capital	40,624,488	40,624,488	40,624,488	(iii)55,474,488
Treasury shares	(1,857,975)	-	-	-
Reserves	43,582,125	43,582,125	43,582,125	(iv)42,382,125
Shareholders' funds / NA	**82,348,638**	**84,206,613**	**84,206,613**	**97,856,613**
Non-controlling interests	673,688	673,688	673,688	673,688
Total equity	**83,022,326**	**84,880,301**	**84,880,301**	**98,530,301**
No. of Shares in issue (excluding treasury shares)	95,432,857	98,285,757	98,285,757	143,285,757
NA per Share (RM)	0.86	0.86	0.86	0.68
Total borrowings (RM)	950,104	950,104	(ii)8,950,104	8,950,104
Gearing ratio (times)(i)	0.01	0.01	0.11	0.09

Notes:

(i) *Computed based on total borrowings divided by shareholders' funds / NA.*

(ii) *Assuming the Purchase Price for the Proposed Acquisition of RM23.00 million is to be funded via a combination of internally generated funds of approximately RM15.00 million and bank borrowings of approximately RM8.00 million.*

(iii) *Computed based on RM0.33 per Subscription Share.*

(iv) *After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:*

Estimated expenses	***RM'000***
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

7.3 Earnings and EPS

The Proposals are not expected to have any immediate material effect on the earnings of the Group for the FYE 2026. However, the EPS of the Group is expected to be diluted as a result of the increase in the number of Shares upon completion of the Proposed Subscription.

For illustration purposes only, the pro forma effects of the Proposed Subscription on the EPS of the Group based on the audited consolidated statements of profit or loss and other comprehensive income for the FYE 2025 and on the assumptions that the Proposed Subscription had been effected at the beginning of the FYE 2025 are as follows:

	Audited as at 30 November 2025	After the Proposed Subscription	
		Minimum Scenario	Maximum Scenario
	RM	RM	RM
PAT attributable to owners of the Company	5,201,941	5,201,941	5,201,941
Less: Estimated expenses[(i)]	-	(1,200,000)	(1,200,000)
Adjusted PAT attributable to owners of the Company	**5,201,941**	**4,001,941**	**4,001,941**
No. of Shares in issue (excluding treasury shares)	95,432,857	140,432,857	143,285,757
EPS (sen)	5.45	2.85	2.79

Note:

(i) *After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:*

Estimated expenses	***RM'000***
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

Nevertheless, and barring any unforeseen circumstances, the Proposed Acquisition and Diversification is expected to contribute positively to the future earnings of the Group.

7.4 Substantial shareholders' shareholdings

The Proposed Acquisition, Proposed Exemption and Proposed Diversification will not have any effect on the substantial shareholders' shareholdings of Amtel. For illustrative purposes only, the pro forma effect of the Proposed Subscription on the shareholdings of the substantial shareholders of Amtel as at the LPD are as follows:

<u>Minimum Scenario</u>

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	[(i)]%	No. of Shares	[(i)]%	No. of Shares	[(ii)]%	No. of Shares	[(ii)]%
Dato' Koid Hun Kian	12,500,132	13.10	[(iii)]9,846,704	10.32	12,500,132	8.90	[(iii)]9,846,704	7.01
Simfoni Kilat Sdn Bhd	5,989,705	6.28	-	-	5,989,705	4.27	-	-
Chester Koid	7,167,709	7.51	[(iv)]2,700,000	2.83	52,167,709	37.15	[(iv)]2,700,000	1.92

Notes:

(i) *Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).*

(ii) *Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).*

(iii) *Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

(iv) *Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

<u>Maximum Scenario</u>

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	[(i)]%	No. of Shares	[(i)]%	No. of Shares	[(ii)]%	No. of Shares	[(ii)]%
Dato' Koid Hun Kian	12,500,132	13.10	[(iii)]9,846,704	10.32	12,500,132	8.72	[(iii)]9,846,704	6.87
Simfoni Kilat Sdn Bhd	5,989,705	6.28	-	-	5,989,705	4.18	-	-
Chester Koid	7,167,709	7.51	[(iv)]2,700,000	2.83	52,167,709	36.41	[(iv)]2,700,000	1.88

Notes:

(i) *Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).*

(ii) *Computed based on 143,285,757 Shares in issue.*

(iii) *Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

(iv) *Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

7.5 Convertible securities

As at the LPD, the Company does not have any outstanding convertible securities.

In addition, the Company had established a LTIP. As at the LPD, the Company has not granted any options or Shares and the Company does not intend to grant any options or shares prior to the completion of the Proposed Subscription.

8. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of the Shares as traded on Bursa Securities for the past twelve (12) months up to the LPD are as follows:

	Low RM	**High RM**
2025		
September	0.3600	0.4300
October	0.4100	0.4950
November	0.4000	0.4500
December	0.3750	0.4500
2026		
January	0.3500	0.4000
February	0.3600	0.3950
March	0.3200	0.3600
April	0.3250	0.3600
May	0.3150	0.3750
June	0.3500	0.3850
July	0.3200	0.3650
August	0.3350	0.3550
Last transacted price of the Shares on 25 May 2026 (being the day prior to the date of the Announcement)		0.3150
Last transacted price of the Shares as at the LPD		0.3700

(Source: Bloomberg)

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9. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:

(i) Bursa Securities, for the listing of and quotation for the Subscription Shares on the Main Market of Bursa Securities pursuant to the Proposed Subscription.

The approval from Bursa Securities was obtained vide its letter dated 4 September 2026, subject to the following conditions:

No.	Conditions	Status of compliance
1.	Amtel and CGS MY must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Subscription.	To be complied
2.	Amtel must comply with the public security holding spread requirements pursuant to Paragraph 8.02(1) of the Listing Requirements upon listing and quotation of the Subscription Shares.	To be complied
3.	Amtel is required to furnish Bursa Securities with a certified true copy of the resolutions passed by shareholders in general meeting approving the Proposals prior to the listing and quotation of the Subscription Shares.	To be complied
4.	Amtel and CGS MY are required to inform Bursa Securities upon completion of the Proposed Subscription.	To be complied
5.	Amtel is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed.	To be complied

(ii) the SC for the Proposed Exemption. The application for the Proposed Exemption will be made after the approvals of the non-interested shareholders of the Company in item (iii) below are obtained at the forthcoming EGM;

(iii) the shareholders of Amtel at the EGM of the Company to be convened; and

(iv) Pejabat Daerah dan Tanah Muallim for the conversion of land use and change of the express condition of the Land to industrial use.

10. CONDITIONALITY

The conditionality of the Proposals is as follows:

(i) the Proposed Acquisition is not conditional upon the Proposed Subscription and Proposed Exemption;

(ii) the Proposed Subscription and Proposed Exemption are conditional upon the Proposed Acquisition;

(iii) the Proposed Subscription and Proposed Exemption are inter-conditional upon each other;

(iv) the Proposed Acquisition, Proposed Subscription and Proposed Exemption are conditional upon the Proposed Diversification; and

(v) the Proposed Diversification is not conditional upon the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

The Proposals are not conditional upon any other corporate exercise undertaken or to be undertaken by Amtel.

11. HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable to the Proposed Acquisition pursuant to Paragraph 10.02(g) of the Listing Requirements based on the latest audited consolidated financial statements of Amtel for the FYE 2025 is approximately 27.93%.

12. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

(i) Proposed Acquisition, Proposed Subscription and Proposed Exemption

Save as disclosed below, none of the directors, major shareholders, chief executive of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Acquisition, Proposed Subscription and Proposed Exemption:

(a) Chester Koid, being the Executive Director/Group Chief Executive Officer and major shareholder of Amtel, is the son of Dato' Koid Hun Kian, and also a director and shareholder of Kat Ventures; and

(b) Dato' Koid Hun Kian, being the Executive Director and major shareholder of Amtel, is the parent of Chester Koid.

(ii) Proposed Diversification

None of the directors, major shareholders, chief executive of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Diversification.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting at the relevant Board meetings of the Company pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption. The Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption to be tabled at the EGM to be convened.

Further, the Interested Directors and Interested Major Shareholders will ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption to be tabled at the EGM to be convened.

The shareholdings of the Interested Directors and Interested Major Shareholders in the Company as the LPD are as follows:

	Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	(i)%
Dato' Koid Hun Kian	12,500,132	13.10	(ii)9,846,704	10.32
Simfoni Kilat Sdn Bhd	5,989,705	6.28	-	-
Chester Koid	7,167,709	7.51	(iii)2,700,000	2.83

Notes:

(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(ii) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(iii) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

13. TRANSACTIONS WITH THE SAME RELATED PARTIES FOR THE PRECEDING TWELVE (12) MONTHS

There were no related party transactions entered into between the Company and the Vendor and its persons connected for the twelve (12) months preceding the LPD.

14. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of the Company, after having considered all aspects of the Proposed Acquisition and Proposed Exemption, including but not limited to the rationale, basis and justification of arriving at the Purchase Price and Issue Price, effects of the Proposed Acquisition, Proposed Subscription, Proposed Exemption and Proposed Diversification, terms and conditions of the SPA and Subscription Agreement, and the evaluation from the Independent Adviser as set out in Part B of this Circular, is of the opinion that the Proposed Acquisition and Proposed Exemption are:

(i) in the best interest of the Group;

(ii) fair, reasonable and on normal commercial terms; and

(iii) not detrimental to the interest of the non-interested shareholders of the Company.

15. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors), after having considered all aspects of the Proposed Acquisition, Proposed Subscription and Proposed Exemption, including but not limited to the rationale, basis and justification of arriving at the Purchase Price and Issue Price, effects of the Proposed Acquisition, Proposed Subscription and Proposed Exemption, terms and conditions of the SPA and Subscription Agreement, and the evaluation from the Independent Adviser as set out in Part B of this Circular, is of the opinion that the Proposed Acquisition, Proposed Subscription and Proposed Exemption are:

(i) in the best interest of the Group;

(ii) fair, reasonable and on normal commercial terms; and

(iii) not detrimental to the interest of the non-interested shareholders of the Company.

Accordingly, the Board (save for the Interested Directors) recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption to be tabled at the forthcoming EGM of the Company.

In addition, the Board, having considered all aspects of the Proposed Diversification, including but not limited to the rationale, prospects and risk factors of the Proposed Diversification, is of the opinion that the Proposed Diversification is in the best interest of the Group.

Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposed Diversification to be tabled at the forthcoming EGM of the Company.

16. ADVISERS

CGS MY has been appointed by the Company as the Principal Adviser for the Proposals.

The Proposed Acquisition is deemed to be a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the interested parties as set out in Section 12 of Part A of this Circular.

Accordingly, BDOCC has been appointed on 26 May 2026 to act as the Independent Adviser in accordance with the Listing Requirements to undertake the following in respect of the Proposed Acquisition:

(i) comment as to whether the Proposed Acquisition is:

(a) fair and reasonable so far as the non-interested shareholders of the Company are concerned; and

(b) to the detriment of the non-interested shareholders of the Company,

and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;

(ii) advise the non-interested shareholders of the Company on whether they should vote in favour of the Proposed Acquisition at the EGM to be convened; and

(iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in relation to items (i) and (ii) above.

In accordance with subparagraph 4.08(3) of the Rules, BDOCC has been appointed by the Company as the Independent Adviser to advise the non-interested directors and non-interested shareholders of the Company on the Proposed Exemption.

17. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all relevant approvals set out in Section 9 of Part A of this Circular being obtained and the fulfilment of all the conditions precedent set out in the SPA and Subscription Agreement, the Board expects the Proposals to be completed by the first (1st) half of 2027.

The tentative timetable in relation to the Proposals is set out below:

Timeline	Events
30 September 2026	• EGM for the Proposals • Completion of the Proposed Diversification
End of October 2026	Approval from the SC for the Proposed Exemption
End of November 2026	SPA becoming unconditional
End of February 2027	• Completion of the Proposed Acquisition • Subscription Agreement becoming unconditional
Early March 2027	• Listing of and quotation for the Subscription Shares • Completion of Proposed Subscription

18. CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, the Board confirms that there is no other corporate exercise which has been announced but pending completion as at the LPD.

19. EGM

The EGM, the notice of which is set out in this Circular, will be held at Langkawi Room, 2nd Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 September 2026 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the resolutions pertaining to the Proposals.

As a shareholder, you are entitled to participate, speak and vote at the EGM. Should you be unable to attend the EGM, you are requested to complete, sign and return the Proxy Form in accordance with the instructions contained therein, to be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Proxy Form shall not preclude you from attending, participating, speaking and voting at the EGM. If you have submitted your Proxy Form prior to the EGM and subsequently wish to revoke your proxy appointment(s), please email info@sshsb.com.my or deposit the written notice of termination of proxy authority at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the EGM or any adjournment thereof. In such event, you should advise your proxy(ies) accordingly

20. FURTHER INFORMATION

Shareholders are advised to refer to the appendices as set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board
AMTEL HOLDINGS BERHAD

LIM HUN TEIK
Executive Director

PART B

INDEPENDENT ADVICE LETTER TO NON-INTERESTED SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION

EXECUTIVE SUMMARY

All definitions used in this executive summary shall have the same meaning as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to "you" are references to the non-interested Directors and non-interested shareholders of Amtel, whilst all references to "we", "us" or "our" in this IAL are references to BDOCC, being the Independent Adviser for the Proposed Acquisition and Proposed Exemption.

This executive summary highlights the salient points of this IAL. You are advised to read and understand this IAL in its entirety, together with the letter from the Board to the shareholders of Amtel in relation to the Proposals in Part A of the Circular and the accompanying appendices for other relevant information and not to rely solely on this executive summary in forming an opinion on the Proposed Acquisition and Proposed Exemption.

You are also advised to carefully consider the recommendations contained in both letters before voting on the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption to be tabled at the forthcoming EGM in relation to the Proposals.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

1. INTRODUCTION

On 26 May 2026, CGS MY had, on behalf of the Board, announced that the Company proposed to undertake the following:

(i) Proposed Acquisition;
(ii) Proposed Subscription;
(iii) Proposed Exemption; and
(iv) Proposed Diversification

The Proposed Acquisition is deemed to be a related party transaction pursuant to paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Directors and Interested Major Shareholders as set out in **Section 12, Part A** of the Circular.

The conditionality of the Proposals are summarised as follows:

(i) the Proposed Acquisition is not conditional upon the Proposed Subscription and Proposed Exemption;
(ii) the Proposed Subscription and Proposed Exemption are conditional upon the Proposed Acquisition;
(iii) the Proposed Subscription and Proposed Exemption are inter-conditional upon each other;
(iv) the Proposed Acquisition, Proposed Subscription and Proposed Exemption are conditional upon the Proposed Diversification; and
(v) the Proposed Diversification is not conditional upon the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

As at the LPD, Amtel has a total issued share capital 95,432,857 Amtel Shares (excluding 2,852,900 treasury shares). In addition, the Company had on 3 October 2022, established a LTIP which comprises the employees shares option scheme and the share grant plan. As at the LPD, the Company has not granted any options or Amtel Shares and Amtel does not intend to grant any options or Amtel Shares prior to the completion of the Proposed Subscription.

As at the LPD, Chester Koid and his PACs hold a total of 24,276,980 Amtel Shares representing 25.44% shareholding in Amtel.

Pursuant to the Proposed Subscription, a MO obligation will be triggered in the following manner:

(i) Under the Minimum Scenario,

(a) the individual shareholding of Chester Koid in Amtel will increase from 7.51% (as at the LPD) to 37.15% (upon completion of the Proposed Subscription). As the individual shareholding of Chester Koid in Amtel will increase to more than 33%, Chester Koid will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA; and

(b) the collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription). As the collective shareholdings of Chester Koid and his PACs in Amtel will increase to more than 33%, Chester Koid and his PACs will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

(ii) Under the Maximum Scenario,

(a) the individual shareholding of Chester Koid in Amtel will increase from 7.51% (as at the LPD) to 36.41% (upon completion of the Proposed Subscription). As the individual shareholding of Chester Koid in Amtel will increase to more than 33%, Chester Koid will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA; and

(b) the collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription). As the collective shareholdings of Chester Koid and his PACs in Amtel will increase to more than 33%, Chester Koid and his PACs will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

As it is not the intention of Chester Koid and his PACs to undertake the MO as mentioned above, they intend to seek for the Proposed Exemption under subparagraph 4.08(1)(b) of the Rules from the obligation to undertake a MO upon the completion of the Proposed Subscription. An application for the Proposed Exemption will be submitted to the SC by CGS MY on behalf of Chester Koid and his PACs after approval of the non-interested shareholders of Amtel for the Proposed Exemption has been obtained at the forthcoming EGM to be convened for the Proposals.

In compliance with the Listing Requirements and the Rules, the Board (save for the Interested Directors) had on 26 May 2026 appointed us to act as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of Amtel on the Proposed Acquisition pursuant to paragraph 10.08 of the Listing Requirements and Proposed Exemption pursuant to subparagraph 4.08(3)(g) of the Rules. In view of the conditionality of the Proposals as mentioned above, we have also provided our views in relation to the Proposed Subscription and Proposed Diversification.

In view of the interests of the Interested Directors in the Proposed Acquisition, Proposed Subscription and Proposed Exemption as set out in **Section 12, Part A** of the Circular, the Interested Directors have abstained and will continue to abstain from all Board deliberations and voting pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

Pursuant to paragraph 3.07 of the Rules, we had on 28 May 2026 declared our independence from any conflict of interest or potential conflict of interest to the SC in relation to our appointment as Independent Adviser for the Proposed Exemption.

Pursuant to subparagraph 4.08(3)(g) of the Rules, the SC had, vide its letter dated 4 September 2026, notified it has no further comments to the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with our recommendation or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the fairness and reasonableness of the Proposals on a holistic basis, together with our recommendation on whether you should vote in favour of the ordinary resolutions pertaining to Proposed Acquisition and Proposed Exemption, subject to the scope and limitations specified herein. Nevertheless, you should rely on your own evaluation of the merits and demerits of the Proposed Acquisition and Proposed Exemption before making any decision on the course of action to be taken at Amtel's forthcoming EGM in relation to the Proposals.

THIS IAL IS PREPARED SOLELY FOR YOU TO CONSIDER THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION AND SHOULD NOT BE USED OR RELIED UPON BY ANY OTHER PARTY OR FOR ANY OTHER PURPOSE WHATSOEVER.

YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL AND THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSALS AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH LETTERS BEFORE VOTING ON THE ORDINARY RESOLUTIONS IN RESPECT OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION TO BE TABLED AT THE FORTHCOMING EGM IN RELATION TO THE PROPOSALS.

IF YOU HAVE ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT, BANK MANAGER OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

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2. EVALUATION OF THE PROPOSALS

In evaluating the Proposals, we have taken into consideration the following:

Area of Evaluation	Our Comments
<u>Section 8 of this IAL</u> Rationale of the Proposals	**(a) Rationale for the Proposed Acquisition** **(i) The Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land to be used for the expansion of the Motor Vehicle Business with the aim of generating additional income stream for the Group** In view that the Group's total revenue has been relatively stagnant in the past 3 financial years and hovering between the range of RM70 million to RM72 million, we noted that the management of Amtel has been actively seeking for new business opportunities to increase its revenue and earnings to improve the financial performance of the Group. As such, Amtel had on 2 July 2025 announced that it had via its wholly-owned subsidiary, AMCSB, ventured into the Motor Vehicle Business to generate additional income stream for the Group. The Motor Vehicle Business involves the manufacturing and assembly of motor vehicles using components sourced locally and from foreign suppliers, primarily from China, integrating key systems, and ensuring compliance with relevant safety and quality standards. The Group currently focuses on manufacturing and assembly of low-speed vehicles, such as golf carts, designed for recreational, residential, industrial and institutional use. As at the LPD, we noted that the Group is currently operating its Motor Vehicle Business in a rented factory building located in Gurun, Kedah. The Group also has been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities. As the Group intends to expand its Motor Vehicle Business to generate more income for the Group, the Group has been actively looking to acquire a piece of vacant land to construct a factory for manufacturing and assembly of motor vehicles. Upon completion of the Proposed Acquisition, the Group intends to relocate its Motor Vehicle Business from the existing factory in Gurun, Kedah to the new manufacturing facility to be constructed on the Land. In this regard, the Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land which is located along Lebuhraya Behrang Stesen–Tanjung Malim in the Muallim District of Perak. **(ii) The Proposed Acquisition allows the Group to house a new manufacturing facility for the Motor Vehicle Business and provide additional factory space to support the ICT segment and TIS segment's business activities if need arises in the future** We noted the Group is currently operating its Motor Vehicle Business in a rented factory building in Gurun, Kedah with a built-up area of approximately 3,240 sq ft. The current built-up area of rented factory building is insufficient for the Group to cater for its

Area of Evaluation	Our Comments
	planned business expansion of the Motor Vehicle business. Further, due to the shortage of factory space, the Group has also been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities. As such, the Proposed Acquisition represents an opportunity for the Group to house a new manufacturing facility with a larger factory space to be constructed on the Land which is measuring approximately 839,183 sq ft. Accordingly, the Group intends to relocate its existing factory in Gurun, Kedah, to this new manufacturing facility. Upon completion of the relocation, the Group intends to terminate the existing tenancy of the factory building in Gurun, Kedah, and reduce the Group's reliance on the third party sub-assembly contractors. In addition, we also noted that the Group has intention to use part of the Land to provide additional factory space to support the ICT segment and TIS segment's business activities if need arises in the future. This would bode well for the Group as the existing Wisma Amtel currently does not have sufficient space to support more business activities when need arises. For information purposes, since the Group's acquisition of Wisma Amtel in 2020, the Group has been operating all its business activities (save for Motor Vehicle Business) in Wisma Amtel. **(iii) The Proposed Acquisition allows the Group to have full control over its operating premises for the Motor Vehicle Business and minimise business uncertainties associated with rental termination or non-renewal** The Group is currently operating the Motor Vehicle Business in a rented factory building in Gurun, Kedah. The tenancy period for this property is 2 years and is expiring on 15 June 2027 with an option to extend for 1 year. As the Group intends to expand its Motor Vehicle Business, the Group intends to relocate its Motor Vehicle Business from its rented factory in Gurun, Kedah, to a self-owned property to minimise business uncertainties. Accordingly, the Proposed Acquisition will enable the Group to have full control over its manufacturing facility for the Motor Vehicle Business to cater for evolving business needs while mitigating the risk of operational disruptions such as termination or non-renewal of tenancy. This flexibility of the Group to utilise its own property without restrictions aligns with the Group's long-term business plan, enabling it to respond effectively to changing market conditions and operational requirements while ensuring greater stability and sustainability in its operations. **Based on the above, we are of the view that there are merits for the Proposed Acquisition.**

Area of Evaluation	Our Comments
	(b) Rationale of the Proposed Subscription **(i) The Proposed Subscription will allow the Group to replenish internally generated funds used for the Proposed Acquisition and improve the proforma NA of the Group** We noted that the Group intends to fund the Purchase Price of RM23.00 million via internally generated funds of RM15.00 million and bank borrowings of RM8.00 million. For information purposes, as at 31 May 2026, the Group's cash and bank balances stood at approximately RM21.06 million, of which approximately RM4.20 million was deposited with licensed banks. In addition, the Group held other investments amounting to approximately RM18.69 million, consisting of fixed income funds, quoted equity securities and transferable club memberships. We also noted that the entire proceeds to be raised from the Proposed Subscription amounting to RM14.85 million is intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business. Notwithstanding the above, non-interested shareholders of Amtel should also take note that the Proposed Subscription will result in an immediate dilution to their shareholdings, which may have a negative impact on the share price of Amtel due to diluted EPS. However, it should be noted that the performance of Amtel's share price moving forward is dependent on various factors such as profitability of the Group, performance of the respective business segments and the Motor Vehicle Business, general market sentiment, liquidity and other macroeconomic factors that may affect the performance of Amtel Group. **(ii) The Proposed Subscription will provide a certain and expedient fund-raising avenue for the Group** The Proposed Subscription will allow the Company to raise funds expediently with a degree of certainty as the Company has already secured the commitment of its Interested Director, namely Chester Koid, for the Proposed Subscription. A rights issue as an alternative fund-raising proposal is a more time consuming and less cost-effective process, in view that additional time and costs may be incurred to prepare and issue an abridged prospectus to shareholders and to implement the rights issue. In addition, there is also no certainty that a rights issue will be able to raise the required funds as the level of funds to be raised will depend on the subscription rate by the entitled shareholders and/or their renounce(s).

Area of Evaluation	Our Comments
	(iii) The Proposed Subscription is an appropriate avenue of fundraising for the Group As set out in our assessment in set out in **Section 8.2(iii)** of this IAL, notwithstanding that the Proposed Subscription (ie. Equity Funding Scenario) would result in a lower proforma NA per Share and EPS and a higher proforma weighted average cost of capital ("**WACC**") as compared to the Debt Funding Scenario, we are of the view that the Proposed Subscription is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario due to the following: (a) The Equity Funding Scenario would result in a lower proforma gearing ratio of 0.09 times as compared to 0.28 times and 0.27 times (under the minimum and maximum scenario of Debt Funding Scenario). The lower proforma gearing will improve the financial position of Amtel Group and will allow the Group to have flexibility in sourcing for funding alternatives in the future, if required; (b) The Equity Funding Scenario would result in a higher proforma NA as at 31 May 2026 of RM99.25 million and RM101.10 million (under the Minimum Scenario and Maximum Scenario) as compared to RM84.40 million and RM86.25 million (under the minimum and maximum scenario of Debt Funding Scenario). The higher proforma NA will put the Group in a better capitalised and stronger financial position; and (c) The Equity Funding Scenario would result in a lower annual interest expenses obligation of RM0.35 million per annum as compared to RM1.00 million per annum (under the Debt Funding Scenario) thereby resulting in a lower annual cash outflow and less impact on the Group's earnings moving forward. **Based on the above, we are of the view that there are merits for the Proposed Subscription.** **(c) Rationale of the Proposed Exemption** The Proposed Exemption will relieve Chester Koid and his PACs from the obligation to undertake a MO as a result of the Proposed Subscription. As such, in the event that the non-interested shareholders of Amtel vote against the Proposed Exemption, the Proposed Subscription will not be able to proceed. Accordingly, the Group will not be able to raise funds to replenish internally generated funds used for the Proposed Acquisition. Nevertheless, the Proposed Acquisition and the Proposed Diversification will still be able to proceed if the required approvals as set out in **Section 9, Part A** of the Circular are obtained as the Proposed Acquisition and the Proposed Diversification are not conditional upon the Proposed Subscription and/or the Proposed Exemption.

<table>
<tr><th>Area of Evaluation</th><th>Our Comments</th></tr>
<tr><td></td><td>Based on the above, we are of the view that there are merits for the Proposed Exemption.

(d) Rationale of the Proposed Diversification

The Proposed Diversification is undertaken in accordance with paragraph 10.13(1) of the Listing Requirements to facilitate the diversification of the Group’s business into the Motor Vehicle Business. Moving forward, the Board is expecting that the Motor Vehicle Business may cause a diversion of more than 25% of its NA or contribute more than 25% of the net profits of the Group. As such, the Company intends to seek its shareholders’ approval for the Proposed Diversification.

Despite the Group having no prior experience in the Motor Vehicle Business, Amtel has established expertise in the production of automotive accessories and have over the years accumulated experience in product design, engineering, quality control and supply chain management. Accordingly, the Group intends to leverage on the said experience to undertake the Motor Vehicle Business. It should be noted that the Group's current core products in the automotive business include hardware solutions such as digital video recorders, built-in toll readers and multimedia displays, as well as software solutions such as telematics services (i.e. Global Positioning System (GPS) tracking and navigation systems). As set out in Section 2.4, Part A of the Circular, the Board believes that the Group's existing experience in automotive business has equipped it with the relevant knowledge and capabilities in product design and development, quality control, regulatory compliance and supply chain management, which are applicable to the Motor Vehicle Business.

Moving forward, while the Group is undertaking the Proposed Diversification, we noted that the Group is still committed to continue to grow its Existing Business. Accordingly, the Group’s ICT segment will remain as the primary revenue contributor whilst the TIS segment and Motor Vehicle Business will provide additional income stream to the Group.

Based on the above, we are of the view that there are merits for the Proposed Diversification.</td></tr>
<tr><td><u>Section 9 of this IAL</u>

Basis and justification of the Purchase Price</td><td>In evaluating the fairness of the Purchase Price, we have compared the Purchase Price against the market value of the Land as appraised by the Independent Valuer as follows:

<table><tr><th>Details</th><th>RM (million)</th></tr><tr><td>Purchase Price</td><td>23.00</td></tr><tr><td>Market value of the Land as ascribed by the Independent Valuer</td><td>23.00</td></tr></table>
Based on the table above, the Purchase Price of RM23.00 million <u>equal to</u> the market value of the Land of RM23.00 million.

As such, we are of the view that the Purchase Price is <u>fair</u>.</td></tr>
</table>

<table>
<tr><th>Area of Evaluation</th><th>Our Comments</th></tr>
<tr><td><u>Section 10 of this IAL</u>

Evaluation of the Issue Price of the Subscription Shares</td><td>We noted that the Issue Price of RM0.33:

(i) represent <u>premiums</u> of 0.33% and 4.76% based on the closing market price and five (5)-day VWAP of Amtel Shares up to and including the LTD;

(ii) represent <u>discounts</u> ranging between 3.37% to 7.36% based on the one (1)-month, three (3)-month and six (6)-month VWAPs of Amtel Shares up to and including the LTD; and

(iii) represent <u>discounts</u> ranging between 51.47% to 63.33% based on the audited consolidated NA per Amtel Share as at 30 November 2025, unaudited consolidated NA per Amtel Share as at 31 May 2026 and proforma NA per Amtel Share upon the completion of the Proposed Subscription as summarised below.

<table>
<tr><th></th><th>Consolidated NA per Amtel Share</th><th colspan="2">Premium/(discount) of the Issue Price of RM0.33 to the consolidated NA per Amtel Share</th></tr>
<tr><th></th><th>RM</th><th>RM</th><th>%</th></tr>
<tr><td>Audited as at 30 November 2025</td><td>0.86</td><td>(0.53)</td><td>(61.63)</td></tr>
<tr><td>Unaudited as at 31 May 2026</td><td>0.90</td><td>(0.57)</td><td>(63.33)</td></tr>
<tr><td>Based on proforma NA of Amtel Group (upon completion of the Proposed Subscription under the Minimum Scenario)</td><td>0.68</td><td>(0.35)</td><td>(51.47)</td></tr>
<tr><td>Based on proforma NA of Amtel Group (upon completion of the Proposed Subscription under the Maximum Scenario)</td><td>0.68</td><td>(0.35)</td><td>(51.47)</td></tr>
</table>

Based on the above, we are of the view that the Issue Price is <u>justifiable</u> in view that:

(i) the Issue Price of RM0.33 represents a <u>premium</u> of 0.33% to the five (5)-day VWAP of Amtel Shares up to and including the LTD; and

(ii) the pricing of the Issue Price is based on market-based approach which is close to the five (5)-day VWAP of Amtel Shares up to and including the LTD.</td></tr>
<tr><td><u>Section 11 of this IAL</u>

Salient terms of the SPA</td><td>We are of the view that the salient terms of the SPA are <u>reasonable</u> and <u>not detrimental</u> to the non-interested shareholders of Amtel.</td></tr>
<tr><td><u>Section 12 of this IAL</u>

Salient terms of the Subscription Agreement</td><td>We are of the view that the salient terms of the Subscription Agreement are <u>reasonable</u> and <u>not detrimental</u> to the non-interested shareholders of Amtel.</td></tr>
</table>

Area of Evaluation	Our Comments
<u>Section 13 of this IAL</u> Effects of the Proposal	The effects of the Proposals are summarised as follows: **(i) <u>Share capital</u>** The Proposed Subscription will result in the following: (i) Under the Minimum Scenario, Amtel's issued share capital will increase from RM38.77 million (as at the LPD and after excluding treasury shares) to RM53.62 million; and (ii) Under the Maximum Scenario, Amtel's issued share capital will increase from RM40.62 million (as at the LPD) to RM55.47 million, immediately upon completion of the Proposed Subscription due to the issuance of the Subscription Shares. **(ii) <u>NA and gearing</u>** The Proposed Acquisition will result in the increase of Amtel Group's proforma gearing from 0.01 times (as at 30 November 2025) to 0.09 times (under Minimum Scenario) and 0.09 times (under Maximum Scenario) in the event that Amtel Group partly fund the Purchase Price with RM8.00 million bank borrowings. We also noted that upon completion of the Proposed Acquisition and Proposed Subscription, the proforma NA per Amtel Share will decrease from RM0.86 (as at 30 November 2025) to RM0.68 (under Minimum Scenario and Maximum Scenario), which is mainly due to the dilution effects arising from the issuance of Subscription Shares. Notwithstanding that the Proposed Subscription will result in the decrease in Amtel Group's proforma NA per Amtel Share, the Proposed Subscription is expected to improve the financial position of Amtel Group as the proforma NA of Amtel Group will increase from RM82.35 million (as at 30 November 2025) to RM96.00 million (under Minimum Scenario) and RM97.86 million (under Maximum Scenario). **(iii) <u>Substantial Shareholders' shareholdings</u>** Upon completion of the Proposed Subscription, the issuance of Subscription Shares to Chester Koid is expected to increase the individual shareholdings of Chester Koid from 7.51% (as at the LPD) to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) and result in the dilution of all other substantial shareholders of Amtel (ie. Simfoni Kilat Sdn Bhd and Dato' Koid Hun Kian). Accordingly, Simfoni Kilat Sdn Bhd will no longer be a substantial shareholder of Amtel upon completion of the Proposed Subscription. In addition, the public shareholding spread of Amtel will decrease from 66.66% (as at the LPD) to 45.30% (under Minimum Scenario) and 46.39% (under Maximum Scenario) upon completion of the Proposed Subscription. Accordingly, upon completion of the Proposals, the public shareholding spread of Amtel would still be in compliance with paragraph 8.02(1) of the Listing Requirements.

Area of Evaluation	Our Comments
	(iv) <u>Offeror and PAC's shareholdings</u> We note the following effects: (a) Minimum Scenario The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription). The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 50.67% (upon completion of the Proposed Subscription). (b) Maximum Scenario The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription). The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 51.66% (upon completion of the Proposed Subscription). **(v) <u>Earnings and EPS</u>** The Proposals are not expected to have any immediate material effect on the earnings of the Group for the FYE 2026. However, the EPS of the Group is expected to be diluted as a result of the increase in the number of outstanding Shares upon completion of the Proposed Subscription. Moving forward, the effects of the Proposed Diversification on the consolidated earnings and EPS of Amtel Group is dependent on the performance of the Motor Vehicle Business. **Based on the above, we are of the view that the overall effects of the Proposals are <u>acceptable</u> to the non-interested Directors and non-interested shareholders of Amtel.**
<u>Section 14 of this IAL</u> Industry overview and prospects	We take cognisance of the industry overview and outlook of the Malaysian economy, manufacturing industry in Malaysia, Global Golf Cart Industry (focusing on the Golf Cart Industry in the USA as currently the golf carts of the Motor Vehicle Business of Amtel Group are mainly exported to the USA), Golf Cart Industry in Malaysia as well as the prospects and future plans of Amtel Group as disclosed in **Section 5.5, Part A** of the Circular. Based on the above and after taking into consideration the industry outlook and future prospects of Amtel Group as set out in **Section 14** of this IAL, we are of the view that the outlook and prospects of Amtel Group upon completion of the Proposals is positive.

Area of Evaluation	Our Comments
<u>Section 15 of this IAL</u> Risk factors in relation to the Proposals	In considering the Proposals, non-interested shareholders of Amtel are advised to give careful consideration to the risk factors as set out in **Section 6, Part A** of the Circular. While we noted that measures would be taken by Amtel Group to mitigate such risks associated with the Proposals, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the financial, business and operation of the Group.
<u>Section 16 of this IAL</u> Implications arising from the voting outcome of the Proposed Exemption	If non-interested shareholders of Amtel **<u>vote in favour</u>** of the Proposed Exemption: (i) As set out in **Section 9, Part A** of the Circular, it is noted that the approval of the non-interested shareholders of Amtel at the forthcoming EGM to be convened for the Proposals is one of the approvals required for the Proposed Exemption sought under subparagraph 4.08(1)(b) of the Rules by Chester Koid and his PACs. In the event that the non-interested shareholders of Amtel vote in favour of the Proposed Exemption, Chester Koid and his PACs would be able to submit an application for the Proposed Exemption to the SC for its consideration. An approval from the SC for the Proposed Exemption would then exempt Chester Koid and his PACs from the obligation to undertake the MO. (ii) The approval of the Proposed Exemption would imply that non-interested shareholders of Amtel agree to waive their rights and exempt Chester Koid and his PACs from the obligation to undertake the MO as a result of the Proposals (which shall be undertaken at a price no lower than the highest price paid by Chester Koid and his PACs for Amtel Shares in the past 6 months preceding the commencement of the offer). (iii) You should note the following effects on the shareholdings of Chester Koid and his PACs upon completion of the Proposed Subscription: (a) Minimum Scenario The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription). (b) Maximum Scenario The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription). Upon completion of the Proposed Subscription, Chester Koid and his PACs will be able to obtain control in Amtel at the Issue Price which is: (i) at a premium of 0.33% to the five (5)-day VWAP of Amtel Shares up to and including the LTD; (ii) at discounts ranging between 3.37% to 7.36% based on the one (1)-month, three (3)-month and six (6)-month VWAPs of Amtel Shares up to and including the LTD; and

Area of Evaluation	Our Comments
	(iii) at discounts ranging between 51.47% to 63.33% based on the audited consolidated NA per Amtel Share as at 30 November 2025, unaudited consolidated NA per Amtel Share as at 31 May 2026 and proforma NA per Amtel Share upon the completion of the Proposed Subscription. without having to undertake the MO. (iv) Following the completion of the Proposed Subscription, the shareholdings of the non-interested shareholders of Amtel will be diluted as follows: (a) Minimum Scenario The collective shareholdings of the non-interested shareholders of Amtel will decrease from 74.56% (as at the LPD) to 50.67% (upon completion of the Proposed Subscription). (b) Maximum Scenario The collective shareholdings of non-interested shareholders of Amtel will decrease from 74.56% (as at the LPD) to 51.66% (upon completion of the Proposed Subscription). If non-interested shareholders of Amtel **vote against** the Proposed Exemption: As set out in **Section 9, Part A** of the Circular, it is noted that the approval of the non-interested shareholders of Amtel at the forthcoming EGM to be convened for the Proposals is one of the approvals required for the Proposed Exemption sought under subparagraph 4.08(1)(b) of the Rules by Chester Koid and his PACs. In the event that the non-interested shareholders of Amtel vote against the Proposed Exemption, Chester Koid and his PACs would not be able to submit an application for the Proposed Exemption to the SC for its consideration. As such, the Proposed Subscription will not be implemented as the Proposed Subscription and Proposed Exemption are inter-conditional with each other. Arising from this, Amtel Group will not be able to raise funds amounting to RM14.85 million to replenish internally generated funds used for the Proposed Acquisition as detailed in **Section 8.2(i)** of this IAL Nevertheless, the Proposed Acquisition and the Proposed Diversification will still be able to proceed if the required approvals as set out in **Section 9, Part A** of the Circular are obtained, as the Proposed Acquisition and the Proposed Diversification are not conditional upon the Proposed Subscription and/or the Proposed Exemption.

3. CONCLUSION AND RECOMMENDATION

The non-interested Directors and non-interested shareholders of Amtel should carefully consider the advantages and disadvantages of the Proposals based on all the relevant and pertinent factors including those set out in this IAL as well as those highlighted by the Board in its letter to the shareholders of Amtel in relation to the Proposals as set out in **Part A** of the Circular before voting on the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption at the forthcoming EGM to be convened for the Proposals.

In arriving at our conclusion and recommendation, we have assessed and evaluated the Proposals holistically in accordance with Schedule 2: Part III of the Rules, taking into consideration the various factors as discussed in this IAL.

In view of the conditionality of the Proposals, we have also evaluated all the components of the Proposals to provide the non-interested Directors and non-interested shareholders of Amtel with a holistic view of the Proposals.

In summary, the potential advantages and disadvantages of the Proposals are as follows:

A) <u>Potential Advantages</u>

1) The Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land to construct a new manufacturing facility for the Motor Vehicle Business to facilitate its business expansion and to provide additional factory space to support the ICT segment and TIS segment’s business activities if need arises in the future. The Proposed Acquisition also allows the Group to gain full control over its manufacturing facility for the Motor Vehicle Business to cater for evolving business needs while mitigating the risk of operational disruptions such as termination or non-renewal of tenancy.

2) The Proposed Subscription and Proposed Exemption are inter-conditional. As such voting in favour of the Proposed Exemption facilitates the implementation of the Proposed Subscription, which in turn will allow Amtel Group to reap the potential benefits arising from the Proposed Subscription as follows:

   (i) The Proposed Subscription will allow the Group to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business.

   (ii) The Proposed Subscription will allow the Company to raise funds expediently with a degree of certainty as the Company has already secured the commitment of its Interested Director, namely Chester Koid, for the Proposed Subscription.

   (iii) The Proposed Subscription is expected to improve the financial position of the Group as the proforma NA of Amtel Group will increase from RM82.35 million (as at 30 November 2025) to RM96.00 million (under Minimum Scenario) and RM97.86 million (under Maximum Scenario) upon completion of the Proposed Subscription due to the increase in share capital arising from the Proposed Subscription.

3) The Proposed Diversification will allow the Group to expand its Motor Vehicle Business to generate additional income stream for the Group. Moving forward, the Group’s ICT segment will remain as the primary revenue contributor whilst the TIS segment and Motor Vehicle Business will provide additional income stream to the Group.

B) Potential Disadvantages

1) Upon completion of the Proposed Subscription, the Proposed Exemption will allow:

   (i) the individual shareholdings of Chester Koid to increase from 7.51% (as at the LPD) to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) without being required to undertake a MO; and

   (ii) the collective shareholdings of Chester Koid and his PACs in Amtel to increase from 25.44% (as at the LPD) to 49.33% (under Minimum Scenario) and 48.34% (under Maximum Scenario) without being required to undertake a MO.

2) The Proposed Subscription will result in the dilution effects as follows:

   (i) The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 50.67% (under Minimum Scenario) and 51.66% (under Maximum Scenario) upon completion of the Proposed Subscription;

   (ii) the proforma NA per Amtel Share will decrease from RM0.86 (as at 30 November 2025) to RM0.68 (under Minimum Scenario and Maximum Scenario) upon completion of the Proposed Subscription, which is mainly due to the dilution effects arising from the issuance of Subscription Shares; and

   (iii) the proforma EPS will decrease from RM0.0545 (as at 30 November 2025) to RM0.0285 (under Minimum Scenario) and RM0.0279 (under Maximum Scenario) upon completion of the Proposed Subscription, which is mainly due to the dilution effects arising from the issuance of Subscription Shares.

While we note that the Proposed Subscription and Proposed Exemption is not conditional upon the Proposed Acquisition, in the event that the Proposed Exemption is approved by the non-interested shareholders of Amtel and granted by the SC, the Proposed Subscription will be implemented and Amtel will be able to utilise the proceeds from the Proposed Subscription to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business.

In evaluating whether the Equity Funding Scenario is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario, non-interested shareholders of Amtel should consider our assessment in **Section 8.2(iii)** of this IAL. Notwithstanding that the Proposed Subscription (ie. Equity Funding Scenario) would result in a lower proforma NA per Share and EPS and a higher proforma WACC as compared to the Debt Funding Scenario, we are of the view that the Proposed Subscription is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario due to the following:

(a) The Equity Funding Scenario would result in a lower proforma gearing ratio of 0.09 times as compared to 0.28 times and 0.27 times (under the minimum and maximum scenario of Debt Funding Scenario). The lower proforma gearing will improve the financial position of Amtel Group and will allow the Group to have flexibility in sourcing for funding alternatives in the future, if required;

(b) The Equity Funding Scenario would result in a higher proforma NA as at 31 May 2026 of RM99.25 million and RM101.10 million (under the Minimum Scenario and Maximum Scenario) as compared to RM84.40 million and RM86.25 million (under the minimum and maximum scenario of Debt Funding Scenario). The higher proforma NA will put the Group in a better capitalised and stronger financial position; and

(c) The Equity Funding Scenario would result in a lower annual interest expenses obligation of RM0.35 million per annum as compared to RM1.00 million per annum (under the Debt Funding Scenario) thereby resulting in a lower annual cash outflow and less impact on the Group's earnings moving forward.

After taking into consideration the advantages and disadvantages of the Proposals, we are of the view that the advantages of the Proposals outweigh its disadvantages. Therefore, we are of the view that the Proposals as a whole are **FAIR and REASONABLE** to the non-interested Directors and non-interested shareholders of Amtel.

Accordingly, we:-

(i) advise the non-interested Directors to recommend the non-interested shareholders of Amtel to **VOTE IN FAVOUR** of the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption to be tabled at Amtel's forthcoming EGM in relation to the Proposals; and

(ii) recommend that the non-interested shareholders of Amtel to **VOTE IN FAVOUR** of the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption to be tabled at Amtel's forthcoming EGM in relation to the Proposals.

YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL AND THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSALS AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE ORDINARY RESOLUTIONS IN RESPECT OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION TO BE TABLED AT THE FORTHCOMING EGM IN RELATION TO THE PROPOSALS.

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Date: 14 September 2026

To: The non-interested shareholders of Amtel Holdings Berhad

Dear Sir / Madam,

AMTEL HOLDINGS BERHAD ("AMTEL" OR THE "COMPANY")

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION

This IAL is prepared for inclusion in the Circular to the shareholders of Amtel. All definitions used in this IAL shall have the same meaning as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to "we", "us" or "our" in this IAL are references to BDOCC, being the Independent Adviser for the Proposed Acquisition and Proposed Exemption.

1. INTRODUCTION

On 26 May 2026, CGS MY had, on behalf of the Board, announced that the Company proposed to undertake the following:

(i) Proposed Acquisition;
(ii) Proposed Subscription;
(iii) Proposed Exemption; and
(iv) Proposed Diversification

The Proposed Acquisition is deemed to be a related party transaction pursuant to paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Directors and Interested Major Shareholders as set out in **Section 12, Part A** of the Circular.

The conditionality of the Proposals are summarised as follows:

(i) the Proposed Acquisition is not conditional upon the Proposed Subscription and Proposed Exemption;
(ii) the Proposed Subscription and Proposed Exemption are conditional upon the Proposed Acquisition;
(iii) the Proposed Subscription and Proposed Exemption are inter-conditional upon each other;
(iv) the Proposed Acquisition, Proposed Subscription and Proposed Exemption are conditional upon the Proposed Diversification; and
(v) the Proposed Diversification is not conditional upon the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

As at the LPD, Amtel has a total issued share capital 95,432,857 Amtel Shares (excluding 2,852,900 treasury shares). In addition, the Company had on 3 October 2022, established a LTIP which comprises the employees shares option scheme and the share grant plan. As at the LPD, the Company has not granted any options or Amtel Shares and Amtel does not intend to grant any options or Amtel Shares prior to the completion of the Proposed Subscription.

As at the LPD, Chester Koid and his PACs hold a total of 24,276,980 Amtel Shares representing 25.44% shareholding in Amtel.

Pursuant to the Proposed Subscription, a MO obligation will be triggered in the following manner:

(i) Under the Minimum Scenario,

(a) the individual shareholding of Chester Koid in Amtel will increase from 7.51% (as at the LPD) to 37.15% (upon completion of the Proposed Subscription). As the individual shareholding of Chester Koid in Amtel will increase to more than 33%, Chester Koid will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA; and

(b) the collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription). As the collective shareholdings of Chester Koid and his PACs in Amtel will increase to more than 33%, Chester Koid and his PACs will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

(ii) Under the Maximum Scenario,

(a) the individual shareholding of Chester Koid in Amtel will increase from 7.51% (as at the LPD) to 36.41% (upon completion of the Proposed Subscription). As the individual shareholding of Chester Koid in Amtel will increase to more than 33%, Chester Koid will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA; and

(b) the collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription). As the collective shareholdings of Chester Koid and his PACs in Amtel will increase to more than 33%, Chester Koid and his PACs will trigger a MO obligation under subparagraph 4.01(a) of the Rules and subsection 218(2) of the CMSA.

As it is not the intention of Chester Koid and his PACs to undertake the MO as mentioned above, they intend to seek for the Proposed Exemption under subparagraph 4.08(1)(b) of the Rules from the obligation to undertake a MO upon the completion of the Proposed Subscription. An application for the Proposed Exemption will be submitted to the SC by CGS MY on behalf of Chester Koid and his PACs after approval of the non-interested shareholders of Amtel for the Proposed Exemption has been obtained at the forthcoming EGM to be convened for the Proposals.

In compliance with the Listing Requirements and the Rules, the Board (save for the Interested Directors) had on 26 May 2026 appointed us to act as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of Amtel on the Proposed Acquisition pursuant to paragraph 10.08 of the Listing Requirements and Proposed Exemption pursuant to subparagraph 4.08(3)(g) of the Rules. In view of the conditionality of the Proposals as mentioned above, we have also provided our views in relation to the Proposed Subscription and Proposed Diversification.

In view of the interests of the Interested Directors in the Proposed Acquisition, Proposed Subscription and Proposed Exemption as set out in **Section 12, Part A** of the Circular, the Interested Directors have abstained and will continue to abstain from all Board deliberations and voting pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

Pursuant to paragraph 3.07 of the Rules, we had on 28 May 2026 declared our independence from any conflict of interest or potential conflict of interest to the SC in relation to our appointment as Independent Adviser for the Proposed Exemption.

Pursuant to subparagraph 4.08(3)(g) of the Rules, the SC had, vide its letter dated 4 September 2026, notified it has no further comments to the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with our recommendation or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the fairness and reasonableness of the Proposals on a holistic basis, together with our recommendation on whether you should vote in favour of the ordinary resolutions pertaining to Proposed Acquisition and Proposed Exemption, subject to the scope and limitations specified herein. Nevertheless, you should rely on your own evaluation of the merits and demerits of the Proposed Acquisition and Proposed Exemption before making any decision on the course of action to be taken at Amtel's forthcoming EGM to be convened for the Proposals.

THIS IAL IS PREPARED SOLELY FOR YOU TO CONSIDER THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION AND SHOULD NOT BE USED OR RELIED UPON BY ANY OTHER PARTY OR FOR ANY OTHER PURPOSE WHATSOEVER.

YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL AND THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSALS AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH LETTERS BEFORE VOTING ON THE ORDINARY RESOLUTIONS IN RESPECT OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION TO BE TABLED AT THE FORTHCOMING EGM IN RELATION TO THE PROPOSALS.

IF YOU HAVE ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN IN RELATION TO THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT, BANK MANAGER OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. SCOPE AND LIMITATIONS OF OUR EVALUATION OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION

BDOCC was not involved in the formulation of the Proposed Acquisition and Proposed Exemption and/or any deliberations and negotiations pertaining to the terms and conditions of the Proposed Acquisition and Proposed Exemption. BDOCC's terms of reference as an Independent Adviser are limited to expressing an independent evaluation of the Proposed Acquisition and Proposed Exemption which is based on the information provided to us or which are available to us, including but not limited to the following:

(i) the information contained in **Part A** of the Circular and the appendices attached thereto;

(ii) the Valuation Certificate and Valuation Report;

(iii) SPA;

(iv) Subscription Agreement;

(v) discussions with and representations by the Board and management of Amtel;

(vi) other relevant information, documents, confirmations and representations furnished to us by the Board and/or the management of Amtel such as details of the factory building located in Gurun, Kedah; and

(vii) Other publicly available information which we deemed to be relevant, including but not limited to announcements, annual reports as well as audited and unaudited consolidated financial statements of Amtel.

We have relied on the Board and management of Amtel to take due care to ensure that all information, documents, confirmation and representations provided to us to facilitate our evaluation and which have been used, referred to and/or relied upon in this IAL have been fully disclosed to us and are accurate, valid and complete in all material aspects.

After making all reasonable enquiries, as at the date of this IAL, we are satisfied with the sufficiency of information provided or available to us and have no reason to believe that the aforementioned information available to us is unreliable, incomplete, misleading and/or inaccurate.

In rendering our advice, we have taken note of the pertinent matters, which we believe are necessary and of importance to an assessment of the implications of the Proposed Acquisition and Proposed Exemption and therefore are of general concern to the non-interested Directors and non-interested shareholders of Amtel to consider and form their views thereon.

Notwithstanding the foregoing, we have not given consideration to any specific investment objectives, financial situation, risk profile or particular needs of any individual non-interested shareholder of Amtel or any specific group of non-interested shareholders of Amtel. We recommend that any non-interested shareholders of Amtel who is/are in doubt as to the action to be taken in relation to the Proposals in the context of his individual investment objectives, financial situation, risk profile or particular needs to consult his respective stockbroker, bank manager, accountant, solicitor or other professional advisers immediately.

Our advice should be considered in the context of the entirety of this IAL. Our views expressed in this IAL are based on, amongst others, economic, market and other conditions prevailing, and the information and/or documents available to us as at the LPD or such other period as specified herein. Such conditions may change significantly over a short period of time. In addition, it should be noted that our evaluation and opinion expressed in this IAL do not take into account information, events or conditions arising after the LPD or such other period as specified herein, as the case may be.

We shall immediately disclose to the SC in writing and notify you by way of press notice and announcement through Bursa Securities if, after despatching this IAL, as guided by subparagraph 11.07(1) of the Rules, we become aware that this IAL:

(i) contains a material statement which is false or misleading;

(ii) contains a statement from which there is a material omission; or

(iii) does not contain a statement relating to a material development.

If circumstances require, we shall send a supplementary IAL to the non-interested shareholders of Amtel in accordance with subparagraph 11.07(2) of the Rules and the disclosures and announcements of such facts or statements shall be made before 9 a.m. on the next market day, pursuant to subparagraph 11.07(3) of the Rules.

3. DECLARATION OF CONFLICT OF INTEREST

BDOCC confirms that it is not aware of any existing conflict of interest or any circumstances which would or are likely to give rise to a possible conflict of interest by virtue of BDOCC's appointment as the Independent Adviser in respect of the Proposed Acquisition and Proposed Exemption.

BDOCC did not have any other professional relationship with Amtel at any time during the past two (2) years prior to the date of this IAL.

4. CREDENTIALS, EXPERIENCE AND EXPERTISE OF BDOCC

BDOCC is a corporate advisory firm in Malaysia with a corporate finance advisory team which provides an extensive range of services to both the corporate and financial sectors as well as the investment community. The areas of expertise include valuation services, capital market transactions and mergers and acquisitions.

The credentials and experience of BDOCC as an Independent Adviser, where we have been appointed in the past two (2) years prior to the date of this IAL, include the following proposals:

(i) Appointment by Chin Hin Group Property Berhad ("**CHGP**") as the independent adviser for the proposed disposal of 4 levels of office space with 200 car parking bays and a rooftop retail unit with accessorised rooftop open area within an ongoing high-rise office tower development known as Solarvest Tower by BK Alliance Sdn Bhd, a wholly-owned subsidiary of BKG Development Sdn Bhd (**"BKGD"**), which in turn a wholly-owned subsidiary of CHGP, to Solarvest Energy Sdn Bhd for a total cash consideration of RM48.73 million. Our independent advice letter was issued on 10 September 2024;

(ii) Appointment by CHGP as the independent adviser for the disposal of Chin Hin Construction Engineering Sdn Bhd and Kayangan Kemas Sdn Bhd by CHGP for a total cash consideration of RM110.00 million which involves the interest of related parties. Our independent advice letter was issued on 8 November 2024;

(iii) Appointment by CHGP as the independent adviser for the joint ventures between BKGD (a wholly-owned subsidiary of CHGP) and Fiamma Holdings Berhad (**"FHB"**) to jointly develop 2 pieces of land which involves the interest of related parties. Our independent advice letter was issued on 28 January 2025;

(iv) Appointment by KPJ Healthcare Berhad as the independent adviser in relation to the proposed sale and leaseback of specialist medical centres and proposed lease renewal involving the interest of related parties. Our independent advice letter was issued on 4 June 2025;

(v) Appointment by Pinehill Pacific Berhad as the independent adviser in relation to the proposed selective capital reduction and repayment exercise and proposed variation to the utilisation of proceeds from the disposal of plantation lands. Our independent advice letter was issued on 26 November 2025;

(vi) Appointment by NCT Alliance Berhad in relation to the proposed acquisition of the entire equity interest in NCT World Sdn Bhd from related parties for a purchase consideration of up to RM490.26 million and proposed settlement of advances of RM50.00 million extended by NCT Venture Corporation Sdn Bhd to NCT World Sdn Bhd and its subsidiaries. Our independent advice letter was issued on 9 December 2025;

(vii) Appointment by Seni Jaya Corporation Berhad in relation to the proposed acquisition of the entire equity interest in Unilink Outdoor Sdn Bhd from Ong Kah Hoe and Ong Kah Wee for a purchase consideration of RM39.50 million which involves the interest of related parties. Our independent advice letter was issued on 30 January 2026;

(viii) Appointment by CHGP as the independent adviser for the joint venture between BKGD (a wholly-owned subsidiary of CHGP) and FHB to jointly develop 1 piece of land which involves the interest of related parties. Our independent advice letter was issued on 16 April 2026;

(ix) Appointment by SCGM Bhd ("**SCGM**") as the independent adviser for the proposed acquisition of the entire equity interest in Eramas Global Group Sdn Bhd from 7 individual vendors for a total purchase consideration of RM207.94 million which are fully satisfied through the issuance of new SCGM shares and proposed exemptions by the 7 individual vendors and persons acting in concert with them from the obligation to undertake mandatory offers for all the remaining shares in SCGM not already owned by them. Our independent advice letter was issued on 29 June 2026;

(x) Appointment by Maybulk Berhad as the independent adviser for the proposed disposal of parcels of land by MBC Logistic Hub Sdn Bhd to WG Malaysia VIII Sdn Bhd for a cash consideration of RM278,049,310 involving the interest of related parties. Our independent advice letter was issued on 3 July 2026; and

(xi) Appointment by CHGP as the independent adviser for the proposed acquisition of a single-storey detached factory, 3-storey office and double-story detached factory building erected on a leasehold industrial land, by Boon Koon Capital Sdn Bhd, a wholly-owned subsidiary of BKGD from Signature Cabinet Sdn Bhd for a total cash consideration of RM66.00 million. Our independent advice letter was issued on 24 July 2026.

Premised on the foregoing, BDOCC is capable and competent in carrying out its role and responsibilities as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of Amtel in relation to the Proposed Acquisition and Proposed Exemption.

5. DETAILS OF THE PROPOSALS

The details of the Proposals are set out in the following sections in **Part A** of the Circular and should be read in its entirety by the non-interested Directors and non-interested shareholders of Amtel:

Proposals		Reference to Part A of the Circular
(i)	Proposed Acquisition	Section 2.1
(ii)	Proposed Subscription	Section 2.2
(iii)	Proposed Exemption	Section 2.3
(iv)	Proposed Diversification	Section 2.4

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

The interests of the directors, major shareholders and/or persons connected with them (together with their course of actions in relation to the Proposed Acquisition and Proposed Exemption) are set out in **Section 12, Part A** of the Circular.

Save for those disclosed in **Section 12, Part A** of the Circular, none of the Directors, Major Shareholders, chief executive of the Company and/or persons connected with them have any interests, direct or indirect, in the Proposed Acquisition, Proposed Subscription, Proposed Exemption and Proposed Diversification

7. EVALUATION OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION

In arriving at our conclusion and recommendation, we have assessed and evaluated the fairness and reasonableness of the Proposed Exemption on a holistic basis in accordance with paragraphs 8 to 10 under Schedule 2: Part III of the Rules where:

(i) In evaluating exemptions from mandatory offer obligations resulting from transactions involving the issuance of new securities or when a company purchases its own voting shares, a holistic approach should be taken in assessing whether the exemption is fair and reasonable and whether non-interested shareholders should vote for or against the exemption.

(ii) The independent adviser should discuss the purpose and effect of the exemption, that is, the substance of the transaction, particularly when the proposed exemption involves transactions that will result in the obtaining or consolidation of control. In such cases, the independent adviser should identify the advantages and disadvantages of the exemption to non-interested shareholders to enable them to decide on the proposed exemption. The independent adviser should also conclude whether the proposed exemption is 'fair and reasonable'.

(iii) Benefits of the exemption to the non-interested shareholders may include, but are not limited to, the following:

   (a) Long-term profit outlook of the offeree with the injection of additional capital;

   (b) Improved gearing of the offeree as a result of any reduction in debt;

   (c) Improved cashflow of the offeree as a result of the injection of working capital; or

   (d) Advantages of raising funds through equity as compared to other alternative financing avenues.

Accordingly, we have also considered the following factors in our evaluation of the Proposed Acquisition and Proposed Exemption:

		Section in this IAL
(i)	Rationale of the Proposals	8
(ii)	Basis and justification of the Purchase Price	9
(iii)	Evaluation of the Issue Price of the Subscription Shares	10
(iv)	Salient terms of the SPA	11
(v)	Salient terms of the Subscription Agreement	12
(vi)	Effects of the Proposals	13
(vii)	Industry overview and prospects	14
(viii)	Risk factors in relation to the Proposals	15
(ix)	Implications arising from the voting outcome of the Proposed Exemption	16

8. RATIONALE OF THE PROPOSALS

8.1 Rationale of the Proposed Acquisition

We take cognisance of the rationale of the Proposed Acquisition as outlined in **Section 3.1, Part A** of the Circular.

We noted from **Section 3.1, Part A** of the Circular that the Proposed Acquisition is undertaken to facilitate the construction of a factory for the Motor Vehicle Business. Currently, the Group operates its manufacturing facilities for the Motor Vehicle Business from a rented factory in Gurun, Kedah, and the Group has been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities. Upon completion of the Proposed Acquisition, the Company intends to construct a new factory on the Land and relocate its existing manufacturing facilities for the Motor Vehicle Business after the factory is built. This is also expected to cater for higher order volumes while reducing the Group's reliance on the sub-assembly contractors.

Our comments:

(i) The Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land to be used for the expansion of the Motor Vehicle Business with the aim of generating additional income stream for the Group

Amtel is principally involved in investment holding. As at the LPD, the main business segments of the Group comprise the following:

1) ICT segment – Research and development of hardware, software applications and its related services, manufacturing, assembling, installation of motor vehicles and sale of telematics and navigation products, electronics telecommunication and automotive related products and provision of services related to maintenance, repair, repurposing and recycling of batteries and energy storage systems, including those used in electric vehicles;

   Note: For information purposes, the products in the ICT segment mainly comprises automotive related hardware solutions such as digital video recorders, built-in toll readers and multimedia displays, as well as software solutions such as telematics services (i.e. Global Positioning System (GPS) tracking and navigation systems). These products are mainly supplied to the automotive industry.

2) TIS segment – Installation, jointing and testing of utilities, telecommunication and fibre optic cables and associated civil works and provision of landscaping, cleaning, maintenance work and related services; and

3) Others – Comprise investment holding, property investment and provision of management services which are incidental to the activities of the Group, and trading business.

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The segmental revenue of Amtel Group for the audited FYE 30 November 2023 to 2025 and the unaudited 6-month FPE 31 May 2026 are summarised as follows:

Revenue	< ---------------- Audited -------------- >						Unaudited	
	FYE 30 November		FYE 30 November		FYE 30 November		6-month FPE 31 May	
	2023		2024		2025		2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
ICT	60,543	84.47	60,814	84.77	62,782[(1)]	89.85	34,540[(1)]	93.01
TIS	12,261	17.11	13,098	18.26	8,845	12.66	3,798	10.23
Others	3,813	5.32	3,655	5.10	3,942	5.64	6,043	16.27
	76,617	106.90	77,567	108.13	75,569	108.15	44,381	119.51
Eliminations[(2)]	(4,948)	(6.90)	(5,830)	(8.13)	(5,698)	(8.15)	(7,245)	(19.51)
Total	**71,669**	**100.00**	**71,737**	**100.00**	**69,871**	**100.00**	**37,136**	**100.00**

Notes:

(1) Amtel had on 2 July 2025 announced that it had via its wholly-owned subsidiary, AMCSB, ventured into the Motor Vehicle Business. Revenue in ICT segment includes revenue generated from the Motor Vehicle Business which amounts to RM1.60 million for the FYE 30 November 2025 and RM3.73 million for the 6-month FPE 31 May 2026 respectively.

(2) The inter-segment eliminations are in relation to transactions between segments which are eliminated on consolidation.

Based on the table above, we noted that the ICT segment have been the major revenue contributor to Amtel Group for the past 3 financial years. While we noted that the ICT segment has recorded marginal growth in its revenue for the past 3 financial years from RM60.54 million in FYE 2023 to RM62.78 million in FYE 2025, the TIS segment has been on a declining trend with its revenue decreasing from RM12.26 million in FYE 2023 to RM8.85 million in FYE 2025. The marginal growth in revenue of the ICT segment in the past 3 financial years was mainly due to the lack of introduction of new car models from the Group's customers that are using the Group's products while the decrease in revenue for the TIS segment in the past 3 financial years was mainly due to the completion of certain civil infrastructure projects and reduced sales activity during the financial years under review. The marginal growth in ICT segment and the drop in revenue of TIS segment in the past 3 financial years has caused the slight decrease in the Group's total revenue from RM71.67 million in FYE 2023 to RM69.87 million in FYE 2025.

In view that the Group's total revenue has been relatively stagnant in the past 3 financial years and hovering between the range of RM70 million to RM72 million, we noted that the management of Amtel has been actively seeking for new business opportunities to increase its revenue and earnings to improve the financial performance of the Group. As such, Amtel had on 2 July 2025 announced that it had via its wholly-owned subsidiary, AMCSB, ventured into the Motor Vehicle Business to generate additional income stream for the Group.

As set out in **Section 2.4, Part A** of the Circular, the Motor Vehicle Business involves the manufacturing and assembly of motor vehicles using components sourced locally and from foreign suppliers, primarily from China, integrating key systems, and ensuring compliance with relevant safety and quality standards. The Group currently focuses on manufacturing and assembly of low-speed vehicles, such as golf carts, designed for recreational, residential, industrial and institutional use.

As at the LPD, we noted that the Group is currently operating its Motor Vehicle Business in a rented factory building located in Gurun, Kedah. The Group also has been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities. As the Group intends to expand its Motor Vehicle Business to generate more income for the Group, the Group has been actively looking to acquire a piece of vacant land to construct a factory for manufacturing and assembly of motor vehicles. Upon completion of the Proposed Acquisition, the Group intends to relocate its existing Motor Vehicle Business from the factory in Gurun, Kedah, to the new manufacturing facility to be constructed on the Land.

In this regard, the Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land which is located along Lebuhraya Behrang Stesen–Tanjung Malim in the Muallim District of Perak.

While we note that the Group's decision to deploy capital to undertake the Proposed Acquisition and Proposed Diversification will involve capital commitments to the Group (as explained in **Section 2.1.7, Part A** of the Circular), we are of the view that it is reasonable for the Group to deploy capital in the Motor Vehicle Business as compared to conserving cash reserves to further grow the ICT and TIS segments as the total revenue generated from the Existing Business have been relatively stagnant in the past 3 years.

Upon successful implementation of the Proposals, the Group will be able to construct a new manufacturing facility to boost the production capacity of the Motor Vehicle Business. As set out in **Section 2.4, Part A** of the Circular, the Motor Vehicle Business currently has a maximum production capacity of up to 80 units per month and operates at an average utilisation rate of approximately 43% and reached its peak utilisation rate of approximately 85% in the month of August 2026. The new factory is expected to provide additional production capacity of up to 800 units per month to allow the Group to cater for higher order volumes and generate more revenue to the Group. While there is 10-fold increase in the production capacity (ie from 80 units per month to 800 units per month), we noted from the management of Amtel that based on the existing production orders and estimated production orders from the Group's existing customers for the next 2 years (ie. FYE 2027 and FYE 2028), the Group is expected to utilise between 60-70% of its production capacity of 800 units per month by FYE 2028. We also noted from the management of Amtel that the remaining unused production capacity is for the Group to cater for orders from new customers which the Group is currently working to secure. Based on the above, we are of the view that the increase in production capacity of 80 units per month to 800 units per month is reasonable for the Group.

It should also be noted that the implementation of the Proposals is a commercial decision undertaken by the Group after taking into consideration the Group's stagnant revenue growth in the past 3 years, the industry outlook of the Golf Cart Industry in the USA and Malaysia and the risk and rewards associated with the diversification into the Motor Vehicle Business.

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(ii) **The Proposed Acquisition allows the Group to house a new manufacturing facility for the Motor Vehicle Business and provide additional factory space to support the ICT segment and TIS segment's business activities if need arises in the future**

As at the LPD, we noted that the Group's business activities are carried out in the following location:

	Business activities	Status	Location	Built-up area (sq ft)
1)	Business activities for ICT, TIS and other business segments	Own property	4 storey office cum factory building in Hicom-Glenmarie Industrial Park, Shah Alam, Selangor ("**Wisma Amtel**")	50,831
2)	Business activities for Motor Vehicle Business	Rented	Single storey factory building in Gurun, Kedah	3,240

Based on the above, we noted the Group is currently operating its Motor Vehicle Business in a rented factory building in Gurun, Kedah, with a built-up area of approximately 3,240 sq ft. The current built-up area of rented factory building is insufficient for the Group to cater for its planned business expansion of the Motor Vehicle business. Further, due to the shortage of factory space, the Group has also been engaging sub-assembly contractors to undertake certain sub-assembly works and provide additional storage facilities.

As such, the Proposed Acquisition represents an opportunity for the Group to house a new manufacturing facility with a larger factory space to be constructed on the Land which is measuring approximately 839,183 sq ft. Accordingly, the Group intends to relocate its existing factory in Gurun, Kedah, to this new manufacturing facility. Upon completion of the relocation, the Group intends to terminate the existing tenancy of the factory building in Gurun, Kedah, and reduce the Group's reliance on the third party sub-assembly contractors.

As set out in **Section 2.1.7, Part A** of the Circular, we noted that the Group intends to construct a two (2)-storey factory comprising production, warehouse and office facilities as its first phase development of the Land to be used for the Motor Vehicle Business ("**Phase I**") with an estimated total built-up area of approximately 200,000 sq ft upon completion. The Group also has intention to use part of the Land to provide additional factory space to support the ICT segment and TIS segment's business activities if need arises in the future. This would bode well for the Group as the existing Wisma Amtel currently does not have sufficient space to support more business activities when need arises. For information purposes, since the Group's acquisition of Wisma Amtel in 2020, the Group has been operating all its business activities (save for Motor Vehicle Business) in Wisma Amtel.

We noted from the management of Amtel that the exact factory area designated for future expansion of ICT and TIS business segments on the Land is still uncertain at this juncture and management of Amtel expects that there will be excess land area that will be unutilised and will be reserved for the Group's future expansion plans and/or any other new businesses to be ventured into/ acquired by the Group.

While we note that the size of the Land subject to the Proposed Acquisition currently exceeds the current operational needs of the Group, we are of the view that it is reasonable for the Group to make a commercial decision based on a long-term business strategy to acquire a sizable land to cater for the expansion of the Motor Vehicle Business and future expansion of ICT and TIS business segments as well as reserve a portion of the Land for future expansion plans. Furthermore, the cost of maintenance of the unoccupied portion of the Land is expected to be minimal as the Land is a piece of vacant land.

(iii) **The Proposed Acquisition allows the Group to have full control over its operating premises for the Motor Vehicle Business and minimise business uncertainties associated with rental termination or non-renewal**

As set out in **Section 2.4, Part A** of the Circular, the Group is currently operating the Motor Vehicle Business in a rented factory building in Gurun, Kedah. The tenancy period for this property is 2 years and is expiring on 15 June 2027 with an option to extend for 1 year. As the Group intends to expand its Motor Vehicle Business, the Group intends to relocate its Motor Vehicle Business from its rented factory in Gurun, Kedah, to a self-owned property to minimise business uncertainties.

Accordingly, the Proposed Acquisition will enable the Group to have full control over its manufacturing facility for the Motor Vehicle Business to cater for evolving business needs while mitigating the risk of operational disruptions such as termination or non-renewal of tenancy. This flexibility of the Group to utilise its own property without restrictions aligns with the Group's long-term business plan, enabling it to respond effectively to changing market conditions and operational requirements while ensuring greater stability and sustainability in its operations.

Based on the above, we are of the view that there are merits for the Proposed Acquisition.

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8.2 Rationale of the Proposed Subscription

We take cognisance of the rationale of the Proposed Subscription as outlined in **Section 3.2, Part A** of the Circular.

Our comments:

(i) The Proposed Subscription will allow the Group to replenish internally generated funds used for the Proposed Acquisition and improve the proforma NA of the Group

We noted from **Section 2.1.8, Part A** of the Circular that the Group intends to fund the Purchase Price of RM23.00 million via internally generated funds of RM15.00 million and bank borrowings of RM8.00 million. The final mix of internally generated funds and bank borrowings remain subject to the Group's cash flow position, funding requirements and the availability of financing facilities. For information purposes, as at 31 May 2026, the Group's cash and bank balances stood at approximately RM21.06 million, of which approximately RM4.20 million was deposited with licensed banks. In addition, the Group held other investments amounting to approximately RM18.69 million, consisting of fixed income funds, quoted equity securities and transferable club memberships.

We also noted that the entire proceeds to be raised from the Proposed Subscription amounting to RM14.85 million is intended to be utilised by the Group to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business.

Non-interested shareholders of Amtel should take note that other than the cost to fund the Proposed Acquisition, the Group is expected to incur capital expenditure for the construction of Phase I of the manufacturing facility on the Land which is estimated to be RM40.00 million. However, as set out in **Section 2.1.7, Part A** of the Circular, the total construction cost for Phase I is estimated based on the Group's past experience and consultation with external relevant professionals on the proposed factory building plan. The estimated construction cost may vary depending on renovation and fit-out requirements and furnishing expenses and other factors beyond the Company's control. We further noted from the management of Amtel that the Group intends to fund the construction cost of the factory via internally generated funds and/or bank borrowings.

Notwithstanding the above, non-interested shareholders of Amtel should also take note that the Proposed Subscription will result in an immediate dilution to their shareholdings, which may have a negative impact on the share price of Amtel due to diluted EPS. However, it should be noted that the performance of Amtel's share price moving forward is dependent on various factors such as profitability of the Group, performance of the respective business segments and the Motor Vehicle Business, general market sentiment, liquidity and other macroeconomic factors that may affect the performance of Amtel Group.

Further, the Proposed Subscription is also expected to improve the financial position of the Group as the proforma NA of Amtel Group will increase from RM82.35 million (as at 30 November 2025) to RM96.00 million (under Minimum Scenario) and RM97.86 million (under Maximum Scenario) upon completion of the Proposed Subscription due to the increase in share capital arising from the Proposed Subscription.

(ii) The Proposed Subscription will provide a certain and expedient fund-raising avenue for the Group

The Proposed Subscription will allow the Company to raise funds expediently with a degree of certainty as the Company has already secured the commitment of its Interested Director, namely Chester Koid, for the Proposed Subscription.

A rights issue as an alternative fund-raising proposal is a more time consuming and less cost-effective process, in view that additional time and costs may be incurred to prepare and issue an abridged prospectus to shareholders and to implement the rights issue. In addition, there is also no certainty that a rights issue will be able to raise the required funds as the level of funds to be raised will depend on the subscription rate by the entitled shareholders and/or their renounce(s).

(iii) The Proposed Subscription is an appropriate avenue of fundraising for the Group

In assessing whether the Proposed Subscription is an appropriate avenue of fundraising for Amtel Group, we have considered the effects of the proforma gearing and WACC of Amtel Group based on the following three (3) scenarios:

Existing Scenario	Based on the Group's existing capital structure as at 31 May 2026 which is the latest available unaudited quarterly report of Amtel Group.
Equity Funding Scenario (ie. Proposed Subscription)	Based on the Group's proforma capital structure as at 31 May 2026 (under Minimum Scenario and Maximum Scenario) and assuming the following: (i) the Group utilises internally generated funds of RM15.00 million and bank borrowings of RM8.00 million to fully fund the Purchase Price of RM23.00 million; and (ii) the Group implements the Proposed Subscription to raise RM14.85 million to replenish its internally generated funds.
Debt Funding Scenario	Based on the Group's proforma capital structure as at 31 May 2026 (under Minimum Scenario and Maximum Scenario) and assuming the following: (i) the Group implements the Proposed Acquisition and Proposed Diversification; (ii) the Proposed Subscription and Proposed Exemption are not undertaken; and (iii) the Group utilises bank borrowings amounting to RM22.85 million and internally generated funds amounting to RM0.15 million to fund the Purchase Price of RM23.00 million.

Gearing Ratio Analysis

The comparison of the proforma gearing ratio between the Existing Scenario, Equity Funding Scenario and the Debt Funding Scenario are illustrated in the table below:

Amtel Group	Existing Scenario	< ---------------- Proforma ------------------ >			
		Equity Funding Scenario		Debt Funding Scenario	
		Minimum Scenario	Maximum Scenario	Minimum Scenario	Maximum Scenario
Total borrowings (RM' million)	0.83	8.83	8.83	23.68	23.68
Total equity (RM' million)	85.60	99.25	101.10	84.40	86.25
Gearing ratio (times)	0.01	0.09	0.09	0.28	0.27

Based on the above, we noted that the proforma gearing ratio under the Debt Funding Scenario of 0.28 times (under Minimum Scenario) and 0.27 times (under Maximum Scenario) is higher as compared to the Equity Funding Scenario of 0.09 times (under Minimum Scenario and Maximum Scenario).

WACC Analysis

The WACC is the minimum required rate of return that all capital providers (shareholders and lenders) should demand from a cash flow stream generated by the business, given the riskiness of the cash flows. WACC is computed by summing up the cost of each capital component (equity or debt) multiplied by its proportional weight. Accordingly, we have compared the proforma effects of Amtel Group's WACC based on the Existing Scenario, Equity Funding Scenario and Debt Funding Scenario.

The proforma WACC of the Group is derived as follows:

$$\text{WACC} = \frac{E}{D + E}(K_e) + \frac{D}{D + E}(K_d)(1 - t)$$

Where:

E - Market value of Amtel's equity[(1)]

D - Market value of Amtel's debt[(2)]

K_e - Cost of equity[(3)]

K_d - Pre-tax cost of debt of Amtel Group's borrowings, computed based on the effective annual interest rate of 5.76% as at 31 May 2026.

t - Corporate tax rate, which is based on the latest Malaysian statutory tax rate of 24%

Notes:

(1) Market value of Amtel's equity (under Existing Scenario) and proforma market value of Amtel's equity (under Equity Funding Scenario and Debt Funding Scenario) are as follows:

Amtel Group	Existing Scenario (RM' million)	< ---------------- Proforma ------------------ >			
		Equity Funding Scenario		Debt Funding Scenario	
		Minimum Scenario (RM' million)	Maximum Scenario (RM' million)	Minimum Scenario (RM' million)	Maximum Scenario (RM' million)
Market value of Amtel's equity	32.34[(i)]	47.59[(ii)]	48.56[(iii)]	32.34[(i)]	33.31[(iv)]

Notes:

(i) Based on Amtel's market capitalisation as at the LPD, computed based on the 5-day VWAP of Amtel Shares up to and including the LPD of RM0.3389 multiplied by the share capital of Amtel as at the LPD of 95,432,857 Amtel Shares.

(ii) Based on Amtel's market capitalisation as at the LPD, computed based on the 5-day VWAP of Amtel Shares up to and including the LPD of RM0.3389 multiplied by the enlarged share capital of Amtel of 140,432,857 Amtel Shares upon completion of the Proposed Subscription (under Minimum Scenario).

(iii) Based on Amtel's market capitalisation as at the LPD, computed based on the 5-day VWAP of Amtel Shares up to and including the LPD of RM0.3389 multiplied by the enlarged share capital of Amtel of 143,285,757 Amtel Shares upon completion of the Proposed Subscription (under Maximum Scenario).

(iv) Based on Amtel's market capitalisation as at the LPD, computed based on the 5-day VWAP of Amtel Shares up to and including the LPD of RM0.3389 multiplied by the share capital of Amtel as at the LPD of 98,285,757 Amtel Shares.

(2) Market value of Amtel's debt (under Existing Scenario) and proforma market value of Amtel's debt (under the Equity Funding Scenario and Debt Funding Scenario) are as follows:

Amtel Group	Existing Scenario (RM' million)	< ---------------- Proforma ------------------ >			
		Equity Funding Scenario		Debt Funding Scenario	
		Minimum Scenario (RM' million)	Maximum Scenario (RM' million)	Minimum Scenario (RM' million)	Maximum Scenario (RM' million)
Market value of Amtel's debt	0.83[(i)]	8.83[(i)(ii)]	8.83[(i)(ii)]	23.68[(i)(iii)]	23.68[(i)(iii)]

Notes:

(i) Total borrowings of Amtel Group based on the latest unaudited financial statements for the 6-month FPE 31 May 2026.

(ii) Assuming that the Group utilises bank borrowings amounting to RM8.00 million to partly fund the Purchase Price of RM23.00 million under the Equity Funding Scenario.

(iii) Assuming that the Group utilises bank borrowings amounting to RM22.85 million to partly fund the Purchase Price of RM23.00 million under the Debt Funding Scenario.

(3) Cost of equity ("**K_e**") represents the rate of return required by an investor on the cash flow streams generated by the Group given, amongst others, the risks associated with the cash flows. This is derived using the Capital Asset Pricing Model (**"CAPM"**) below:

$$K_e = R_f + \beta(R_m - R_f)$$

K_e : Cost of equity
R_f : Risk-free rate
β : Beta
R_m : Expected market return

Amtel Group	*Existing Scenario*	*< ---------------- Proforma ------------------ >*			
		Equity Funding Scenario		*Debt Funding Scenario*	
		Minimum Scenario	*Maximum Scenario*	*Minimum Scenario*	*Maximum Scenario*
K_e	*7.86%*	*8.28%*	*8.27%*	*9.71%*	*9.65%*

The following parameters were adopted to arrive at Amtel's K_e under the CAPM:

No	*Parameter*	*Description*
1	*Risk-free rate of return ("R_f")*	*Risk free rate of return represents the expected rate of return from a risk-free investment.* *The best available approximation of the risk-free rate of return is the gross yield of 29-year Malaysian Government Securities. We are of the view that the longest tenure Malaysian Government Securities, rather than the shorter tenure Malaysian Government Securities, is appropriate to approximate the R_f on the assumption that Amtel Group is going concern.* *As extracted from the Bank Negara Malaysia website, the said yield is 4.3413% as at the LPD.*
2	*Beta ("**β**")*	*Beta is a measure of systematic risk of a security relative to the equity market portfolio, which is a proxy for a well-diversified portfolio. A beta of more than 1 indicates that the asset is riskier than the market and vice versa.* *We have adopted the average unlevered beta of 0.690 which is derived based on the historical 3-year raw beta of the selected comparable companies of Amtel which are listed on the Bursa Securities as follows:*

Comparable companies of Amtel	Market capitalisation as at the LPD (RM'million)	Unlevered beta as at the LPD (times)
Betamek Berhad	*313.11*	*0.675*
MCE Holdings Berhad	*239.95*	*1.004*
Solid Automotive Berhad	*62.32*	*0.390*
Average		***0.690***
Amtel	*35.31*	*0.267*

(Source: Bloomberg)

The selection criteria that we have applied in identifying comparable companies is on the basis that the revenue contribution from provision of automotive-related software applications and/or automotive accessories represents at least 70% of the total revenue of the respective selected comparable companies.

*The above selection is after taking into consideration that the ICT segment is the major revenue contributor for Amtel Group as further explained in **Section 8.1(i)** of this IAL.*

The unlevered beta is then re-levered based on the capital structure of Amtel for the following scenarios:

Existing Scenario	< -------------- Proforma ------------- >			
	Equity Funding Scenario		Debt Funding Scenario	
	Minimum Scenario-Effects	*Maximum Scenario-Effects*	*Minimum Scenario-Effects*	*Maximum Scenario-Effects*
0.703^	0.787^	0.785^	1.073^	1.062^

<table>
<tr><th>No</th><th>Parameter</th><th>Description</th></tr>
<tr><td></td><td></td><td>
<u>Note:</u>
^ The re-levered beta of Amtel is computed using the formula as follows:

$$Relevered\ beta = Unlevered\ beta\ \times [1 + (1 - t) \times \frac{D}{E}]$$

Where:
<table>
<tr><td>Unlevered beta</td><td>Average unlevered beta of the selected comparable companies of 0.690 as at the LPD</td></tr>
<tr><td>t</td><td>Corporate tax rate, which is based on the latest Malaysian statutory tax rate of 24%</td></tr>
<tr><td>D</td><td>Market value of Amtel's debt:
<table>
<tr><th></th><th>RM'million</th></tr>
<tr><td>Existing Scenario</td><td>0.83</td></tr>
<tr><td>Equity Funding Scenario (Minimum scenario)</td><td>8.83</td></tr>
<tr><td>Equity Funding Scenario (Maximum scenario)</td><td>8.83</td></tr>
<tr><td>Debt Funding Scenario (Minimum Scenario)</td><td>23.68</td></tr>
<tr><td>Debt Funding Scenario (Maximum Scenario)</td><td>23.68</td></tr>
</table>
</td></tr>
<tr><td>E</td><td>Market value of Amtel's equity:
<table>
<tr><th></th><th>RM'million</th></tr>
<tr><td>Existing Scenario</td><td>32.34</td></tr>
<tr><td>Equity Funding Scenario (Minimum scenario)</td><td>47.59</td></tr>
<tr><td>Equity Funding Scenario (Maximum scenario)</td><td>48.56</td></tr>
<tr><td>Debt Funding Scenario (Minimum Scenario)</td><td>32.34</td></tr>
<tr><td>Debt Funding Scenario (Maximum Scenario)</td><td>33.31</td></tr>
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</td></tr>
</table>

Please note that the selection of comparable companies are subjective and based on our judgement and the selected comparable companies may not be exactly comparable due to various factors, which include amongst others, size, risk profile, business model and management expertise.
</td></tr>
<tr><td>3</td><td>Expected market rate of return ("R_m")</td><td>
Expected market rate of return is the expected rate of return for investing in a portfolio consisting of a weighted sum of assets representing the entire equity market.

In our opinion, the expected market rate of return for the FTSE Bursa Malaysia Top 100 Index is an indicator of the equity market return in Malaysia as it is a forward-looking estimate of market return. As extracted from Bloomberg, the expected market rate of return for the FTSE Bursa Malaysia Top 100 Index as at the LPD, which is based on the dividend discount model, is 9.34%.
</td></tr>
</table>

In summary, after taking into consideration the Company's K_e and K_d, the proforma WACC and gearing of the Group for the scenarios mentioned above are as follows:

Amtel Group	Existing Scenario	< ---------------- Proforma ------------------ >			
		Equity Funding Scenario		Debt Funding Scenario	
		Minimum Scenario	Maximum Scenario	Minimum Scenario	Maximum Scenario
WACC (%)	7.77	7.67	7.67	7.46	7.46
Gearing (Times)	0.01	0.09	0.09	0.28	0.27

Based on the table above, we noted that:

(a) Under the Equity Funding Scenario (Minimum Scenario and Maximum Scenario), Amtel Group's proforma WACC will decrease from 7.77% to 7.67% and proforma gearing ratio will increase from 0.01 times to 0.09 times;

(b) Under the Debt Funding Scenario (Minimum Scenario), Amtel Group's proforma WACC will decrease from 7.77% to 7.46% and proforma gearing ratio will increase from 0.01 times to 0.28 times; and

(c) Under the Debt Funding Scenario (Maximum Scenario), Amtel Group's proforma WACC will decrease from 7.77% to 7.46% and proforma gearing ratio will increase from 0.01 times to 0.27 times.

Summary

In evaluating whether the Proposed Subscription (ie. Equity Funding Scenario) is a more appropriate avenue of fundraising for Amtel Group, non-interested shareholders of Amtel should compare the proforma effects of the Equity Funding Scenario against the proforma effects of the Debt Funding Scenario as further summarised below:

	Proposed Subscription (ie. Equity Funding Scenario)		Debt Funding Scenario	
	Minimum scenario	Maximum scenario	Minimum scenario	Maximum scenario
Gearing (times)	0.09	0.09	0.28	0.27
Proforma NA as at 31 May 2026 (RM' million)	99.25	101.10	84.40	86.25
Proforma NA per Share as at 31 May 2026 (RM)	0.71	0.71	0.88	0.88
EPS based on audited FYE 2025 (RM)	0.0285	0.0279	0.0545	0.0545
Proforma WACC	7.67%	7.67%	7.46%	7.46%
Annual interest expenses arising from borrowings (RM' million)	0.35[(i)]	0.35[(i)]	1.00[(ii)]	1.00[(ii)]

Notes:

(i) *For illustrative purposes, assuming that the Group utilises bank borrowings amounting to RM8.00 million to partly fund the Purchase Price of RM23.00 million under the Equity Funding Scenario, the Group will incur additional interest expense to the Group of approximately RM0.35 million per annum (after net of tax of 24%) based on an effective annual interest rate of 5.76%.*

(ii) *For illustrative purposes, assuming that the Group utilises bank borrowings amounting to RM22.85 million to partly fund the Purchase Price of RM23.00 million under the Debt Funding Scenario, the Group will incur additional interest expense to the Group of approximately RM1.00 million per annum (after net of tax of 24%) based on an effective annual interest rate of 5.76%.*

Based on the above, notwithstanding that the Proposed Subscription (ie. Equity Funding Scenario) would result in a lower proforma NA per Share and EPS and a higher proforma WACC as compared to the Debt Funding Scenario, we are of the view that the Proposed Subscription is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario due to the following:

(a) The Equity Funding Scenario would result in a lower proforma gearing ratio of 0.09 times as compared to 0.28 times and 0.27 times (under the minimum and maximum scenario of Debt Funding Scenario). The lower proforma gearing will improve the financial position of Amtel Group and will allow the Group to have flexibility in sourcing for funding alternatives in the future, if required;

(b) The Equity Funding Scenario would result in a higher proforma NA as at 31 May 2026 of RM99.25 million and RM101.10 million (under the Minimum Scenario and Maximum Scenario) as compared to RM84.40 million and RM86.25 million (under the minimum and maximum scenario of Debt Funding Scenario). The higher proforma NA will put the Group in a better capitalised and stronger financial position; and

(c) The Equity Funding Scenario would result in a lower annual interest expenses obligation of RM0.35 million per annum as compared to RM1.00 million per annum (under the Debt Funding Scenario) thereby resulting in a lower annual cash outflow and less impact on the Group’s earnings moving forward.

Based on the above, we are of the view that there are merits for the Proposed Subscription.

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8.3 Rationale of the Proposed Exemption

As disclosed in **Section 3.3, Part A** of the Circular, the Proposed Exemption will relieve Chester Koid and his PACs from the obligation to undertake a MO as a result of the Proposed Subscription.

<u>Our comments:</u>

As set out in **Section 10, Part A** of the Circular, we noted that:

(i) the Proposed Acquisition is not conditional upon the Proposed Subscription and Proposed Exemption;

(ii) the Proposed Subscription and Proposed Exemption are conditional upon the Proposed Acquisition;

(iii) the Proposed Subscription and Proposed Exemption are inter-conditional upon each other;

(iv) the Proposed Acquisition, Proposed Subscription and Proposed Exemption are conditional upon the Proposed Diversification; and

(v) the Proposed Diversification is not conditional upon the Proposed Acquisition, Proposed Subscription and Proposed Exemption.

As such, in the event that the non-interested shareholders of Amtel vote against the Proposed Exemption, the Proposed Subscription will not be able to proceed. Accordingly, the Group will not be able to raise funds to replenish internally generated funds used for the Proposed Acquisition as detailed in **Section 8.2(i)** of this IAL.

Nevertheless, the Proposed Acquisition and the Proposed Diversification will still be able to proceed if the required approvals as set out in **Section 9, Part A** of the Circular are obtained as the Proposed Acquisition and the Proposed Diversification are not conditional upon the Proposed Subscription and/or the Proposed Exemption.

Based on the above, we are of the view that there are merits for the Proposed Exemption.

8.4 Rationale of the Proposed Diversification

We take cognisance of the rationale of the Proposed Diversification as outlined in **Section 3.4, Part A** of the Circular.

We noted from **Section 3.4, Part A** of the Circular that the Board believes that the Group would be better positioned as the Proposed Diversification is part of the Group's strategic plan to diversify into other viable business to enhance profitability in the long term and to provide the shareholders with better returns by allocating capital towards the expansion of the Motor Vehicle Business, given the favourable industry growth prospects. Entering into the Motor Vehicle Business will allow the Group to broaden its customer base and provide a new and sustainable income source to the Group.

The Group has also established expertise in automotive accessories and possesses valuable know-how in product design, engineering, quality control and supply chain management. These capabilities position the Group well in the Motor Vehicle Business.

We further noted that the Board is expecting that the Motor Vehicle Business may cause a diversion of more than 25% of its NA or contribute more than 25% of the net profits of the Group moving forward.

Our comments:

We noted that the Proposed Diversification is undertaken in accordance with paragraph 10.13(1) of the Listing Requirements to facilitate the diversification of the Group's business into the Motor Vehicle Business. Moving forward, the Board is expecting that the Motor Vehicle Business may cause a diversion of more than 25% of its NA or contribute more than 25% of the net profits of the Group. As such, the Company intends to seek its shareholders' approval for the Proposed Diversification.

Despite the Group having no prior experience in the Motor Vehicle Business, we noted from **Section 2.4, Part A** of the Circular that Amtel has established expertise in the production of automotive accessories and have over the years accumulated experience in product design, engineering, quality control and supply chain management. Accordingly, the Group intends to leverage on the said experience to undertake the Motor Vehicle Business. It should be noted that the Group's current core products in the automotive business include hardware solutions such as digital video recorders, built-in toll readers and multimedia displays, as well as software solutions such as telematics services (i.e. Global Positioning System (GPS) tracking and navigation systems). As set out in **Section 2.4, Part A** of the Circular, the Board believes that the Group's existing experience in automotive business has equipped it with the relevant knowledge and capabilities in product design and development, quality control, regulatory compliance and supply chain management, which are applicable to the Motor Vehicle Business.

As at the LPD, the Motor Vehicle Business is spearheaded and overseen by Amtel's Executive Director, namely Lim Hun Teik and AMCSB's Chief Operating Officer, namely Ng Shyh Kang. Lim Hun Teik possesses experience spanning manufacturing, supply chain management and automotive-related industries for 30 years while Ng Shyh Kang have extensive technical product knowledge and specialises in the development and integration of various automotive systems, including electronic toll collection, driver assistance systems, vehicle electronics, specialty motor vehicles and mechanical components for 22 years. As at LPD, they are supported by a total workforce of 26 from the production assembly team. In line with the Group's expansion plans, the workforce is expected to increase to approximately 40 when the business activities and operational requirements for the Motor Vehicle Business continue to grow.

Moving forward, while the Group is undertaking the Proposed Diversification, we noted that the Group is still committed to continue to grow its Existing Business. Accordingly, the Group's ICT segment will remain as the primary revenue contributor whilst the TIS segment and Motor Vehicle Business will provide additional income stream to the Group.

Based on the above, we are of the view that there are merits for the Proposed Diversification.

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9. BASIS AND JUSTIFICATION OF THE PURCHASE PRICE

We noted in **Section 2.1.5, Part A** of the Circular, that the Purchase Price of RM23.00 million was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following:

(i) the market value of the Land of RM23.00 million as appraised by the Independent Valuer, vide its Valuation Report, using the comparison approach;

(ii) the rationale for the Proposed Acquisition as set out in **Section 3.1, Part A** of the Circular; and

(iii) the prospects of the Proposed Acquisition as set out in **Section 5.5, Part A** of the Circular.

Our assessment of the market value of the Land is set out below:

Valuation of the Land

In determining the market value of the Land, we noted that Amtel had appointed Laurelcap on 2 March 2026 to undertake the valuation and appraise the market value of the Land based on the valuation date of 15 May 2026. Please refer to **Section 2.1.1** of the Circular for the details of the Land and **Appendix III** of the Circular for the Valuation Certificate.

Based on the Valuation Report, we noted that the Independent Valuer had adopted the comparison approach as the sole valuation method for appraising the market value^ of the Land as there are sufficient transaction data of lands with similar size and tenure available for comparison. This approach involves comparing the Land with recently transacted properties of a similar nature or offers for sale/rental of similar properties in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

We also noted that the Independent Valuer is of the view that the residual method is not a suitable method as there is no development order or development plan approved by local authorities as at the date of valuation. We further noted that the Independent Valuer is of the view that the investment method is not applicable as there is no or limited asking rental of vacant industrial land in the District of Muallim as lands in the area are mainly for own use rather than for investments purposes.

In addition, we noted that the Land is currently designated as "Pertanian" with the express condition "Tanaman Dusun-Dusun". Pursuant to the SPA, the Vendor had agreed that, at its sole cost and expense, to obtain all necessary authorities' approvals to convert the land use and amend the express condition to industrial use, and to ensure that the title document for the Land is duly converted to reflect industrial use. Notwithstanding that the land conversion application is still in progress and pending approval from the relevant authorities, we noted that the Independent Valuer has valued the Land as an industrial land in arriving at the market value of the Land.

We have reviewed and assessed the qualification of the Independent Valuer, the scope of work undertaken, as well as the methodologies and key assumptions adopted by the Independent Valuer. We are satisfied that the methodologies and assumptions adopted provide a reasonable basis for the Independent Valuer to arrive at the valuation of the Land and that the results derived are reasonable.

Note:
^ *As set out in the Valuation Report, market value refers to the estimated amount for which an asset or liability should exchange on the valuation date between a willing-buyer and a willing-seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.*

We are also of the view that the valuation methods and key assumptions applied by the Independent Valuer are reasonable, appropriate and consistent with generally applied valuation approaches for industrial lands as the valuation of the Land have been prepared in accordance with the Asset Valuation Guidelines issued by the SC and the Malaysian Valuation Standards published by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia. As such, we are satisfied and have relied upon the valuation of the Land as determined by the Independent Valuer.

For further details of our assessment of the comparison approach adopted by the Independent Valuer in appraising the market value of the Land, please refer to the sections below.

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Valuation of Land using the comparison approach

In arriving at the market value of the Land, the Independent Valuer has adopted the comparison approach and compared the Land with recent and similar comparable transactions and has made adjustments accordingly, as summarised below:

	Land	Comparable 1		Comparable 2		Comparable 3	
Address	Geran 412787, Lot 38020, Mukim of Hulu Bernam Timor, District of Muallim, Perak	PN 342366, Lot 42486, Seksyen 20, Bandar Serendah, District of Ulu Selangor, Selangor. (Lot 42486, Jalan Bunga Azalea, Bukit Sentosa, Rawang, Selangor)		Plot 1 form part of the Parent Land held under Master Title HSD 5, PT 16880, Mukim of Hulu Bernam Timor, District of Muallim, Perak. (Plot 1, Parcel 5 of Proton City, Behrang, Perak)		HSD 64635, PT 18117, Seksyen 20, Bandar Serendah, District of Ulu Selangor, Selangor. (PT 18117, Jalan Bunga Azalea, Bukit Sentosa, Rawang, Selangor)	
Land area (sq ft)	839,183.40	968,114.16		425,145.60		272,862.13	
Transaction price (RM)	-	52,266,772.00		19,981,843.20		17,430,424.56	
Tenure	Grant in perpetuity	Leasehold (expiring on 05.06.2094)		Grant in perpetuity		Leasehold (expiring on 07.07.2109)	
Transaction date	-	04.12.2023		31.05.2024		12.03.2025	
Type of property	Industrial	Industrial		Industrial		Industrial	
Land price (RM per sq ft)	-	53.99		47.00		63.88	
Adjustments							
Time	-	Comparable 1 was transacted in 2023 which is about 3 years from the date of valuation. Hence, an upward adjustment has been made.	5%	Comparable 2 was transacted in 2024 and the price of vacant industrial lands within the vicinity were stable over these 2 years. Hence, no adjustment has been made.	0%	Comparable 3 was transacted in 2025 and the price of vacant industrial lands within the vicinity were stable over these 2 years. Hence, no adjustment has been made.	0%
Price after time adjustment (RM per sq ft)		56.69		47.00		63.88	
Other adjustments (please refer to note 1 in the next page for further details)[(1)]							
Location	-	(25%)		(10%)		(25%)	
Infrastructure	-	(10%)		(10%)		(10%)	
Size	-	0%		(10%)		(20%)	
Tenure	-	10%		0%		5%	
Terrain	-	(10%)		(10%)		(10%)	
Net adjustments	**-**	**(35%)**		**(40%)**		**(60%)**	
Adjusted price (RM per sq ft)		**36.85**		**28.20**		**25.55**	
Total adjustments^		60%		40%		70%	

^ Total adjustments refers to the sum of all adjustments made by the Independent Valuer (ie. time, location, infrastructure, size, tenure and terrain), in absolute terms.

(Source: Valuation Report)

Note:

(1) The Independent Valuer has made adjustments to the land value of Comparable 1, Comparable 2 and Comparable 3 in the following manner:

	Adjustment factor	***Rate***	***Remarks***
Comparable 1	*Location*	*Downward 25%*	*Comparable 1 is located within Bukit Sentosa, an established developed industrial park. It is supported by better connectivity to major highways, rail networks and the to-be completed East Coast Rail Link ("**ECRL**") station which makes it a more prominent industrial area.*
	Infrastructure	*Downward 10%*	*Comparable 1 is located within an industrial park with basic infrastructure whereas the Land has no basic infrastructure available.*
	Tenure	*Upward 10%*	*The Land is freehold property whilst Comparable 1 is a leasehold property.*
	Terrain	*Downward 10%*	*Comparable 1 comprises a parcel of flat industrial land whereas the Land is characterised by undulating terrain and is overgrown with secondary vegetation, with approximately 20% of the site comprising swampy conditions. In view of these factors, a downward adjustment has been made to reflect the additional costs associated with site clearance, cut-and-fill operations, and requisite earthworks.*
Comparable 2	*Location*	*Downward 10%*	*Comparable 2 is located within the Proton City which is a well-planned industrial park.*
	Infrastructure	*Downward 10%*	*Comparable 2 is located within an industrial park with basic infrastructure whereas the Land has no basic infrastructure available.*
	Size	*Downward 10%*	*Comparable 2 has a smaller land area.*
	Terrain	*Downward 10%*	*Comparable 2 comprises a parcel of flat industrial land whereas the Land is characterised by undulating terrain and is overgrown with secondary vegetation, with approximately 20% of the site comprising swampy conditions. In view of these factors, a downward adjustment has been made to reflect the additional costs associated with site clearance, cut-and-fill operations, and requisite earthworks.*
Comparable 3	*Location*	*Downward 25%*	*Comparable 3 is located within Bukit Sentosa, an established developed industrial park. It is supported by better connectivity to major highways, rail networks and the to-be completed ECRL station, makes it a more prominent industrial area.*
	Infrastructure	*Downward 10%*	*Comparable 3 is located within an industrial park with basic infrastructure whereas the Land has no basic infrastructure available.*
	Size	*Downward 20%*	*Comparable 3 has a smaller land area.*
	Tenure	*Upward 5%*	*The Land is a freehold property whilst Comparable 3 is a leasehold property.*
	Terrain	*Downward 10%*	*Comparable 3 comprises a parcel of flat industrial land whereas the Land is characterised by undulating terrain and is overgrown with secondary vegetation, with approximately 20% of the site comprising swampy conditions. In view of these factors, a downward adjustment has been made to reflect the additional costs associated with site clearance, cut-and-fill operations, and requisite earthworks.*

Our comments:

Based on the above, we are of the view that the adopted market value for the valuation of the Land of RM23.00 million or RM28.00 per sq ft based on the comparison approach is **fair** due to the following:

(i) The Independent Valuer has made adjustments to the land value of the comparables for differences in time factor, location, infrastructure, size, tenure and terrain. Accordingly, the bases and assumptions used by the Independent Valuer in deriving the respective adjusted land values of the comparables are reasonable.

(ii) The selection of Comparable 2 as the best comparable to the Land due to the following reasons:

(a) Comparable 2 is located nearest to the Land; and

(b) Comparable 2 is a freehold land which is similar to the Land.

(iii) After taking into consideration the adjusted land value of Comparable 2 of RM28.20 per sq ft, the Independent Valuer had adopted RM28.00 per sq ft as the market value of the Land which translates to a market value of RM23,000,000 (after rounding down from RM23,497,135).

In evaluating the fairness of the Purchase Price, we have compared the Purchase Price against the market value of the Land as appraised by the Independent Valuer as follows:

Details	RM (million)
Purchase Price	23.00
Market value of the Land as ascribed by the Independent Valuer	23.00

Based on the table above, the Purchase Price of RM23.00 million **equal to** the market value of the Land of RM23.00 million.

As such, we are of the view that the Purchase Price is **fair.**

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10. EVALUATION OF THE ISSUE PRICE OF THE SUBSCRIPTION SHARES

As disclosed in **Section 2.2.2, Part A** of the Circular, we noted that the Issue Price of RM0.33 per Subscription Share was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following:

(i) prevailing market conditions and historical market prices of the Shares. The Issue Price represents a premium of approximately RM0.0011 or 0.33% to five (5)-day VWAP of the Shares up to and including 25 May 2026, being the LTD prior to the date of the Subscription Agreement of RM0.3289 per Amtel Share;

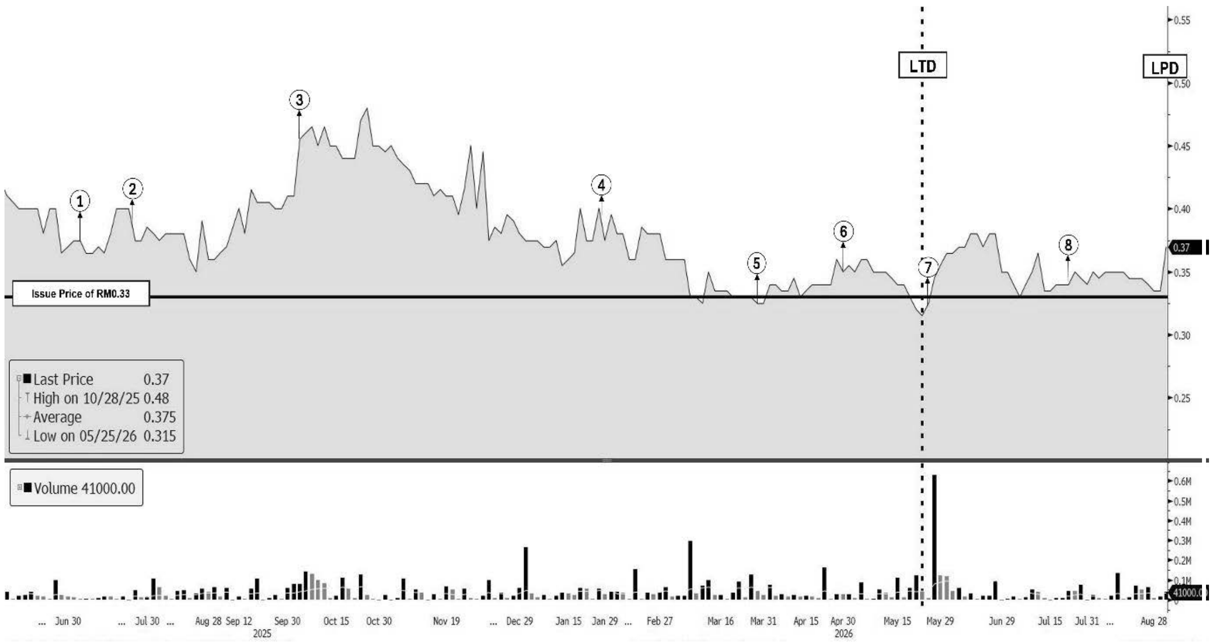
(ii) the entire proceeds to be raised from the Proposed Subscription will be utilised to replenish internally generated funds used for the Proposed Acquisition as set out in **Section 2.2.5, Part A** of the Circular; and

(iii) the rationale and justifications for the Proposed Subscription as set out in **Section 3.2, Part A** of the Circular.

In evaluating the Issue Price, we have considered the following:

(i) Comparison against the historical market prices of Amtel Shares

The graph below sets out the historical closing market prices of Amtel Shares for the past 12 months prior to the LTD and up to the LPD:



(Source: Bloomberg)

The above information extracted from Bloomberg has been adjusted for the effects of any dividend and corporate exercise throughout the relevant period.

Throughout the past 12 months prior to the LTD and up to the LPD, Amtel Group is engaged in the principal activities as explained in **Section 8.1** of this IAL. On 2 July 2025, Amtel announced that it had via its wholly-owned subsidiary, AMCSB, ventured into the Motor Vehicle Business.

Additionally, we are not aware of any particular reasons which might have led to the upward or downward movements of market price of Amtel Shares for the past 12 months prior to the LTD and up to the LPD, save for the following material announcements made by Amtel on Bursa Securities:-

	Date	Events
12 months prior to LTD		
1.	02.07.2025	The Board announced that AMCSB, a wholly-owned subsidiary of Amtel, is venturing into the Motor Vehicle Business for the local and export markets.
2.	23.07.2025	Announcement of quarterly report on the consolidated financial results for the 6-month FPE 31 May 2025.
3.	27.10.2025	Announcement of quarterly report on the consolidated financial results for the 9-month FPE 31 August 2025.
4.	28.01.2026	Announcement of quarterly report on the consolidated financial results for the 12-month FPE 30 November 2025.
5.	30.03.2026	Announcement of annual report on the consolidated financial results of Amtel for the FYE 30 November 2025.
6.	30.04.2026	Announcement of quarterly report on the consolidated financial results for the 3-month FPE 28 February 2026.
Between the LTD up to the LPD		
7.	26.05.2026	CGS MY had, on behalf of the Board, announced that the Company will undertake the Proposals.
8.	22.07.2026	Announcement of quarterly report on the consolidated financial results for the 6-month FPE 31 May 2026.

(ii) VWAP analysis of Amtel Shares

In addition, we have also compared the Issue Price of RM0.33 to Amtel Shares based on the closing market prices or the respective VWAP over various timeframes up to and including the LTD and the LPD as follows:

	Closing market price / VWAP	Premium / (discount) of the Issue Price of RM0.33 to the closing market price / VWAP	
	RM	RM	%
Up to and including the LTD:			
Last closing market price	0.3150	0.0150	4.76
Five (5)-day VWAP	0.3289	0.0011	0.33
One (1)-month VWAP	0.3441	(0.0141)	(4.10)
Three (3)-month VWAP	0.3415	(0.0115)	(3.37)
Six (6)-month VWAP	0.3562	(0.0262)	(7.36)
One (1)-year VWAP	0.3815	(0.0515)	(13.50)
Up to and including the LPD:			
Last closing market price	0.3700	(0.0400)	(10.81)
Five (5)-day VWAP	0.3389	(0.0089)	(2.63)

(Source: Bloomberg)

(iii) Comparison against the consolidated NA per Amtel Share

The comparison of the Issue Price of RM0.33 to the consolidated NA per Amtel Share are as follows:

	Consolidated NA per Amtel Share	Premium/(discount) of the Issue Price of RM0.33 to the consolidated NA per Amtel Share	
	RM	RM	%
Audited as at 30 November 2025	0.86 [(1)]	(0.53)	(61.63)
Unaudited as at 31 May 2026	0.90 [(2)]	(0.57)	(63.33)
Based on proforma NA of Amtel Group (upon completion of the Proposed Subscription under the Minimum Scenario)	0.68 [(3)]	(0.35)	(51.47)
Based on proforma NA of Amtel Group (upon completion of the Proposed Subscription under the Maximum Scenario)	0.68 [(3)]	(0.35)	(51.47)

Notes:

(1) Computed based on the audited consolidated NA of the Group as at 30 November 2025 of RM82.35 million divided by the issued share capital of Amtel of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(2) Computed based on the unaudited consolidated NA of the Group as at 31 May 2026 of RM85.60 million divided by the issued share capital of Amtel of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(3) Computed based on the proforma consolidated NA of the Group of RM96.00 million divided by the issued share capital of Amtel of 140,432,857 Amtel Shares (excluding treasury shares) under the Minimum Scenario.

(4) Computed based on the proforma consolidated NA of the Group of RM97.86 million divided by the issued share capital of Amtel of 143,285,757 Amtel Shares under the Maximum Scenario.

Our comments:

In our evaluation of the Issue Price, we are of the view that a period of not more than six (6) months up to the LTD is a more reasonable assessment period as it reflects the current market sentiment and the more recent market prices of Amtel Shares.

Based on the above, we noted that the Issue Price of RM0.33:

(i) represent premiums of 0.33% and 4.76% based on the closing market price and five (5)-day VWAP of Amtel Shares up to and including the LTD;

(ii) represent discounts ranging between 3.37% to 7.36% based on the one (1)-month, three (3)-month and six (6)-month VWAPs of Amtel Shares up to and including the LTD; and

(iii) represent discounts ranging between 51.47% to 63.33% based on the audited consolidated NA per Amtel Share as at 30 November 2025, unaudited consolidated NA per Amtel Share as at 31 May 2026 and proforma NA per Amtel Share upon the completion of the Proposed Subscription.

Non-interested shareholders of Amtel should take note that the NA per Amtel Share represents the book value of the net asset of Amtel and it may not accurately reflect the current market value of Amtel after taking into consideration the illiquid nature of the Group's assets, such as property, plant and equipment as well as other non-current assets which may not be readily realised and converted into cash or cash equivalents. As such, the comparison of the Issue Price against the closing market prices or the respective VWAP over various timeframes up to and including the LTD of Amtel Shares would be a more appropriate approach as it takes into consideration of the market pricing of Amtel Shares.

For information purposes, the composition of the total assets of Amtel Group based on the audited consolidated statement of financial position as at 30 November 2025 and unaudited consolidated statement of financial position for the 6-month FPE 31 May 2026 are as follows:

	Audited FYE 30 November 2025		Unaudited 6-month FPE 31 May 2026	
	(RM'000)	%	(RM'000)	%
ASSETS				
Non-current assets				
Property, plant and equipment	27,408	27.28	27,012	26.66
Investment in associates	1,209	1.20	1,221	1.21
Intangible assets	2,561	2.55	2,278	2.25
Other investments	250	0.25	250	0.25
Investment properties	4,069	4.05	4,040	3.99
Deferred tax assets	1,003	1.00	1,003	0.99
Total non-current assets	**36,500**	**36.33**	**35,804**	**35.35**
Current assets				
Inventories	6,826	6.79	9,094	8.98
Other investments	23,651	23.54	18,686	18.45
Trade receivables	5,985	5.96	7,027	6.94
Other receivables, deposits and prepayments	1,677	1.68	7,164	7.07
Contract assets	4,562	4.54	2,191	2.16
Tax recoverable	133	0.13	247	0.24
Amount owing by associates	23	0.02	31	0.03
Deposits placed with licensed banks	4,147	4.13	4,197	4.14
Cash and bank balances	16,963	16.88	16,861	16.64
Total current assets	**63,967**	**63.67**	**65,498**	**64.65**
Total assets	**100,467**	**100.00**	**101,302**	**100.00**

Based on the above, we are of the view that the Issue Price is **justifiable** in view that:

(i) the Issue Price of RM0.33 represents a premium of 0.33% to the five (5)-day VWAP of Amtel Shares up to and including the LTD; and

(ii) the pricing of the Issue Price is based on market-based approach which is close to the five (5)-day VWAP of Amtel Shares up to and including the LTD.

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11. SALIENT TERMS OF THE SPA

We have reviewed the salient terms of the SPA in its entirely and the following sets out a summary of the material terms of the SPA and our comments. Non-interested Directors and non-interested shareholders of Amtel are advised to read the salient terms of the SPA in its entirety as set out in **Appendix I** of the Circular.

No.	Salient Terms	Our comments
1.	**Agreement** In consideration of the Purchase Price of the Land to be paid by the Purchaser to the Vendor or to the Purchaser's solicitors as stakeholders in the manner and within the times as set out in Section 3 below, the Vendor hereby agrees to sell and the Purchaser hereby agrees to purchase the Land upon the same being duly converted to industrial usage free from all charges and encumbrances and on the physical condition of "as is where is" basis and with vacant possession but subject to the conditions precedent and the conditions expressed or implied in the documents of title to the Land at the time of purchase and subject to the terms and conditions of the SPA.	We noted that the Purchaser agrees to purchase the Land, subject to the Land being: (i) converted to industrial usage; (ii) free from all encumbrances; and (iii) its physical condition is "as is where is basis" and with vacant possession. The above terms are reasonable as it is a common commercial term in an agreement similar to the Proposed Acquisition.
2.	**Conditions Precedent** 2.1 It is hereby expressly agreed between the Parties that the sale and purchase of the Land is subject to and conditional upon the effective fulfillment of the conditions precedents as follows being satisfied or procured by the relevant party: (a) the Vendor shall, at its own cost and expenses, obtain the relevant authority's approval for the conversion of land use and change of the express condition of the Land to industrial use, and shall procure the issue document of title in respect of the Land to be duly converted for industrial use; and (b) the Purchaser shall, at its own cost and expenses, cause and procure the following: (i) the approval of its board of directors for the purchase of the Land; and (ii) the approval from the shareholders of the Purchaser for the purchase of the Land.	These terms are reasonable as the condition precedents are the requisite approvals required to be fulfilled to complete the Proposed Acquisition and the timeframe can be extended by mutual agreement of both parties if it is not sufficient.

No.	Salient Terms	Our comments
	2.2 Each party hereby irrevocably agrees, covenants and undertakes with the other party to do all acts and submit all applications, furnish all information, execute all instruments, deeds or documents and generally do all things necessary to fulfill the conditions precedent and shall keep the other party or the Purchaser's solicitors informed in writing of the status and progress of the compliance of the conditions precedent from time to time. 2.3 The Parties agree that any letter or document from the relevant authorities or bodies to the effect that it has no objection to the matter in which the consent or approval is sought shall be deemed to constitute an approval of the relevant authorities or bodies. In the event that any conditions are imposed in respect of any consent referred to in the above which affect any party, that party shall have the option exercisable within seven (7) business days (or such longer period as the parties hereto may subsequently agree to in writing) from the date on which such conditions are made known to it by written notice to the other parties, to reject such conditions whereupon the consent to which such conditions relate shall be deemed not to have been obtained for the purpose hereof. If such option is not exercised within the said period or within such extended period, the consent to which the conditions relate shall be deemed to have been obtained for the purposes hereof.	
	2.4 In the event any of the conditions precedent is not complied with within or obtained within six (6) months from the date of the SPA or such other extended period as may be mutually agreed by the Parties hereto in writing (hereinafter referred to as "the **Conditional Period**"), then the SPA shall at the option of either party be terminated, whereupon the Vendor shall refund to the Purchaser all money paid towards the Purchase Price without any interest or compensation whatsoever within seven (7) days from the date of termination, failing which without prejudice to any other right and remedy available to the Purchaser, the Vendor shall further be liable to pay the Purchaser interest at the rate of eight per centum (8%) per annum on the outstanding sum calculated on a day to day basis until the date of full payment of the outstanding sum to the Purchaser together with interest thereto. Thereafter the SPA shall lapse and be of no further effect and none of the parties shall have any claim against the other for costs, damages, compensation or otherwise. 2.5 Where all the conditions precedent are fulfilled or satisfied, the SPA shall become unconditional and the date on which the SPA shall become unconditional shall hereinafter be referred to as "the **SPA Unconditional Date**".	We noted that in the event that any Conditions Precedent is not fulfilled upon expiry of the Conditional Period, either party may terminate the SPA by written notice to the other party. Accordingly, all monies paid by the Purchaser shall be refunded (free of interest) by the Vendor within 7 days from the date of termination, failing of which such unpaid amounts will need to be fully repaid at an interest rate of 8% per annum. This term is reasonable as it is a common commercial term that monies paid by the Purchaser are fully refunded by the Vendor in the event of non-fulfilment of the Conditions Precedent by either party.

No.	Salient Terms	Our comments
3.	**Purchase Price** The Purchase Price shall be paid by the Purchaser at the times and in the manner as follows: (a) simultaneously with the execution of the SPA, the Purchaser shall pay the Vendor the deposit of RM4,600,000, the receipt of which the Vendor hereby acknowledges, and shall form part payment towards the Purchase Price; and	We noted the deposit of RM4.60 million is equivalent to 20% of the Purchase Price of RM23.00 million ("**20% Deposit**"). The payment of 20% Deposit is higher than the usual terms observed in transactions similar to the Proposed Acquisition. However, we noted in **Section 2.1.4, Part A** of the Circular that the 20% Deposit is agreed between both parties to incentivise the Vendor to facilitate the early commencement of the Works (ie. site clearing and other related works on the Land) which will allow the project timeline to be expedited ahead of the completion of the Proposed Acquisition. Accordingly, pending completion of the SPA and at the request of the Purchaser, the Vendor shall appoint a contractor to carry out Works on the Land which will take approximately 6 to 9 months to complete subject to weather conditions. As set out in **Section 2.1.7, Part A** of the Circular, the estimated cost of the Works based on the quotation from a contractor is approximately RM5 million. All costs and expenses incurred in respect of the Works shall be borne by the Vendor and reimbursed by the Purchaser upon completion of the SPA. In the event that the SPA is terminated prior to completion of the Proposed Acquisition, the Purchaser shall have no liability whatsoever to reimburse or otherwise bear any costs or expenses incurred by the Vendor in respect of the Works, and the Vendor shall solely bear such costs without any right of recovery against the Purchaser.

No.	Salient Terms	Our comments
		While we note that the 20% Deposit is higher than typical commercial terms, we are of the view that the 20% Deposit is <u>reasonable</u> and <u>not detrimental</u> to the non-interested shareholders of Amtel in view that: (i) In the event that the SPA is terminated by either party due to unfulfillment of any Conditions Precedent, the 20% Deposit shall be fully refunded by the Vendor to the Purchaser; (ii) In the event that the Purchaser defaults on its obligations pursuant to the terms of the SPA, the forfeiture of the deposit by the Vendor shall be capped at 10% of the Purchase Price, with the remaining 10% of the Purchase Price to be refunded by the Vendor to the Purchaser. (iii) In the event that the Vendor defaults on its obligations pursuant to the terms of the SPA, the Purchaser shall be entitled to require the Vendor to refund the 20% Deposit and claim a further sum of 10% of Purchase Price from the Vendor as agreed liquidated damages. (iv) Based on the terms of the SPA, we noted that the Vendor agrees to a private caveat being lodged by the Purchaser against the Land to protect the Purchaser's interest and the Purchaser undertake to withdraw the same in the event that the SPA is lawfully terminated or rescinded for any reason whatsoever, provided always that any monies refundable and/or payable (including the agreed liquidated damages, if any) by the Vendor hereunder are refunded and/or paid to the Purchaser.

No.	Salient Terms	Our comments
		As such, this term would protect the interest of the Purchaser in relation to the 20% Deposit as the Purchaser can opt to withhold the withdrawal of the private caveat in the event it does not receive full refunds as mentioned in item (i) to (iii) above.
	(b) the balance Purchase Price of RM18,400,000 shall be paid by the Purchaser to the Vendor or the Purchaser's solicitors as stakeholders on or before the expiration of the Completion Period, failing which, an Extended Completion Period shall be automatically granted to the Purchaser on the expiration of the Completion Period provided always that the Purchaser shall be liable to pay the late payment interest at the rate of eight per centum (8%) per annum which is to be calculated on a day to day basis on the unpaid balance Purchase Price from the commencement of the Extended Completion Period until full settlement thereof.	The balance Purchase Price is reasonable and beneficial to the Purchaser as it is only paid 3 months after the SPA becomes unconditional and this will allow the Purchaser to conserve its cashflow until such time the Conditions Precedent have been fulfilled. If the Purchaser fails to pay the balance of the Purchase Price (ie. RM18.40 million) by the Completion Period, the Vendor shall grant the Purchaser an extension period of one (1) month immediately after the expiry of the Completion Period, failing of which such unpaid amounts will need to be fully repaid at an interest rate of 8% per annum. This term is reasonable and a common commercial term in an agreement similar to the Proposed Acquisition. The rate of 8% is a common interest rate charged on overdue payments for similar transaction as the Proposed Acquisition.

No.	Salient Terms	Our comments
4.	**Completion** 4.1 The Purchaser's solicitors shall within seven (7) days upon the full payment of the balance Purchase Price by the Purchaser, present the original issue document of title, the valid and registrable Memorandum of Transfer in favour of the Purchaser ("**Transfer**") and such other relevant documents with the relevant land office or registry for registration. 4.2 The Purchaser's solicitors shall retain the Vendor's portion of all quit rent, rates, assessments, taxes and all other outgoings due and payable in respect of the Land out of the balance Purchase Price paid to the Purchaser's solicitors as stakeholders under Section 3(b) above, and to pay the same to the respective Parties to whom the payment is due and the surplus in the balance Purchase Price shall be released by the Purchaser's solicitors to the Vendor upon the following: (a) within fourteen (14) days from the date of presentation of the Transfer for registration with the relevant land office or registry; and (b) the Vendor having delivered vacant possession of the Land to the Purchaser in accordance with the SPA. 4.3 Upon full payment of the balance Purchase Price by the Purchaser in the manner stipulated in Section 3(b) above, the SPA shall be deemed to be completed ("**Completion Date**").	This term is reasonable as it sets out the steps to be taken by all parties to complete the Proposed Acquisition.
5.	**Delivery of Vacant Possession** The vacant possession of the Land is deemed delivered to the Purchaser on the Completion Date.	This term is reasonable as it is a common commercial term in an agreement similar to the Proposed Acquisition.

No.	Salient Terms	Our comments
6.	**Works prior to Completion** 6.1 Pending completion of the SPA and at the request of the Purchaser, the Parties agree that the Vendor shall appoint a contractor to carry out the Works in such manner, scope, time, cost, contractor appointment and upon such terms and conditions as may be mutually agreed in writing between the Parties. 6.2 All costs and expenses incurred in respect of the Works shall, subject to the provisions of the SPA, be borne by the Vendor and reimbursed by the Purchaser upon completion of the SPA supported by reasonable documentary evidence, provided always that, in the event that the SPA is terminated or rescinded for any reason whatsoever prior to completion, the Purchaser shall have no liability whatsoever to reimburse or otherwise bear any costs or expenses incurred by the Vendor in respect of the Works, and the Vendor shall solely bear such costs without any right of recovery against the Purchaser whereby Section 9 below shall apply mutatis mutandis.	Please refer to our assessment in item 3 of this table.
7.	**Declaration, Representations and Warranties** 7.1 The Parties hereto hereby mutually declare and warrant to each other that subject to the compliance of the conditions precedent: (a) they are not wound up and that there is no proceeding, current or pending, before any court or, to the knowledge of the Parties, threatened against or affecting the Parties; (b) to the best of their knowledge and belief, there are no litigation, arbitration or administrative proceedings presently current or pending or threatened against them which default, litigation, arbitration or administrative proceedings as the case may be, might materially affect their ability to enter into any contractual relationship or result in them being wound up; (c) that no order has been made, petition granted, resolution passed or meeting convened for the winding-up of the Parties; (d) that the SPA constitutes a legal, valid and binding obligations of the Parties and is fully enforceable against them in accordance with the terms and conditions of the SPA; and	This term is reasonable as it sets out the warranties by both parties which serve to safeguard the interest of both parties prior to the completion of the SPA.

No.	Salient Terms	Our comments
	(e) that they have full power and authority to enter into and perform the SPA and the SPA when executed will constitute valid and binding obligations on the Parties in accordance with the terms and conditions of the SPA. 7.2 The Vendor hereby expressly confirms undertakes represents and warrants to the Purchaser that: (a) save for the Land Acquisition, the Land or any part thereof is not subject to any acquisition proceedings or notice of intended acquisition by the relevant authorities as at the date of execution of the SPA; (b) the Land is presently free from encumbrances and all adverse claims by or rights of any third party and shall remain to be so throughout the duration of the SPA; (c) all quit rent rates assessments and other lawful outgoings due to the relevant authorities in respect of the Land have been duly settled and will continue to be paid or settled by the Vendor until the date of delivery of vacant possession of the Land and all conditions affecting the Land whether express or implied under any Act, Ordinance, Enactment, Order, regulations, by-laws and directives have been duly complied with by the Vendor and the Vendor shall not at any time hereafter do or suffer to be done or omitted any act or thing in or in respect of the Land which may render the Land or any part thereof liable for forfeiture or attachment; (d) there is no other subsisting sale and purchase agreement in respect of the Land or any part thereof between the Vendor and any third party or parties wherein the Vendor agreed to sell transfer or in any manner deal with the ownership or interest in the Land or part thereof and shall refrain from so doing throughout the duration of the SPA; (e) the Vendor has not entered into any joint development or joint venture agreement with any third party or parties in connection with the Land or any part thereof; (f) all the express and implied conditions of title of and restrictions affecting the Land has been duly observed by the Vendor and there is no breach thereof	

No.	Salient Terms	Our comments
	that has occurred that could allow the appropriate authority to forfeit the Land (or any part thereof) or to impose any penalty, fine or any other payments which the Purchaser will have to pay for and on behalf of the Vendor; (g) the Land or any part thereof is not the subject of any litigation, arbitration, governmental proceedings or investigations, prosecution, actions, suits or other legal or similar proceedings (whether administrative, regulatory or otherwise), nor is any such litigation, arbitration, governmental proceedings or investigations, prosecution, actions, suits or other legal or similar proceedings (whether administrative, regulatory or otherwise) pending, nor are there any circumstances known to the Vendor that are likely to give rise to a claim against the Land or any part thereof and there are no other circumstances likely to lead thereto which will cause the non-registration of the Transfer in favour of the Purchaser; (h) to the best of the Vendor's knowledge, the Vendor is not in breach or violation of or in default (nor has any event occurred which, with the giving of notice or lapse of time or both would result in a default by the Vendor) under any laws, rules, regulations, policies, orders, decrees or rulings of any court, government or governmental or regulatory authority or any agreement, licence, certificate or authorisation or any statutory and other requirements applicable to the use and ownership of the Land, or any condition applicable to any licences, approvals and/or consents given in connection with the Land (or any part thereof), which breach, violation or default will adversely affect the Purchaser's interest in the Land or its right to use or develop the Land; (i) no event has happened which will affect the ability of the Vendor to observe or perform its obligations under the SPA or will render the SPA invalid; (j) that there is no fact or circumstance which renders any of the information referred to in this Section untrue, inaccurate or misleading in any way which might affect the willingness of the Purchaser to enter into the SPA; (k) the Vendor is the legal and beneficial owner of the Land and has absolute and unfettered right to dispose of and/or sell and/or transfer the Land to the Purchaser;	

No.	Salient Terms	Our comments
	(l) the Vendor has made an application on 12 December 2025 to convert the land use of the Land to industrial use and the approval for conversion is pending as at the date of the SPA; and (m) the statements and information set out in the recitals of the SPA are true, complete and accurate in all material respects. 7.3 The truth and correctness of the matter stated in the representations and warranties hereinabove shall form the basis of the Parties' commitment in accordance with the provisions of the SPA. Each of such representations and warranties shall survive the execution of the SPA and shall be deemed to have been repeated as at the date of completion. If any such representation and/or warranty shall at any time before the presentation of the Transfer be found to have been incorrect in any material aspect and/or if the Vendor shall fail to make full disclosure to the Purchaser of any material particular concerning the Land at the date of the SPA then in such event and notwithstanding anything to the contrary herein contained the Purchaser shall have the right at their absolute discretion to terminate the SPA thereupon the remedy contained in Section 8 below shall apply.	This term is reasonable as it allows the Purchaser to terminate the SPA in the event that the Vendor breaches any of the warranties and allows the Purchaser seek for remedy based on the terms set out in item 8 of this table.
8.	**Parties' Default or Non Registration** 8.1 In the event of the Purchaser being in default of paying the whole or any part of the balance Purchase Price to the Vendor or to the Purchaser's solicitors in the manner and within the times stipulated in the SPA, it is hereby agreed between the Vendor and the Purchaser that a sum equivalent to ten per centum (10%) of the Purchase Price paid by the Purchaser shall be forfeited absolutely to the Vendor by way of agreed liquidated damages and thereafter the Vendor shall refund all other monies (without interest thereon) paid by the Purchaser to the Vendor pursuant to the SPA within fourteen (14) days of termination failing which the Vendor(s) shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all other monies paid by the Purchaser to the Vendor calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund whereupon the SPA shall be terminated and rendered null and void and thereafter neither party hereto shall have any claims against the other and the Vendor shall be entitled at its absolute discretion to resell the Land at such time and place and subject to such conditions and in such manner as the Vendor shall think fit without the necessity of previously tendering or offering to make any sale to the Purchaser.	This term is reasonable and a common commercial term in an agreement similar to the Proposed Acquisition as it allows both parties to terminate the SPA if either party finds the other party commits any breach of any of the obligations under the SPA which is incapable of remedy. Further, we note that: (i) In the event that the Purchaser defaults on its obligations pursuant to the terms of the SPA, a sum equivalent to 10% of the Purchase Price shall be forfeited in favour of the Vendor and thereafter, the Vendor shall refund all the monies paid by the Purchaser (without interest) for the Proposed Acquisition.

No.	Salient Terms	Our comments
	8.2 If through no fault of the Purchaser, the Vendor shall fail or neglect to complete the sale herein in accordance with the SPA, the Purchaser shall be entitled at their sole discretion either to require the Vendor to refund to the Purchaser whatever monies (without interest thereon) so far received by the Vendor pursuant to the SPA together with a further sum equivalent to ten per centum (10%) of the Purchase Price as agreed liquidated damages for the breach of the terms and conditions of the SPA within fourteen (14) days of termination failing which the Vendor shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all monies paid by the Purchaser to the Vendor as well as on the agreed liquidated damages calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund and thereafter the SPA shall be terminated and rendered null and void OR to proceed to apply for a decree of specific performance against the Vendor and all costs and expenses that may be incurred by the Purchaser based on solicitors and client basis be borne by the Vendor absolutely.	(ii) In the event that the Vendor defaults on its obligation pursuant to the terms of the SPA, the Purchaser shall be entitled to require the Vendor to refund the 20% Deposit and claim a further sum of 10% of Purchase Price as agreed liquidated damages. Based on the above, we are of view that the default clauses are reasonable and not detrimental to the non-interested shareholders of Amtel.
	8.3 In the event that the Transfer cannot be registered for any reason whatsoever or defect which cannot be rectified by the Vendor and/or the Purchaser and the Parties having exhausted all attempts to rectify the same, the Purchaser shall be entitled to terminate the SPA whereupon the Vendor shall forthwith refund to the Purchaser all monies (without interest thereon) paid by the Purchaser to the Vendor pursuant to the SPA within fourteen (14) days from the date of such non-perfection failing which the Vendor shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all monies paid by the Purchaser to the Vendor calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund and thereafter the SPA shall be terminated and be rendered null and void and neither party shall have any further claims as against the other.	This term is reasonable as in the event that the Transfer (as defined in item 4.1 of this table) cannot be registered by the Vendor in favour of the Purchaser, the Purchaser shall be entitled to terminate the SPA whereupon the Vendor shall refund to the Purchaser all monies (without interest) paid by the Purchaser for the Proposed Acquisition.

No.	Salient Terms	Our comments
9.	**Power to Caveat** The Vendor hereby agrees to a private caveat being lodged by the Purchaser if it so desire against the Land to protect its' interest and the Purchaser undertake to withdraw same in the event that the SPA is lawfully terminated or rescinded for any reason whatsoever, provided always that any monies refundable and/or payable (including the agreed liquidated damages, if any) by the Vendor under the SPA are refunded and/or paid to the Purchaser. Further, the Purchaser undertakes that upon the execution of the SPA and prior to such private caveat being lodged the Purchaser, the Purchaser shall execute a Withdrawal of Private Caveat in escrow and deposit the same with the Purchaser's solicitors together with the requisite registration fees who are instructed to present the same to the relevant land office or registry for registration upon the SPA being so terminated.	This term is reasonable as it is a standard protective mechanism commonly applied in property transactions to preserve the Purchaser's equitable interest and prevent any unauthorised dealings or encumbrances by the Vendor prior to completion of the transaction. This term also ensures that the Land cannot be sold, transferred, or otherwise encumbered by the Vendor in a manner that may prejudice the Purchaser's interests or the integrity of the transaction.

Based on the above, we are of the view that the salient terms of the SPA are <u>acceptable</u> to the non-interested Directors and non-interested shareholders of Amtel.

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12. SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

We have reviewed the salient terms of the Subscription Agreement in its entirely and the following sets out a summary of the material terms of the Subscription Agreement and our comments. Non-interested Directors and non-interested shareholders of Amtel are advised to read the salient terms of the Subscription Agreement in its entirety as set out in **Appendix II** of the Circular.

No.	Salient Terms	Our comments
1.	**Conditions** 1.1 Matters to be satisfied The obligation of the Placee to subscribe and of the Company to issue and allot the Subscription Shares are conditional upon the following being satisfied or obtained on or before the date failing no later than one hundred and eighty (180) days from the date of the Subscription Agreement, or such other date as may be mutually agreed between the parties hereto in writing to enable the fulfilment or waiver of all the conditions ("**Cut-Off Date**"): 1.1.1 the Placee receiving a copy certified by a director or secretary of the Company to be true and complete and in full force a resolution of the board of directors of the Company: (a) approving the issuance and allotment of the Subscription Shares, the Subscription Agreement and all other transactions and matters contemplated by it; and (b) authorising a person or persons to sign and deliver on behalf of the Company the Subscription Agreement; 1.1.2 the Placee receiving a copy certified by a director or secretary of the Company to be true and complete and in full force a resolution of the shareholders of the Company approving the Proposed Acquisition, the Proposed Subscription and the Proposed Exemption; 1.1.3 the Company receiving approval of Bursa Securities for the listing of and quotation for the Subscription Shares in relation to the Proposed Subscription; 1.1.4 the sale and purchase agreement in relation to the Proposed Acquisition being completed in accordance with its terms; and	These terms are reasonable as the conditions are the requisite approvals required to be fulfilled to complete the Proposed Subscription and the timeframe can be extended by mutual agreement of both parties if it is not sufficient.

No.	Salient Terms	Our comments
	1.1.5 the SC approving the Proposed Exemption. 1.2 Conditions waiver The Company may waive all or any of the conditions (except for any which are required by a mandatory rule of law to be fulfilled before the completion of the subscription of the Subscription Shares can take place).	
2.	**Agreement for Subscription** 2.1 Subject to the terms and conditions of the Subscription Agreement, the Placee agrees to subscribe for the Subscription Shares at the Issue Price and the Company agrees to issue, allot and place to the Placee the Subscription Shares free from all any interest or equity of any person (including any right to acquire, option or right of first refusal) or any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention or any other security agreement or arrangement ("**Security Interest**") upon full payment of the Subscription Price. 2.2 The Subscription Shares shall upon issuance rank *pari passu* in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of the Company, prior to the issue and allotment of the Subscription Shares.	These terms are reasonable as it sets out the obligations for both parties to complete the Proposed Subscription. Please refer to our evaluation of the basis and justification of the Issue Price of the Subscription Shares as set out in **Section 10** of this IAL.
3.	**Completion** The Company shall within eight (8) market days of the day on which the last condition is satisfied or waived or such other period as may be prescribed by Bursa Securities: (a) issue or allot the Subscription Shares; (b) despatch notices of allotment to the Placee; and (c) apply for the quotation of the Subscription Shares. The subscription shall be deemed completed on the date of the listing of and quotation for the Subscription Shares.	This term is reasonable as it sets out the administrative procedures to be performed to facilitate the issuance of the Subscription Shares.

No.	Salient Terms	Our comments
4.	**Representations and Warranties** 4.1 The Company hereby represents and warrants to the Placee as follows: 4.1.1 that each Subscription Share when issued will be duly authorised and free from any and all Security Interest; 4.1.2 that each Subscription Share when issued will be fully paid up and upon issuance rank pari passu with the other ordinary shares of the Company; 4.1.3 that the Company has the capacity, authority and power to enter into, exercise their rights and lawfully perform and comply with their obligations under the Subscription Agreement; 4.1.4 that all actions, conditions and things required to be taken, fulfilled and done (including the obtaining of any necessary consents) in order to enable the Company to lawfully enter into, exercise their rights and perform and comply with their obligations under the Subscription Agreement and to ensure that those obligations are legally binding and enforceable have been taken, fulfilled and done; 4.1.5 that no litigation, arbitration or administrative proceedings is current or pending or, so far as the Company is aware, threatened (a) to restrain the entry into, exercise of the Company's rights under or performance or enforcement of or compliance with its obligations under the Subscription Agreement or (b) which has or could have a material adverse effect on the Company; and 4.1.6 subject to the conditions being met, that the Company's entry into, exercise of their rights and/or performance of or compliance with their obligations under the Subscription Agreement do not and will not violate, or exceed any power or restriction granted or imposed by (a) any law to which any of them is subject, (b) the Company's constitution, or (c) any agreement or arrangement to which any of them is a party. 4.2 The Placee warrants and represents to and agrees with the Company as follows: 4.2.1 that the Placee is not subject to any bankruptcy proceedings;	These terms are reasonable as it sets out the warranties by both parties which serve to safeguard the interest of both parties prior to the completion of the Subscription Agreement.

No.	Salient Terms	Our comments
	4.2.2 that the Placee has the capacity, authority and power to enter into, exercise his rights and lawfully perform and comply with his obligations under the Subscription Agreement; 4.2.3 that the Placee acknowledges that the Company has entered into the Subscription Agreement in full reliance upon and on the basis of each of the warranties which have been given by the Placee as representations for the Company to enter into the Subscription Agreement; 4.2.4 that in entering into the Subscription Agreement, the Placee hereby acknowledges and confirms that he has not relied on any statement, representation, assurance or warranty of any person (whether a party to the Subscription Agreement or not and whether made in writing or not) other than as expressly set out in the Subscription Agreement; 4.2.5 the Placee is a sophisticated investor within the meaning set out in the Guidelines on Categories of Sophisticated Investors issued by the SC on 5 February 2024; and 4.2.6 that the Placee is capable of evaluating the merits and risk of the Subscription Shares and has carefully considered the suitability of the subscription of the Subscription Shares before executing the Subscription Agreement.	
5.	**Events of Default and Termination** 5.1 If, during the subsistence of the Subscription Agreement: (a) the Company is in breach of any of the provisions of the Subscription Agreement; or (b) the Company:- (i) shall have a winding up petition presented against it in a court of law; (ii) shall have a decree or order of a court having jurisdiction over it entered against it adjudicating it insolvent, or approving a petition seeking its reorganisation under any applicable insolvency law (otherwise than for the	These terms are reasonable as it allows both parties to terminate the Subscription Agreement if either party finds the other party commits any breach of any of the obligations under the Subscription Agreement.

No.	Salient Terms	Our comments
	purpose of reconstruction or amalgamation); (iii) shall have a resolution of its shareholders passed for its winding up, liquidation or dissolution; (iv) shall make any arrangement or composition with, or any assignment for the benefit of its creditors; (v) shall have an administrator, receiver or receiver and manager appointed over any part of its undertaking or assets; or (vi) shall cease or threaten to cease to carry on its business; the Placee shall be entitled at his sole and absolute discretion to elect any of the following: (I) to effect completion for the said subscription (without prejudice to any of its rights and remedies against the Company) so far as practicable having regard to the defaults which have occurred; or (II) to revoke the said subscription and terminate the Subscription Agreement. 5.2 If, during the subsistence the Subscription Agreement: (a) the Placee is in breach of any of the provisions of the Subscription Agreement; or (b) the Placee shall have a bankruptcy petition presented against him in a court of law; (c) the Placee fails to pay the Subscription Price within five (5) market days from the unconditional date, the Company shall be entitled to and at the sole and absolute discretion of the Company to revoke the subscription and terminate the Subscription Agreement.	

Based on the above, we are of the view that the salient terms of the Subscription Agreement are <u>acceptable</u> to the non-interested Directors and non-interested shareholders of Amtel.

13. EFFECTS OF THE PROPOSALS

In evaluating the Proposals, we have taken note of the effects of the Proposals as set out in **Section 7, Part A** of the Circular.

Our evaluation on the proforma effects of the Proposals on the share capital, NA, gearing, earnings and EPS, substantial shareholders' shareholdings of Amtel Group and Chester Koid and his PACs' shareholdings are based on the Minimum Scenario and Maximum Scenario as further explained below:

Scenarios		Assumptions
Minimum Scenario	:	Assuming none of the 2,852,900 treasury shares are resold in the open market prior to the implementation of the Proposed Subscription.
Maximum Scenario	:	Assuming all of the 2,852,900 treasury shares are resold in the open market prior to the implementation of the Proposed Subscription.

Our comments on the effects of the Proposals are as follows:

13.1 Share capital

As set out in **Section 7.1, Part A** of the Circular, we noted that the Proposed Acquisition, Proposed Exemption and Proposed Diversification will not have any effects on the issued share capital of Amtel as it does not involve any issuance of new Shares.

For illustrative purposes only, the proforma effects of the Proposed Subscription on the share capital of Amtel are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	**RM**	**No. of Shares**	**RM**
Issued share capital as at the LPD(i)	98,285,757	40,624,488	98,285,757	40,624,488
Less: treasury shares	2,852,900	1,857,975	-	-
	95,432,857	38,766,513	98,285,757	40,624,488
To be issued pursuant to the Proposed Subscription	45,000,000	(ii)14,850,000	45,000,000	(ii)14,850,000
	140,432,857	**53,616,513**	**143,285,757**	**55,474,488**

Notes:
(i) Including 2,852,900 treasury shares.
(ii) Computed based on RM0.33 per Subscription Share.

Our comments:

We noted that the Proposed Subscription will result in the following:

(i) Under the Minimum Scenario, Amtel's issued share capital will increase from RM38.77 million (as at the LPD and after excluding treasury shares) to RM53.62 million; and

(ii) Under the Maximum Scenario, Amtel's issued share capital will increase from RM40.62 million (as at the LPD) to RM55.47 million,

immediately upon completion of the Proposed Subscription due to the issuance of the Subscription Shares.

13.2 NA and gearing

As set out in **Section 7.2, Part A** of the Circular, the proforma effects of the Proposals on the NA, NA per Amtel Share and gearing of the Group are as follows:

Minimum Scenario

	(I) **Audited as at 30 November 2025 (RM)**	**(II)** **After (I) and the Proposed Acquisition (RM)**	**(III)** **After (II) and the Proposed Subscription RM**
Share capital	40,624,488	40,624,488	(iii)55,474,488
Treasury shares	(1,857,975)	(1,857,975)	(1,857,975)
Reserves	43,582,125	43,582,125	(iv)42,382,125
Shareholders' funds / NA	**82,348,638**	**82,348,638**	**95,998,638**
Non-controlling interests	673,688	673,688	673,688
Total equity	**83,022,326**	**83,022,326**	**96,672,326**
No. of Shares in issue (excluding treasury shares)	95,432,857	95,432,857	140,432,857
NA per Amtel Share (RM)	0.86	0.86	0.68
Total borrowings (RM)	950,104	(ii)8,950,104	8,950,104
Gearing ratio (times) (i)	0.01	0.11	0.09

Notes:

(i) Computed based on total borrowings divided by shareholders' funds / NA.

(ii) Assuming the Purchase Price for the Proposed Acquisition of RM23.00 million is to be funded via a combination of internally generated funds of approximately RM15.00 million and bank borrowings of approximately RM8.00 million.

(iii) Computed based on RM0.33 per Subscription Share.

(iv) After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:

Estimated expenses	***RM'000***
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

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Maximum Scenario

	(I) Audited as at 30 November 2025 (RM)	(II) After (I) and assuming all of the treasury shares are resold (RM)	(III) After (II) and the Proposed Acquisition (RM)	(IV) After (III) and the Proposed Subscription RM
Share capital	40,624,488	40,624,488	40,624,488	(iii)55,474,488
Treasury shares	(1,857,975)	-	-	-
Reserves	43,582,125	43,582,125	43,582,125	(iv)42,382,125
Shareholders' funds / NA	**82,348,638**	**84,206,613**	**84,206,613**	**97,856,613**
Non-controlling interests	673,688	673,688	673,688	673,688
Total equity	**83,022,326**	**84,880,301**	**84,880,301**	**98,530,301**
No. of Shares in issue (excluding treasury shares)	95,432,857	98,285,757	98,285,757	143,285,757
NA per Amtel Share (RM)	0.86	0.86	0.86	0.68
Total borrowings (RM)	950,104	950,104	(ii)8,950,104	8,950,104
Gearing ratio (times) (i)	0.01	0.01	0.11	0.09

Notes:
(i) Computed based on total borrowings divided by shareholders' funds / NA.
(ii) Assuming the Purchase Price for the Proposed Acquisition of RM23.00 million is to be funded via a combination of internally generated funds of approximately RM15.00 million and bank borrowings of approximately RM8.00 million.
(iii) Computed based on RM0.33 per Subscription Share.
(iv) After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:

Estimated expenses	***RM'000***
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

Our comments:

Based on the above, we noted that the Proposed Acquisition will result in the increase of Amtel Group's proforma gearing from 0.01 times (as at 30 November 2025) to 0.09 times (under Minimum Scenario) and 0.09 times (under Maximum Scenario) in the event that Amtel Group partly fund the Purchase Price with RM8.00 million bank borrowings.

We also noted that upon completion of the Proposed Acquisition and Proposed Subscription, the proforma NA per Amtel Share will decrease from RM0.86 (as at 30 November 2025) to RM0.68 (under Minimum Scenario and Maximum Scenario), which is mainly due to the dilution effects arising from the issuance of Subscription Shares.

Notwithstanding that the Proposed Subscription will result in the decrease in Amtel Group's proforma NA per Amtel Share, the Proposed Subscription is expected to improve the financial position of Amtel Group as the proforma NA of Amtel Group will increase from RM82.35 million (as at 30 November 2025) to RM96.00 million (under Minimum Scenario) and RM97.86 million (under Maximum Scenario).

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13.3 Substantial shareholders' shareholdings

As set out in **Section 7.4, Part A** of the Circular, we noted that the Proposed Acquisition, Proposed Exemption and Proposed Diversification will not have any effects on the substantial shareholders' shareholdings of Amtel.

For illustrative purposes only, the proforma effects of the Proposed Subscription on the shareholdings of the substantial shareholders of the Group are as follows:

Minimum Scenario

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	(i)%	No. of Shares	(ii)%	No. of Shares	(ii)%
Dato' Koid Hun Kian	12,500,132	13.10	(iii)9,846,704	10.32	12,500,132	8.90	(iii)9,846,704	7.01
Simfoni Kilat Sdn Bhd	5,989,705	6.28	-	-	5,989,705	4.27	-	-
Chester Koid	7,167,709	7.51	(iv)2,700,000	2.83	52,167,709	37.15	(iv)2,700,000	1.92

Notes:
(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).
(ii) Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).
(iii) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.
(iv) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

Maximum Scenario

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	(i)%	No. of Shares	(ii)%	No. of Shares	(ii)%
Dato' Koid Hun Kian	12,500,132	13.10	(iii)9,846,704	10.32	12,500,132	8.72	(iii)9,846,704	6.87
Simfoni Kilat Sdn Bhd	5,989,705	6.28	-	-	5,989,705	4.18	-	-
Chester Koid	7,167,709	7.51	(iv)2,700,000	2.83	52,167,709	36.41	(iv)2,700,000	1.88

Notes:
(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).
(ii) Computed based on 143,285,757 Shares in issue.
(iii) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.
(iv) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

Our comments:

Upon completion of the Proposed Subscription, the issuance of Subscription Shares to Chester Koid is expected to increase the individual shareholdings of Chester Koid from 7.51% (as at the LPD) to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) and result in the dilution of all other substantial shareholders of Amtel (ie. Simfoni Kilat Sdn Bhd and Dato' Koid Hun Kian). Accordingly, Simfoni Kilat Sdn Bhd will no longer be a substantial shareholder of Amtel upon completion of the Proposed Subscription.

In addition, as set out in **Section 2.2.6, Part A** of the Circular, the public shareholding spread of Amtel will decrease from 66.66% (as at the LPD) to 45.30% (under Minimum Scenario) and 46.39% (under Maximum Scenario) upon completion of the Proposed Subscription. Accordingly, upon completion of the Proposals, the public shareholding spread of Amtel would still be in compliance with paragraph 8.02(1) of the Listing Requirements.

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13.4 Offeror and PAC's shareholdings

As set out in **Section 2.3, Part A** of the Circular, we noted that the Proposed Acquisition, Proposed Exemption and Proposed Diversification will not have any effects on the shareholdings of Chester Koid and his PACs.

For illustrative purposes only, the proforma effects of the Proposed Subscription on the shareholdings of Chester Koid and his PACs are as follows:

Minimum Scenario (ie. maximum potential shareholding)

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	[(i)]%	No. of Shares	[(i)]%	No. of Shares	[(ii)]%	No. of Shares	[(ii)]%
Offeror								
Chester Koid	7,167,709	7.51	[(iii)]2,700,000	2.83	52,167,709	37.15	[(iii)]2,700,000	1.92
PACs								
Dato' Koid Hun Kian	12,500,132	13.10	[(iv)]9,846,704	10.32	12,500,132	8.90	[(iv)]9,846,704	7.01
Datin Tan Seow Eng	1,156,999	1.21	[(vi)]2,700,000	2.83	1,156,999	0.82	[(vi)]2,700,000	1.92
Chow Teng Ting[(v)]	752,140	0.79	-	-	752,140	0.54	-	-
Bai Yun Mountain Trading (M) Sdn Bhd	2,700,000	2.83	-	-	2,700,000	1.92	-	-
Total Offeror and PACs	**24,276,980**	**25.44**			**69,276,980**	**49.33**		

Notes:
(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).
(ii) Computed based on 140,432,857 Shares in issue (excluding 2,852,900 treasury shares).
(iii) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.
(iv) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.
(v) This individual is deceased.
(vi) Deemed interested by virtue of her interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

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Maximum Scenario

	As at the LPD				After the Proposed Subscription			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(i)%	No. of Shares	(i)%	No. of Shares	(ii)%	No. of Shares	(ii)%
Offeror								
Chester Koid	7,167,709	7.51	(iii)2,700,000	2.83	52,167,709	36.41	(iii)2,700,000	1.88
PACs								
Dato' Koid Hun Kian	12,500,132	13.10	(iv)9,846,704	10.32	12,500,132	8.72	(iv)9,846,704	6.87
Datin Tan Seow Eng	1,156,999	1.21	(vi)2,700,000	2.83	1,156,999	0.81	(vi)2,700,000	1.88
Chow Teng Ting(v)	752,140	0.79	-	-	752,140	0.52	-	-
Bai Yun Mountain Trading (M) Sdn Bhd	2,700,000	2.83	-	-	2,700,000	1.88	-	-
Total Offeror and PACs	**24,276,980**	**25.44**			**69,276,980**	**48.34**		

Notes:

(i) Computed based on 95,432,857 Shares in issue (excluding 2,852,900 treasury shares).

(ii) Computed based on 143,285,757 Shares in issue.

(iii) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(iv) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(v) This individual is deceased.

(vi) Deemed interested by virtue of her interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

Our comments:

Based on the above, we note the following effects:

(a) Minimum Scenario

The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription).

The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 50.67% (upon completion of the Proposed Subscription).

(b) Maximum Scenario

The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription).

The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 51.66% (upon completion of the Proposed Subscription).

Following the completion of the Proposed Subscription, the individual shareholding of Chester Koid will increase to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) as well as the collective shareholdings of Chester Koid and his PACs will increase to 49.33% (under Minimum Scenario) and 48.34% (under Maximum Scenario). With shareholdings of close to 50% upon completion of the Proposed Subscription, Chester Koid and his PACs would be able to exercise significant influence over the management and operations of Amtel including but not limited to, elect the board of directors, influence major business decisions, and dictate the direction and strategy of Amtel.

Notwithstanding the above, any further increase in Chester Koid's individual shareholding or Chester Koid and his PAC's collective shareholdings by more than 2% within any 6-month period will trigger a MO obligation under subparagraph 4.01(b) of the Rules.

Should Chester Koid and his PAC's collective shareholdings further increase to more than 50% after the Proposed Subscription without triggering the "creeping threshold" as prescribed in paragraph 2.01 of the Rules, any further increase in their collective shareholdings in Amtel would not trigger a MO obligation provided that Chester Koid or his PACs do not trigger such MO on an individual or single entity basis. Under such scenario, Chester Koid and his PACs will have statutory control over Amtel which enable them to determine the outcome of ordinary resolutions which require a simple majority of 50% plus 1 share (unless Chester Koid and his PACs are required to abstain from voting).

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13.5 Earnings and EPS

For illustration purposes only, the pro forma effects of the Proposed Subscription on the EPS of the Group based on the audited consolidated statements of profit or loss and other comprehensive income for the FYE 2025 and on the assumptions that the Proposed Subscription had been effected at the beginning of the FYE 2025 are as follows:

	Audited as at 30 November 2025	After the Proposed Subscription	
		Minimum Scenario	Maximum Scenario
	RM	RM	RM
PAT attributable to owners of the Company	5,201,941	5,201,941	5,201,941
Less: Estimated expenses[(i)]	-	(1,200,000)	(1,200,000)
Adjusted PAT attributable to owners of the Company	**5,201,941**	**4,001,941**	**4,001,941**
No. of Shares in issue (excluding treasury shares)	95,432,857	140,432,857	143,285,757
EPS (RM)	0.0545	0.0285	0.0279

Note:

(i) After deducting the estimated expenses of approximately RM1.20 million in relation to the Proposals, the details of which are as follows:

Estimated expenses	*RM'000*
Professional fees in relation to the Proposals	*900*
Fees payable to authorities	*100*
Other miscellaneous expenses in relation to the EGM for the Proposals and funds reserved for contingencies purposes	*200*
Total	***1,200***

Our comments:

Based on the above, the Proposals are not expected to have any immediate material effect on the earnings of the Group for the FYE 2026. However, the EPS of the Group is expected to be diluted as a result of the increase in the number of outstanding Shares upon completion of the Proposed Subscription.

Moving forward, the effects of the Proposed Diversification on the consolidated earnings and EPS of Amtel Group is dependent on the performance of the Motor Vehicle Business.

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In evaluating the overall effects of the Proposals as set out in **Section 13.1 to Section 13.5** of this IAL, non-interested shareholders of Amtel should also compare the proforma effects of the Proposed Subscription (ie. Equity Funding Scenario) against the proforma effects of the Debt Funding Scenario as set out in **Section 8.2(iii)** of this IAL which is further summarised below:

	Proposed Subscription (ie. Equity Funding Scenario)		**Debt Funding Scenario**	
	Minimum scenario	**Maximum scenario**	**Minimum scenario**	**Maximum scenario**
Gearing (times)	0.09	0.09	0.28	0.27
Proforma NA as at 31 May 2026 (RM' million)	99.25	101.10	84.40	86.25
Proforma NA per Share as at 31 May 2026 (RM)	0.71	0.71	0.88	0.88
EPS based on audited FYE 2025 (RM)	0.0285	0.0279	0.0545	0.0545
Proforma WACC	7.67%	7.67%	7.46%	7.46%
Annual interest expenses arising from borrowings (RM' million)	0.35(i)	0.35(i)	1.00(ii)	1.00(ii)

Notes:

(i) For illustrative purposes, assuming that the Group utilises bank borrowings amounting to RM8.00 million to partly fund the Purchase Price of RM23.00 million under the Equity Funding Scenario, the Group will incur additional interest expense to the Group of approximately RM0.35 million per annum (after net of tax of 24%) based on an effective annual interest rate of 5.76%.

(ii) For illustrative purposes, assuming that the Group utilises bank borrowings amounting to RM22.85 million to partly fund the Purchase Price of RM23.00 million under the Debt Funding Scenario, the Group will incur additional interest expense to the Group of approximately RM1.00 million per annum (after net of tax of 24%) based on an effective annual interest rate of 5.76%.

Based on the above, notwithstanding that the Proposed Subscription (ie. Equity Funding Scenario) would result in a lower proforma NA per Share and EPS and a higher proforma WACC as compared to the Debt Funding Scenario, we are of the view that the Proposed Subscription is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario due to the following:

(a) The Equity Funding Scenario would result in a lower proforma gearing ratio of 0.09 times as compared to 0.28 times and 0.27 times (under the minimum and maximum scenario of Debt Funding Scenario). The lower proforma gearing will improve the financial position of Amtel Group and will allow the Group to have flexibility in sourcing for funding alternatives in the future, if required;

(b) The Equity Funding Scenario would result in a higher proforma NA as at 31 May 2026 of RM99.25 million and RM101.10 million (under the Minimum Scenario and Maximum Scenario) as compared to RM84.40 million and RM86.25 million (under the minimum and maximum scenario of Debt Funding Scenario). The higher proforma NA will put the Group in a better capitalised and stronger financial position; and

(c) The Equity Funding Scenario would result in a lower annual interest expenses obligation of RM0.35 million per annum as compared to RM1.00 million per annum (under the Debt Funding Scenario) thereby resulting in a lower annual cash outflow and less impact on the Group's earnings moving forward.

Based on above, we are of the view that the overall effects of the Proposals are <u>acceptable</u> to the non-interested Directors and non-interested shareholders of Amtel.

14. INDUSTRY OVERVIEW AND PROSPECTS

We take cognisance of the overview and outlook of the Malaysian economy, the manufacturing industry in Malaysia and the global golf cart industry in USA and Malaysia as well as the prospects and future plans of Amtel Group as set out in **Section 5, Part A** of the Circular.

14.1 Overview and Prospects of the Malaysian Economy

Economic growth strengthened to 6% in the second quarter of 2026 (1Q 2026: 5.4%), driven by continued domestic demand and robust exports. Household spending was supported by steady income growth and ongoing policy support. Investment growth was underpinned by continued spending on structures and machinery & equipment. On the external front, exports accelerated, driven mainly by the continued strength in electrical & electronics ("**E&E**") products and sustained expansion in services, as well as the rebound in exports of liquefied natural gas and non-E&E manufacturing products. Gross imports expanded further amid robust growth in intermediate and consumer goods imports.

On the supply side, growth was underpinned by the expansion in services and manufacturing sectors. The higher growth in the services sector was supported by business-related subsectors, especially the ICT subsector from the expanding operationalisation of data centres. The robust growth in the manufacturing sector was driven by export-oriented clusters, particularly in E&E following strong artificial intelligence-related demand. The mining and quarrying sector growth turned positive, reflecting stronger natural gas production. On a quarter-on-quarter seasonally adjusted basis, the economy expanded by 2.5% (1Q 2026: -0.03%).

Headline inflation increased to 1.9% (1Q 2026: 1.6%) while core inflation moderated to 1.9% (1Q 2026: 2.1%). The increase in headline inflation mainly reflected higher external cost pressures following the conflict in the Middle East. Fuel prices, particularly RON97 and diesel, increased during the quarter, leading to higher fuel inflation (5%; 1Q 2026: -1.5%). Although producer cost pressures increased, these remained concentrated at the upstream stage, with limited pass-through to later stages of production and broader consumer prices during the quarter. Meanwhile, core inflation eased mainly due to softer inflation in jewellery and watches (23.7%; 1Q 2026: 39.1%) and rent (1.4%;1Q 2026: 1.6%). Inflation pervasiveness, measured by the share of Consumer Price Index items registering monthly price increases, rose to 45.5% during the quarter (1Q 2026: 38.3%), close to its historical average of 45.6%, driven mainly by a sharp increase in April before moderating in May and June.

The nominal effective exchange rate ("**NEER**") (2Q 2026: -0.8%; 1Q 2026: +1.4%) remained broadly stable amid evolving global financial conditions, particularly the shift in market expectations regarding the direction of US monetary policy.

The ringgit continued to be supported by Malaysia's strong domestic fundamentals and sustained growth momentum. On a year-to-date basis (as at 12 August 2026), the ringgit recorded a relatively stable performance against the US dollar (-0.9%) and the currencies of major trading partners (NEER: -1%).

Moving forward, while external factors will continue to drive exchange rate movements, Malaysia's firm economic prospects and ongoing structural reforms are expected to provide enduring support to the ringgit. Bank Negara Malaysia ("**BNM**") will closely monitor global developments and remains committed to ensuring the orderly functioning of the domestic foreign exchange market.

Financing remained available to support economic activity and business needs. Credit to the private non-financial sector grew by 6.4% during the second quarter of 2026 (1Q 2026: 5.6%). Outstanding corporate bonds expanded by 8.1% (1Q 2026: 5.9%). It reflected higher bond issuances, mainly in the utilities sector and for working capital purposes. Similarly, outstanding business loans grew by 7.2% (1Q 2026: 5.7%) across both working capital and investment-related purposes. By segment, the growth was driven mainly by loans to non-small and medium enterprises ("**SME**"). Meanwhile, SME loans grew by 4.2% (1Q 2026: 5.2%) amid sustained demand for working capital. For households, loans expanded by 5.3% (1Q 2026: 5.4%) amid stable loan growth for the purchase of houses.

Financial institutions continue to support SMEs facing temporary financial difficulties. Repayment assistance, financing restructuring and tailored advisory services remain available to affected SMEs. They may also obtain assistance through the Small Debt Resolution Scheme administered by Agensi Kaunseling dan Pengurusan Kredit. Targeted support is also available for viable SMEs affected by disruptions arising from the conflict in the Middle East via the SME Stabilisation Relief Facility. As of 7 August 2026, RM2.8 billion in financing has been approved, benefiting more than 4,900 SME accounts. In addition, SMEs can make use of the RM10 billion BNM-CGC Guarantee Scheme to strengthen resilience and competitiveness for the future.

On the domestic front, household spending will benefit from continued income growth as well as ongoing policy measures. Meanwhile, investment activity will be driven by the progress of multi-year projects in both the private and public sectors, continued high realisation of approved investments as well as the ongoing implementation of national master plans. On the external front, export growth will be underpinned by sustained demand for E&E products amid growing investment in AI-related activities and global technology expansion. Additional support is expected from the rebound in non-E&E exports, alongside sustained tourist spending and expansion in ICT services exports.

Headline inflation is projected to average between 1.5–2.5% in 2026. Recent inflation outturns and high-frequency indicators continue to point to modest consumer price increases. While external cost pressures arising from the Middle East conflict may exert some upward pressure on prices going forward, the overall impact on inflation for 2026 is expected to remain contained. In particular, domestic policy measures such as targeted fuel subsidies, together with stable demand conditions, are expected to help limit the pass-through of higher global costs to domestic prices.

(Source: Economic and Financial Developments in Malaysia in the Second Quarter of 2026, BNM, 14 August 2026)

The global economy is projected to expand moderately by 3% in 2025 before improving slightly to 3.1% in 2026, supported by resilient labour markets, gradual easing of inflationary pressures and accommodative monetary stance in major advanced economies. Growth in advanced economies is expected to stabilise, while emerging markets and developing economies, particularly in Asia, will continue to drive global output, underpinned by robust domestic demand and investment. Nevertheless, downside risks persist, due to heightened geopolitical tensions, volatility in commodity and energy prices, as well as the potential escalation of trade restrictions, which could weigh on global trade and supply chains. As Malaysia’s growth prospects are influenced by this complex global environment, navigating these headwinds are crucial while deepening regional integration and enhancing competitiveness.

In 2026, Malaysia’s economy is projected to expand between 4% and 4.5%, supported by resilient domestic demand and a steady external sector. Growth will be anchored by private consumption, boosted by the implementation of the salary adjustment under Phase 2 of the Public Service Remuneration System, continuation of targeted assistance programmes and robust tourism activities in conjunction with Visit Malaysia 2026. In addition, strong investment performance will be supported by higher capital expenditures, particularly in high-impact strategic sectors. The services and manufacturing will remain key drivers of growth, complemented by sustained construction and agriculture sectors.

(Source: Budget 2026, Economic Outlook 2026, Ministry of Finance Malaysia)

At the July 2026 Monetary Policy Committee (“**MPC**”) meeting, the MPC maintained the Overnight Policy Rate at 2.75%.

(Source: Quarterly Bulletin 2Q 2026, BNM)

14.2 Overview and Outlook of the Manufacturing Industry in Malaysia

The manufacturing sector posted sales value of RM173.1 billion in March 2026, grew 5.3% (February 2026: 3.9%). The growth in sales value within the manufacturing sector was mainly contributed by the E&E products sub-sector, rose 13.3% in March 2026 (February 2026: 13.8%). The growth was further supported by the food, beverages and tobacco sub-sector and non-metallic mineral products, basic metal and fabricated metal products sub-sector, which increased by 7.8% (February 2026: 2.8%) and 3.7% (February 2026: 3.2%), respectively. In comparison by month-on-month, sales value rose by 8.7%, from RM159.2 billion recorded in February 2026.

Sales value growth in the export-oriented industries which accounting for 71.7% of total sales, expanded by 6.5% in March 2026 (February 2026: 4.5%). The performance was led by the increase in the manufacture of computer, electronics and optical products at 15.2% (February 2026: 16.1%). Besides that, the manufacture of vegetable and animal oils and fats also registered an increment at 10.2% (February 2026: -0.9%), while manufacture of machinery and equipment grew 2.7% (February 2026: 1.5%). As compared to the sales value in the preceding month, the export-oriented industries surged by 10.7%.

The domestic-oriented industries increased 2.5% in March 2026, after registered 2.7% in the previous month. The performance was mainly supported by the growth in the manufacture of food processing products industry at 5.0% in March 2026 (February 2026: 6.3%); as well as in the manufacture of basic metals (3.6%) and manufacture of other non-metallic mineral products (3.2%). Furthermore, the domestic-oriented industries expanded 4.0%, based on month-on-month growth.

A total of 2.4 million employees were recorded in this sector during March 2026, augmented by 1.1% (February 2026: 1.0%). The augmentation was mainly driven by the food, beverages and tobacco (2.1%); followed by the E&E products sub-sector and non-metallic mineral products, basic metal and fabricated metal products sub-sector, which both recorded 1.4%. Meanwhile, the number of employees in this sector decreased 0.1% on month-on-month comparison.

The salaries and wages paid in the manufacturing sector also posted an expansion of 2.2% (February 2026: 2.0%), amounted to RM8.56 billion in March 2026. As compared to the amount recorded in the prior month, the salaries and wages paid declined 0.2%. Subsequently, the sales value per employee registered at RM71,705 (4.2%), while the average salaries and wages per employee was RM3,547, remain to increase at 1.1% year-on-year.

For the first quarter of 2026, the manufacturing sector recorded sales value of RM501.5 billion, grew 5.5% (Q4 2025: 5.8%). The number of employees increased by 1.1% to 2.4 million persons, while salaries and wages increased by 2.3% to RM25.9 billion. Moreover, the sales value per employee stood at RM207,779, increased 4.4%.

(Source: Monthly Manufacturing Statistics, Malaysia, March 2026, Department of Statistics Malaysia, 20 May 2026)

Growth in the manufacturing sector is projected to remain steady at 3% in 2026, supported by both export and domestic oriented industries. The broader gains from the global technology upcycle is anticipated to continue supporting export-oriented industries. The E&E cluster is expected to remain the key driver, with sustained growth across semiconductor products, particularly in the chips segment, following robust demand for AI applications and digitalisation. These developments will further elevate growth prospects and strengthen Malaysia's position in the global E&E supply chain.

Meanwhile, domestic-oriented industries will be supported by higher output, attributed to stable investment and consumption activities as well as concerted government efforts to boost local production. A surge in visitor arrivals and rising gastronomic activities are expected to increase output in the consumer goods segment, particularly food and beverages. Furthermore, Phase 2 of the Public Service Remuneration System implementation is anticipated to boost household spending. The transportation-related industries will also benefit from increasing logistics and travel activities.

(Source: Budget 2026, Economic Outlook 2026, Ministry of Finance Malaysia)

14.3 Overview and Outlook of the Global Golf Cart Industry (Focusing on the Golf Cart Industry in the USA as currently the golf carts of the Motor Vehicle Business of Amtel Group are mainly exported to the USA)

The global golf cart industry can be divided into 4 main regions namely North America, Europe, APAC, and LAMEA. At present, North America holds the largest share of the global golf cart industry, supported by the region's well established golf infrastructure and widespread use of golf carts in recreational and utility applications. In particular, the USA represents the dominant market within the region, supported by a high concentration of golf courses, country clubs, and resorts, as well as favourable climatic conditions year-round for the sport in many states. The USA is estimated to have more than 16,000 golf courses, accounting for approximately 43% of worldwide golf supply and significantly exceeding the number of golf courses in other countries such as Japan, which ranks second globally. In addition to recreational applications, the increasing utilisation of golf carts for utility purposes across campuses, airports, and event venues in the USA has also been contributing to industry growth. Furthermore, the presence of well-established manufacturers, along with a mature aftermarket ecosystem, guarantees a consistent availability of golf carts, parts and components, as well as related maintenance services.

In 2025, the global golf cart industry recorded a total market size of USD2.03 billion. North America is the largest market with sales totalling USD897.1 million which accounted for 44.1% of the global golf cart industry. The North American market is led by the USA which accounted for most of the region's sales. In the same year, the USA recorded a market size of USD759.2 million which accounted for 37.3% of the global golf cart industry. The North American market is followed by Europe and APAC which were valued at USD577.7 million (global market share of 28.4%) and USD463.8 million (global market share of 22.8%), respectively in 2025. In the same year, LAMEA's market size stood at USD95.6 million or 4.7% of the global golf cart industry.

Golf remains a highly popular sport in the USA, with 48.1 million Americans aged 6 and above playing golf in 2025, up from 45.1 million in 2023, according to the National Golf Foundation. On-course golfers have also increased steadily, rising from 26.6 million in 2023 to 29.1 million in 2025, reflecting greater interest in golf courses over time. Furthermore, the National Golf Foundation has also highlighted an additional 21.2 million Americans who have expressed strong interest in golf but are not yet active, representing significant untapped market potential.

In addition to traditional golf carts, low-speed vehicles ("**LSVs**"), which are golf cart-like vehicles with slightly higher speeds, are becoming increasingly popular as they are permitted to traverse public roads with low-speed limits. These LSVs are particularly popular in suburban communities and retirement communities located in the Sun Belt states where favourable weather conditions is highly conducive for golf cart usage. Furthermore, coastal Sun Belt states hold numerous tourism destinations where golf carts are commonly used for local mobility. Reflecting the rising adoption golf carts, several states in the USA have introduced regulations that permit golf carts and LSVs to operate on designated low-speed public roads. The golf cart industry in USA has historically been dominated by established brands such as Club Car, E-Z-GO and Yamaha Golf-Car Company, which collectively account for a significant market share. More recently, American manufacturers such as ICON Electric Vehicles, Evolution Electric Vehicle and Tomberlin have emerged, often focusing on electric golf carts and LSVs.

The golf cart industry in the USA was valued at USD759.2 million in 2025 as the growing use of golf carts in golf courses and non-golf applications continue to support sales growth. Going forward, the industry is forecast to reach USD795.7 million in 2026 and expand at a CAGR of 5.2% to reach USD978.2 million in 2030. Growth in the industry is supported by factors including the rising popularity of golf, increasing disposable income among the American population, growing adoption of lightweight electric mobility ("**e-mobility**") vehicles and strong domestic tourism. On the supply side, the industry is expected to benefit from an established manufacturing ecosystem and ongoing advancements in battery technologies.

(Source: IMR Report dated 14 July 2026)

14.4 Overview and Outlook of the Golf Cart Industry in Malaysia

The golf cart industry in Malaysia is part of the APAC golf cart industry and has been experiencing notable growth. This growth is mainly driven by urbanisation and increasing tourism and hospitality activities.

Malaysia's tropical climate, coupled with rising affluence and tourism growth have all contributed to the gradual expansion of the local golf cart industry. Malaysia has been a top destination for international tourists, particularly from Singapore, Indonesia, China, and Thailand. After registering visitor arrivals of 29.0 million in 2023 (as compared to 14.3 million visitor arrivals in 2022). Visitor arrivals then reached 42.2 million in 2025. The increase in visitor arrivals has supported the growth of the tourism sector in Malaysia, including for golf tourism. Golf has a long and distinguished history in Malaysia, the country being one of the first to seriously take up the game. Malaysia has since hosted numerous international golf tournaments over the years, including the first Malaysia Open in 1962, as well as the World Cup for Men and the World Cup for Women in 1999 and 2000, respectively. Other notable golf events held in Malaysia include the 110th edition of the Malaysia Amateur Open, the Merdeka Golf Tournament and the SGA International as well as the Maybank Malaysia Open, the Mercedes Trophy and the EurAsia Cup and the Panasonic Open Malaysian Tournament of Champions. Malaysia is currently home to over 200 golf courses, each with its own characteristics and environments and catering to both professionals and amateurs. The well-established golf infrastructure in the country is expected to support demand for golf carts.

Similar to global trends, golf carts in Malaysia have also increasingly been adopted in non-golf applications. Many luxury resorts and beachfront getaways have been increasingly using golf carts for guest transport across expansive campuses. Malaysia's growing tourism sector, including luxury resorts, hotels and theme parks, commonly utilise golf carts for guests and luggage transportation across the expansive properties. At the same time, the urbanisation and construction of new residential, leisure, and commercial real estate across the country, have also boosted demand for golf carts. These premises often have large managed grounds which use golf carts for security patrols, maintenance, and resident transport. This has boded well for the development of the local golf cart industry.

Malaysia currently does not have a significant domestic manufacturing base for golf carts, with the majority of golf carts in the country being imported. It is estimated that there are less than five (5) manufacturers/ assemblers of golf carts in the country. The import value of golf carts stood at RM17.8 million in 2024, which was an increase of 5.9% from RM16.8 million in 2023. In 2025, imports of golf carts rose to RM34.1 million. At the same time, the country also exports a small value of golf carts, including components.

The golf cart industry in Malaysia, in terms of consumption, was valued at RM21.5 million in 2025. The local golf cart industry has been expanding steadily, supported by a growing tourism and hospitality industry, urbanisation and infrastructure developments that has been increasingly using golf carts in urban and resort settings, growth in recreational and leisure activities that adopt golf carts in operations, as well as the Malaysian Government initiatives promoting sustainable travel encourage the adoption of electric golf carts. Going forward, the industry is forecast to reach RM24.9 million in 2026 and expand at a CAGR of 10.3% to reach RM35.1 million in 2030.

(Source: IMR Report dated 14 July 2026)

14.5 Prospects of Amtel Group

We take cognisance of the prospects of the Proposals as outlined in **Section 5.5, Part A** of the Circular.

Our comments:

We noted that Amtel Group's principal activities have traditionally been focusing on the ICT and TIS segments, with ICT segment being the major revenue contributor. As part of the Group's future plans to generate additional income stream, the Group had in 2025, ventured into the Motor Vehicle Business.

The Proposals represents an opportunity for the Group to expand the Motor Vehicle Business further by allowing the Group to construct a new manufacturing facility on the Land and relocate its Motor Vehicle Business to Tanjung Malim in the Muallim District of Perak, to cater for future business expansion in this segment.

As set out in **Section 3.1, Part A** of the Circular, more than 90% of the revenue contribution from the Motor Vehicle Business for FPE 31 May 2026 is attributable to the USA market and served through indirect distribution channels, whereby the products are distributed through a local authorised exporter appointed by the Company to facilitate the export and sale of the products to the USA market. We also noted that moving forward, the Company expects the USA market to continue contributing more than 90% of the revenue generated from its Motor Vehicle Business taking into consideration the forecast orders from the existing customers as well as enquiries from potential customers.

We also noted from **Section 5.3, Part A** of the Circular that the golf cart industry in the USA was valued at USD759.2 million in 2025 as the growing use of golf carts in golf courses and non-golf applications continue to support sales growth. Going forward, the industry is forecast to reach USD795.7 million in 2026 and expand at a CAGR of 5.2% to reach USD978.2 million in 2030. Growth in the industry is supported by factors including the rising popularity of golf, increasing disposable income among the American population, growing adoption of lightweight e-mobility vehicles and strong domestic tourism.

Following the completion of the Proposals, the Group intends to continue to grow its Existing Business. Accordingly, the Group's ICT segment will remain as the primary revenue contributor whilst the TIS segment and Motor Vehicle Business will provide additional income stream to the Group.

Moving forward, the implementation of the Motor Vehicle Business is subject to additional financial commitments associated with the construction of the new manufacturing facility such as site clearing costs and construction costs as further explained in **Section 2.1.7, Part A** of the Circular. The estimated construction cost of RM40 million is still preliminary at this juncture and may vary depending on renovation and fit-out requirements and furnishing expenses and other factors beyond the Group's control. As such, the Group will be subject to financing risk and there can be no assurance that the Group will be able to generate sufficient internally generated funds or obtain adequate bank borrowings on acceptable terms and within the required timeframe to meet its funding requirements. In addition, the Group is also subject to execution risk to construct the new manufacturing facility and the facilitation of the relocation and transitioning of the Group's Motor Vehicle Business from the factory in Gurun to the new manufacturing facility.

Further, we also wish to highlight that the future plans and strategies undertaken and/or to be undertaken by the Group are subject to uncertainties which are not within the Group's control such as outbreak of war, government policies, interest rates, inflation, fluctuation in price of raw materials, supply chain disruptions and changes in the global economic conditions. The occurrence of any of such events may materially impact the Group's operations and affect the Group's ability to implement the plans within the intended timeframe or such plans may not achieve the expected results.

Premised on the above, we are of the view that the prospects of Amtel Group following the completion of the Proposals is positive.

15. RISK FACTORS IN RELATION TO THE PROPOSALS

In considering the Proposals, non-interested shareholders of Amtel are advised to give careful consideration to the risk factors as set out in **Section 6, Part A** of the Circular.

Our comments:

Section 6, Part A of the Circular, sets out the following risk factors of the Proposals:

(i) Risks relating to the Proposed Acquisition such as non-completion risk and compulsory acquisition by the Government;
(ii) Risks relating to the Proposed Subscription such as non-completion risk; and
(iii) Risks relating to the Proposed Diversification such as business diversification risk, dependency on key management personnel, financing risk and investment risk.

We wish to highlight that although efforts and measures would be taken by the Board and the management to limit/mitigate the risks associated with the Proposals, no assurance can be given that the abovementioned risk factors will not occur and give rise to material and adverse impact on the operation and business, financial positions and/or prospects of Amtel Group.

While we note that the Group's Existing Business is subject to the same business risk as before, the Motor Vehicle Business will be an entirely new business segment for Amtel Group and thus the Group will be exposed to a new business risk.

It is also noted that the outbreak of the Iran war in February 2026 has caused global supply disruption and fluctuation in energy prices which has impacted economic conditions globally as well as the domestic economy in Malaysia. As at the LPD, the Iran war is currently still ongoing as the 60-day ceasefire has lapsed and the parties of the war were unable to agree to a full peace deal. While some immediate effects are evident in the domestic economy notably in the shortage of raw materials and fluctuation in fuel prices, the full economic and geopolitical impact is still unknown due to the prolonged Iran war. Nevertheless, the management of Amtel Group has taken note of the impact of the Iran War and have taken appropriate measures and prudent financial management such as reducing non-essential expenditures of the Group (eg. travelling, entertainment and training expenses) and renegotiate with key suppliers on the pricing of raw materials to cushion the impact of the aforesaid risk.

In evaluating the Proposals, you should carefully consider the said risk factors and their mitigating factors prior to voting on the resolutions pertaining to the Proposals at the forthcoming EGM of Amtel. Non-interested shareholders of Amtel should also note that the risk factors mentioned therein are not meant to be exhaustive. Notwithstanding the above risk factors, non-interested shareholders of Amtel should also take into consideration the advantages and disadvantages of the Proposals as set out in **Section 21** of this IAL.

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16. IMPLICATIONS ARISING FROM THE VOTING OUTCOME OF THE PROPOSED EXEMPTION

Pursuant to subparagraph 4.08(2) of the Rules, the SC may consider granting the Proposed Exemption if Chester Koid and his PACs have satisfied the following conditions:

(i) there is no acquisition of Amtel Shares or instruments convertible into Amtel Shares and options in respect of Amtel Shares (other than subscriptions for new Amtel Shares or new instruments convertible into or options in respect of new Amtel Shares which have been disclosed in the Circular) by Chester Koid and his PACs in the six (6) months prior to the announcement of the Proposals on 26 May 2026, but subsequent to the negotiations, discussions or the reaching of understandings or agreements with the Board in relation to the Proposals until completion of the subscription ("**Disqualifying Transaction**"); and

(ii) approval has been obtained from the non-interested Directors in the Board meeting in relation to the Proposed Exemption and non-interested holders of voting shares or voting rights of Amtel at a meeting of the holders of the relevant class of voting shares or voting rights to waive their rights to receive the MO from Chester Koid and his PACs. The voting at the forthcoming EGM in relation to the Proposals shall be conducted by way of poll.

Any exemption granted will be invalidated if Chester Koid and/or his PACs have engaged or engages in a Disqualifying Transaction.

In addition, pursuant to paragraph 18.02 of the Rules, upon your approval for the Proposed Exemption, Chester Koid and his PACs shall not acquire any Amtel Shares within a period of 6 months after the date of the EGM for the Proposals from a person who was a Director or substantial shareholder of Amtel at the time of the Proposed Exemption, as such acquisition will be deemed to be a favourable deal under Rule 18 of the Rules. The SC may consider granting a waiver to Chester Koid and his PACs if such acquisition, if any, is *de minimis*.

The implication of the non-interested shareholders of Amtel's votes on the Proposed Exemption to be tabled at the forthcoming EGM in relation to the Proposals are set out in **Sections 16.1 and 16.2** of this IAL.

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16.1 If you VOTE IN FAVOUR of the Proposed Exemption

(i) As set out in **Section 9, Part A** of the Circular, it is noted that the approval of the non-interested shareholders of Amtel at the forthcoming EGM to be convened for the Proposals is one of the approvals required for the Proposed Exemption sought under subparagraph 4.08(1)(b) of the Rules by Chester Koid and his PACs. In the event that the non-interested shareholders of Amtel vote in favour of the Proposed Exemption, Chester Koid and his PACs would be able to submit an application for the Proposed Exemption to the SC for its consideration. An approval from the SC for the Proposed Exemption would then exempt Chester Koid and his PACs from the obligation to undertake the MO.

(ii) The approval of the Proposed Exemption would imply that non-interested shareholders of Amtel agree to waive their rights and exempt Chester Koid and his PACs from the obligation to undertake the MO as a result of the Proposals (which shall be undertaken at a price no lower than the highest price paid by Chester Koid and his PACs for Amtel Shares in the past 6 months preceding the commencement of the offer).

(iii) You should note the following effects on the shareholdings of Chester Koid and his PACs upon completion of the Proposed Subscription:

(a) Minimum Scenario

The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 49.33% (upon completion of the Proposed Subscription).

(b) Maximum Scenario

The collective shareholdings of Chester Koid and his PACs in Amtel will increase from 25.44% (as at the LPD) to 48.34% (upon completion of the Proposed Subscription).

Upon completion of the Proposed Subscription, Chester Koid and his PACs will be able to obtain control in Amtel at the Issue Price which is:

(i) at a premium of 0.33% to the five (5)-day VWAP of Amtel Shares up to and including the LTD;

(ii) at discounts ranging between 3.37% to 7.36% based on the one (1)-month, three (3)-month and six (6)-month VWAPs of Amtel Shares up to and including the LTD; and

(iii) at discounts ranging between 51.47% to 63.33% based on the audited consolidated NA per Amtel Share as at 30 November 2025, unaudited consolidated NA per Amtel Share as at 31 May 2026 and proforma NA per Amtel Share upon the completion of the Proposed Subscription.

without having to undertake the MO.

Following the completion of the Proposed Subscription, the individual shareholding of Chester Koid will increase to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) as well as the collective shareholdings of Chester Koid and his PACs will increase to 49.33% (under Minimum Scenario) and 48.34% (under Maximum Scenario). With shareholdings of close to 50% upon completion of the Proposed Subscription, Chester Koid and his PACs would be able to exercise significant influence over the management and operations of Amtel including but not limited to, elect the board of directors, influence major business decisions, and dictate the direction and strategy of Amtel.

Notwithstanding the above, any further increase in Chester Koid's individual shareholding or Chester Koid and his PAC's collective shareholdings by more than 2% within any 6-month period will trigger a MO obligation under subparagraph 4.01(b) of the Rules.

Should Chester Koid and his PAC's collective shareholdings further increase to more than 50% after the Proposed Subscription without triggering the "creeping threshold" as prescribed in paragraph 2.01 of the Rules, any further increase in their collective shareholdings in Amtel would not trigger a MO obligation provided that Chester Koid or his PACs do not trigger such MO on an individual or single entity basis. Under such scenario, Chester Koid and his PACs will have statutory control over Amtel which enable them to determine the outcome of ordinary resolutions which require a simple majority of 50% plus 1 share (unless Chester Koid and his PACs are required to abstain from voting).

(iv) Following the completion of the Proposed Subscription, the shareholdings of the non-interested shareholders of Amtel will be diluted as follows:

(a) Minimum Scenario

The collective shareholdings of the non-interested shareholders of Amtel will decrease from 74.56% (as at the LPD) to 50.67% (upon completion of the Proposed Subscription).

(b) Maximum Scenario

The collective shareholdings of non-interested shareholders of Amtel will decrease from 74.56% (as at the LPD) to 51.66% (upon completion of the Proposed Subscription).

16.2 If you VOTE AGAINST the Proposed Exemption

As set out in **Section 9, Part A** of the Circular, it is noted that the approval of the non-interested shareholders of Amtel at the forthcoming EGM to be convened for the Proposals is one of the approvals required for the Proposed Exemption sought under subparagraph 4.08(1)(b) of the Rules by Chester Koid and his PACs.

In the event that the non-interested shareholders of Amtel vote against the Proposed Exemption, Chester Koid and his PACs would not be able to submit an application for the Proposed Exemption to the SC for its consideration. As such, the Proposed Subscription will not be implemented as the Proposed Subscription and Proposed Exemption are inter-conditional with each other. Arising from this, Amtel Group will not be able to raise funds amounting to RM14.85 million to replenish internally generated funds used for the Proposed Acquisition as detailed in **Section 8.2(i)** of this IAL

Nevertheless, the Proposed Acquisition and the Proposed Diversification will still be able to proceed if the required approvals as set out in **Section 9, Part A** of the Circular are obtained, as the Proposed Acquisition and the Proposed Diversification are not conditional upon the Proposed Subscription and/or the Proposed Exemption.

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17. DIRECTORS' INTENTION TO VOTE

As at the LPD, save as disclosed below, none of the Directors have any interest (direct and indirect) in Amtel. Accordingly, their intention to vote in relation to the Proposed Exemption are as follows:

Name	Direct		Indirect		Intention to vote in relation to the Proposed Exemption
	No. of Shares	%(1)	No. of Shares	%(1)	
Dato' Koid Hun Kian	12,500,132	13.10	9,846,704(2)	10.32	Abstain(4)
Chester Koid	7,167,709	7.51	2,700,000(3)	2.83	Abstain(4)
YTM Tunku Dato' Seri Kamel bin Tunku Rijaludin	450,000	0.47	-	-	Vote in favour
Lim Hun Teik	183,000	0.19	-	-	Vote in favour

Notes:

(1) Computed based on the issued share capital of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(2) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

*(4) In view that he is an interested party (as set out in **Section 12, Part A** of the Circular), he shall abstain from voting in respect of his direct and/or indirect shareholding in Amtel on the resolutions pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption at the forthcoming EGM in relation to the Proposals. In addition, he will undertake to ensure that persons connected with him will abstain from all deliberations and voting at Board meetings pertaining to the Proposed Acquisition, Proposed Subscription and Proposed Exemption and voting in respect of their direct and/or indirect shareholdings in Amtel (if any) on the resolutions to be tabled at the forthcoming EGM in relation to the Proposals.*

18. RESPONSIBILITY STATEMENT

The Board has seen, reviewed and accepted this IAL. The Board, collectively and individually, accepts full responsibility for the accuracy of the information contained in this IAL (save for the assessment, evaluation and opinion of BDOCC) and confirms, after having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this IAL have been arrived at after due and careful consideration and there are no other facts not contained in this IAL, the omission of which would make any information in this IAL misleading.

The responsibility of the Board in respect of:

(i) The information relating to Chester Koid and his PACs (as provided by Chester Koid and his PACs) is limited to ensuring that such information is accurately reproduced in this IAL; and

(ii) The independent advice and expression of opinion by BDOCC in relation to the Proposals are limited to ensuring that accurate information in relation to Amtel Group was provided to BDOCC for its evaluation of the Proposals and to ensure that all information in relation to Amtel Group that are relevant to BDOCC's evaluation of the Proposals have been completely disclosed to BDOCC and that there is no material fact, the omission of which would make any information provided to BDOCC false or misleading.

19. FUTURE PLANS OF AMTEL GROUP AND ITS EMPLOYEES

In accordance with paragraph 8, Schedule 2, Part II of the Rules, Chester Koid and his PACs have confirmed that as at the LPD, they do not intend to effect any major change to the following:

(i) The continuation of the business of Amtel Group;

(ii) The business of Amtel Group, including any plans to liquidate any of the companies within the Group, sell any material assets or re-deploy the fixed assets of the Group or make any other major change in the business of Amtel Group; and

(iii) The continued employment of the employees of Amtel Group,

except where such changes are in the ordinary course of Amtel Group's business or are necessary to rationalise or improve the Group's operations and/or financial performance and is in the best interest of Amtel Group.

Chester Koid and his PACs shall retain the flexibility at any time to consider any options which are in the best interest of Amtel Group. Chester Koid and his PACs intend to maintain the listing status of Amtel on the Main Market of Bursa Securities.

20. FURTHER INFORMATION

The non-interested shareholders of Amtel are advised to refer to **Part A** of the Circular as well as the attached appendices for further information.

21. CONCLUSION AND RECOMMENDATION

The non-interested Directors and non-interested shareholders of Amtel should carefully consider the advantages and disadvantages of the Proposals based on all the relevant and pertinent factors including those set out in this IAL as well as those highlighted by the Board in its letter to the shareholders of Amtel in relation to the Proposals as set out in **Part A** of the Circular before voting on the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption at the forthcoming EGM in relation to the Proposals.

In arriving at our conclusion and recommendation, we have assessed and evaluated the Proposals holistically in accordance with Schedule 2: Part III of the Rules, taking into consideration the various factors as discussed in this IAL.

In view of the conditionality of the Proposals, we have also evaluated all the components of the Proposals to provide the non-interested Directors and non-interested shareholders of Amtel with a holistic view of the Proposals.

In summary, the potential advantages and disadvantages of the Proposals are as follows:

A) <u>Potential Advantages</u>

1) The Proposed Acquisition represents an opportunity for the Group to acquire a piece of vacant land to construct a new manufacturing facility for the Motor Vehicle Business to facilitate its business expansion and to provide additional factory space to support the ICT segment and TIS segment's business activities if need arises in the future. The Proposed Acquisition also allows the Group to gain full control over its manufacturing facility for the Motor Vehicle Business to cater for evolving business needs while mitigating the risk of operational disruptions such as termination or non-renewal of tenancy.

2) The Proposed Subscription and Proposed Exemption are inter-conditional. As such voting in favour of the Proposed Exemption facilitates the implementation of the Proposed Subscription, which in turn will allow Amtel Group to reap the potential benefits arising from the Proposed Subscription as follows:

   (i) The Proposed Subscription will allow the Group to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business..

   (ii) The Proposed Subscription will allow the Company to raise funds expediently with a degree of certainty as the Company has already secured the commitment of its Interested Director, namely Chester Koid, for the Proposed Subscription.

   (iii) The Proposed Subscription is expected to improve the financial position of the Group as the proforma NA of Amtel Group will increase from RM82.35 million (as at 30 November 2025) to RM96.00 million (under Minimum Scenario) and RM97.86 million (under Maximum Scenario) upon completion of the Proposed Subscription due to the increase in share capital arising from the Proposed Subscription.

3) The Proposed Diversification will allow the Group to expand its Motor Vehicle Business to generate additional income stream for the Group. Moving forward, the Group's ICT segment will remain as the primary revenue contributor whilst the TIS segment and Motor Vehicle Business will provide additional income stream to the Group.

B) <u>Potential Disadvantages</u>

1) Upon completion of the Proposed Subscription, the Proposed Exemption will allow:

   (i) the individual shareholdings of Chester Koid to increase from 7.51% (as at the LPD) to 37.15% (under Minimum Scenario) and 36.41% (under Maximum Scenario) without being required to undertake a MO; and

   (ii) the collective shareholdings of Chester Koid and his PACs in Amtel to increase from 25.44% (as at the LPD) to 49.33% (under Minimum Scenario) and 48.34% (under Maximum Scenario) without being required to undertake a MO.

2) The Proposed Subscription will result in the dilution effects as follows:

   (i) The collective shareholdings of the non-interested shareholders of Amtel in Amtel will decrease from 74.56% (as at the LPD) to 50.67% (under Minimum Scenario) and 51.66% (under Maximum Scenario) upon completion of the Proposed Subscription;

   (ii) the proforma NA per Amtel Share will decrease from RM0.86 (as at 30 November 2025) to RM0.68 (under Minimum Scenario and Maximum Scenario) upon completion of the Proposed Subscription, which is mainly due to the dilution effects arising from the issuance of Subscription Shares; and

   (iii) the proforma EPS of Amtel Group will decrease from RM0.0545 (as at 30 November 2025) to RM0.0285 (under Minimum Scenario) and RM0.0279 (under Maximum Scenario) upon completion of the Proposed Subscription, which is mainly due to the dilution effects arising from the issuance of Subscription Shares.

While we note that the Proposed Subscription and Proposed Exemption is not conditional upon the Proposed Acquisition, in the event that the Proposed Exemption is approved by the non-interested shareholders of Amtel and granted by the SC, the Proposed Subscription will be implemented and Amtel will be able to utilise the proceeds from the Proposed Subscription to replenish internally generated funds used for the Proposed Acquisition. The replenishment of internally generated funds will bode well for the Group as it will be able to increase its cash reserves to be used for working capital for the Existing Business as well as the expansion of the Motor Vehicle Business.

In evaluating whether the Equity Funding Scenario is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario, non-interested shareholders of Amtel should consider our assessment in **Section 8.2(iii)** of this IAL. Notwithstanding that the Proposed Subscription (ie. Equity Funding Scenario) would result in a lower proforma NA per Share and EPS and a higher proforma WACC as compared to the Debt Funding Scenario, we are of the view that the Proposed Subscription is a more appropriate avenue of fundraising for Amtel Group as compared to the Debt Funding Scenario due to the following:

(a) The Equity Funding Scenario would result in a lower proforma gearing ratio of 0.09 times as compared to 0.28 times and 0.27 times (under the minimum and maximum scenario of Debt Funding Scenario). The lower proforma gearing will improve the financial position of Amtel Group and will allow the Group to have flexibility in sourcing for funding alternatives in the future, if required;

(b) The Equity Funding Scenario would result in a higher proforma NA as at 31 May 2026 of RM99.25 million and RM101.10 million (under the Minimum Scenario and Maximum Scenario) as compared to RM84.40 million and RM86.25 million (under the minimum and maximum scenario of Debt Funding Scenario). The higher proforma NA will put the Group in a better capitalised and stronger financial position; and

(c) The Equity Funding Scenario would result in a lower annual interest expenses obligation of RM0.35 million per annum as compared to RM1.00 million per annum (under the Debt Funding Scenario) thereby resulting in a lower annual cash outflow and less impact on the Group’s earnings moving forward.

After taking into consideration the advantages and disadvantages of the Proposals, we are of the view that the advantages of the Proposals outweigh its disadvantages. Therefore, we are of the view that the Proposals as a whole are **FAIR and REASONABLE** to the non-interested Directors and non-interested shareholders of Amtel.

Accordingly, we:-

(i) advise the non-interested Directors to recommend the non-interested shareholders of Amtel to **VOTE IN FAVOUR** of the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption to be tabled at Amtel’s forthcoming EGM in relation to the Proposals; and

(ii) recommend that the non-interested shareholders of Amtel to **VOTE IN FAVOUR** of the ordinary resolutions in respect of the Proposed Acquisition and Proposed Exemption to be tabled at Amtel’s forthcoming EGM in relation to the Proposals.

YOU ARE ADVISED TO READ AND UNDERSTAND THIS IAL AND THE LETTER FROM THE BOARD TO THE SHAREHOLDERS OF AMTEL IN RELATION TO THE PROPOSALS AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE ORDINARY RESOLUTIONS IN RESPECT OF THE PROPOSED ACQUISITION AND PROPOSED EXEMPTION TO BE TABLED AT THE FORTHCOMING EGM IN RELATION TO THE PROPOSALS.

Yours faithfully
For and on behalf of
BDO CAPITAL CONSULTANTS SDN BHD

ENG CHA LUN
Executive Director - Advisory

ARTHUR CHENG
Director - Advisory

INFORMATION OF AMTEL

1. HISTORY AND PRINCIPAL ACTIVITIES

Amtel was incorporated in Malaysia on 9 November 1996 as a public limited company with the name of Amtel Holdings Berhad and was listed on the Second Board (now known as Main Market) of Bursa Securities on 26 November 1997.

Amtel is an investment holding company, and the principal activities of its subsidiaries and associate companies are set out in **Section 5, Attachment I** of this IAL.

2. SHARE CAPITAL

2.1 Issued share capital

As at the LPD, the issued share capital of Amtel is set out below:

	No. of Shares	RM
Issued share capital	95,432,857*	38,766,513*

Note:
* *Excluding 2,852,900 treasury shares.*

As at the LPD, there is only one (1) class of shares in Amtel, which is the ordinary shares. All Amtel Shares rank equally in terms of voting rights and entitlements to any dividends, rights, allotments and/or distributions (including any capital distributions) which may be declared, made or paid to shareholders.

2.2 Changes in the issued share capital

As at the LPD, there has been no change in the issued share capital of Amtel since the end of FYE 2025 up to the LPD.

2.3 Convertible Securities

As at the LPD, Amtel does not have any outstanding convertible securities.

For information purposes, Amtel had on 3 October 2022 implemented a LTIP which comprises the employees shares option scheme and the share grant plan. As at the LPD, the Company has not granted any options or Amtel Shares. The LTIP will continue to be in force for a period of five (5) years until 2 October 2027 and may be extended for a period of up to another 5 years provided that the tenure of the LTIP shall not in aggregate exceed 10 years from the date of implementation. As at the LPD, no options were granted under the employees shares option scheme and no shares were granted under the share grant plan.

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3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the substantial shareholders of Amtel and their respective shareholdings in Amtel are set out below:

Name	Nationality / Country of incorporation	Direct		Indirect	
		No. of Shares	%[(1)]	No. of Shares	%[(1)]
Dato' Koid Hun Kian	Malaysian	12,500,132	13.10	9,846,704[(2)]	10.32
Simfoni Kilat Sdn Bhd	Malaysia	5,989,705	6.28	-	-
Chester Koid	Malaysian	7,167,709	7.51	2,700,000[(3)]	2.83

Notes:

(1) Computed based on the issued share capital of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(2) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

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4. DIRECTORS

As at the LPD, the Directors and their respective shareholdings in Amtel are set out below:

Name	Nationality	Designation	Address	Direct		Indirect	
				No. of Shares	%(1)	No. of Shares	%(1)
YTM Tunku Dato' Seri Kamel bin Tunku Rijaludin	Malaysian	Non-Independent Non-Executive Chairman	Istana Iskandariah Bukit Chandan, 33000 Kuala Kangsar, Perak.	450,000	0.47	-	-
Dato' Koid Hun Kian	Malaysian	Executive Director	AT 20-01, Prima Sixteen, 2nd Chapter, Jalan 16/18, 46350 Petaling Jaya, Selangor.	12,500,132	13.10	9,846,704(2)	10.32
Chester Koid	Malaysian	Executive Director, Group Chief Executive Officer	AT 20-01, Prima Sixteen, 2nd Chapter, Jalan 16/18, 46350 Petaling Jaya, Selangor.	7,167,709	7.51	2,700,000(3)	2.83
Lim Hun Teik	Malaysian	Executive Director	No. 8, Lorong 36, Taman Petani Jaya, 08000 Sungai Petani, Kedah.	183,000	0.19	-	-
Ir. Chew Yook Boo	Malaysian	Independent Non-Executive Director	No. 3132, Lorong 9, Taman Ria, 08000 Sungai Petani, Kedah.	-	-	-	-
Ang Mei Ping	Malaysian	Independent Non-Executive Director	No. 20, Jalan Daun Inai 7, Sunway SPK Damansara, 52200 Kuala Lumpur.	-	-	-	-

Notes:

(1) Computed based on the issued share capital of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(2) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

5. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

As at the LPD, the subsidiary companies of Amtel are set out below:

Name	Country of incorporation	Effective equity interest (%)	Principal activities
Subsidiaries of Amtel			
AMCSB	Malaysia	100	Research and development of hardware, software applications and related services. Manufacturing, assembling, installation of motor vehicles and sale of telematics and navigation products, electronics, telecommunication and automotive-related products and provision of services related to maintenance, repair, repurposing and recycling of batteries and energy storage systems, including those used in electric vehicles.
Amtel Communications Sdn Bhd	Malaysia	100	Dormant.
Metrarama Sdn Bhd	Malaysia	100	Property investment, investment holding and trading business.
Amtel Resources Sdn Bhd ("**ARSB**")	Malaysia	100	Contractors for installation, jointing and testing of utilities, telecommunications and fibre optic cables and associated civil works and provision of landscaping, cleaning, maintenance work and related services.
Amtel Digital Sdn Bhd	Malaysia	60	Information technology, sales and service, consulting business and other information technology related service activities.
Subsidiary of AMCSB			
Amnavi Sdn Bhd	Malaysia	100	Geographical Information System (GIS) and related products. Integration, implementation, maintenance and provision of technical services relating to the products.

Name	Country of incorporation	Effective equity interest (%)	Principal activities
Amtel Intelligence Sdn Bhd	Malaysia	100	Trading and distribution of telematics and navigation products, electronics, automotive, telecommunication related products, parts, accessories and its related services.
Amtel Academy Sdn Bhd (formerly known as AIT Tech Sdn Bhd)	Malaysia	100	Technical training, certification, and applied research facility specializing in advanced and sustainable technology sectors and other related advanced technological fields.

As at the LPD, the associate companies of Amtel are set out below:

Name	Country of incorporation	Effective equity interest (%)	Principal activities
Associate of AMCSB			
Milan Utama Sdn Bhd	Malaysia	41	Trading and distribution of telecommunication, telematics and information and communication technology products and renewable energy products such as energy storage systems, electronic vehicle charging solutions, installation and distribution of vehicle products, project implementation, and training provider.
Associate of ARSB			
WAMM Bersekutu Sdn Bhd	Malaysia	30	Contractors for installation, jointing and testing of utilities, telecommunication and fibre optic cables and associated civil work, trading and distribution of telematics and information and communication technology products and services.

As at the LPD, Amtel has no joint venture company.

6. PROFIT AND DIVIDEND RECORD

A summary of Amtel Group's results based on the audited consolidated financial statements for the FYE 2023, FYE 2024, FYE 2025 and unaudited consolidated financial statements for the 6-month FPE 31 May 2026 are set out below:

	Audited			Unaudited
	FYE 2023 (RM'000)	FYE 2024 (RM'000)	FYE 2025 (RM'000)	6-month FPE 31 May 2026 (RM'000)
Revenue	71,669	71,737	69,871	37,136
Profit / (loss) before tax	7,097	7,654	7,242	4,049
PAT / (LAT)				
- attributable to owners of Amtel	5,619	5,367	5,202	3,248
- attributable to the non-controlling interests of Amtel	-	(13)	(114)	(214)
Weighted average number of Amtel Shares ('000)	95,093	95,399	95,433	95,433
Basic earnings / (loss) per Share attributable to owners of Amtel (sen)	5.91	5.63	5.45	3.40
Dividend paid per Amtel Share (sen)	-	-	-	-

No dividends have been paid, declared or proposed by Amtel for the past 3 financial years up to FYE 2023, FYE 2024, FYE 2025 and unaudited 6-month FPE 31 May 2026.

There were no material exceptional items recorded for the past 3 financial years up to FYE 2025 and 6-month FPE 31 May 2026.

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7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of Amtel Group based on its audited consolidated financial statements for the FYE 2023, FYE 2024, FYE 2025 and unaudited consolidated financial statements for the 6-month FPE 31 May 2026 are set out below:

	Audited			Unaudited
	FYE 2023 (RM'000)	FYE 2024 (RM'000)	FYE 2025 (RM'000)	6-month FPE 31 May 2026 (RM'000)
ASSETS				
Non-current assets				
Property, plant and equipment	27,306	26,690	27,408	27,012
Investment in associates	882	1,019	1,209	1,221
Intangible assets	*	1,633	2,561	2,278
Other investments	250	250	250	250
Investment properties	4,083	4,127	4,069	4,040
Deferred tax assets	1,003	1,003	1,003	1,003
Total non-current assets	**33,524**	**34,722**	**36,500**	**35,804**
Current assets				
Inventories	5,793	5,716	6,826	9,094
Other investments	10,740	19,733	23,651	18,686
Trade receivables	7,569	6,692	5,985	7,027
Other receivables, deposits and prepayments	1,751	524	1,677	7,164
Contract assets	3,848	3,757	4,562	2,191
Tax recoverable	453	261	133	247
Amount owing by associates	218	170	23	31
Deposits placed with licensed banks	3,934	4,040	4,147	4,197
Cash and bank balances	21,436	15,626	16,963	16,861
Total current assets	**55,742**	**56,519**	**63,967**	**65,498**
Total assets	**89,266**	**91,241**	**100,467**	**101,302**
EQUITY				
Share capital	40,537	40,625	40,625	40,625
Treasury shares	(1,858)	(1,858)	(1,858)	(1,858)
Reserves	33,013	38,380	43,582	46,829
Equity attributable to owners of the Company	**71,692**	**77,147**	**82,349**	**85,596**
Non-controlling interests	-	787	674	460
Total equity	**71,692**	**77,934**	**83,023**	**86,056**

	Audited			Unaudited
	FYE 2023 (RM'000)	FYE 2024 (RM'000)	FYE 2025 (RM'000)	6-month FPE 31 May 2026 (RM'000)
LIABILITIES				
Non-current liabilities				
Lease liabilities	167	130	331	283
Deferred tax liabilities	24	24	24	24
Total non-current liabilities	**191**	**154**	**355**	**307**
Current liabilities				
Trade payables	8,246	5,726	6,587	6,717
Other payables, deposits and accruals	5,818	5,766	6,812	6,385
Amount owing to associates	319	200	130	181
Contract liabilities	880	872	2,799	985
Bank borrowings	870	492	525	451
Lease liabilities	42	37	94	96
Tax liabilities	1,208	60	142	124
Provisions	-	-	-	
Total current liabilities	**17,383**	**13,153**	**17,089**	**14,939**
Total liabilities	**17,574**	**13,307**	**17,444**	**15,246**
Total equity and liabilities	**89,266**	**91,241**	**100,467**	**101,302**

Note:
* *Negligible.*

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8. MATERIAL CHANGE IN FINANCIAL POSITION OF AMTEL GROUP

As at the LPD, the Board confirmed that there are no known material changes in the financial position of Amtel Group subsequent to Amtel Group's latest consolidated financial statements for the FYE 2025 and unaudited consolidated financial statements for the 6-month FPE 31 May 2026.

As at the LPD, within the knowledge of Chester Koid, there are no known material changes in the financial position of Amtel Group subsequent to Amtel Group's latest consolidated financial statements for the FYE 2025 and unaudited consolidated financial statements for the 3-month FPE 28 February 2026 (being the date of the last financial statement laid before Amtel in its general meeting held on 21 May 2026).

9. ACCOUNTING POLICIES

Based on the audited financial statements of Amtel Group for FYE 2023, FYE 2024 and FYE 2025, the financial statements have been prepared in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. There was no audit qualification for Amtel Group's financial statements for the respective years under review.

There is no change in the accounting standards adopted by Amtel Group, which would result in a material variation to the comparable figures for the audited consolidated financial statements of Amtel Group for the FYE 2023, FYE 2024, FYE 2025 and unaudited consolidated financial statements for the 6-month FPE 31 May 2026.

10. BORROWINGS

As at 31 July 2026, which is not more than 3 months preceding the LPD, Amtel has total outstanding borrowings of approximately RM1.09 million, all of which are interest bearing, as follows:

	RM'000
Non-current	
Secured:	
Lease liabilities	266
Total non-current borrowings	266
Current	
Secured:	
Overdrafts	731
Lease liabilities	97
Total current borrowings	828
Total borrowings	**1,094**

11. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

Please refer to **Section 4** and **Section 5, Appendix IV** of the Circular for the details.

12. MATERIAL LITIGATION

Please refer to **Section 3, Appendix IV** of the Circular for the details.

13. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into the ordinary course of business) that Amtel has entered into during the 2 years immediately preceding the date of the announcement of the Proposals on 26 May 2026.

14. HISTORICAL PRICES

The highest and lowest closing market prices and the closing price at the end of each month of Amtel Shares for the period commencing from 26 November 2025 (being 6 months before the announcement of the Proposals on 26 May 2026) up to the LPD are set out below:

	Closing market price		
	High	**Low**	**Last trading day of the month**
	RM	**RM**	**RM**
2025			
November	0.450	0.410	0.410
December	0.450	0.375	0.380
2026			
January	0.400	0.355	0.375
February	0.395	0.360	0.380
March	0.360	0.325	0.325
April	0.360	0.330	0.350
May	0.360	0.315	0.355
June	0.365	0.330	0.340
August	0.350	0.335	0.335
September (up to the LPD)	0.370	0.335	0.370
Last traded price immediately preceding the date of the announcement of the Proposals (i.e. 25 May 2026)			0.315
Last traded price as at the LPD			0.370
Closing market prices from 26 November 2025 up to the LPD:			
Highest on 4 November and 5 December 2025			0.450
Lowest on 25 May 2026			0.315

(Source: Bloomberg)

INFORMATION OF CHESTER KOID AND HIS PACS

1. INFORMATION OF CHESTER KOID

Name	Age	Nationality	Nature of relationship
Chester Koid	38	Malaysian	• Executive Director, Group Chief Executive Officer of Amtel • Major shareholder of Amtel • Son of Dato' Koid Hun Kian and Datin Tan Seow Eng • Spouse of Chow Teng Ting • Director and shareholder of Bai Yun Mountain Trading (M) Sdn Bhd

2. INFORMATION OF PACS

2.1 Information of PACs who are companies

(a) Bai Yun Mountain Trading (M) Sdn Bhd

(i) History and principal activities

Bai Yun Mountain Trading (M) Sdn Bhd was incorporated in Malaysia on 11 June 2018 as a private limited company. Bai Yun Mountain Trading (M) Sdn Bhd is principally involved in investment holding activities.

(ii) Share capital

As at the LPD, the issued share capital of Bai Yun Mountain Trading (M) Sdn Bhd is set out below:

	No. of shares	RM
Issued share capital	859,000	859,000

As at the LPD, Bai Yun Mountain Trading (M) Sdn Bhd does not have any convertible securities.

(iii) Substantial shareholders

As at the LPD, the substantial shareholders of Bai Yun Mountain Trading (M) Sdn Bhd and their respective shareholdings in Bai Yun Mountain Trading (M) Sdn Bhd are set out below:

Name	Direct		Indirect	
	No. of shares	%(1)	No. of shares	%(1)
Chester Koid	515,400	60.00	-	-
Datin Tan Seow Eng	343,600	40.00	-	-

Note:

(1) Computed based on the total issued share capital of Bai Yun Mountain Trading (M) Sdn Bhd of 859,000 shares as at the LPD.

(iv) Directors

As at the LPD, the directors of Bai Yun Mountain Trading (M) Sdn Bhd and their respective shareholdings in Bai Yun Mountain Trading (M) Sdn Bhd are set out below:

Name	Direct		Indirect	
	No. of shares	%[1]	No. of shares	%[1]
Chester Koid	515,400	60.00	-	-
Datin Tan Seow Eng	343,600	40.00	-	-

Note:

(1) Computed based on the total issued share capital of Bai Yun Mountain Trading (M) Sdn Bhd of 859,000 shares as at the LPD.

(v) Subsidiaries, associate companies and joint ventures of Bai Yun Mountain Trading (M) Sdn Bhd.

As at the LPD, Bai Yun Mountain Trading (M) Sdn Bhd does not have any subsidiaries, associate companies or joint ventures.

2.2 Information of PACs who are individuals

Name	Age	Nationality	Nature of relationship
Dato' Koid Hun Kian	70	Malaysian	• Executive Director of Amtel • Major shareholder of Amtel • Father of Chester Koid • Spouse of Datin Tan Seow Eng
Datin Tan Seow Eng	70	Malaysian	• Shareholder of Amtel • Mother of Chester Koid • Spouse of Dato' Koid Hun Kian • Director and shareholder of Bai Yun Mountain Trading (M) Sdn Bhd
Chow Teng Ting[1]	37	Malaysian	• Shareholder of Amtel • Spouse of Chester Koid

Note:

(1) This individual is deceased.

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FURTHER INFORMATION

1. DISCLOSURE OF INTERESTS AND DEALINGS IN SHARES

1.1 By Amtel

(i) Dealing in own securities of Amtel

Amtel has not dealt, directly or indirectly, in its own voting shares or convertible securities of Amtel during the period beginning 6 months before the date of the announcement of the Proposals on 26 May 2026 and ending on the LPD.

1.2 By the Directors

(i) Disclosure of interest in Amtel

As at the LPD, save as disclosed below, the Directors do not have any other interest, direct or indirect, in any voting shares or convertible securities of Amtel.

	Direct		Indirect	
	No. of Shares	**%(1)**	**No. of Shares**	**%(1)**
YTM Tunku Dato' Seri Kamel bin Tunku Rijaludin	450,000	0.47	-	-
Dato' Koid Hun Kian	12,500,132	13.10	9,846,704(2)	10.32
Chester Koid	7,167,709	7.51	2,700,000(3)	2.83
Lim Hun Teik	183,000	0.19	-	-
Ir. Chew Yook Boo	-	-	-	-
Ang Mei Ping	-	-	-	-

Notes:

(1) Computed based on the issued share capital of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.

(2) Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.

(ii) Dealings in securities of Amtel

As at the LPD, the Directors have not dealt, directly or indirectly, in any voting shares or convertible securities of Amtel during the period beginning 6 months before the announcement of the Proposals on 26 May 2026 and ending on the LPD.

1.3 By Chester Koid and his PACs

(i) Disclosure of interest in Amtel

As at the LPD, save as disclosed below, Chester Koid and his PACs do not have any other interest, direct or indirect, in any voting shares or convertible securities in Amtel:

	Direct		Indirect	
	No. of Shares	%(1)	No. of Shares	%(1)
Chester Koid	7,167,709	7.51	2,700,000(2)	2.83
PACs				
Dato' Koid Hun Kian	12,500,132	13.10	9,846,704(3)	10.32
Datin Tan Seow Eng	1,156,999	1.21	2,700,000(4)	2.83
Chow Teng Ting(5)	752,140	0.79	-	-
Bai Yun Mountain Trading (M) Sdn Bhd	2,700,000	2.83	-	-

Notes:

(1) *Computed based on the issued share capital of 95,432,857 Amtel Shares (excluding treasury shares) as at the LPD.*

(2) *Deemed interested by virtue of his interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

(3) *Deemed interested by virtue of the shares held by his spouse in the Company and the shares held by virtue of his interest in Simfoni Kilat Sdn Bhd and Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

(4) *Deemed interested by virtue of her interest in Bai Yun Mountain Trading (M) Sdn Bhd pursuant to Section 8(4) of the Act.*

(5) *This individual is deceased.*

(ii) Dealings in securities of Amtel

Chester Koid and his PACs have not dealt, directly or indirectly, in any voting shares or convertible securities in Amtel during the period beginning 6 months before the announcement of the Proposals on 26 May 2026 and ending on the LPD.

1.4 By the persons with whom Amtel or any persons acting in concert with it has any arrangement

As at the LPD, there are no persons with whom Amtel or any persons acting in concert with it have entered into any arrangement, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or to refrain from dealing pursuant to the Proposals.

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1.5 By the persons with whom Amtel or any persons acting in concert with it has borrowed or lent

As at the LPD, there are no persons with whom Amtel or any persons acting in concert with it have borrowed or lent any voting shares or convertible securities of Amtel.

1.6 By BDOCC

(i) Disclosure of interest in Amtel

As at the LPD, BDOCC does not have any interest, whether direct or indirect, in any voting shares or convertible securities of Amtel.

(ii) Disclosure of dealings in securities of Amtel

BDOCC has not dealt, directly or indirectly, in the Amtel Shares during the period beginning 6 months before the date of the announcement of the Proposals on 26 May 2026 and ending on the LPD.

(iii) Disclosure of interest in Amtel by funds whose investments are managed by BDOCC on a discretionary basis

As at the LPD, BDOCC is not involved in the management of funds on a discretionary basis.

1.7 By the persons who have irrevocably committed themselves to vote in favour or against the Proposals

As at the LPD, there are no persons who have irrevocably committed themselves to vote in favour or against the Proposals.

1.8 By the persons with whom Chester Koid and his PACs or any persons acting in concert with them have any arrangement

As at the LPD, there are no persons with whom Chester Koid and his PACs or any persons acting in concert with them have entered into any arrangement, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or to refrain from dealing pursuant to the Proposals.

1.9 By the persons with whom Chester Koid and his PACs or any persons acting in concert with them have borrowed or lent

As at the LPD, there are no persons with whom Chester Koid and his PACs or any persons acting in concert with it have borrowed or lent any voting shares or convertible securities of Amtel.

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2. ARRANGEMENT AFFECTING DIRECTORS

(i) As at the LPD, no payments or other benefits will be made or given to any Director as compensation for loss of office or otherwise in connection with the Proposals.

(ii) As at the LPD, there are no agreements or arrangements between any Director and any other person which is conditional on or dependent upon the outcome of the Proposals or otherwise connected with the outcome of the Proposals.

(iii) As at the LPD, Chester Koid and his PACs have not entered into any material contract in which any Director has a material personal interest.

(iv) As at the LPD, there are no agreements, arrangements or understanding existing between Chester Koid and his PACs with any of the Directors or recent Directors, holders of voting shares or voting rights or recent holders of voting shares or voting rights of Amtel having any connection with or dependence upon the Proposals.

3. SERVICE CONTRACTS

As at the LPD, neither Amtel nor its subsidiaries have any service contracts with any Directors or proposed Directors, which have been entered into or amended within 6 months before the date of the announcement of the Proposals on 26 May 2026 or which are fixed term contracts with more than 12 months to run.

For the purpose of this section, the term “service contracts” excludes those expiring or determinable by the employing company without payment of compensation within 12 months from the date of this IAL.

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SALIENT TERMS OF THE SPA

The salient terms of the SPA are as follows:

1. AGREEMENT

In consideration of the Purchase Price of the Land to be paid by the Purchaser to the Vendor or to the Purchaser's solicitors as stakeholders in the manner and within the times as set out in Section 3 below, the Vendor hereby agrees to sell and the Purchaser hereby agrees to purchase the Land upon the same being duly converted to industrial usage free from all charges and encumbrances and on the physical condition of "as is where is" basis and with vacant possession but subject to the conditions precedent and the conditions expressed or implied in the documents of title to the Land at the time of purchase and subject to the terms and conditions of the SPA.

2. CONDITIONS PRECEDENT

2.1 It is hereby expressly agreed between the Parties that the sale and purchase of the Land is subject to and conditional upon the effective fulfillment of the conditions precedents as follows being satisfied or procured by the relevant party:

(a) the Vendor shall, at its own cost and expenses, obtain the relevant authority's approval for the conversion of land use and change of the express condition of the Land to industrial use, and shall procure the issue document of title in respect of the Land to be duly converted for industrial use; and

(b) the Purchaser shall, at its own cost and expenses, cause and procure the following:

(i) the approval of its board of directors for the purchase of the Land; and

(ii) the approval from the shareholders of the Purchaser for the purchase of the Land.

2.2 Each party hereby irrevocably agrees, covenants and undertakes with the other party to do all acts and submit all applications, furnish all information, execute all instruments, deeds or documents and generally do all things necessary to fulfill the conditions precedent and shall keep the other party or the Purchaser's solicitors informed in writing of the status and progress of the compliance of the conditions precedent from time to time.

2.3 The Parties agree that any letter or document from the relevant authorities or bodies to the effect that it has no objection to the matter in which the consent or approval is sought shall be deemed to constitute an approval of the relevant authorities or bodies. In the event that any conditions are imposed in respect of any consent referred to in the above which affect any arty, that party shall have the option exercisable within seven (7) business days (or such longer period as the parties hereto may subsequently agree to in writing) from the date on which such conditions are made known to it by written notice to the other parties, to reject such conditions whereupon the consent to which such conditions relate shall be deemed not to have been obtained for the purpose hereof. If such option is not exercised within the said period or within such extended period, the consent to which the conditions relate shall be deemed to have been obtained for the purposes hereof.

2.4 In the event any of the conditions precedent is not complied with within or obtained within six (6) months from the date of the SPA or such other extended period as may be mutually agreed by the Parties hereto in writing, then the SPA shall at the option of either party be terminated, whereupon the Vendor shall refund to the Purchaser all money paid towards the Purchase Price without any interest or compensation whatsoever within seven (7) days from the date of termination, failing which without prejudice to any other right and remedy available to the Purchaser, the Vendor shall further be liable to pay the Purchaser interest at the rate of eight per centum (8%) per annum on the outstanding sum calculated on a day to day basis until the date of full payment of the outstanding sum to the Purchaser together with interest thereto. Thereafter the SPA shall lapse and be of no further effect and none of the parties shall have any claim against the other for costs, damages, compensation or otherwise.

2.5 Where all the conditions precedent are fulfilled or satisfied, the SPA shall become unconditional and the date on which the SPA shall become unconditional shall hereinafter be referred to as "the **SPA Unconditional Date**".

3. PURCHASE PRICE

The Purchase Price shall be paid by the Purchaser at the times and in the manner as follows:

(a) simultaneously with the execution of the SPA, the Purchaser shall pay the Vendor the deposit of RM4,600,000, the receipt of which the Vendor hereby acknowledges, and shall form part payment towards the Purchase Price; and

(b) the balance Purchase Price of RM18,400,000 shall be paid by the Purchaser to the Vendor or the Purchaser's solicitors as stakeholders on or before the expiration of the Completion Period, failing which, an Extended Completion Period which shall be automatically granted to the Purchaser on the expiration of the Completion Period provided always that the Purchaser shall be liable to pay the late payment interest at the rate of eight per centum (8%) per annum which is to be calculated on a day to day basis on the unpaid balance Purchase Price from the commencement of the Extended Completion Period until full settlement thereof.

4. COMPLETION

4.1 The Purchaser's solicitors shall within seven (7) days upon the full payment of the balance Purchase Price by the Purchaser, present the original issue document of title, the valid and registrable Memorandum of Transfer in favour of the Purchaser ("**Transfer**") and such other relevant documents with the relevant land office or registry for registration.

4.2 The Purchaser's solicitors shall retain the Vendor's portion of all quit rent, rates, assessments, taxes and all other outgoings due and payable in respect of the Land out of the balance Purchase Price paid to the Purchaser's solicitors as stakeholders under Section 3(b) above, and to pay the same to the respective Parties to whom the payment is due and the surplus in the balance Purchase Price shall be released by the Purchaser's solicitors to the Vendor upon the following:

(a) within fourteen (14) days from the date of presentation of the Transfer for registration with the relevant land office or registry; and

(b) the Vendor having delivered vacant possession of the Land to the Purchaser in accordance with the SPA.

4.3 Upon full payment of the balance Purchase Price by the Purchaser in the manner stipulated in Section 3(b) above, the SPA shall be deemed to be completed ("**Completion Date**").

5. DELIVERY OF VACANT POSSESSION

The vacant possession of the Land is deemed delivered to the Purchaser on the Completion Date.

6. WORKS PRIOR TO COMPLETION

6.1 Pending completion of the SPA and at the request of the Purchaser, the Parties agree that the Vendor shall appoint a contractor to carry out the Works in such manner, scope, time, cost, contractor appointment and upon such terms and conditions as may be mutually agreed in writing between the Parties.

6.2 All costs and expenses incurred in respect of the Works shall, subject to the provisions of the SPA, be borne by the Vendor and reimbursed by the Purchaser upon completion of the SPA supported by reasonable documentary evidence, provided always that, in the event that the SPA is terminated or rescinded for any reason whatsoever prior to completion, the Purchaser shall have no liability whatsoever to reimburse or otherwise bear any costs or expenses incurred by the Vendor in respect of the Works, and the Vendor shall solely bear such costs without any right of recovery against the Purchaser whereby Section 9 below shall apply mutatis mutandis.

7. DECLARATION, REPRESENTATIONS AND WARRANTIES

7.1 The Parties hereto hereby mutually declare and warrant to each other that subject to the compliance of the conditions precedent:

(a) they are not wound up and that there is no proceeding, current or pending, before any court or, to the knowledge of the Parties, threatened against or affecting the Parties;

(b) to the best of their knowledge and belief, there are no litigation, arbitration or administrative proceedings presently current or pending or threatened against them which default, litigation, arbitration or administrative proceedings as the case may be, might materially affect their ability to enter into any contractual relationship or result in them being wound up;

(c) that no order has been made, petition granted, resolution passed or meeting convened for the winding-up of the Parties;

(d) that the SPA constitutes a legal, valid and binding obligations of the Parties and is fully enforceable against them in accordance with the terms and conditions of the SPA; and

(e) that they have full power and authority to enter into and perform the SPA and the SPA when executed will constitute valid and binding obligations on the Parties in accordance with the terms and conditions of the SPA.

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7.2 The Vendor hereby expressly confirms undertakes represents and warrants to the Purchaser that:

(a) save for the Land Acquisition, the Land or any part thereof is not subject to any acquisition proceedings or notice of intended acquisition by the relevant authorities as at the date of execution of the SPA;

(b) the Land is presently free from encumbrances and all adverse claims by or rights of any third party and shall remain to be so throughout the duration of the SPA;

(c) all quit rent rates assessments and other lawful outgoings due to the relevant authorities in respect of the Land have been duly settled and will continue to be paid or settled by the Vendor until the date of delivery of vacant possession of the Land and all conditions affecting the Land whether express or implied under any Act, Ordinance, Enactment, Order, regulations, by-laws and directives have been duly complied with by the Vendor and the Vendor shall not at any time hereafter do or suffer to be done or omitted any act or thing in or in respect of the Land which may render the Land or any part thereof liable for forfeiture or attachment;

(d) there is no other subsisting sale and purchase agreement in respect of the Land or any part thereof between the Vendor and any third party or parties wherein the Vendor agreed to sell transfer or in any manner deal with the ownership or interest in the Land or part thereof and shall refrain from so doing throughout the duration of the SPA;

(e) the Vendor has not entered into any joint development or joint venture agreement with any third party or parties in connection with the Land or any part thereof;

(f) all the express and implied conditions of title of and restrictions affecting the Land has been duly observed by the Vendor and there is no breach thereof that has occurred that could allow the appropriate authority to forfeit the Land (or any part thereof) or to impose any penalty, fine or any other payments which the Purchaser will have to pay for and on behalf of the Vendor;

(g) the Land or any part thereof is not the subject of any litigation, arbitration, governmental proceedings or investigations, prosecution, actions, suits or other legal or similar proceedings (whether administrative, regulatory or otherwise), nor is any such litigation, arbitration, governmental proceedings or investigations, prosecution, actions, suits or other legal or similar proceedings (whether administrative, regulatory or otherwise) pending, nor are there any circumstances known to the Vendor that are likely to give rise to a claim against the Land or any part thereof and there are no other circumstances likely to lead thereto which will cause the non-registration of the Transfer in favour of the Purchaser;

(h) to the best of the Vendor's knowledge, the Vendor is not in breach or violation of or in default (nor has any event occurred which, with the giving of notice or lapse of time or both would result in a default by the Vendor) under any laws, rules, regulations, policies, orders, decrees or rulings of any court, government or governmental or regulatory authority or any agreement, licence, certificate or authorisation or any statutory and other requirements applicable to the use and ownership of the Land, or any condition applicable to any licences, approvals and/or consents given in connection with the Land (or any part thereof), which breach, violation or default will adversely affect the Purchaser's interest in the Land or its right to use or develop the Land;

(i) no event has happened which will affect the ability of the Vendor to observe or perform its obligations under the SPA or will render the SPA invalid;

(j) that there is no fact or circumstance which renders any of the information referred to in this Section untrue, inaccurate or misleading in any way which might affect the willingness of the Purchaser to enter into the SPA;

(k) the Vendor is the legal and beneficial owner of the Land and has absolute and unfettered right to dispose of and/or sell and/or transfer the Land to the Purchaser;

(l) the Vendor has made an application on 12 December 2025 to convert the land use of the Land to industrial use and the approval for conversion is pending as at the date of the SPA; and

(m) the statements and information set out in the recitals of the SPA are true, complete and accurate in all material respects.

7.3 The truth and correctness of the matter stated in the representations and warranties hereinabove shall form the basis of the Parties' commitment in accordance with the provisions of the SPA. Each of such representations and warranties shall survive the execution of the SPA and shall be deemed to have been repeated as at the date of completion. If any such representation and/or warranty shall at any time before the presentation of the Transfer be found to have been incorrect in any material aspect and/or if the Vendor shall fail to make full disclosure to the Purchaser of any material particular concerning the Land at the date of the SPA then in such event and notwithstanding anything to the contrary herein contained the Purchaser shall have the right at their absolute discretion to terminate the SPA thereupon the remedy contained in Section 8 below shall apply.

8. PARTIES' DEFAULT OR NON REGISTRATION

8.1 In the event of the Purchaser being in default of paying the whole or any part of the balance Purchase Price to the Vendor or to the Purchaser's solicitors in the manner and within the times stipulated in the SPA, it is hereby agreed between the Vendor and the Purchaser that a sum equivalent to ten per centum (10%) of the Purchase Price paid by the Purchaser shall be forfeited absolutely to the Vendor by way of agreed liquidated damages and thereafter the Vendor shall refund all other monies (without interest thereon) paid by the Purchaser to the Vendor pursuant to the SPA within fourteen (14) days of termination failing which the Vendor(s) shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all other monies paid by the Purchaser to the Vendor calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund whereupon the SPA shall be terminated and rendered null and void and thereafter neither party hereto shall have any claims against the other and the Vendor shall be entitled at its absolute discretion to resell the Land at such time and place and subject to such conditions and in such manner as the Vendor shall think fit without the necessity of previously tendering or offering to make any sale to the Purchaser.

8.2 If through no fault of the Purchaser, the Vendor shall fail or neglect to complete the sale herein in accordance with the SPA, the Purchaser shall be entitled at their sole discretion either to require the Vendor to refund to the Purchaser whatever monies (without interest thereon) so far received by the Vendor pursuant to the SPA together with a further sum equivalent to ten per centum (10%) of the Purchase Price as agreed liquidated damages for the breach of the terms and conditions of the SPA within fourteen (14) days of termination failing which the Vendor shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all monies paid by the Purchaser to the Vendor as well as on the agreed liquidated damages calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund and thereafter the SPA shall be terminated and rendered null and void OR to proceed to apply for a decree of specific performance against the Vendor and all costs and expenses that may be incurred by the Purchaser based on solicitors and client basis be borne by the Vendor absolutely.

8.3 In the event that the Transfer cannot be registered for any reason whatsoever or defect which cannot be rectified by the Vendor and/or the Purchaser and the Parties having exhausted all attempts to rectify the same, the Purchaser shall be entitled to terminate the SPA whereupon the Vendor shall forthwith refund to the Purchaser all monies (without interest thereon) paid by the Purchaser to the Vendor pursuant to the SPA within fourteen (14) days from the date of such non-perfection failing which the Vendor shall pay to the Purchaser interest at the rate of eight per centum (8%) per annum on all monies paid by the Purchaser to the Vendor calculated on a day to day basis from the expiry of fourteen (14) days to the date of actual refund and thereafter the SPA shall be terminated and be rendered null and void and neither party shall have any further claims as against the other.

9. POWER TO CAVEAT

The Vendor hereby agrees to a private caveat being lodged by the Purchaser if it so desire against the Land to protect its' interest and the Purchaser undertake to withdraw same in the event that the SPA is lawfully terminated or rescinded for any reason whatsoever, provided always that any monies refundable and/or payable (including the agreed liquidated damages, if any) by the Vendor under the SPA are refunded and/or paid to the Purchaser. Further, the Purchaser undertakes that upon the execution of the SPA and prior to such private caveat being lodged the Purchaser, the Purchaser shall execute a Withdrawal of Private Caveat in escrow and deposit the same with the Purchaser's solicitors together with the requisite registration fees who are instructed to present the same to the relevant land office or registry for registration upon the SPA being so terminated.

10. APPLICABLE LAW

The SPA shall be governed by and construed in accordance with the law of Malaysia and the Parties hereby irrevocably agree to submit the exclusive jurisdiction of the Court of Malaysia.

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SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

The salient terms of the Subscription Agreement are as follows:

1. CONDITIONS

1.1 Matters to be satisfied

The obligation of the Placee to subscribe and of the Company to issue and allot the Subscription Shares are conditional upon the following being satisfied or obtained on or before the date failing no later than one hundred and eighty (180) days from the date of the Subscription Agreement, or such other date as may be mutually agreed between the parties hereto in writing to enable the fulfilment or waiver of all the conditions ("**Cut-Off Date**"):

1.1.1 the Placee receiving a copy certified by a director or secretary of the Company to be true and complete and in full force a resolution of the board of directors of the Company:

(a) approving the issuance and allotment of the Subscription Shares, the Subscription Agreement and all other transactions and matters contemplated by it; and

(b) authorising a person or persons to sign and deliver on behalf of the Company the Subscription Agreement;

1.1.2 the Placee receiving a copy certified by a director or secretary of the Company to be true and complete and in full force a resolution of the shareholders of the Company approving the Proposed Acquisition, the Proposed Subscription and the Proposed Exemption;

1.1.3 the Company receiving approval of Bursa Securities for the listing of and quotation for the Subscription Shares in relation to the Proposed Subscription;

1.1.4 the sale and purchase agreement in relation to the Proposed Acquisition being completed in accordance with its terms; and

1.1.5 the SC approving the Proposed Exemption.

1.2 Conditions waiver

The Company may waive all or any of the conditions (except for any which are required by a mandatory rule of law to be fulfilled before the completion of the subscription of the Subscription Shares can take place).

2. AGREEMENT FOR SUBSCRIPTION

2.1 Subject to the terms and conditions of the Subscription Agreement, the Placee agrees to subscribe for the Subscription Shares at the Issue Price and the Company agrees to issue, allot and place to the Placee the Subscription Shares free from all any interest or equity of any person (including any right to acquire, option or right of first refusal) or any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention or any other security agreement or arrangement ("**Security Interest**") upon full payment of the Subscription Price.

2.2 The Subscription Shares shall upon issuance rank *pari passu* in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of the Company, prior to the issue and allotment of the Subscription Shares.

3. COMPLETION

The Company shall within eight (8) market days of the day on which the last condition is satisfied or waived or such other period as may be prescribed by Bursa Securities:

(a) issue or allot the Subscription Shares;

(b) despatch notices of allotment to the Placee; and

(c) apply for the quotation of the Subscription Shares.

The subscription shall be deemed completed on the date of the listing of and quotation for the Subscription Shares.

4. REPRESENTATIONS AND WARRANTIES

4.1 The Company hereby represents and warrants to the Placee as follows:

4.1.1 that each Subscription Share when issued will be duly authorised and free from any and all Security Interest;

4.1.2 that each Subscription Share when issued will be fully paid up and upon issuance rank pari passu with the other ordinary shares of the Company;

4.1.3 that the Company has the capacity, authority and power to enter into, exercise their rights and lawfully perform and comply with their obligations under the Subscription Agreement;

4.1.4 that all actions, conditions and things required to be taken, fulfilled and done (including the obtaining of any necessary consents) in order to enable the Company to lawfully enter into, exercise their rights and perform and comply with their obligations under the Subscription Agreement and to ensure that those obligations are legally binding and enforceable have been taken, fulfilled and done;

4.1.5 that no litigation, arbitration or administrative proceedings is current or pending or, so far as the Company is aware, threatened (a) to restrain the entry into, exercise of the Company's rights under or performance or enforcement of or compliance with its obligations under the Subscription Agreement or (b) which has or could have a material adverse effect on the Company; and

4.1.6 subject to the conditions being met, that the Company's entry into, exercise of their rights and/or performance of or compliance with their obligations under the Subscription Agreement do not and will not violate, or exceed any power or restriction granted or imposed by (a) any law to which any of them is subject, (b) the Company's constitution, or (c) any agreement or arrangement to which any of them is a party.

4.2 The Placee warrants and represents to and agrees with the Company as follows:

4.2.1 that the Placee is not subject to any bankruptcy proceedings;

4.2.2 that the Placee has the capacity, authority and power to enter into, exercise his rights and lawfully perform and comply with his obligations under the Subscription Agreement;

4.2.3 that the Placee acknowledges that the Company has entered into the Subscription Agreement in full reliance upon and on the basis of each of the warranties which have been given by the Placee as representations for the Company to enter into the Subscription Agreement;

4.2.4 that in entering into the Subscription Agreement, the Placee hereby acknowledges and confirms that he has not relied on any statement, representation, assurance or warranty of any person (whether a party to the Subscription Agreement or not and whether made in writing or not) other than as expressly set out in the Subscription Agreement;

4.2.5 the Placee is a sophisticated investor within the meaning set out in the Guidelines on Categories of Sophisticated Investors issued by the SC on 5 February 2024; and

4.2.6 that the Placee is capable of evaluating the merits and risk of the Subscription Shares and has carefully considered the suitability of the subscription of the Subscription Shares before executing the Subscription Agreement.

5. EVENTS OF DEFAULT AND TERMINATION

5.1 If, during the subsistence of the Subscription Agreement:

(a) the Company is in breach of any of the provisions of the Subscription Agreement; or

(b) the Company:-

(i) shall have a winding up petition presented against it in a court of law;

(ii) shall have a decree or order of a court having jurisdiction over it entered against it adjudicating it insolvent, or approving a petition seeking its reorganisation under any applicable insolvency law (otherwise than for the purpose of reconstruction or amalgamation);

(iii) shall have a resolution of its shareholders passed for its winding up, liquidation or dissolution;

(iv) shall make any arrangement or composition with, or any assignment for the benefit of its creditors;

(v) shall have an administrator, receiver or receiver and manager appointed over any part of its undertaking or assets; or

(vi) shall cease or threaten to cease to carry on its business;

the Placee shall be entitled at his sole and absolute discretion to elect any of the following:

(i) to effect completion for the said subscription (without prejudice to any of its rights and remedies against the Company) so far as practicable having regard to the defaults which have occurred; or

(ii) to revoke the said subscription and terminate the Subscription Agreement.

5.2 If, during the subsistence the Subscription Agreement:

(a) the Placee is in breach of any of the provisions of the Subscription Agreement; or

(b) the Placee shall have a bankruptcy petition presented against him in a court of law;

(c) the Placee fails to pay the Subscription Price within five (5) market days from the unconditional date,

the Company shall be entitled to and at the sole and absolute discretion of the Company to revoke the subscription and terminate the Subscription Agreement.

6. GOVERNING LAW

The Subscription Agreement shall be governed by and construed in accordance with the laws of Malaysia.

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VALUATION CERTIFICATE

Laurel Cap
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Laurelcap Sdn. Bhd.
200801005326 (806610-U)
CT-11-00, Corporate Tower,
Subang Square, Jalan SS15/4G,
47500 Subang Jaya,
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+603-5637 0233
+603-5638 0233
www.laurelcap.com.my
laurelcap@laurelcap.com.my

Date : 26 May 2026
Our Ref No. : LC/VAL/26/021652/ZW

PRIVATE AND CONFIDENTIAL

The Boards of Directors
AMTEL HOLDINGS BERHAD
No. 12, Jalan Pensyarah U1/28
Hicom Glenmarie Industrial Park
40150 Shah Alam
Selangor Darul Ehsan

Dear Sir,

VALUATION CERTIFICATE OF A PARCEL OF AGRICULTURAL LAND WITH INDUSTRIAL POTENTIAL HELD UNDER TITLE NO. GERAN 412787, LOT NO. 38020, MUKIM OF HULU BERNAM TIMOR, DISTRICT OF MUALLIM, STATE OF PERAK.
(HEREINAFTER REFERRED TO AS THE "SUBJECT PROPERTY")

We refer to the instructions by **Amtel Holdings Berhad ("Amtel")** to provide an opinion on the Market Value of the Subject Property for the purpose of submission to Bursa Malaysia Securities Berhad ("Bursa Securities") in respect of the Proposed Acquisition of the Subject Property by Amtel and for inclusion in the circular to the shareholders of Amtel.

The Subject Property was inspected on 15 May 2026. The relevant date of valuation for this valuation exercise coincides with the date of inspection, i.e. 15 May 2026.

The Valuation had been carried out in accordance with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards (MVS) issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers Malaysia and with the necessary professional responsibility and due diligence.

The basis of valuation adopted is the Market Value which is defined in the Malaysian Valuation Standards to be "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

The Valuation Certificate should be read in conjunction with the full Report (Ref No: LC/VAL/26/021652/ZW), prepared by Laurelcap Sdn. Bhd. for the purpose of submission to Bursa Securities, which detailed the basis under which the valuations have been prepared.

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TERMS OF REFERENCE

We wish to draw your attention to the fact that:-

1. Based on the Sale & Purchase Agreement executed between Kat Ventures Sdn. Bhd. (the Vendor) and Amtel (the Purchaser) dated 26 May 2026, the Vendor shall, at its own cost and expenses, obtain the Relevant Authority's approval for the conversion of land use and change of the express condition of the Subject Property to industrial use, and shall procure the issuant of the title document in respect of the Subject Property to be duly converted;

2. Pursuant to the Sale and Purchase Agreement and at the request of the Purchaser, the parties agree that the Vendor shall appoint a contractor to carry out site clearing and other work on the Subject Property ("the Works") in such manner, scope, time, cost contractor appointment and upon such terms and conditions as may be mutually agreed in writing between the Vendor and the Purchaser. All costs and expenses incurred in respect of the Works shall be borne by the Vendor and reimbursed by the Purchaser upon completion of the agreement support by reasonable documentary evidence provided. In the event that this agreement is terminated or rescinded for any reason whatsoever prior to completion, the Purchaser shall have no liability whatsoever to reimburse or otherwise bear any costs or expenses incurred by the Vendor in respect of the Works;

3. A portion of the land measuring approximately 0.1489 hectare (about 0.368 acre) which is located at the north-western of the Subject Property, has been acquired for Lebuhraya Behrang Stesen – Tanjung Malim road widening. This acquisition is not endorsed in the title search document; and

4. A portion of the land estimated approximately 0.1486 hectare (about 0.367 acre), located at the north-western of the Subject Property, may be required to be surrendered for a 50 feet road widening upon application for planning permission.

   As a result, the net land area after the deduction of the land acquisition and the land surrendered is approximately 7.7965 hectares (about 19.265 acres).

For the purposes of this valuation, we have adopted the Subject Property as a parcel of vacant industrial land in its existing physical condition with a net land area of approximately 7.7965 hectares (about 19.265 acres) in arriving at the Market Value of the Subject Property. With reference to the aforesaid works, the cost incurred will be reimbursed by the Purchaser to the Vendor upon completion of the Sale and Purchase agreement and it does not have any impact on the Market Value of the Subject Property. Accordingly, it shall not form part of the purchase consideration of the Proposed Acquisition.

VALUATION CERTIFICATE *(CONT'D)*

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IDENTIFICATION OF THE SUBJECT PROPERTY

Subject Property		
Address	Title No. Geran 412787, Lot No. 38020, Mukim of Hulu Bernam Timor, District of Muallim, State of Perak	
Type of Property	A parcel of agricultural land with industrial potential	
Date of Inspection	15 May 2026	
Date of Valuation	15 May 2026	
Title Particulars	Title No.	Geran 412787, Lot 38020 (formerly known as HSD 697, PT 2529), Mukim of Hulu Bernam Timor, District of Muallim, State of Perak
	Surveyed Land Area	8.094 hectares (about 20.00 acres) *Note 1
	Tenure	Grant in perpetuity
	Category of Land Use	"Pertanian" * Note 2
	Express Conditions	"Tanaman Dusun-Dusun" *Note 2
	Registered Owners	Kat Ventures Sdn. Bhd. (1/1 share)
	Endorsements	An application to change the category of land use, express condition and restriction in interests has been made vide Presentation No. 00N5835/2025 on 12 December 2025 *Note 2
	Notes: 1. We noted that the surveyed land area of the Subject Property as reflected in title search, is 8.094 hectares (approximately 20.00 acres). However, based on the memorial endorsed in the previous issue document of title, part of the land has been compulsorily acquired for road widening purposes via Borang K under Presentation No. 00N1958A/2001 on 21 March 2001 (Gazette No. 542 dated 06 July 2000). According to Gazette No. 542 provided by the client, the acquired portion measures approximately 0.134 hectare (about 0.33 acre). Based on the Survey Plan No. G24088E-E1 prepared by LSr Cheah Kim Choong, the land acquisition portion is situated at the north-western section of the Subject Property. The affected portion, measuring approximately 0.1489 hectare (about 0.368 acre) has been utilised for the widening of the Lebuhraya Behrang Stesen – Tanjung Malim. Nevertheless, we noted that the said acquisition is not endorsed in the title search document. Accordingly, for the purpose of this valuation, we have adopted the acquired land area measuring approximately 0.1489 hectare (about 0.368 acre) as indicated in the aforesaid survey plan.	

VALUATION CERTIFICATE *(CONT'D)*

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<table>
<tr><td>Title Particulars (Cont'd)</td><td>
Our verbal enquiries at the planning department of Majlis Daerah Tanjung Malim ("MDTM") revealed that the front portion of the Subject Property may require a 50 feet road surrender upon application for planning permission. According to the same survey plan prepared by LSr Cheah Kim Choong, the estimated surrendered portion is around 0.1486 hectare (about 0.367 acre).
As a result, the net land area after the deduction of the land acquisition and the land surrendered is approximately 7.7965 hectares (about 19.265 acres).
The land area of the Subject Property can be summarized as follow:-
<table>
<tr><td rowspan="2"></td><td colspan="2">Land Area</td></tr>
<tr><td>(hectare)</td><td>(acre)</td></tr>
<tr><td>Titled Land Area</td><td>8.094</td><td>20.00</td></tr>
<tr><td>Land Acquisition</td><td>0.1489</td><td>0.368</td></tr>
<tr><td>Land Surrendered</td><td>0.1486</td><td>0.367</td></tr>
<tr><td>Net Land Area</td><td>7.7965</td><td>19.265</td></tr>
</table>
2. The Subject Property is currently designated as "Pertanian" with the express condition "Tanaman Dusun-Dusun." Under the Sale and Purchase Agreement made between Kat Ventures Sdn. Bhd. (the Vendor) and Amtel (the Purchaser), the Vendor agrees, at its sole cost and expense, to obtain all necessary authorities' approvals to convert the land use and amend the express condition to industrial use, and to ensure the title document for the Subject Property is duly converted to reflect industrial use.
As at the date of valuation, the land conversion application is still in progress and pending approval from the relevant authorities.
Therefore, for the purposes of this valuation, we have adopted the Subject Property as a parcel of vacant industrial land with a net land area of approximately 7.7965 hectares (about 19.265 acres) in arriving at the Market Value of the Subject Property.
</td></tr>
<tr><td>Location</td><td>The Subject Property is located along Lebuhraya Behrang Stesen – Tanjung Malim in the Muallim District of Perak Darul Ridzuan. It lies about 129.00 kilometres south-west of Ipoh City Centre and approximately 1.60 kilometres north-east of Behrang Stesen town centre. Access from Ipoh City Centre is possible via Jalan Sultan Abdul Jalil, Lebuh Ceylon and Lorong Jennings to Jalan Raja Dihilir, there onto Jalan Tambun and Jalan Jelapang – Ampang, turning off onto the North – South Expressway at the Ipoh South (southbound) toll; exiting at the Behrang inbound toll plaza, turn left onto Route 1 toward Behrang Stesen, continue onto Lebuhraya Behrang Stesen – Tanjung Malim and make a U-turn to reach the Subject Property.</td></tr>
</table>

Description of the Property	The subject site resembles a regular shaped parcel of land, encompassing a titled land area of 8.084 hectares (20.00 acres). However, due to the land acquisition of some approximately 0.1489 hectare (about 0.368 acre) for Lebuhraya Behrang Stesen – Tanjung Malim widening, and land surrender upon apply for planning permission with estimated around 0.1486 hectare (about 0.367 acre), the net land area of the site is reduced to approximately 7.7965 hectares (about 19.265 acres). The physical terrain of the subject site is generally undulating and is situated at a level slightly below the adjoining frontage roads, namely Lebuhraya Behrang Stesen – Tanjung Malim and an unnamed metalled serviced road. Based on the Survey Plan No. G24088E-E1 prepared by LSr Cheah Kim Choong, approximately 20% of the Subject Property comprises swampy terrain. The elevation of the Subject Property ranges from approximately 32.03 metres to 72.92 metres above sea level, whereas the frontage roads are at elevations ranging between approximately 36.39 metres and 41.04 metres above sea level. We further noted that the boundaries of the Subject Property are not demarcated by any form of fencing.
Planning Details	The Subject Property is located within an area zoned for industrial use with a maximum permilled plot ratio of 1:2.

METHOD OF VALUATION

We have adopted only the Comparison Approach to determine the Market Value of the Subject Property. We are of the opinion that the Comparison Approach is the best and only approach in this instance, as a result of the following factors: -

1. There are transaction data of industrial lands available for comparison at the nearby towns such as Bukit Sentosa, Rawang, in order to establish a consistent pattern of values.

2. There is no approved Development Order or any development planning approval granted by the Local Council as at the date of valuation. Thus, the Residual Method would not be a suitable method of valuation in this instance.

3. There is a no or limited asking rental of vacant industrial land in the District of Muallim as lands in the area are required mainly for own use rather than for investments purposes. Therefore, the Investment Method is not applicable in this case.

VALUATION CERTIFICATE *(CONT'D)*

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COMPARISON APPROACH

We have adopted the Comparison Approach in valuing the Subject Property. This approach involves comparing the Subject Property with recently transacted properties of a similar nature or offers for sale/rental of similar properties in the area. Adjustments are then made for differences in location, size and shape of the lot, size, condition and design of the building, site facilities available, market conditions and other factors in order to arrive at a common basis for comparison.

Recent transactions of similar properties situated within the neighbourhood which are pertinent to substantiate a value indication for the Subject Property are reviewed and these sales are listed below:

	Comparable 1	Comparable 2	Comparable 3
Source	Jabatan Penilaian dan Perkhidmatan Harta Malaysia ("JPPH")	Bursa Annoucement	JPPH
Property	Lot 42486, Jalan Bunga Azalea, Bukit Sentosa, Rawang, Selangor Darul Ehsan	Plot 1, Parcel 5 of Proton City, Behrang, Perak Darul Ridzuan	PT 18117, Jalan Bunga Azalea, Bukit Sentosa, Rawang, Selangor Darul Ehsan
Type of Property	A parcel of industrial land	A parcel of industrial land	A parcel of industrial land
Title No.	PN 342366, Lot 42486 Seksyen 20, Bandar Serendah, District of Ulu Selangor, State of Selangor	Master Title No. HSD 5, Master Lot No. PT 16880, Mukim of Hulu Bernam Timor, District of Muallim, State of Perak	HSD 64635, PT 18117 Seksyen 20, Bandar Serendah, District of Ulu Selangor, State of Selangor
Land Area	968,114.16 square feet (22.22 acres)	425,145.60 square feet (9.76 acres)	272,862.13 square feet (6.26 acres)
Tenure	Leasehold for 72 years. Term expiring on 05 Jun 2094. Leaving an unexpired term of approximately 71 years as at the date of transaction	Grant in perpetuity	Leasehold for 87 years. Term expiring on 07 July 2109. Leaving an unexpired term of approximately 84 years as at the date of transaction
Date of Transaction	04 December 2023	31 May 2024	12 March 2025
Consideration	RM52,266,772.00	RM19,981,843.20	RM17,430,424.56
Land Value (per square foot)	RM53.99 psf	RM47.00 psf	RM63.88 psf
Remarks on Adjusted Value	General adjustments are made for time and various factors including location, infrastructure, size, accessibility, tenure, terrain and negative factors.		
Adjusted Land Value (per square foot)	RM36.85 psf	RM28.20 psf	RM25.55 psf

<u>**Analysis**</u>

After making adjustments for various factor to Comparables 1, 2 & 3, it is noted that the land price transactions were hovering between RM25.55 psf and RM36.85 psf. The total adjustments between the comparable ranges from 40.00% to 70.00%.

All the comparables are flat and cleared industrial land located within a well-planned industrial park completed with infrastructure and earthworks. In contrast, the Subject Property consists of undulating terrain, overgrown with secondary vegetation, with approximately 20% of the land comprises swampy terrain.

Taking into consideration the dissimilarities between the Subject Property and the comparables, greater emphasis has been placed on Comparable 2, which, after adjustments, reflects an analysed value of RM28.20, and is considered the most appropriate comparable for the following reasons:-

a) Comparable 2 is located nearest to the Subject Property; and
b) Comparable 2 shares the least total adjustments in comparison to the other two (2) sales evidence.

Based on the above analysis, we have adopted a value of **RM28.00 psf.**

In arriving at the Market Value of the Subject Property via the Comparison Approach, we have taken into consideration the following pertinent factors: -

1. The land use and express condition of the Subject Property have been duly converted for industrial use by the Vendor, at its sole cost and expenses.

2. The net land area, after taking consideration of the land acquisition and required land surrendered upon apply for planning permission, is approximately 7.7965 hectares (about 19.265 acres).

3. The Subject Property is situated in Behrang, Perak, near the boundary of Selangor. The surrounding area of the Subject Property is predominantly agricultural in nature. Prominent industrial developments in close proximity include Proton City and Behrang Industrial Park which are generally smaller in size, ranging from approximately 0.5 acre to 2.5 acres. These are not considered directly comparable due to the significant difference in land size and nature of usage compared to the Subject Property.

   Furthermore, there are limited market transactions involving industrial land parcels of a size comparable to the Subject Property within the immediate vicinity. As a result, our market research extended beyond the district of Hulu Bernam Timor to identify suitable comparable transactions involving industrial land parcels of a similar scale.

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In view of the above, the sizable industrial land transaction at Bukit Sentosa, Rawang was selected as it represents the nearest available locality with industrial land of a similar scale to the Subject Property. Although other industrial parks in the state of Perak such as Tungzen Industrial Park, Simpang Pulai; Kawasan Perindustrian Pengkalan, Ipoh; and others, were also considered, they are located further away from the Subject Property compared to Bukit Sentosa, Rawang and therefore regarded as less representative in terms of location and market characteristics.

4. Within the vicinity of the Subject Property, there are three (3) notable industrial developments currently available in the market, namely KLK TechPark @ Tanjung Malim, Tanjung Malim High Tech Industrial Park, and Proton City – Parcel 5.

   KLK TechPark @ Tanjung Malim offers freehold industrial land with lot sizes starting from approximately 2.50 acres, and at an average asking price of RM65.00 psf. Tanjung Malim High Tech Industrial Park comprises leasehold industrial lots ranging from approximately 5.00 acres to 7.00 acres, with an average asking price of RM55.00 psf. Meanwhile, the last remaining parcel in Proton City – Parcel 5, measuring approximately 6.59 acres on a freehold tenure, is currently being offered at an asking price of RM56.00 psf. These offerings provide an indication of the current pricing benchmark for industrial land within the Tanjung Malim industrial corridor.

VALUATION CONCLUSION

Having taken into consideration all the relevant and pertinent factors, we are of the opinion that the **Market Value** of the grant in perpetuity interest in a parcel of vacant agricultural land with industrial potential held under Title No. Geran 412787, Lot No. 38020, Mukim of Hulu Bernam Timor, District of Muallim, State of Perak in its existing physical condition with vacant possession and subject to its title being free from encumbrances, good, marketable and registrable as of **15 May 2026 based on the TERMS OF REFERENCE as stated herein** is:

Market Value : RM23,000,000.00 (Ringgit Malaysia: Twenty Three Million Only)

The above Report and Valuation has been carried out by Sr Stanley Toh Kim Seng,
For and on behalf of Laurelcap Sdn. Bhd.

LAURELCAP SDN. BHD. STANLEY TOH V-927 E-2303 200801005326 (806610-U)

Sr STANLEY TOH KIM SENG
BSc (Hons) Estate Management
MRISM, MRICS, MPEPS, MMIPFM, ICVS, MBVAM
Registered Valuer (V-927)

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this Circular, and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular. The Board confirms that after making all reasonable enquires 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 false or misleading.

All statements and information in relation to the Vendor, Chester Koid and his PACs contained in this Circular has been obtained from publicly available information and/or confirmed by the Vendor, Chester Koid and his PACs. The sole responsibility of the Board is therefore limited to ensuring that such information is accurately reproduced in this Circular.

2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST

2.1 CGS MY

CGS MY, being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Further, CGS MY hereby declares that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Principal Adviser for the Proposals.

2.2 BDOCC

BDOCC, being the Independent Adviser for the Proposed Acquisition and Proposed Exemption, has given and has not subsequently withdrawn its written consent to the inclusion of its name, the IAL as set out in Part B of this Circular and all references thereto in the form and context in which they appear in this Circular.

Further, BDOCC hereby declares that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Independent Adviser for the Proposed Acquisition and Proposed Exemption.

2.3 Laurelcap

Laurelcap, being the Independent Valuer for the Proposed Acquisition, has given and has not subsequently withdrawn its written consent to the inclusion of its name, the Valuation Certificate, the Valuation Report and all references thereto in the form and context in which they appear in this Circular.

Further, Laurelcap hereby declares that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Independent Valuer for the Proposed Acquisition.

2.4 Protégé Associates Sdn Bhd

Protégé Associates Sdn Bhd, being the Independent Market Researcher, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

Further, Protégé Associates Sdn Bhd hereby declares that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Independent Market Researcher.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, Amtel and its subsidiaries are not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has confirmed that there are no proceedings pending or threatened against Amtel and its subsidiaries, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the business or financial position of Amtel and its subsidiaries.

4. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, there are no material commitments incurred or known to be incurred by Amtel and its subsidiaries, which upon becoming enforceable, may have a material impact on the business or financial position of Amtel and its subsidiaries:

	RM'000
Approved and contracted for:	
- Acquisition and development of software applications	960
- Acquisition of property, plant and equipment	18,400
Total	**19,360**

5. CONTINGENT LIABILITIES

Save as disclosed below, as at the LPD, there are no contingent liabilities incurred or known to be incurred, which upon becoming enforceable, may have a material impact on the business or financial position of Amtel and its subsidiaries:

	RM'000
Financial guarantees:	
- The maximum exposure to credit risk amounts representing the outstanding credit facilities of the subsidiaries guaranteed by the Company	784
- Bank guarantees	516
Total	**1,300**

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Amtel at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur, Wilayah Persekutuan, during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM of Amtel:

(i) the Constitution of Amtel;

(ii) the audited consolidated financial statements of Amtel for the past two (2) FYEs 30 November 2024 and 2025 as well as the latest unaudited quarterly report of Amtel for six (6)-month financial period ended 31 May 2026;

(iii) the SPA;

(iv) the Subscription Agreement;

(v) the Valuation Certificate as set out in Appendix III of this Circular, together with the Valuation Report; and

(vi) the letters of consent as referred to in Section 2 above.

AMTEL HOLDINGS BERHAD
(Registration No. 199601037096 (409449-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Amtel Holdings Berhad ("**Amtel**" or "**Company**") will be held at Langkawi Room, 2nd Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 September 2026 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY AMTEL CELLULAR SDN BHD ("AMCSB"), A WHOLLY OWNED SUBSIDIARY OF AMTEL, OF A PARCEL OF AGRICULTURAL LAND WITH INDUSTRIAL POTENTIAL HELD UNDER GERAN 412787, LOT 38020, MUKIM HULU BERNAM TIMOR, DISTRICT OF MUALLIM, PERAK ("LAND") FROM KAT VENTURES SDN BHD ("KAT VENTURES") FOR A TOTAL CASH CONSIDERATION OF RM23,000,000 ("PURCHASE PRICE") ("PROPOSED ACQUISITION")

"**THAT** subject to the passing of Ordinary Resolution 4 and the approvals from all relevant authorities and/or parties (where required) being obtained in respect of the Proposed Acquisition, approval be and is hereby given for AMCSB to acquire the Land from Kat Ventures for the Purchase Price, upon the terms and conditions set out in the conditional sale and purchase agreement dated 26 May 2026 entered into between AMCSB and Kat Ventures in relation to the Proposed Acquisition.

AND THAT the Board of Directors of Amtel ("**Board**") (save for Mr. Koid Siang Loong ("**Chester Koid**") and Dato' Koid Hun Kian ("**Interested Directors**")) be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED SUBSCRIPTION BY CHESTER KOID OF 45,000,000 NEW ORDINARY SHARES IN AMTEL ("AMTEL SHARES" OR "SHARES") ("SUBSCRIPTION SHARES") AT AN ISSUE PRICE OF RM0.33 PER SUBSCRIPTION SHARE ("ISSUE PRICE") FOR A TOTAL CONSIDERATION OF RM14,850,000 ("PROPOSED SUBSCRIPTION")

"**THAT** subject to the passing of Ordinary Resolutions 1, 3 and 4 and the approvals from the relevant authorities and/or parties (where required) being obtained in respect of the Proposed Subscription, approval be and is hereby given for the issuance and allotment of 45,000,000 Subscription Shares to Chester Koid at the Issue Price;

THAT the Subscription Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date for which precedes the date of allotment and issuance of the Subscription Shares;

THAT pursuant to Section 85(1) of the Companies Act 2016 to be read together with Clause 31 of the Company's Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over all new Amtel Shares to be issued arising from the Proposed Subscription, and such new Amtel Shares when issued, to rank pari passu with the existing Amtel Shares.

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Subscription for such purposes as set out in Section 2.2.5 of Part A of the circular to the shareholders dated 14 September 2026 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Subscription in the manner as the Board may deem fit, necessary and/or expedient in the best interest of Amtel and its subsidiaries, subject to compliance with the requirements under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant authorities (where required);

AND THAT the Board (save for the Interested Directors) be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of Amtel and its subsidiaries with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Subscription."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION TO CHESTER KOID AND THE PERSONS ACTING IN CONCERT WITH HIM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY OFFER FOR THE REMAINING SHARES NOT ALREADY OWNED BY THEM UPON THE COMPLETION OF THE PROPOSED SUBSCRIPTION PURSUANT TO SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY THE SECURITIES COMMISSION MALAYSIA ("SC") ("PROPOSED EXEMPTION")

"**THAT** subject to the passing of Ordinary Resolutions 1, 2 and 4 and the relevant approvals from the SC and/or any other relevant authorities and/or parties (where required) being obtained in respect of the Proposed Exemption, exemption be and is hereby granted to Chester Koid and his persons acting in concert, from the obligation to undertake a mandatory take-over offer to acquire all the remaining Amtel Shares not already owned by them upon completion of the Proposed Subscription;

AND THAT the Board (save for the Interested Directors) be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of Amtel and its subsidiaries with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Exemption."

ORDINARY RESOLUTION 4

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF AMTEL AND ITS SUBSIDIARIES TO INCLUDE MANUFACTURING AND ASSEMBLY OF MOTOR VEHICLES ("PROPOSED DIVERSIFICATION")

"**THAT** subject to the approvals from all relevant authorities and/or parties (where required) being obtained in respect of the Proposed Diversification, approval be and is hereby given to Amtel and its subsidiaries to diversify its existing principal activities to include manufacturing and assembly of motor vehicles;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of Amtel and its subsidiaries with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Diversification."

By Order of the Board
CHIN MUN YEE (SSM PC No. 201908002785) (MAICSA 7019243)
WINNIE GOH KAH MUN (SSM PC No. 202308000205) (MAICSA 7068836)
Company Secretaries

Selangor Darul Ehsan
14 September 2026

Notes:

1. A member of the Company entitled to participate and vote at this Meeting is entitled to appoint a proxy to participate and vote in his/ her stead. Where a member appoints more than one (1) proxy to attend, participate, speak, and vote at the same Extraordinary General Meeting of the Company, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak, and vote at the Meeting.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2026 shall be entitled to participate and vote at this Meeting.

3. Where a member of the Company is an exempt authorised nominee that holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

4. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not later than forty-eight (48) hours before the time set for holding the EGM of the Company or any adjournment thereof. The lodging of the Proxy Form does not preclude any shareholder from participating in and voting at the EGM of the Company. If you have submitted your Proxy Form prior to the Meeting and subsequently wish to revoke your proxy appointment(s), please email info@sshsb.com.my or deposit the written notice of termination of proxy authority at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the EGM of the Company or at any adjournment thereof. In such event, you should advise your proxy(ies) accordingly. All resolutions set out in this notice of meeting are to be voted on by poll.

Personal data privacy

By submitting a proxy form(s) to participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

AMTEL HOLDINGS BERHAD
(Registration No. 199601037096 (409449-A))
(Incorporated in Malaysia)

PROXY FORM
EXTRAORDINARY GENERAL MEETING
("EGM" OR "MEETING")
(Before completing this form, please refer to notes.)

CDS Account No.	
No. of Shares held	

*I/We *(full name)* ______________________________

**NRIC No./Passport No./Registration No.* ______________ *Contact No.* ______________

Email address ______________ *of (Full address)* ______________

____

being member of **AMTEL HOLDINGS BERHAD ("THE COMPANY")** hereby appoint

Name	Email Address	Contact No.	NRIC/Passport No.	Address
*and/or failing him/her (delete as appropriate)				

*or failing him/her, the Chairman of the Meeting as *my/ our proxy(ies) to participate, speak and vote for *me/us and on *my/our behalf at the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of the Company, which will be held at Langkawi Room, 2nd Floor, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 September 2026 at 10:00 a.m. or at any adjournment thereof on the following resolutions referred to in the Notice of EGM.

*My/our proxy(ies) is/are to vote as indicated below (if no indication is given, the proxy(ies) will vote as he/she/they thinks fit or abstain from voting:

RESOLUTIONS		FOR	AGAINST
Ordinary Resolution 1	- Proposed Acquisition		
Ordinary Resolution 2	- Proposed Subscription		
Ordinary Resolution 3	- Proposed Exemption		
Ordinary Resolution 4	- Proposed Diversification		

For the appointment of more than one (1) proxy, the percentage of shareholdings to be represented by the proxies is as follows:

	Percentage
Proxy 1	%
Proxy 2	%
Total	100%

____
Signature of shareholder(s)/ Common Seal

Dated this ________ day of ________ , 2026

Fold this flap for sealing

Notes:

1. A member of the Company entitled to participate and vote at this Meeting is entitled to appoint a proxy to participate and vote in his/ her stead. Where a member appoints more than one (1) proxy to attend, participate, speak, and vote at the same Extraordinary General Meeting of the Company, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak, and vote at the Meeting.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2026 shall be entitled to participate and vote at this Meeting.

3. Where a member of the Company is an exempt authorised nominee that holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

4. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not later than forty-eight (48) hours before the time set for holding the EGM of the Company or any adjournment thereof. The lodging of the Proxy Form does not preclude any shareholder from participating in and voting at the EGM of the Company. If you have submitted your Proxy Form prior to the Meeting and subsequently wish to revoke your proxy appointment(s), please email info@sshsb.com.my or deposit the written notice of termination of proxy authority at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the EGM of the Company or at any adjournment thereof. In such event, you should advise your proxy(ies) accordingly. All resolutions set out in this notice of meeting are to be voted on by poll.

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AFFIX
STAMP

The Share Registrar
AMTEL HOLDINGS BERHAD
(Registration No. 199601037096 (409449-A))

c/o Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium, Jalan Damanlela,
Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur, Wilayah Persekutuan

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Personal data privacy

By submitting a proxy form(s) to participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.