

THIS CIRCULAR TO SHAREHOLDERS OF JISHAN BERHAD (“JISHAN” OR THE “COMPANY”) 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**” or the “**Exchange**”) has not perused the contents of this Circular (as defined herein) and takes no responsibility for the contents of this Circular (as defined herein), 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.

The admission of Jishan to the LEAP Market was advised by our Approved Adviser, WYNCORP Advisory Sdn Bhd.

CHARACTERISTICS OF THE LEAP MARKET OF THE EXCHANGE

THE LEAP MARKET HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE EXCHANGE. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXERCISES UNDERTAKEN BY THE COMPANY. INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.



JISHAN BERHAD

(Registration No.: 201901013612 (1322940-P))
(Incorporated in Malaysia under the Companies Act, 2016)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

CONTINUING ADVISER

WYNCORP
CORPORATE FINANCE ADVISOR

WYNCORP ADVISORY SDN BHD
(Registration No.: 200301029902 (632322-H))

The resolution in respect of the above will be tabled as special business at the 6th Annual General Meeting (“**AGM**”) of Jishan, which will be held at the **Conference Room** of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang (*formerly known as Lot 20384*) on Friday, 20 June 2025 at 2.30 p.m. Notice of the AGM together with the Proxy Form are despatched together with this Circular.

Please complete and return the Proxy Form in accordance with the instruction thereon as soon as possible to the office of the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd, B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, in any event not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the AGM.

Last date and time for lodging the Proxy Form : Wednesday, 18 June 2025 at 2.30 p.m.

Date and time of our 6th AGM : Friday, 20 June 2025 at 2.30 p.m.

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following terms and expressions shall apply throughout this Circular:

Act	:	The Companies Act 2016, as amended from time to time including any re-enactment thereof
AFS	:	Annual Audited Financial Statements
AGM	:	Annual General Meeting
Board	:	The Board of Directors of our Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
Circular	:	This circular to the shareholders of Jishan in relation to the Proposed Renewal Mandate dated 29 April 2025
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time including any re-enactment thereof
Director(s)	:	Member(s) of our Board and shall have the meaning given in Section 2(1) of the CMSA. For the purpose of the Proposed Renewal Mandate, this includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive of the Company
FYE	:	Financial year(s) ended/ending 31 December
Jishan Capital	:	Jishan Capital Sdn Bhd (Registration No.: 200901016341 (859432-T))
Jishan Group or Group	:	Jishan and its subsidiaries, collectively
Jishan or Company	:	Jishan Berhad (Registration No.: 201901013612 (1322940-P))
Jishan Pack	:	Jishan Pack Sdn Bhd (Registration No.: 200001028048 (530655-U))
JP Hub	:	Jishan Packaging Hub Sdn Bhd (Registration No.: 202101018315 (1418615-A))
JSP Plas	:	JSP Plas Sdn Bhd (Registration No.: 201801036173 (1298202-D))
Listing Requirements	:	LEAP Market Listing Requirements of Bursa Securities
LPD	:	31 March 2025, being the latest practicable date prior to the date of this Circular
Major Shareholder(s)	:	Any person as defined under Rules 1.01 and 7.02(e) of the Listing Requirements
NMSB	:	Nice Mold Sdn Bhd (Registration No.: 201201013182 (986699-K))

DEFINITIONS (CONT'D)

Plant 1	:	A 2-storey office building annexed with a single-storey factory building bearing the postal address of Lot 4281, Mukim 7, Lorong Industri 6, Kawasan Perindustrian Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang; which is currently used as our manufacturing facility for Plastic Packaging Products
Plant 2	:	A 2-storey office building annexed with a single-storey factory building bearing the postal address of Lot 20575 (formerly known as Lot 20384), Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang; which is currently used as our office headquarters and manufacturing facility for Paper Packaging Products
Plant 3	:	A 2-storey office building annexed with a single-storey factory building bearing the postal address of Lot 20383, Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang; which is currently used as our office headquarters and manufacturing facility for Paper and Plastic Packaging Products
Proposed Renewal Mandate	:	The proposed renewal of shareholders' mandate to enter into RRPT(s) with the Related Parties
Recurrent Related Party Transaction(s) or RRPT(s)	:	Related party transaction(s) which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Group
Related Party or Related Parties	:	Director(s), Major Shareholder(s) and/or person connected with such Director(s) or Major Shareholder(s)
RM and sen	:	Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
Shareholders	:	Shareholders of Jishan
Share Registrar	:	Aldpro Corporate Services Sdn Bhd (Registration No.: 202101043817 (1444117-M))
Substantial Shareholder	:	Has the meaning given in Section 136 of the Act
WYNCORP	:	WYNCORP Advisory Sdn Bhd (Registration No.: 200301029902 (632322-H))

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DEFINITIONS (CONT'D)

TECHNICAL TERMS

APET	:	Amorphous-polyethylene terephthalate, a thermal plastic which is a form of Polyester
Corrugated Paperboard	:	A material made from layers of thick paper, of which the middle layer is alternately grooved or ridged to form flute patterns
Corrugated Paper Packaging Products	:	Packaging products manufactured using Corrugated Paperboards. The primary Corrugated Paper Packaging Products manufactured by us consist of corrugated carton and die cut boxes
HIPS	:	High Impact Polystyrene, an impact-resistant lightweight polymer used to make films
Paper Packaging Products	:	Packaging products manufactured using any form of paper, including but not limited to, Corrugated Paper Packaging Products as well as offset printed boxes which are made from printed art paper
PET	:	Polyethylene Terephthalate, a form of Polyester
Plastic Packaging Products	:	Packaging products manufactured using plastic materials such as APET, PP, HIPS, PET and Polyester materials
Polyester	:	A polymer used to make fibres
PP	:	Polypropylene, a polymer used to make films, fibres and moulding materials

In this Circular, words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. Reference to persons shall include corporations, unless otherwise specified.

All references to “you” in this Circular are reference to the Shareholders. All references to “we”, “us”, “our” and “ourselves” are to the Jishan and Jishan Group, save where the context otherwise requires. Statements as to our beliefs, expectations, estimates and opinions are those of the Company.

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

All references to dates and times are references to dates and times in Malaysia, unless otherwise specified.

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JISHAN BERHAD

(Registration No.: 201901013612 (1322940-P))
(Incorporated in Malaysia under the Companies Act, 2016)

Registered Office

39, Irving Road
10400 Georgetown
Pulau Pinang

29 April 2025

Board of Directors

Ng Eng Siong (*Managing Director*)
Khor Keow Kuang (*Executive Director*)
Ang Chee Beng (*Executive Director*)
Cheah Teik Hee (*Executive Director*)
Toh Mei Yong (*Executive Director*)
Ir. Razali Bin Budin (*Independent Non-Executive Director*)

To: The Shareholders

Dear Sir/Madam

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

1. INTRODUCTION

At the previous AGM of the Company held on 14 June 2024, Jishan had obtained a mandate for the Group to enter into RRPT(s) with the Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public which are necessary for the Group's day-to-day operations ("**Last Mandate**").

The said mandate for RRPT(s) shall lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the Shareholders at the forthcoming AGM. Hence, the Company intends to seek the Shareholders' approval at the forthcoming AGM for the renewal of the said mandate for the RRPT(s).

The purpose of this Circular is to provide the Shareholders with the relevant information on the Proposed Renewal Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal Mandate to be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL MANDATE.

2. INFORMATION ON THE PROPOSED RENEWAL MANDATE

2.1 Principal Activities of Jishan Group

Jishan is principally an investment holding company whilst the principal activities of its subsidiaries are as follows:

Name of Company	Effective Equity Interest (%)	Principal Activities
Jishan Pack	100.00	<p>Manufacturing and dealing in corrugated cartons and paper products, as well as manufacture of diverse plastic products.</p> <p>Principally involved in the downstream manufacturing of both Paper and Plastic Packaging Products.</p>
JP Hub	100.00	Trading, import and export of Paper and Plastic Packaging Products.
<p><u>Subsidiary of Jishan Pack</u> JSP Plas</p>	100.00	<p>Manufacture of diverse plastic products and any other related products.</p> <p>Principally involved in the upstream manufacturing of key raw material used in the production of thermoplastic trays, namely APET rolls.</p> <p>Manufacture, trading, import and export of medical and non-medical products.</p>

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2.2 Information on the RRPT(s) under the Proposed Renewal Mandate

2.2.1 Proposed Renewal Mandate

The details of the RRPT(s) for which approval is sought at the forthcoming AGM of the Company pursuant to the Proposed Renewal Mandate are set out below:

No.	Transacting Parties		Interested Directors, Major Shareholders and Persons Connected with Them	Nature of the RRPT	Estimated Aggregate Value as per Last Mandate obtained on 14 June 2024 (RM'000)	Actual Transacted Value from 14 June 2024 to the LPD (RM'000)	Estimated Aggregate Value ⁽³⁾ for the Validity Period ⁽⁴⁾ of the Proposed Renewal Mandate (RM'000)
	Our Group	Related Party					
1.	Jishan Pack	Jishan Capital	Ng Eng Siong, Khor Keow Kuang and Jishan Capital ⁽¹⁾	Purchase of solar energy from Jishan Capital by Jishan Pack produced from the generating facility installed on the rooftops of Plant 1, Plant 2 and Plant 3, respectively	1,550	767	1,320
2.	Jishan Pack	NMSB	Khor Keow Kuang ⁽²⁾	Purchase of die cut moulding materials from NMSB by Jishan Pack	450	388	550

Notes:

- (1) *Ng Eng Siong is our Managing Director and controlling shareholder by virtue of his shareholding in Jishan Capital. Khor Keow Kuang is our Executive Director and controlling shareholder by virtue of her shareholding in Jishan Capital, whilst Jishan Capital is our controlling shareholder.*
- (2) *Khor Keow Kuang is our Executive Director and controlling shareholder by virtue of her shareholding in Jishan Capital. Khor Keow Kuang is the controlling shareholder and director of NMSB.*
- (3) *The estimated values of the RRPT(s) are based on information available at the point of estimation and taking into consideration the management's forecasts on transaction values which have been undertaken and anticipated. Disclosure will be made in the next annual AFS of the Company on the actual value of transactions conducted during the FYE 2025 and where applicable, in the next circular to shareholders seeking renewal of the Proposed Renewal Mandate. The transactions are necessary for Jishan Group's day-to-day operations and are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detrimental of the minority shareholders of the Company.*
- (4) *As defined under Section 2.6 of this Circular.*

2.2.2 Other RRPT(s) Not Seeking Renewal of Mandate

Existing mandate on RRPT(s) of which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

No.	Transacting Parties		Interested Directors, Major Shareholders and Persons Connected with Them	Nature of the RRPT	Estimated Aggregate Value as per Last Mandate obtained on 14 June 2024 (RM'000)	Actual Transacted Value from 14 June 2024 to the LPD (RM'000)
	Our Group	Related Party				
1.	JP Hub	Jishan Capital	Ng Eng Siong, Khor Keow Kuang and Jishan Capital ⁽¹⁾	<p>Rental of 2 adjoining 1½-storey terrace light industrial building from Jishan Capital by JP Hub for the retailing of Paper and Plastic Packaging Products</p> <p><u>Address</u> No. 5 & 7, Lorong Industri 9, Kawasan Perindustrian Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang</p> <p><u>Built-up area</u> 752.50 square metres (376.25 square metres each)</p> <p><u>Frequency of payment</u> Monthly</p>	100	8
2.	Jishan Pack	Ng Swee Long	Khor Chew Wan, Ng Eng Siong, Khor Keow Kuang, and Ng Swee Long ⁽²⁾	<p>Rental of premises from Ng Swee Long by Jishan Pack for the accommodation of the Group's foreign workers</p> <p><u>Address</u> No. 22, Lorong Ilmu Indah 1, Taman Ilmu Indah, 14300 Nibong Tebal, Pulau Pinang</p> <p><u>Built-up area</u> 170.01 square metres</p> <p><u>Frequency of payment</u> Monthly</p>	16	8

Notes:

- (1) *Ng Eng Siong is our Managing Director and controlling shareholder by virtue of his shareholding in Jishan Capital. Khor Keow Kuang is our Executive Director and controlling shareholder by virtue of her shareholding in Jishan Capital, whilst Jishan Capital is our controlling shareholder.*
- (2) *Khor Chew Wan is our Substantial Shareholder. Ng Eng Siong is our Managing Director and controlling shareholder by virtue of his shareholding in Jishan Capital. Khor Keow Kuang is our Executive Director and controlling shareholder by virtue of her shareholding in Jishan Capital. Ng Swee Long is the spouse of Khor Chew Wan, and brother-in-law to Khor Keow Kuang and Ng Eng Siong.*

2.2.3 Amount Due and Owing to Jishan Group pursuant to RRPT(s)

As at 31 December 2024, there is no amount due and owing to Jishan Group by the Related Parties (in this context, Jishan Capital, NMSB and Ng Swee Long) pursuant to the RRPT(s) which exceeded the credit term.

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2.3 Review Procedures for RRPT(s)

Our Group adheres to the following procedures and guidelines to ensure that RRPT(s) is undertaken on commercial terms that are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders; and the transaction price is determined on arm's length basis:

- (a) Our Board and employees within the Group are notified that any RRPT(s) is required to be undertaken on an arm's length basis under normal commercial terms consistent with the Group's business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and is not to the detriment of the minority shareholders;
- (b) Records shall be maintained by the Group to capture all RRPT(s) which are entered into pursuant to the Proposed Renewal Mandate;
- (c) All RRPT(s) entered into shall be reviewed by the non-interested Director(s) to ascertain that the procedures and guidelines established to monitor the RRPT(s) have been complied with;
- (d) All RRPT(s) shall be carried out on an arm's length basis and based on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders;
- (e) If a member of the Board has an interest in the RRPT(s), he/she shall abstain from any decision-making by the Board in respect of such transaction(s) and continue to abstain from voting on the resolution approving the transaction(s); and
- (f) At least 2 other contemporaneous transactions with/quotations from unrelated third parties for similar products, services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered by/to the Related Parties are fair and reasonable and comparable to those offered by/to other unrelated third parties for the same or substantially similar type of products, services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained for the proposed transaction(s), the transaction price shall be determined based on the Group's usual business policies and practices to ensure that the RRPT(s) are not detrimental to the Group.

2.4 Threshold for Authority

There is no specific threshold for approval of the RRPT(s) within the Group. However, all RRPT(s) shall be reviewed by a Director of the Company, provided always that such personnel have no interest (direct or indirect) in the RRPT(s) and where necessary and applicable, the RRPT(s) has been approved pursuant to the Shareholders' approval in the general meetings.

2.5 Disclosure of Actual Value of Transactions

Disclosure will be made in the next AFS of the Company on the actual value of transactions conducted during the FYE 2025 and where applicable, in the next circular to shareholders seeking renewal of the Proposed Renewal Mandate.

2.6 Validity Period for the Proposed Renewal Mandate

If approved at the forthcoming AGM, the Proposed Renewal Mandate are subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal Mandate shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed by law pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

Thereafter, if the Board (save for the Director(s) who is deemed interested in the transaction) decides that the renewal of the Proposed Renewal Mandate is desirable, shareholders' approval for such renewal will be sought at each subsequent AGM of the Company.

3. RATIONALE AND BENEFITS FOR THE PROPOSED RENEWAL MANDATE

3.1 Rationale

- (a) The RRPT(s) envisaged under the Proposed Renewal Mandate is in the ordinary course of business of the Jishan Group undertaken on an arm's length basis, based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPT(s);
- (b) The Proposed Renewal Mandate will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meeting from time to time to seek shareholders' approval as and when the need arises, thus enabling the Group to transact with the Related Parties in an expeditious manner to meet business needs that are necessary for its day-to-day operations; and

- (c) The Proposed Renewal Mandate will also reduce substantial administrative time, inconvenience and expenses associated with the convening of a separate meeting for approval of each transaction, without compromising the corporate objectives of the Group and adversely affecting the business opportunities available to, or operational matters in respect of, the Group.

3.2 Benefits

For the purchase of solar energy by Jishan Pack from the Related Party (the details as disclosed under Item 1 of Section 2.2.1 of this Circular), it is beneficial to our Group as the normal electricity rate imposed by Tenaga Nasional Berhad (“**TNB**”) including the charge for Imbalance Cost Pass-Through (“**ICPT**”) for Plant 1 is RM0.478 per kilowatt-hour (“**kWh**”) for June 2024 and RM0.468 per kWh effective from July 2024 due to decrease in the charge for ICPT; whilst the agreed solar energy rate payable to the Related Party is RM0.415 per kWh for Plant 1. This represents a saving of approximately 13.18% and 11.32% respectively.

For Plant 2 and Plant 3, the peak hour rate imposed by TNB including the ICPT was RM0.525 per kWh for June 2024 and RM0.515 per kWh effective from July 2024 due to decrease in the charge for ICPT; whilst the agreed solar energy rate payable to the Related Party is RM0.493 per kWh. This represents a saving of 6.10% and 4.27% respectively.

For the purchase of die cut moulding materials by Jishan Pack from the Related Party (the details as disclosed under Item 2 of Section 2.2.1 of this Circular), it is beneficial to our Group in terms of expeditious response time and hassle-free delivery of materials, due to the close proximity of NMSB's operations to our manufacturing facility.

4. EFFECTS OF THE PROPOSED RENEWAL MANDATE

The Proposed Renewal Mandate will neither have any effect on the share capital and Substantial Shareholders' shareholdings of the Company, nor any significant effect on the earnings, net assets and gearing of the Group.

5. APPROVALS REQUIRED

The Proposed Renewal Mandate is subject to the approval of the Shareholders at the forthcoming AGM to be convened.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The following are the Directors, Major Shareholders and persons connected with them who are deemed interested in the Proposed Renewal Mandate:

- (a) Jishan Capital is our controlling shareholder and ultimate holding company;
- (b) Ng Eng Siong is our Managing Director and controlling shareholder;
- (c) Khor Keow Kuang is our Executive Director and controlling shareholder;
- (d) Khor Chew Wan is our Substantial Shareholder; and
- (e) Ng Swee Long, is the spouse of Khor Chew Wan.

Ng Swee Long, Khor Chew Wan, Ng Eng Siong and Khor Keow Kuang are family members within the definitions set out under Rule 1.01 of the Listing Requirements; whereby Khor Keow Kuang and Khor Chew Wan are sisters whilst Ng Eng Siong is the spouse of Khor Keow Kuang and Ng Swee Long is the spouse of Khor Chew Wan.

(Hereinafter, collectively referred to as “**Interested Parties**”)

The direct and indirect shareholdings of the interested Director(s), Major Shareholder(s) and persons connected with them as at the LPD are as follows:

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM (cont’d)

Name	Direct Interest		Indirect Interest	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
Jishan Capital	133,835,002	56.91	-	-
Ng Eng Siong	75,000	0.03	133,835,002 ⁽¹⁾	56.91
Khor Keow Kuang	-	-	133,910,002 ⁽¹⁾⁽²⁾	56.95
Khor Chew Wan	15,631,000	6.65	-	-
Ng Swee Long	-	-	15,631,000 ⁽³⁾	6.65

Notes:

- (1) Deemed interested by virtue of his/her shareholding of Jishan Capital pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of the shareholding of her spouse, Ng Eng Siong.
- (3) Deemed interested by virtue of the shareholding of his spouse, Khor Chew Wan.

Ng Eng Siong and Khor Keow Kuang (collectively referred to as the “**Interested Directors**”) have abstained and shall continue to abstain from deliberating and voting on the Proposed Renewal Mandate at the relevant board meeting.

The Interested Parties have undertaken that they shall abstain from voting in respect of their shareholdings in the Company on the resolution pertaining to the Proposed Renewal Mandate to be tabled at the forthcoming AGM.

The Interested Parties have also undertaken that they will ensure that persons connected with them who hold shareholdings in the Company shall abstain from voting in respect of their shareholdings in the Company on the resolution pertaining to the Proposed Renewal Mandate to be tabled at the forthcoming AGM.

Save as disclosed above, no other Director and/or Major Shareholder and/or persons connected with them has any interest, direct or interest, in the Proposed Renewal Mandate.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Renewal Mandate, is of the opinion that the Proposed Renewal Mandate is in the best interest of the Company and the Shareholders.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal Mandate to be tabled at the forthcoming AGM to be convened.

8. AGM

The ordinary resolution to vote on the Proposed Renewal Mandate are set out in the Notice of the AGM. The 6th AGM of the Company will be held at the **Conference Room** of Jishan, Lot 20575, Mukim 7, Jalan Bukit Panchor, 14300 Nibong Tebal, Pulau Pinang (*formerly known as Lot 20384*) on Friday, 20 June 2025 at 2.30 p.m.

If you are unable to attend and vote in person at the forthcoming AGM, you should complete, sign and return the Proxy Form enclosed with the Notice of the AGM in accordance with the instructions thereon as soon as possible to the office of the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd, B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, in any event not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the AGM.

9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
JISHAN BERHAD

CHEAH TEIK HEE
Executive Director

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. WRITTEN CONSENTS AND CONFLICT OF INTEREST

WYNCORP, being the Continuing Adviser to the Company has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

WYNCORP's role is to advise the Company on the disclosure requirements pertaining to the Proposed Renewal Mandate.

WYNCORP is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Continuing Adviser to the Company for the Proposed Renewal Mandate.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither the Company nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of the Company and/or its subsidiaries; and the Board has no knowledge of any proceeding pending or threatened against the Company and/or its subsidiaries, or of any fact likely to give rise to any proceeding which might materially and adversely affect the business or financial position of the Company and/or its subsidiaries.

4. MATERIAL CONTRACTS

The Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business of the Group) within 2 years preceding the date of this Circular.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 39, Irving Road, 10400 Georgetown, Pulau Pinang during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the AGM:

- a) The Company's constitution;
- b) The AFS of the Company for the FYE 2024 and FYE 2023; and
- c) The letter of consent referred to in Paragraph 2 above.