

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

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

Bursa Securities has only perused the contents of Part A of this Circular & Statement in respect of the proposed new shareholders' mandate for additional recurrent related party transactions on a limited review basis pursuant to the provisions of the Practice Note 18 of the MMLR. Bursa Securities has not perused the contents of Part A of this Circular & Statement in respect of the proposed renewal of shareholders' mandate and Part B of this Circular & Statement in respect of the proposed renewal of authority for share buy-back prior to its issuance as it is exempted pursuant to the provisions of Practice Note 18 of the MMLR.

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

Shareholders of DXN Holdings Bhd. should rely on their own evaluation to assess the merits and risks of the Proposed Shareholders' Mandate and Proposed Renewal of Shareholders' Mandate for Share Buy-Back.



DXN HOLDINGS BHD.

Registration No.: 199501033918 (363120-V)
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

AND

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK")

The resolutions in respect of the above proposals will be tabled as Special Business at the 29th Annual General Meeting ("**AGM**") of DXN Holdings Bhd. ("**the Company**"). The notice convening the 29th AGM of the Company together with the Proxy Form are set out in the Annual Report 2025.

If you are unable to attend and vote in person at the 29th AGM, you are entitled to appoint a proxy by completing the Proxy Form for the 29th AGM and deposit it at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending and voting at the meeting if you subsequently wish to do so.

Date and time of the 29 th AGM	: Wednesday, 13 August 2025 at 10.00 am
Venue of the 29 th AGM	: DXN Cyberville, Jalan Teknokrat 1, Cyberjaya, 63000 Cyberjaya, Selangor, Malaysia
Last date and time for lodging of the Proxy Form	: Monday, 11 August 2025 at 10.00 am (Prior to 10.00 am)

This Circular & Statement is dated 30 June 2025

DEFINITIONS

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

Act	:	Companies Act 2016, as amended from time to time and any re-enactment thereof.
AGM	:	Annual General Meeting
Bursa Securities	:	Bursa Malaysia Securities Berhad
Board	:	The Board of Directors of DXN
Code	:	Malaysian Code on Take-Overs and Mergers 2016 including any amendments that may be made from time to time.
Director(s)	:	Shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007 and 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 a chief executive of DXN, its subsidiary or holding company.
DXN or the Company	:	DXN Holdings Bhd.
DXN Group or Group	:	DXN and its subsidiaries and sub-subsidiaries, collectively, as listed in item 2.2 (including all future subsidiaries which are acquired/incorporated by DXN before the next AGM of our Company) as defined in the Act.
ESOS	:	Employees Share Option Scheme
EPS	:	Earnings per Share
Listing Requirements or MMLR	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	:	3 June 2025, being the latest practicable date prior to the printing of this Circular & Statement Statement
Major Shareholder(s)	:	<p>A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company</p> <p>For the purpose of this definition, "interest" shall have meaning of "interest in shares" given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of DXN or any other company which is its subsidiary or holding company.</p>
NA	:	Net assets
Person(s) Connected	:	Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposed Renewal of Shareholders' Mandate for Share Buy- Back	:	Proposed renewal of authority to buy-back its own shares by the Company of up to maximum of ten per centum (10%) of total number of issued shares of the Company

DEFINITIONS (cont'd)

Proposed Shareholders' Mandate	: Proposed renewal of shareholders' mandate for existing recurrent related party transactions and new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature to be entered into by the Group from the date of the upcoming 29 th AGM to the 30 th AGM
Purchased Shares	: Shares that have been purchased by the Company pursuant to the Proposed Share Buy-Back
Related Party Transaction	: A transaction entered into by DXN or any of its subsidiaries which involves the interest, direct or indirect, of a Related Party
Recurrent Related Party Transactions or RRPTs	: Related Party Transaction(s) involving recurrent transactions of a revenue or trading in nature that are necessary for the day-to-day operations and are in the ordinary course of business of the Group
Related Party(ies)	: Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director or Major Shareholder
RM and sen	: Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia
SC	: Securities Commission Malaysia
Shares	: Ordinary shares
Substantial Shareholder	: Shall have the meaning given in Section 136 of the Act
Treasury Shares	Purchased Shares which are or will be retained in treasury by the Company and shall have the meaning given under Section 127 of the Act

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 genders and vice versa.

References to persons shall include corporations, unless otherwise specified. Any reference to a time of day in this Statement is a reference to Malaysia time, unless otherwise stated. Any reference in this Statement to any legislation is a reference to that legislation as for the time being amended or re-enacted. Certain figures in this Statement have been subject to rounding adjustments.

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PART A

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



DXN HOLDINGS BHD.

Registration No.: 199501033918 (363120-V)
(Incorporated in Malaysia)

Registered Office:
Suite 18.05, MWE Plaza,
No. 8, Lebuhr Farquhar,
10200 George Town,
Pulau Pinang

30 June 2025

Board of Directors:

Datuk Lim Siow Jin (Non-Independent Executive Chairman)
Dato' Lim Boon Yee (Non-Independent Non-Executive Director)
Vibhav Panandiker (Non-Independent Non-Executive Director)
Datuk Noripah Binti Kamso (Senior Independent Non-Executive Director)
Abraham Verghese A/L T V Abraham (Independent Non-Executive Director)
YM Tunku Afwida Binti Tunku A. Malek (Independent Non-Executive Director)
Stefan Heitmann (Independent Non-Executive Director)
Ong Huey Min (Independent Non-Executive Director)

To: The Shareholders of DXN

Dear Sir/Madam

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

1 INTRODUCTION

At the Company's 28th AGM held on 12 August 2024, the shareholders had, inter-alia, approved:

- (a) a mandate for the Company and its subsidiaries to enter into arrangements or recurrent transactions with Related Parties which are necessary for DXN Group's day to day operations, in the ordinary course of business, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the interests of the minority shareholders.
- (b) authority to the Company to purchase and/or hold from time to time and at any time up to ten per centum (10%) of its own shares in the total number of issued shares of the Company.

The Shareholders' Mandate shall, in accordance with the Listing Requirements, and the approval of the shareholders obtained on 12 August 2024, lapse at the conclusion of the forthcoming 29th AGM to be held on 13 August 2025. The Board therefore proposes to seek a renewal of the Shareholders' Mandate from the shareholders and new Shareholders' Mandate at the forthcoming 29th AGM to enable the DXN Group to enter into and/or continue entering into Recurrent Transactions with Related Parties. This Shareholders' Mandate, if approved by the Shareholders, will subject to annual renewal.

On 9 June 2025, DXN announced its intention to seek Shareholders' approval for the Proposed Renewal of Shareholders' Mandate for existing Recurrent Related Party Transactions and New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature to be entered into from the date of the forthcoming 29th AGM to be held on 13 August 2025 until:

- (a) the conclusion of the next AGM of the Company following the forthcoming 29th AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolutions passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

The purpose of this Circular is to provide shareholders with the relevant information on the Proposed Shareholders' Mandate and to seek the shareholders' approval for the ordinary resolution to be tabled at the forthcoming 29th AGM of the Company which will be convened and held at DXN Cyberville, Jalan Teknokrat 1, Cyberjaya, 63000 Cyberjaya, Selangor, Malaysia on Wednesday, 13 August 2025 at 10.00 am.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 29TH AGM.

2 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Paragraph 10.09(2) of the Listing Requirements provides that a listed issuer may seek a shareholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where in relation to a listed issuer with a share capital of RM60 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher;

- (c) the issuance of circular to shareholders for shareholders' mandate shall include information as may be prescribed by the Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of a person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 The principal business activities of the Company and its subsidiaries, joint venture and associate company

DXN is principally involved in investment holding and provision of management services whilst the principal activities of its subsidiaries and sub-subsidiaries are more particularly, as set out below:

Name of companies	Country of Incorporation	Interest held	Principal activities
Amazing Discovery Sdn. Bhd. (" Amazing Discovery ")	Malaysia	100%	Operating a glamping resort, namely Boulder Valley.
Bio Synergy Laboratories Sdn. Bhd. (" Bio Synergy ")	Malaysia	100%	Research and development, analytical lab tests, experimental work in relation to pharmaceutical and biological products.
DXN Agro Park Sdn. Bhd. (" DXN Agro Park ")	Malaysia	100%	Inactive.
DXN Agrotech Sdn. Bhd. (" DXN Agrotech ")	Malaysia	100%	Engaged in cultivation, aquaculture and provision of tour activities.
DXN Aero Nautic Sdn. Bhd. (Formerly Known As DXN Biofuels Sdn. Bhd. (" DXN Aero Nautic ")	Malaysia	100%	Provision of chartering, management logistical and marketing services.
DXN Biotech Consultants Sdn. Bhd. (" DXN Biotech ")	Malaysia	100%	Research and development and experimental work in relation to biotechnology, bio-chemical and agricultural products and trading of agricultural products and manufacturing of food products.
DXN Cafe Sdn. Bhd. (" DXN Cafe ")	Malaysia	100%	Operating a café.
DXN Industries (M) Sdn. Bhd. (" DXN Industries ")	Malaysia	100%	Manufacture and distribution of health food supplements and other products.
DXN Materials Sdn. Bhd. (" DXN Materials ")	Malaysia	100%	Property holding and manufacturing of health supplements and other products.

Name of companies	Country of Incorporation	Interest held	Principal activities
DXN Marketing Sdn. Bhd. ("DXN Marketing")	Malaysia	100%	Sales of health supplements and other products on direct sales basis.
DXN Pharmaceutical Sdn. Bhd. ("DXN Pharma")	Malaysia	100%	Manufacture of health food supplements and other products.
DXN Safari Eco Park Sdn. Bhd. ("DXN Safari")	Malaysia	100%	Plantation and cultivation of rubber trees, cash crops and manufacturing of health supplements and other products.
DXN Solutions Sdn. Bhd. ("DXN Solutions")	Malaysia	100%	Information technology adviser and consultant and trading in computer hardware and software equipment.
DXN Farmtech Sdn. Bhd. ("DXN Farmtech")	Malaysia	100%	Manufacture and distribution of health food supplements and other products.
PT. Daehsan Indonesia ("Daehsan Indonesia") ⁽¹⁾	Indonesia	99.9%	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
PT. Suryasoft Konsultama ("Suryasoft") ⁽²⁾	Indonesia	99%	Provision of information technology ("IT") services including IT systems, IT consultancy and customised software development systems.
PT. Daxen Agrotech Nusantara ("Daxen Agrotech") ⁽³⁾	Indonesia	90%	Inactive.
Daxen Logistic LLC ("Daxen Logistic") ⁽⁴⁾	United States of America	100%	Inactive.
DXN Marketing Bangladesh Ltd. ("DXN Bangladesh") ⁽⁵⁾	Bangladesh	99%	Manufacturing, marketing, sales and distribution of health food, non-alcoholic drinks and associated products.
Esen Lifesciences Private Limited ("Esen Lifesciences") ⁽⁶⁾	India	99.9%	Manufacturing of health food supplements, spirulina cereals and cordyceps cereal products.
DXN International Holding Limited ("DXN BVI")	British Virgin Islands	100%	Investment holding and provision of management services.
DXN Corporation (Ningxia) Co., Ltd. ("DXN Corporation Ningxia")	People's Republic of China	100%	Investment holding, research and development and experimental works in biotechnology. Processing and trading of food and beverages, food supplements and consumer products.

Name of companies	Country of Incorporation	Interest held	Principal activities
Dexin Manufacturing Nepal Private Limited (" Dexin Nepal ")	Nepal	100%	Manufacturing, sales and distribution of food and beverages and personal care products.
DXN Bangladesh Industries Pvt. Ltd. (" DXN Bangladesh Industries ") ⁽⁷⁾	Bangladesh	99.8%	Manufacturing, marketing, sales and distribution of health food, non-alcoholic drinks and associated products.
DXN Korea Co., Ltd. (" DXN Korea ")	Korea	100%	Inactive.
DXN Food Tech Sdn. Bhd. (" DXN Food Tech ") ⁽⁸⁾	Malaysia	80%	Confectionery and biscuits manufacturer.
Daxen Middle East Food Manufacturing L.L.C. (" Daxen Middle East ")	Dubai	100%	Manufacturing of cosmetics, food supplements and natural organic food, and liquid coffee preparation.
DXN (Fujian) Group Co., Ltd. (" DXN Fujian ")	People's Republic of China	100%	Inactive.
DEXIN Morocco S.A. (" DEXIN Morocco ") ⁽⁹⁾	Morocco	99.9%	Yet to commence manufacturing of food and beverages, food supplements and consumer products.
DXN Mycotech Sdn. Bhd. (" DXN Mycotech ") ⁽¹⁰⁾	Malaysia	70%	Property investment.
DXN Global (Singapore) Pte Ltd (" DXN Global Singapore ")	Singapore	100%	Inactive.
EURL DXN Algeria (" DXN Algeria ")	Algeria	100%	Inactive.
DXN (Zambia) Limited (" DXN Zambia ") ⁽¹¹⁾	Zambia	99%	Inactive.
DXN Ghana Ltd. (" DXN Ghana ")	Ghana	100%	Inactive.
DXN (Guyana) Inc.	Guyana	100%	Inactive
DXN (Fujian) Tourism Development Co., Ltd. (" DXN Fujian Tourism ")	People's Republic of China	100% by DXN Fujian	Inactive.
Fujian DXN International Trade Co., Ltd. (" Fujian DXN International ")	People's Republic of China	100% by DXN Fujian	Inactive.
PT. Daxen Agri Pratama (" Daxen Agri ") ⁽¹²⁾	Indonesia	90% by Daxen Agrotech	Inactive.

Name of companies	Country of Incorporation	Interest held	Principal activities
PT. Daxen KJP Agro ("Daxen KJP") ⁽¹³⁾	Indonesia	90% by Daxen Agri	Inactive.
Daehsan Europe Export-import Korlátolt Felelősségű Társaság ("Daehsan Hungary")	Hungary	100% by DXN BVI	Investment holding, trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
Daxen Agritech India Private Limited ("Daxen Agritech") ⁽¹⁴⁾	India	99% by DXN BVI	Manufacturing of health food, traditional medicine, all kinds of confectioneries and food products and agro farming of mushrooms.
Daehsan Mexico Import & Export, S.A. de C.V. ("Daehsan Mexico") ⁽¹⁵⁾	Mexico	99.9% by DXN BVI	Under liquidation.
Daxen Mexico, S.A. DE C.V. ("Daxen Mexico") ⁽¹⁶⁾	Mexico	99% by DXN BVI	Inactive.
DXN International Private Ltd. ("DIPL")	Malaysia	100% by DXN BVI	Investment holding, trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International (Australia) Pty. Ltd. ("DXN Australia")	Australia	100% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Bolivia S.R.L. ("DXN Bolivia") ⁽¹⁷⁾	Bolivia	99.9% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International Chile S.p.A. ("DXN Chile")	Chile	100% by DXN BVI	Inactive.
DXN Colombia SAS ("DXN Colombia")	Colombia	100% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International (Hong Kong) Limited ("DXN HK") ⁽¹⁸⁾	Hong Kong	99.9% by DXN BVI	Direct selling of health care products.
DXN Mauritania SARL ("DXN Mauritania")	Mauritania	100% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Mexico, S.A. DE C. V. ("DXN Mexico") ⁽¹⁹⁾	Mexico	99.9% by DXN BVI	Manufacturing and distribution of food and beverages, food supplements and consumer products.

Name of companies	Country of Incorporation	Interest held	Principal activities
Golden Health Trading Limited (" Golden Health Trading ")	Hong Kong	100% by DXN BVI	Provision of marketing consultancy services and general trading.
DXN International Peru S.A.C. (" DXN Peru ") ⁽²⁰⁾	Peru	98.9% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN (Singapore) Pte Ltd (" DXN Singapore ")	Singapore	100% by DXN BVI	Direct sales and trading in health products and provision of related services and investment holding.
DXN International (UK) Limited (" DXN UK ")	United Kingdom	100% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN-Niger SA (" DXN Niger ")	Niger	100% by DXN BVI	Inactive.
DXN International Pakistan (Private) Limited (" DXN Pakistan ") ⁽²¹⁾	Pakistan	99.9% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products.
PT. Daxen Indonesia (" Daxen Indonesia ") ⁽²²⁾	Indonesia	99% by DXN BVI	Manufacturing of traditional medicine, cosmetics and beverages.
DXN International (Thailand) Co., Ltd. (" DXN Thailand ") ⁽²³⁾	Thailand	49% by DXN BVI	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
FE LLC "DAXEN UBZ" (" Daxen Uzbekistan ")	Uzbekistan	100% by DXN Singapore	Importation and distribution of food and beverages, food supplements and consumer products.
"DAXEN" LLC (" Daxen Mongolia ")	Mongolia	100% by DXN Singapore	Trading and distribution of food and beverages, food supplements and consumer products.
DXN Trading Ecuador CIA. LTDA. (" DXN Ecuador ") ⁽²⁴⁾	Ecuador	99.9% by DXN Singapore	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International Panama S.A. (" DXN Panama ")	Panama	100% by DXN Singapore	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Argentina S.R.L. (" DXN Argentina ") ⁽²⁵⁾	Argentina	95% by DXN Singapore	Trading of cosmetics and food supplements on direct sales basis.
DXN Marketing (Brasil) LTDA (" DXN Brazil ")	Brazil	100% by DXN Singapore	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Kyrgyzstan LLC (" DXN Kyrgyzstan ") ⁽²⁶⁾	Kyrgyzstan	99.9% by DXN Singapore	Wholesale trade of coffee, tea, cocoa and spices.

Name of companies	Country of Incorporation	Interest held	Principal activities
Daxen Morocco LLC ("Daxen Morocco") ⁽²⁷⁾	Morocco	99% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
Daxen Slovakia s.r.o. ("Daxen Slovakia") ⁽²⁸⁾	Slovakia	97.5% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
Daxen, Inc. ("Daxen USA")	United States of America	100% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Greece EPE ("DXN Greece") ⁽²⁹⁾	Greece	99.3% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International CZ s.r.o. ("DXN Czech") ⁽³⁰⁾	Czech Republic	96% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Italy SRL ("DXN Italy")	Italy	100% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN International Poland Sp.z.o.o ("DXN Poland")	Poland	100% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Internacional Spain S.L. Unipersonal ("DXN Spain")	Spain	100% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Marketing Private İthalat Ve Pazarlama Limited Şirketi ("DXN Türkiye")	Türkiye	100% by Daehsan Hungary	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Bulgaria Ltd. ("DXN Bulgaria")	Bulgaria	100% by Daehsan Hungary	Inactive.
DXN Agrotech (Ningxia) Co., Ltd. ("DXN Agrotech Ningxia")	People's Republic of China	100% by DXN Corporation Ningxia	Research, cultivation, manufacturing and trading of mushroom and spirulina.
DXN Biotechnology (Ningxia) Co., Ltd. ("DXN Biotechnology Ningxia")	People's Republic of China	100% by DXN Corporation Ningxia	Inactive.

Name of companies	Country of Incorporation	Interest held	Principal activities
DXN International Trading (Ningxia) Co., Ltd. (" DXN Trading Ningxia ")	People's Republic of China	100% by DXN Corporation Ningxia	Trading and distribution of food and beverages, food supplements and consumer products.
DXN Healthtech (Guangzhou) Co., Ltd. (" DXN Healthtech Guangzhou ") ⁽³¹⁾	People's Republic of China	60% by DXN Corporation Ningxia	Inactive.
Florin (Fujian) Integrated Agricultural Science and Technology Co., Ltd. (" Florin Fujian ") ⁽³²⁾	People's Republic of China	80% by DXN Corporation Ningxia	Investment holding.
DXN Clinics Private Limited (" DXN Clinics ") ⁽³³⁾	India	99.9% by DXN Manufacturing India	Provision of consultation and treatment services using ganotherapy.
DXN Manufacturing (India) Private Limited (" DXN Manufacturing India ") ⁽³⁴⁾	India	99.9% by DIPL	Manufacturing of health food, traditional medicine, all kinds of confectioneries and food products.
DXN Global Marketing Nigeria Limited (" DXN Nigeria ") ⁽³⁵⁾	Nigeria	99% by DXN Italy	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
DXN Marketing India Private Limited (" DXN Marketing India ") ⁽³⁶⁾	India	50% by Daxen Agritech	Trading and distribution of food and beverages, food supplements and consumer products on direct sales basis.
Anxi Gande Foluohua Integrated Agricultural Science and Technology Co., Ltd. (" Anxi Gande Foluohua ")	People's Republic of China	100% by Florin Fujian	Tea plantation, processing, research and development, wholesale trading and retailing of tea, pre-packaged food and beverages and other products.
DXN Biogreen Sdn. Bhd. (" DXN Biogreen ")	Malaysia	100% by DXN Industries	Forest plantation, reforestation and mixed farming.
Box Park Management Sdn. Bhd. (" Box Park Management ") ⁽³⁷⁾	Malaysia	40%	Venture into the business of management of real estate on a fee or contract basis.
DNC Food Industries Sdn. Bhd. (" DNC Food Industries ") ⁽³⁸⁾	Malaysia	50%	Venture into the business of manufacture and trading of spices and curry powder.

Notes:

- (1) Our Company holds 99.9% equity interest in Daehsan Indonesia while DXN BVI holds the remaining equity interest in Daehsan Indonesia which is less than 0.01%.
- (2) Our Company and DXN BVI hold 99.0% and 1.0% equity interest respectively in Suryasoft.
- (3) Our Company and DXN BVI hold 90.0% and 10.0% equity interests respectively in Daxen Agrotech.
- (4) The entire 100.0% equity interest in Daxen Logistic is held on trust by the shareholders of Daxen Logistic for our Company.
- (5) Our Company and DXN BVI hold 99.0% and 1.0% equity interests respectively in DXN Bangladesh.
- (6) Our Company holds 99.9% in Esen Lifesciences while DXN Manufacturing India holds the remaining equity interest in Esen Lifesciences which is less than 0.1%.
- (7) Our Company holds less than 99.8% in DXN Bangladesh Industries while DXN BVI holds the remaining equity interest of 0.2% in DXN Bangladesh Industries.
- (8) The remaining 20.0% equity interest in DXN Food Tech is held by Leong Why Sheng, the nephew of Datin Leong Bee Ling.
- (9) Our Company holds 99.9% equity interest in Dexin Morocco, the remaining equity interest of less than 0.1% is equally held by DXN BVI, Lim Yew Lin, Foo Wai Leong, and Jijith Nelliyothe Kakkunnath.
- (10) The remaining 30.0% equity interest in DXN Mycotech is held by Norikmazaton Binti Mohd Zali.
- (11) DXN and DXN BVI hold 99.0% and 1.0% equity interests respectively in DXN Zambia.
- (12) The remaining 10.0% equity interest in Daxen Agri is held by PT Kirana Investama Nusantara.
- (13) The remaining 10.0% equity interest in Daxen KJP is held by PT KJP Cipta Desa Sejahtera.
- (14) DXN BVI and our Company hold 99.0% and 1.0% equity interests respectively in Daxen Agritech.
- (15) DXN BVI holds 99.9% equity interest in Daehsan Mexico while our Company holds the remaining equity interest in Daehsan Mexico which is less than 0.1%.
- (16) DXN BVI and our Company hold 99.0% and 1.0% equity interests respectively in Daxen Mexico.
- (17) DXN BVI and DXN Peru hold 99.9% and 0.1% equity interests respectively in DXN Bolivia.
- (18) DXN BVI holds 99.9% equity interest in DXN HK while our Company holds the remaining equity interest in DXN HK which is less than 0.1%.
- (19) DXN BVI holds 99.9% equity interest in DXN Mexico while our Company holds the remaining equity interest in DXN Mexico which is less than 0.1%.
- (20) DXN BVI and our Company hold 98.9% and 1.1% equity interests respectively in DXN Peru.
- (21) DXN BVI holds 99.9% equity interest in DXN Pakistan while DLBY and Lim Yew Lin hold the remaining equity interest in DXN Pakistan which is less than 0.1%.
- (22) The remaining 1.0% equity interest in Daxen Indonesia is held by Jong Sui Shia, the director of Daxen Indonesia.
- (23) The remaining 51.0% equity interest in DXN Thailand is held by Anong Phoungtong and Nongluck Wongworn with shareholdings of 26.0% and 25.0% respectively. Our Company regards DXN Thailand as subsidiary by virtue of having board control and being the single largest shareholder in this entity. The remaining voting rights in this entity are held by individual investors and there is no indication that other shareholders exercise their votes collectively.
- (24) DXN Singapore holds 99.9% equity interest in DXN Ecuador while DXN Bolivia holds the remaining equity interest in DXN Ecuador which is less than 0.1%.
- (25) DXN Singapore and our Company hold 95.0% and 5.0% equity interests respectively in DXN Argentina.
- (26) DXN Singapore holds 99.9% equity interest in DXN Kyrgyzstan while the remaining equity interest which is less than 0.01% held by Padinharu Valappil Asik Rehman.

- (27) Daehsan Hungary and Daxen Slovakia hold 99.0% and 1.0% equity interests respectively in Daxen Morocco.
- (28) Daehsan Hungary and DXN Peru hold 97.5% and 2.5% equity interests respectively in Daxen Slovakia.
- (29) Daehsan Hungary holds 99.3% equity interest in DXN Greece while DXN Peru holds the remaining equity interest in DXN Greece which is less than 0.7%.
- (30) Daehsan Hungary and DXN Peru hold 96.0% and 4.0% equity interests respectively in DXN Czech.
- (31) The remaining 40.0% equity interest in DXN Healthtech Guangzhou is held by Lin Jiming and Zhang Jingjun with shareholdings of 27.3% and 12.7% respectively.
- (32) The remaining 20.0% equity interest in Florin Fujian is held by Fujian Anxi Jinjiang Source Tea Technology Co., Ltd..
- (33) The remaining equity interest in DXN Clinics which is less than 0.1% is held by TH Strategic Investment Pvt Ltd..
- (34) DIPL holds 99.9% equity interest in DXN Manufacturing India while DXN BVI holds the remaining equity interest in DXN Manufacturing India which is less than 0.1%.
- (35) DXN Italy and DIPL hold 99.0% and 1.0% equity interests respectively in DXN Nigeria.
- (36) The remaining 50.0% equity interest in DXN Marketing India is held by Jacob Antony and Jipna Jijith with shareholdings of 24.5% and 25.5% respectively. Our Company regards DXN Marketing India as subsidiary by virtue of having board control and being the single largest shareholder in this entity. The remaining voting rights in this entity are held by individual investors and there is no indication that other shareholders exercise their votes collectively.
- (37) The remaining 60.0% equity interest in Box Park Management is held by Aman Infrastructure Development Sdn. Bhd..
- (38) DNC Food Industries is our joint venture company. The remaining 50.0% equity interest in DNC Food Industries is held by CSC Food Industries Sdn. Bhd..

2.3 The principal activities of the other related transacting parties

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

Related transacting parties	Principal activities
DCT Tours Sdn. Bhd. (" DCT Tours ")	Travel agents and tour operators, provides flights and hotel booking services, inbound and outbound tour packages.
Nores Holdings Sdn. Bhd. (" Nores Holdings ")	Investment holding.
Nores Industries Sdn. Bhd. (" Nores Industries ")	Manufacturing of beverages and food.
Nores Marketing Sdn. Bhd. (" Nores Marketing ")	Marketing of beverages and food.
Tastiway Sdn Bhd. (" Tastiway ") ⁽¹⁾	Manufacture and distribution of food and beverage ingredients.
Tastiway Marketing Sdn. Bhd. (" Tastiway Marketing ") ⁽¹⁾	Distribution of health care and food products.
SLM Packaging Sdn. Bhd. (" SLM Packaging ") ⁽¹⁾	Printing and packaging.
Kholin Sdn Bhd (" Kholin ") ⁽¹⁾	Manufacturing of cosmetic and skin care products.
Lim Yew Lin (Insurance Agency)	Management services.

Related transacting parties	Principal activities
LSJ Global Sdn. Bhd. (“ LSJ Global ”) ⁽²⁾	Engaged in investment holding activities and provision of chartering.
LSJ Plantation Sdn. Bhd. (“ LSJ Plantation ”) ⁽²⁾	Timber logging, agricultural farming and crops plantation, trading timber and its related products and all kinds of agricultural produce and crops.
Yiked-LSJ Stargate Sdn. Bhd. (“ Yiked ”) ⁽²⁾	Engaged in buying, selling, renting and managing properties.
Datuk Lim Siow Jin (“ DLSJ ”)	-
Datin Leong Bee Ling (“ DLBL ”)	-
Datin Wan Illyyin binti Wan Mohd Nazi (“ DWI ”)	-
Dato’ Lim Boon Yee (“ DLBY ”)	-
LSJ Biotech Private Limited (formerly known as Daehsan Biotech Private Limited) (“ LSJ Biotech ”)	Manufacturing, trading, export and import and dealing in Ganoderma mushroom, Cordyceps mushroom and similar mushroom products and producing RG and GL capsules and powder.
Zaman Biotech Sdn. Bhd. (“ Zaman Biotech ”)	General trading.
Stargate Land Sdn. Bhd. (“ Stargate Land ”)	Construction and property development and trading in construction material.
Pusat Rawatan Komplementari LSJ Sdn. Bhd. (“ Pusat Rawatan ”)	Provision of therapeutic and herbal treatments through traditional Chinese methods, medicine and herbs and also conducting courses on homeopathy and nutrilogy.
Sunyatee International Foundation	Non-governmental organisation to spread mindfulness and sunya meditation as well as to work for the poor internationally.
Sunyatee Products Private Limited (“ Sunyatee Products ”)	Food, beverages and tobacco products.
Soundarya & Prasadhan India Pvt Ltd (“ Soundarya & Prasadhan ”)	To carry on business as manufacture of cosmetic products.
Nagajiva Agro Farms Private Limited (“ Nagajiva Agro Farms ”)	Wholesale trading.
LSA Biotech Sdn Bhd (“ LSA Biotech ”)	General trading.
LSJ Logistics Limited (“ LSJ Logistics ”)	Investment holding and provision of management services

Notes:

(1) Tastiway, Tastiway Marketing, SLM Packaging and Kholin are collectively referred to as “**Tastiway Group**”.

(2) LSJ Global, LSJ Plantation and Yiked are collectively referred to as “**LSJ Global Group**”.

The details of the direct and indirect interests of the Directors and Major Shareholders and Person Connected with them in DXN are indicated in Sections 2.4 and 2.5 below.

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT

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

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DCT Tours	<p>Purchase of air tickets and related travel expenses from DCT Tours</p> <p>*Note: Related travel expenses including, but not limited to accommodation arrangement service</p>	1,000	582	1,000	<p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • Lim Yew Lin ("LYL") • DWI <p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL <p>[See Note (2) for further details.]</p>
Nores Industries	Payment of labour charges to Nores Industries for packing of products.	7,000	5,130	7,000	<p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • LYL • DWI <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL <p>[See Note (3) for further details.]</p>

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
Tastiway Group	Sale of Gano liquid mycelium, Spirulina powder, Reishi Gano ("RG") powder, Gano Lucelium ("GL") powder, RG & GL mixed powder, vinegar, talcum powder and Cordypine cups to the Tastiway Group	200	88	-^	Interested Director and Major Shareholder: <ul style="list-style-type: none">• DLSJ Interested Director: <ul style="list-style-type: none">• DLBY• LYL• DWI Interested Major Shareholder: <ul style="list-style-type: none">• DLBL [See Note (4) for further details.]
	Purchase of Zhi-Mint products, menthol, peppermint oil, aluminium foil packaging, fresh perfume and sanitiser liquid from the Tastiway Group	15,000	8,029	-^	
	Payment of labour charges to the Tastiway Group for packing of products	3,000	697	1,500	
	Rental of containers* from the Tastiway Group	150	-	100	
	*Note: Refer container size ranging from 20-foot to 40-foot				

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
"Lim Yew Lin" (Insurance Agency)	Purchase of insurance from an insurance company through "Lim Yew Lin" Agency	4,500	1,874	-#	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Note (5) for further details.]
LSJ Global Group	Rental payable to the LSJ Global Group (landlords) [See Note (6)(b) for the salient terms of the tenancy agreements between DXN Group and the LSJ Global Group]	1,100	466	1,000	Interested Major Shareholder: <ul style="list-style-type: none"> • LSJ Global Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • DWI • LYL Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Note (6)(a) for further details].

2.4 Nature of the RRPT – Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DLSJ	<p>Rental payable to DLSJ in respect of the property at Unit F1-002, Happy Apartment, Jalan 17/22, 46400 Petaling Jaya, Selangor</p> <p>Remark: Transferred to DLBL</p> <p>[See Note (7)(a) for the salient terms of the tenancy agreements between DXN Marketing and DLSJ]</p>	30	-	-	<p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • LYL • DWI <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL • LSJ Global
	<p>Rental payable to DLSJ in respect of the property at Unit B1-05-03, Bukit Utama Condominium, Changkat Bukit Utama, 47800 Petaling Jaya, Selangor</p> <p>[See Note (7)(b) for the salient terms of the tenancy agreements between DXN Marketing and DLSJ]</p>	45	36	60	<p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • LYL • DWI <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL • LSJ Global

2.4 Nature of the RRPT – Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DLBL	<p>Rental payable to DLBL in respect of:</p> <p>(ii) two units of 3-storey shop offices at 189 and 190, Jalan BSG 5, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah</p> <p>(ii) Unit F1-002, Happy Apartment, Jalan 17/22, 46400 Petaling Jaya, Selangor</p> <p>Remark:</p> <p>(ii) transferred from DLSJ</p> <p>[See Note (8)(b) for the salient terms of the tenancy agreements between our Group and DLBL.]</p>	60	57	100	<p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL • LSJ Global <p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>[See Note (8)(a) for further details.]</p>

2.4 Nature of the RRPT – Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
LSJ Biotech	Purchase of finished goods from LSJ Biotech being RG and GL 90 and 30 capsules, powders and packing materials	15,000	763	- [^]	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • Dr. Rajesh • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL • LSJ Global [See Note (9) for further details.]
	Sale of GL powder, empty vegetable capsules and machineries to LSJ Biotech	3,500	-	2,500	
Nores Industries, Nores Marketing, and the Tastiway Group	Provision of laboratory test services to Nores Industries, Nores Marketing and the Tastiway Group	350	222	600	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Notes (3) and (4) for further details.]

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DCT Tours, Stargate Land, Nores Marketing and the Tastiway Group	Sale of computer hardware, provision of domain and email hosting subscription as well as website service to DCT Tours, Stargate Land, Nores Marketing and the Tastiway Group	25	7	25	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Notes (2), (3), (4) and (11) for further details.]
LSJ Plantation	Sale of various seeds and saplings to LSJ Plantation	500	-	500	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ
	Purchase of agricultural raw materials and cultivation supplies, including ginger variants, bamboo salt, and related planting materials from LSJ Plantation	4,000	40	2,000	Interested Director: <ul style="list-style-type: none"> • DLBY • DWI • LYL Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL • LSJ Global [See Note (12) for further details.]

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
Nores Holdings	<p>Rental payable to Nores Holdings in respect of a vacant land held under H.S(D) 21026, PT 2597, Bandar Alor Setar, Daerah Kota Setar, Kedah</p> <p>[See Note (13)(b) for the salient terms of the tenancy agreement between DXN Marketing and Nores Holdings]</p>	45	27	45	<p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • LYL • DWI <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL <p>[See Note (13)(a) for further details.]</p>
Zaman Biotech	Sales of white oyster mushroom baglogs to Zaman Biotech	50	1	30	<p>Interested Director and Major Shareholder:</p> <ul style="list-style-type: none"> • DLSJ <p>Interested Director:</p> <ul style="list-style-type: none"> • DLBY • LYL • DWI <p>Interested Major Shareholder:</p> <ul style="list-style-type: none"> • DLBL • LSJ Global <p>[See Note (10) for further details.]</p>

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
Pusat Rawatan	Rental receivable from Pusat Rawatan in respect of an office suite located at Level 1, DXN Cyberville, Jalan Teknokrat 1, 63000 Cyberjaya, Selangor.	60	18	400	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL • LSJ Global Interested Director: <ul style="list-style-type: none"> • DLBY • DWI • LYL [See Note (14)(a) to 14(c) for further details.]
	Sales of Himalayan salt, soap, hand wash, skin care, Gano massage oil, Spirulina powder, computer hardware to Pusat Rawatan.	30	2	-^	
Sunyatee Products	Purchase of uniform from Sunyatee Products	300	-	10	Interested Director: <ul style="list-style-type: none"> • Dr. Rajesh Sikka Savera ("Dr. Rajesh") [See Note (15) for further details.]
	Sales of Noni Dry Powder and other raw materials to Sunyatee Products	10	6	15	

2.4 Nature of the RRPT - Proposed Renewal of Existing Shareholders' Mandate for the RRPT (cont'd)

Related Transacting Parties	Nature of Transaction	Estimated value of transactions as disclosed in the Circular to Shareholders dated 28 June 2024 ("Estimated Value") (RM' 000)	Actual value transacted from the last AGM to the LPD (RM' 000)	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
Sunyatee International Foundation	Purchase of uniform from Sunyatee International Foundation	300	-	-	Interested Director: • Dr. Rajesh [See Note (16) for further details.]
Soundarya & Prasadhan	Purchase of raw materials and packaging materials for Personal Care & Cosmetic (PCC), and household products from Soundarya & Prasadhan	1,000	42	500	Interested Director: • Dr. Rajesh [See Note (15) for further details.]
Nagajiva Agro Farms	Purchase of raw materials for Health and Dietary Supplements (HDS) from Nagajiva Agro Farms	1,000	366	800	Interested Director: • Dr. Rajesh [See Note (15) for further details.]
LSA Biotech	Sales of white oyster mushroom to LSA Biotech	1,500	16	-	Interested Director and Major Shareholder: • DLSJ Interested Director: • DLBY • LYL • DWI Interested Major Shareholder: • DLBL • LSJ Gobal [See Note (17) for further details.]

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT

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

Provider of goods and services	Recipients of goods and services	Nature of Transaction	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DWI	DXN Group	Rental payable to DWI in respect of a demised premises located at Kolam Penetasan Ikan, Fishance Berhad, Pulau Tuba, 07000 Langkawi, Kedah Darul Aman	100	Interested Director: <ul style="list-style-type: none"> • DWI Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ [See Note (18) for further details.]
LSJ Biotech	DXN Group	Purchase of raw materials and products for Food and Beverage (FFB) and Health and Dietary Supplements (HDS) and packing materials from LSJ Biotech	15,000^	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • Dr. Rajesh • DWI • LYL Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL • LSJ Global [See Note (9) for further details]

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

Provider of goods and services	Recipients of goods and services	Nature of Transaction	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
DXN Group	Pusat Rawatan	Sales of Food and Beverage Products (FFB), Personal Care & Cosmetics (PCC) and other products, computer hardware, etc. to Pusat Rawatan	10 [^]	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL • LSJ Global [See Note (14)(a) to 14(c) for further details.]
Sunyatee International Foundation	DXN Group	Purchase of goods from Sunyatee International Foundation, including but not limited to agricultural raw materials for production (e.g., Noni and Roselle) and staff uniforms for internal use	2,000 [^]	Interested Director: <ul style="list-style-type: none"> • Dr. Rajesh [See Note (17) for further details.]
DXN Group	Tastiway Group	Sales of Ganoderma-based and other raw materials and finished goods to the Tastiway Group	180 [^]	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Note (4) for further details.]

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

Provider of goods and services	Recipients of goods and services	Nature of Transaction	Estimated aggregate value of the transactions from the forthcoming AGM on 13 August 2025 to the next AGM in 2026 ⁽¹⁾ (RM' 000)	Class and relationship of the Related Parties
Tastiway Group	DXN Group	Purchase of raw materials, packing materials, finished goods, etc from the Tastiway Group	15,000 [^]	Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI Interested Major Shareholder: <ul style="list-style-type: none"> • DLBL [See Note (4) for further details.]
LSJ Logistics Limited	DXN Group	Charter of Gulfstream G550 corporate jet [See Note 19 for further details of the nature of transaction]	28,050	Interested Major Shareholders: <ul style="list-style-type: none"> • LSJ Global • DLBL Interested Director and Major Shareholder: <ul style="list-style-type: none"> • DLSJ Interested Director: <ul style="list-style-type: none"> • DLBY • LYL • DWI [See Note 19 for further details.]

[^] This reclassification reflects changes in the description of the transaction's nature, adopting more practical and accurate wording.

Classified and monitored internally as a Conflict of Interest (COI).

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

Notes accompanying Section 2.4 and Section 2.5 are as follows:

- (1) From the date of forthcoming AGM up to date of the next AGM. The estimated value for mandate is based on management forecast of transaction value that have been undertaken and anticipated. The estimated value is subject to changes.
- (2) DLBY, our Non-Independent Non-Executive Director, is a director and holds a 10.0% equity interest in DCT Tours. He is the brother of DLSJ, who is our Non-Independent Executive Chairman and major shareholder. DLBY also holds directorships in various subsidiaries within the DXN Group.
- (3) Lim Chea Lin and Lee Chiew Khim are the directors and shareholders of Nores Industries and Nores Marketing. Lim Chea Lin and Lee Chiew Khim each hold 40.0% equity interest in Nores Industries and Nores Marketing. Lim Chea Lin is the sister of DLSJ and DLBY. Lee Chiew Khim is the spouse of Lim Chea Lin and the brother in-law of DLSJ and DLBY.
- (4) Lim Beng Lee and Khor Yuan Ning are the directors and shareholders of Tastiway, which is the holding company of Tastiway Marketing, SLM Packaging and Kholin. Lim Beng Lee and Khor Yuan Ning each hold 50.0% equity interest in Tastiway. Lim Beng Lee is the brother of DLSJ and DLBY. Khor Yuan Ning is the spouse of Lim Beng Lee and the sister in-law of DLSJ and DLBY.
- (5) Lim Yew Lin is the sole proprietor of the business operating under the name 'Lim Yew Lin'. Lim Yew Lin is the sister of DLSJ and DLBY, our Non-Independent Executive Chairman and Non-Independent Non-Executive Director respectively. Lim Yew Lin also serves as a director in several subsidiaries within DXN Group.
- (6) LSJ Global
 - (a) LSJ Global is our major shareholder, with its equity held equally by DLSJ and DLBL, each owning a 50.0% stake. Accordingly, both DLSJ and DLBL are deemed our indirect major shareholders by virtue of their respective interests in LSJ Global.

DLSJ serves as our Non-Independent Executive Chairman, while DLBY is our Non-Independent Non-Executive Director. Both DLSJ and DLBY also serve on the board of LSJ Global. In addition, Lim Yew Lin, our Chief Financial Officer[^] and Joint Company Secretary, and DLBL are likewise directors of LSJ Global.

- (b) The salient terms of the tenancy agreements between our Group and the LSJ Global Group are as follows:
 - (i) in respect of the tenancy agreement dated 12 October 2015 which was subsequently renewed by the letters of extension dated 29 September 2017, 9 October 2019, 14 December 2020, 28 February 2021, 14 February 2022 and 14 March 2023, and the renewal tenancy agreement dated 22 January 2024 which was subsequently further renewed by the letter of extension dated 7 May 2025 between DXN and Yiked for the rental of the premises at 2nd Floor of Nos. 109 to 116, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah ("Lot 109 to 116"), and 1st Floor of Nos. 111 to 112, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 17,031 square feet ("sf."), for the purpose to be used as office, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM10,600;
 - (ii) in respect of the tenancy agreement dated 1 March 2019 which was subsequently renewed by the letters of extension dated 28 February 2021, 4 January 2022, 16 March 2023, 17 January 2024 and 27 March 2025 between DXN Pharma and LSJ Global for the rental of premises known as GM 1613, Lot 2269, Tempat Bukit Tok Iting, Mukim Binjal, Daerah Kubang Pasu, Kedah, measuring 0.8513 hectare, for the purpose of mushroom cultivation, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM10,500;
 - (iii) in respect of the tenancy agreement dated 16 January 2020 which was subsequently renewed by the letters of extension dated 14 December 2020, 28 February 2021 and 14 February 2022, and the renewal tenancy agreement dated 14 March 2023 which was subsequently further renewed by the letter of extension dated 22 January 2024 and 7 May 2025 between DXN Industries and Yiked for the rental of the premises at Ground Floor of Nos. 115 and 116, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 2,910 sf, to be used as store, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM3,200;
 - (iv) in respect of the tenancy agreement dated 12 October 2015 which was subsequently renewed by the letters of extension dated 2 October 2017, 9 October 2019, 14 December 2020, 28 February 2021 and 14 February 2022, the renewal tenancy agreement dated 14 March 2023 which was subsequently further renewed by the letter of extension dated 22 January 2024 and 7 May 2025 between DXN Marketing and Yiked for the rental of the premises at Ground Floor of Nos. 112, 113 and 114, and 1st Floor of Nos. 110 and 114 -116, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 11,051 sf, serving as branch office, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM11,800;

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

- (v) in respect of the tenancy agreement dated 12 April 2021 which was subsequently renewed by the tenancy agreement dated 14 February 2022 and further renewed by the letter of extension dated 14 March 2023 between DXN Food Tech and Yiked for the rental of the premises at No. 228, Jalan BSG 9, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 6,831 sf, for manufacturing and office space, the tenure of the tenancy is for one year commencing from 1 March 2023 to 29 February 2024. The tenancy has been renewed vide a letter of extension dated 22 January 2024 and 7 May 2025 for a further period of one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM2,500.
 - (vi) in respect of the tenancy agreement dated 5 April 2021 between DXN Cafe and Yiked for the rental of the premises at Ground Floor of Nos. 109 and 110, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah ("Lot 109 and 110"), the tenure of the tenancy is for one year commencing from 1 March 2021 to 28 February 2022. Subsequently, DXN Cafe entered into a tenancy agreement dated 14 February 2022 with Yiked for the renewal of the rental for Lots 109 and 110 and the inclusion of the rental of the premises at Ground Floor of No. 111, Jalan BSG 2, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah ("Lot 111"), both for a tenure of one year commencing from 1 March 2022 to 28 February 2023. The tenancies for Lots 109, 110 and 111, which measures a total of 3,960 sf, for the purpose as restaurant and store, have been renewed vide a letter of extension dated 14 March 2023 for a further period of one year commencing from 1 March 2023 to 29 February 2024. Subsequently further renewed vide a letter of extension dated 22 January 2024 and 7 May 2025 for a further period of one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate for Lot 109 and 110 is RM2,500 while the monthly rental rate for Lot 111 is RM600.
 - (vii) in respect of the tenancy agreement dated 28 December 2021 which was subsequently renewed by the letter of extension dated 14 March 2023 between Bio Synergy and Yiked for the rental of the premises at Nos. 213 to 220, Jalan BSG 9, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 3,496 sf, serving as laboratory office, the tenure of the tenancy is from the date of renovation up to 29 February 2024. The monthly rental rate is RM18,000. As at the LPD, renovation work has not completed and hence, no payment has been made to Yiked in respect of this tenancy agreement;
 - (viii) in respect of the tenancy agreement dated 29 August 2022 which was subsequently renewed by the letter of extension dated 14 March 2023, 22 January 2024 and 7 May 2025 between Yiked and DXN Pharma for the rental of the premises at Nos. 237-239, Jalan BSG 10, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 8,580 sf, for cultivation of mushroom baglog and its related activities, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM6,300; and
 - (ix) in respect of the tenancy agreement dated 11 August 2023 which was subsequently renewed by the letter of extension dated 22 January 2024 and 7 May 2025 between Yiked and DXN Biotech for the rental of the premises at Nos. 312, Jalan BSG 11, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 2,860 sf, to serve as laboratory, the tenure of the tenancy is for one year commencing from 1 March 2025 to 28 February 2026. The monthly rental rate is RM3,000.
- (7) The salient terms of the tenancy agreements between our Group and DLSJ are as follows:
- (a) in respect of the tenancy agreement dated 15 March 2019 which was subsequently renewed by the tenancy agreement dated 21 December 2021 between DXN Marketing and DLSJ for the rental of the premises at Unit F1-002, Happy Apartment, Jalan 17/22, 46400, Petaling Jaya, Selangor, measuring 1,313 sf, as hostel, the tenure is for three years commencing from 1 November 2021 to 31 October 2024. The monthly rental rate is RM2,500; There was a change of property ownership to Datin Leong Bee Ling on 26 December 2023. The rental was paid to new owner starting from June 2024; and
 - (b) in respect of the tenancy agreement dated 14 September 2022 which was subsequently renewed by the letter of extension dated 12 August 2024 between DXN Marketing and DLSJ for the rental of the premises at Unit B1-05-03, Bukit Utama Condominium, Changkat Bukit Utama, 47800 Petaling Jaya, Selangor, measuring 2,681 sf, as hostel, the tenure is for two years commencing from 1 August 2024 to 31 July 2026. The monthly rental rate is RM4,000.
- (8) The relationship and transactions between our Group and DLBL are as follows:
- (a) DLBL is our major shareholder. DLBL is also the spouse of DLSJ and the sister-in-law of DLBY, our Non-Independent Executive Chairman and Non-Independent Non-Executive Director respectively. In addition, DLBL serves as a director in several subsidiaries within the DXN Group.
 - (b) The salient terms of the tenancy agreements between our Group and DLBL are as follows:
 - (i) in respect of the tenancy agreement dated 19 July 2022 which was subsequently renewed by the letter of extension dated 20 June 2023 and 27 June 2024 between DXN Pharma and DLBL for the rental of the 3-storey shop office having postal address at 189, Jalan BSG 5, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 5,800 sf, as laboratory, the tenure of the tenancy is for one year commencing from 1 July 2024 to 30 June 2025. The monthly rental rate is RM2,500; and

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

- (ii) in respect of the tenancy agreement dated 3 September 2019 which was subsequently renewed by the letter of extension dated 22 June 2023 and 27 June 2024 between DXN Pharma and DLBL for the rental of the 3-storey shop office having postal address at 190, Jalan BSG 5, Bandar Stargate, Lebuhraya Sultanah Bahiyah, 05400 Alor Setar, Kedah, measuring 4,400 sf, serving as laboratory, the tenure of the tenancy is for one year commencing from 1 July 2024 to 30 June 2025. The monthly rental rate is RM1,800.
 - (iii) in respect of tenancy agreement dated 17 December 2024 between DXN Marketing and DLBL, for the rental of the premises at Unit F1-002, Happy Apartment, Jalan 17/22, 46400 Petaling Jaya, Selangor, measuring 1,313 sf, as hostel, the tenure is for three years commencing from 1 November 2024 to 31 October 2027. The monthly rental is RM2,000.
- (9) DLSJ is a director and shareholder of LSJ Biotech holding 95.0% equity interest in LSJ Biotech. Dr Rajesh is the director of LSJ Biotech.
- (10) DLSJ is a director and shareholder of Zaman Biotech holding 40.0% equity interest in Zaman Biotech.
- (11) DLBY is our Non-Independent Non-Executive Director and brother of DLSJ, our Non-Independent Executive Chairman and our major shareholder. DLBY is a director of Stargate Land, he and his late spouse, Datin Kee Yew Oi are the shareholders of Stargate Land holding 85.0% and 15.0% equity interest respectively in Stargate Land.
- (12) DLSJ is a director of LSJ Plantation. His spouse, DWI is a director and shareholder of LSJ Plantation holding 100% equity interest in LSJ Plantation.
- (13) The relationship between our Group and Nores Holdings are as follows:
 - (a) Lim Chea Lin and Lee Chiew Khim are the directors and shareholders of Nores Holdings. Lim Chea Lin and Lee Chiew Khim each hold 40.0% equity interest respectively in Nores Holdings. Lim Chea Lin is the sister of DLSJ and DLBY, our Non-Independent Executive Chairman and Non-Independent Non-Executive Director respectively. Lee Chiew Khim is the spouse of Lim Chea Lin and the brother-in-law of DLSJ and DLBY.
 - (b) In respect of the tenancy agreement dated 12 May 2022, which was subsequently renewed automatically between DXN Marketing and Nores Holdings for the rental of vacant land held under HS(D) 21026, PT 2597, Bandar Alor Setar, Daerah Kota Setar, Kedah, measuring 1,667 square metre, as parking space, the tenure of the tenancy is for one year, commencing from 1 May 2025 to 30 April 2026. The monthly rental rate is RM3,000.
- (14) The relationship and transactions between our Group and Pusat Rawatan are as follows:
 - (a) DLSJ is a director and shareholder of Pusat Rawatan holding 33.3% equity interest in Pusat Rawatan.
 - (b) DLBY is our Non-Independent Non-Executive Director and brother of DLSJ, our Non-Independent Executive Chairman and our major shareholder. DLBY is a Director and shareholder of Pusat Rawatan holding 33.3% equity interest.
 - (c) DLBL is the shareholder of Pusat Rawatan holding 33.3% equity interest in Pusat Rawatan.
 - (d) In respect of the tenancy agreement dated 2 October 2023 and 19 April 2024, which was subsequently renewed by letters of extension dated 4 March 2024 and 24 February 2025, between DXN and Pusat Rawatan, for the rental of an office space located at Level 7, DXN Cyberville, Jalan Technokrat 1, Cyberjaya, 63000 Cyberjaya, Selangor, the tenure of the tenancy was extended from 1 March 2025 to 31 May 2025, and further extended by a letter dated 31 May 2025 for the period from 1 June 2025 to 31 August 2025. The monthly rental rate is RM2,600.
- (15) Dr. Rajesh is a Director of DXN Manufacturing (India) Private Ltd., Esen Lifesciences Private Ltd., and DXN Clinics Private Ltd., and Daxen Agritech India Private Limited, all of which are subsidiaries within the DXN Group. He also serves as the Special Assistant to DLSJ. Additionally, Dr. Rajesh is a director and shareholder of Sunyatee Products, Soundarya & Prasadhan, and Nagajiva Agro Farms, where he holds a 50% equity interest each in these companies.
- (16) Dr. Rajesh is a director and shareholder of Sunyatee International Foundation holding 99% equity interest.
- (17) DLSJ is a director and shareholder of LSA Biotech holding 85% equity interest in LSA Biotech.
- (18) (a) DWI is a director of DXN Agrotech Sdn Bhd, and is the spouse of DLSJ, our Non-Independent Executive Chairman and our major shareholder.

2.5 Nature of the RRPT - Proposed New Shareholders' Mandate for the RRPT (cont'd)

- (b) In respect of the tenancy agreement dated 9 June 2025 between DXN Agrotech and DWI for the rental of a parcel of land measuring approximately 1.02 hectares (or about 109,792 sf.), situated at Kolam Penetasan Ikan, Finance Berhad, Pulau Tuba, 07000 Langkawi, Kedah Darul Aman, its intended use is for the purpose of fish and lobsters breeding, rearing and broodstock management. The tenancy is for a term of three (3) years, commencing on 9 June 2025 and expiring on 8 June 2028, at a monthly rental of RM5,500.

(19)

LSJ Logistics Limited

- (a) DLSJ is the sole director of LSJ Logistics Limited. LSJ Global is our major shareholder, with its equity held equally by DLSJ and DLBL, each owning a 50.0% stake. Accordingly, both DLSJ and DLBL are deemed our indirect major shareholders by virtue of their respective interests in LSJ Global.

DLSJ serves as our Non-Independent Executive Chairman, while DLBY is our Non-Independent Non-Executive Director. Both DLSJ and DLBY also serve on the board of LSJ Global. In addition, Lim Yew Lin, our Chief Financial Officer[^] and Joint Company Secretary, and DLBL are likewise directors of LSJ Global.

- (b) DXN Aero Nautic Sdn Bhd (formerly known as DXN Biofuels Sdn Bhd) ("DXN Aero"), a wholly-owned subsidiary of DXN, had on 6 November 2024, entered into an aircraft charter agreement with Luxaviation San Marino Srl (as charter carrier) and ExecuJet Asia Pte Ltd (as charter manager) to charter a corporate jet ("Charter"). For information, the aircraft subject to the Charter is owned by LSJ Logistics Limited.

- (c) The salient terms of the charter agreement entered into by DXN Aero are as follows:

- (i) The tenure of the charter is 12 months commencing from 6 November 2024 and will remain in effect until the expiry of the Charter Agreement on 5 November 2025 unless mutually renewed. The charter carrier, charter manager and DXN Aero may mutually agree to terminate the Charter Agreement at any time during the term of the Charter Agreement and DXN Aero may unilaterally terminate the Charter Agreement by giving 3 months' written notice of such termination.
- (ii) DXN Aero has committed a minimum of 300 flight hours for the 12-month period of the Charter ("Minimum Flight Hours") at the following rates:
 - United States Dollars ("USD") 22,000 per flight hour ("Charter Fee 1"); or
 - USD20,500 per flight hour, in the event the Lessee's own pilots are operating the Aircraft ("Charter Fee 2");
- (iii) The total consideration for the Minimum Flight Hours shall be paid in 12 equal monthly instalments of USD550,000 per month based on Charter Fee 1 or USD512,500 per month based on Charter Fee 2; and
- (iv) In the event the actual flight hours exceeds the Minimum Flight Hours per month, then DXN Aero will be invoiced for the additional hours at the Fixed Charter Fee which shall be paid within 7 days from invoice date.

[^] Resigned as CFO on 9 June 2025.

2.6 Amount Due and Owing by Related Parties

As at the LPD, there was no amount due and owing by the Related Parties to the DXN Group that has exceeded the credit term for the RRPTs.

2.7 Guidelines and Review Procedures

The Group had established the guidelines and procedures to ensure that the RRPT contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of our minority shareholders:

(b) Methods for Determination of Transaction Price

- (i) The transaction prices and the terms and conditions are determined by current market forces under similar commercial terms and normal trade practices for transactions with third parties.
- (ii) The Group shall ensure that at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- (iii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Group's pricing for the products/services to be supplied/provided and/or purchased/received will be determined in accordance with the Group's usual business practices and policies, which are on terms not more favourable to the related parties than those extended to third parties/public and not to the detriment of minority shareholders of the Company.
- (iv) The rental rates for the properties were determined based on comparison with the rental rate of similar surrounding properties.

(c) Thresholds for Approval of RRPT

There are no specific thresholds for the approval of RRPT within the Group. All the RRPT will be reviewed by the Board Audit Committee and approved by the Board (excluding the interested Directors).

(d) Monitoring of RRPT

- (i) An updated list of related parties shall be circulated within the Group from time to time for reference and at the same time, the related party will be notified to ensure that all RRPT are undertaken in accordance with the policies.
- (ii) All operating divisions and subsidiary companies shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (iii) Records will be maintained by the Company for Board Audit Committee's review in order to capture all RRPT which are entered into pursuant to the shareholders' mandate.
- (iv) The Board Audit Committee shall review the internal audit reports as and when required to ascertain that the guidelines and procedures established to monitor RRPT have been complied with.
- (v) The Board and the Board Audit Committee shall have overall responsibility for the determination of the review procedures with authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Board Audit Committee has an interest, as the case may be, he will abstain from any decision making by the Board and the Board Audit Committee respectively in respect of the said transaction.

- (vi) Additional quotations, if relevant, from third parties will be obtained and will be evaluated based on ranking on the price, delivery, services and other terms and conditions before entering into such transactions.

If it is determined that the guidelines and/or procedures stated in this Circular are inadequate and to ensure that:

- (a) the RRPT will be conducted at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders

the Company will obtain a fresh shareholders' mandate based on new guidelines and procedures. The Board Audit Committee shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

2.8 Disclosure of Annual Report

Disclosure will be made in the Company's Annual Report 2025 in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT made during the financial year pursuant to the Proposed Shareholders' Mandate based on the following information:-

- (b) the type of RRPT made; and
- (c) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

2.9 Deviation from Mandate

The actual value of RRPT did not exceed ten per centum (10%) of the estimated value as approved under the previous shareholders' mandate granted to the Company at the last AGM.

3 STATEMENT BY BOARD AUDIT COMMITTEE

The Board Audit Committee, is of the opinion that the Proposed Shareholders' Mandate is fair, reasonable and is in the best interest of the Company and its shareholders.

The Board Audit Committee of the Company, with the overall responsibility in determining the procedures for reviewing all RRPT, will at least once a year, conduct a review and ascertain that the guidelines and procedures established to monitor the RRPTs have been complied with.

The Board Audit Committee of the Company has seen and reviewed the procedure mentioned in Section 2.7 above and is of the view that:

- (a) The procedures and processes are sufficient to ensure that the RRPT are carried out on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders; and
- (b) The Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

4 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

4.1 Rationale for the Proposed Shareholders' Mandate

The rationale for the Proposed Shareholders' Mandate is to enable DXN Group to obtain general mandate from its shareholders for the RRPT. On the whole, the RRPT are considered by the Board to be beneficial to the DXN Group as they constitute recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of DXN Group, and which contribute to the generation of their turnover.

It is envisaged that in the normal course of business of DXN Group, transactions in respect of goods or services with the Related Parties will occur with some degree of frequency from time to time and may arise at any time.

Some of these RRPT may be time-sensitive and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT.

The obtaining of the shareholders' mandate and the renewal thereof on an annual basis would eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT arise, thereby reducing administrative time and cost associated with the corporate objectives or adversely affecting the business opportunities available to DXN Group.

4.2 Benefits of the Proposed Shareholders' Mandate

Some of the benefits to be derived from the Proposed Shareholders' Mandate are:

- (a) flexibility and choice of parties to enter into such transactions, whether with Related Parties or Non-Related Parties;
- (b) facilitate transactions with Related Parties which are in the ordinary course of business of DXN Group undertaken at arm's length basis, normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- (c) facilitate transactions with Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations, particularly business needs which are time sensitive in nature; and
- (d) eliminate the need to announce and convene separate general meetings to seek shareholders' mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

In addition to the above benefits, the Related Parties had also proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the DXN Group.

Due to previous business dealings with the Related Parties, the Related Parties are familiar with the Group's operations and are able to meet the Group's business requirements even when short notice is given. This has allowed the Group to benefit from sudden business opportunities that had arisen.

5 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the total number of issued shares, the substantial shareholders' shareholdings of the Company, the EPS, the NA per Share and gearing of the Group for the financial year ending 28 February 2026.

6 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of DXN at the forthcoming 29th AGM.

7 DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The direct and indirect interest of the interested Directors and/or the interested Major Shareholders of DXN and/or Persons Connected with them as at LPD are summarised below:

Interested Directors and/or Major Shareholders and/or Persons Connected	Shareholdings			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Director and Major Shareholder				
DLSJ	345,938,800	6.957	⁽¹⁾ 3,144,780,805	⁽¹⁾ 63.246
Director				
DLBY	1,715,000	0.034	-	-
Major Shareholders				
LSJ Global	1,894,780,805	38.107	-	-
DLBL	1,000,000,000	20.112	⁽²⁾ 1,894,780,805	⁽²⁾ 38.107
Persons Connected to Directors and/or Major Shareholders				
DWI ⁽³⁾	250,000,000	5.028	-	-
Lim Yew Lin ⁽⁴⁾	5,800,000	0.117	-	-
Lim Chea Lin ⁽⁴⁾	105,962,100	2.131	-	-
Lim Beng Lee ⁽⁵⁾	700	0.000	⁽⁷⁾ 307,000	⁽⁷⁾ 0.006
Khor Yuan Ning ⁽⁶⁾	1,765,000	0.035	⁽⁷⁾ 307,000	⁽⁷⁾ 0.006

- ⁽¹⁾ Deemed interested by virtue of his shareholding in LSJ Global, applying Section 8(4) of the Act and via his spouse pursuant to Section 59(11)(c) of the Act. LSJ Global held 1,894,780,805 ordinary shares in the Company ("DXN Shares") as at LPD, out of which 14,140,105 DXN Shares are held in trust for DLSJ and 1,254,500,000 DXN Shares are held on trust for his spouse, DLBL.
- ⁽²⁾ Deemed interested by virtue of her shareholding in LSJ Global, applying Section 8(4) of the Act.
- ⁽³⁾ DWI is the spouse of DLSJ.
- ⁽⁴⁾ Lim Yew Lin and Lim Chea Lin are the sisters of both DLSJ and DLBY.
- ⁽⁵⁾ Lim Beng Lee is the brother of DLSJ and DLBY.
- ⁽⁶⁾ Khor Yuan Ning is the spouse of Lim Beng Lee.
- ⁽⁷⁾ Deemed interested by virtue of their shareholding in Tastiway and SLM Packaging pursuant to Section 8(4).

The above interested Directors and Major Shareholders have abstained and will continue to abstain from all deliberations and voting on the RRPT involving them as comprised in the Proposed Shareholders' Mandate at the relevant Board meetings and will abstain from voting in respect of their direct and indirect shareholdings (if any) in the Company at the forthcoming AGM on the resolution approving the Proposed Shareholders' Mandate.

In addition, the above interested Directors and Major Shareholders have undertaken and will ensure that the Persons Connected with them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the ordinary resolution deliberating or approving the Proposed Shareholders' Mandate at the 29th AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders of the Group and/or Persons Connected to them, have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

8 DIRECTORS' RECOMMENDATION

Having considered the rationale for the Proposed Shareholders' Mandate and deliberated on the same, the Board, with the exception of Datuk Lim Siow Jin and Dato' Lim Boon Yee, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

With the exception of Datuk Lim Siow Jin and Dato' Lim Boon Yee who are interested in the Proposed Shareholders' Mandate in the manner disclosed in the tables under Section 2.4 and Section 2.5 of Part A of this Circular and Statement, and have therefore abstained from making any recommendation in respect of the RRPT in which they are involved, the Board recommends that you vote in favour of the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming 29th AGM.

9 AGM

The 29th AGM, the notice of which is enclosed in the Annual Report of the Company for the financial year ended 28 February 2025, will be convened at DXN Cyberville, Jalan Teknokrat 1, Cyberjaya, 63000 Cyberjaya, Selangor, Malaysia on Wednesday, 13 August 2025 at 10.00 am for the purpose of considering and, if thought fit, passing with or without any modifications to the ordinary resolution so as to give effect to the Proposed Shareholders' Mandate under the Special Business in the 29th AGM.

If you are unable to attend the 29th AGM in person, you are requested to complete the enclosed Proxy Form in accordance with the instructions contained therein and forward it to Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 29th AGM should you subsequently wish to do so.

10 FURTHER INFORMATION

Shareholders of DXN are requested to refer to the attached Appendix I accompanying this Circular for further information.

Yours faithfully
for and on behalf of the Board of
DXN HOLDINGS BHD.

Abraham Verghese A/L T V Abraham
Independent Non-Executive Director
Chairman of the Board Audit Committee

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED
RENEWAL OF AUTHORITY FOR THE COMPANY TO BUY-BACK ITS
OWN SHARES (“PROPOSED RENEWAL OF SHAREHOLDERS’
MANDATE FOR SHARE BUY-BACK”)**



DXN HOLDINGS BHD.

Registration No.: 199501033918 (363120-V)
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK")

1. INTRODUCTION

The Company proposes to seek renewal of the authority from shareholders for DXN to purchase and/or hold from time to time and at any time up to ten per centum (10%) of its own Shares in the total number of issued shares of the Company.

On 20 June 2025, DXN announced its intention to seek Shareholders' approval for the Proposed Renewal of Authority for the Company to buy-back its own Shares at the forthcoming 29th AGM to be held on 13 August 2025.

The purpose of this Statement is to provide you with the details of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and to seek your approval for the ordinary resolution to be tabled at the forthcoming 29th AGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK TO BE TABLED AT THE FORTHCOMING 29TH AGM.

2. INFORMATION ON THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

2.1 Details of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The Company proposes to seek the renewal of the authority from shareholders of DXN to purchase and/or hold from time to time and at any time up to ten per centum (10%) of the total number of issued shares of the Company at the point of purchase. In accordance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase, the Company is allowed to purchase its own Shares on the Bursa Securities through its appointed stockbroker(s) as approved by Bursa Securities.

As at LPD, the Company has bought back 12,738,500 Shares from the open market.

As at LPD, the total number of issued shares of DXN before adjusting for Treasury Shares comprises 4,985,000,000 shares ("**DXN Shares**"). A total of up to 498,500,000 DXN Shares may be purchased by the Company. As such, the balance of DXN Shares that can be purchased as at to-date is 485,761,500. None of the DXN Shares bought back have been cancelled.

The Company also has ESOS (excluding treasury shares, if any) at any point of time during the duration of the scheme to the eligible Directors and employees, which is in force for a period of five (5) years from the effective date of in force of the ESOS on 18 May 2023. Should the total number of issued Shares increase due to the implementation exercise of the ESOS, the maximum number of DXN Shares that can be purchased is up to ten percent (10%) of the enlarged total number of issued Shares at the time of purchase.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back, if approved, will be effective upon the passing of the ordinary resolution at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting,

whichever occurs first.

The approval from the shareholders for the Proposed Renewal of Shareholders' Mandate for Share Buy-Back does not impose an obligation on the Company to purchase its own Shares on Bursa Securities. The Proposed Renewal of Shareholders' Mandate for Share Buy-Back will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

2.2 Purchase, Resale or Transfer Price

Pursuant to the Listing Requirements, the Company may only purchase its own Shares on the Bursa Securities at a price not more than fifteen per centum (15%) above the weighted average market price for the Shares for the five (5) market days immediately before the purchase.

Under the provisions of Paragraph 12.18 of the MMLR, the Company may only resell the Treasury Shares on the Bursa Securities or transfer Treasury Shares pursuant to section 127(7) of the Act at –

- (a) a price which is not less than the weighted average market price for the Shares for the past five (5) market days immediately before the resale; or
- (b) a discounted price of not more than five per centum (5%) to the weighted average market price of the Shares for the five (5) market days immediately before the resale or transfer provided that:
 - (i) the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

2.3 Treatment of Shares Purchased

Pursuant to the provisions of Section 127 of the Act, the Board may resolve, at its discretion, to deal with the purchased Shares ("Purchased Shares"), in the following manner:

- (a) retain the Purchased Shares as Treasury Shares; or
- (b) cancel the Purchased Shares; or
- (c) a combination of both.

Accordingly, the Board may, at its discretion, deal with the Purchased Shares held as Treasury Shares, as follow:

- (a) distribute as share dividends to shareholders, such dividend to be known as "share dividends";
- (b) resell on Bursa Securities in accordance with the relevant rules of Bursa Securities;
- (c) transfer the Treasury Shares, or any of the Treasury Shares as purchase consideration;
- (d) cancel the Treasury Shares; or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

The distribution of Treasury Shares as share dividends may be applied as a reduction of the retained profits or share premium account of the Company subject to any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

To date, the Company has yet to determine the manner of which the Purchased Shares are to be treated. However, the Board will deal with the Purchased Shares in accordance with Section 127 of the Act and will make an immediate announcement to Bursa Securities regarding the treatment of the Purchased Shares, whether the Shares purchased will be cancelled, retained as Treasury Shares, distributed as dividend to the shareholders and/or resold on Bursa Securities, or a combination of above, once determined.

2.4 Ranking

While the Purchased Shares are held as Treasury Shares, Section 127(8) and 127(9) of the Act state that the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended. The Treasury Shares shall not be taken into account in calculating the number or percentage of DXN Shares or of a class of DXN Shares for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

3. SOURCES OF FUND

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back will be financed through internally generated funds and/or bank borrowings. The maximum amount of funds to be utilised by the Company for the Proposed Renewal of Shareholders' Mandate for Share Buy-Back shall not exceed the retained profits of the Company.

The retained profit of the Company, based on the latest audited financial statements of the Company as at 28 February 2025 is RM314,149,093.

In the event that the Company intends to purchase its own Shares using bank borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the external borrowings and that the repayment would not have any material effect on the cash flow of the Group.

The actual number of the Shares to be purchased, and the timing of such purchases will depend on, among others, the market conditions and sentiments of the stock market as well as the Company's financial resources and retained earnings.

4. RATIONALE/POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back, if implemented, will enable DXN to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the market.

Any share buy-back, if implemented pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, is likely to potentially benefit DXN and its shareholders in the following manner:

- (a) The Purchased Shares may be held as treasury shares and distributed to shareholders as share dividends and/or resell or partially resell in the open market with the intention of realising a potential capital gain if the Purchased Shares are resell at price(s) higher than their purchase price(s);
- (b) The Purchased Shares may be held as treasury shares and to be transferred for the purpose of or under the employees' share grant scheme to be established by the Company without the necessity of appointing a trustee, thus, saving costs; and
- (c) Allow the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the supply and demand of its Shares in the open market and thereby supporting its fundamental values.

The potential disadvantages of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back to the Company and its shareholders are as follows:

- (a) The Proposed Renewal of Shareholders' Mandate for Share Buy-Back, if exercised, is expected to temporarily reduce the financial resources of the Group and may represent an opportunity cost to the Group in respect of its ability to undertake other investment opportunities and/or to earn any income that may be derived from other alternative use of such funds such as deposits in interest bearing instruments; and
- (b) As the Proposed Renewal of Shareholders' Mandate for Share Buy-Back must be made wholly out of the retained earnings of the Company, it may result in the reduction of financial resources available for distribution to the shareholders in the form of cash dividends as the funds are utilised to purchase the Company's own Shares.

Nevertheless, the Board is of the view that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is not expected to have any potential material disadvantage to Company and its shareholders as it will be implemented only after in-depth consideration of the financial resources of the Company and the resultant impact on the shareholders. The Board will be mindful of the interest of DXN and its shareholders in undertaking the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and in the subsequent cancellation of the Purchased Shares.

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

Assuming that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is implemented in full, by the Company, the effects of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on the number of issued shares, EPS, NA, working capital, gearing and dividend are as set out below:

5.1 Issued Share Capital

The effects of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on the share capital of the Company will depend on the intention of the Board as to the treatment of the Shares purchased.

If the Purchased Shares are retained as Treasury Shares, the issued Shares will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distributions or otherwise will be suspended. While these Shares remain as Treasury Shares, the Act prohibits the taking into account of such Shares in calculating the number of percentage of Shares for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

On the assumption that the Share Buy-Back is carried out in full and the Purchased Shares are fully cancelled, the effects of the Share Buy-Back on the total number of issued Shares of the Company are as follows:

	Minimum Scenario ⁽¹⁾ Number of Shares	Maximum Scenario ⁽²⁾ Number of Shares
Existing total number of issued Shares	4,985,000,000	4,985,000,000
Assuming full exercise of ESOS	-	249,250,000
Total number of issued Shares	4,985,000,000	5,234,250,000
Maximum number of Shares that may be purchased pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back	498,500,000	523,425,000
Total number of issued Shares after cancellation of Purchased Shares under the Proposed Renewal of Shareholders' Mandate for Share Buy-Back	4,486,500,000	4,710,825,000

Note:

(1) Assuming no new Share is issued pursuant to the ESOS

(2) Assuming maximum number of Shares is issued pursuant to the full exercise / implementation of the ESOS

5.2 EPS

The effect of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on the EPS of the Group will depend on the purchase price(s) of the Shares and the actual number of Shares bought back. The reduced number of issued shares subsequent to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back will generally have a positive impact, all else being equal, on the Group's EPS.

5.3 NA, Gearing and Working Capital

The effect of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on the NA per Share of the Group is dependent on the purchase price(s) of the Shares purchased. If the purchase price is less than the audited NA per Share of the Group at the time of purchase, the NA per Share will increase. Conversely, if the purchase price exceeds the audited NA per Share of the Group at the time of purchase, the NA per Share will decrease.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Shares purchased, the purchase price of the Shares and any associated costs incurred in making the purchase.

However, if the Purchased Shares kept as Treasury Shares are resold on Bursa Securities, the working capital of the Group would increase if the Company realises a gain from the resale. The quantum of the increase in the working capital will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold.

Assuming that the Treasury Shares are being retained by the Company and no borrowing is being used to fund any purchase of the Purchased Shares, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back may increase the gearing of the Group as the Purchased Shares will reduce the equity by the cost of Shares acquired and held as Treasury Shares. The Proposed Renewal of Shareholders' Mandate for Share Buy-Back may further increase the gearing of the Company if borrowing is used to fund any purchase of the Purchased Shares.

However, at this juncture, the Company does not foresee to use any borrowing to purchase any Shares under the Proposed Renewal of Shareholders' Mandate for Share Buy-Back. The Proposed Renewal of Shareholders' Mandate for Share Buy-Back, when implemented, will reduce the working capital and cash flow of the Group, the quantum of which will depend on the purchase prices of the Shares and the number of Purchased Shares.

5.4 Dividend

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is not expected to have any material impact on the policy of the Board in recommending future dividends. Nonetheless, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back may reduce the amount of distributable reserves for dividend payment in the immediate future.

6. IMPLICATION OF THE CODE

In the event that the Company acquires the full number of the DXN Shares authorised under the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and all the DXN Shares so acquired are held as Treasury Shares, the equity interest of the substantial shareholders and their respective parties acting in concert triggering the obligation to undertake mandatory offer under Rule 4 of Part B of the Code, an exemption will be sought from the SC under Paragraph 4.15 of Part B of the Code before the purchase is made.

Pursuant to Paragraph 4.01 of Part B of the Code, if the equity interest of any one of the substantial shareholders and their respective parties acting in concert increases to more than 33% but not more than 50% of the voting shares of DXN and such that their shareholdings of DXN increases in a period of six (6) months from the dates of purchase by more than 2%, the affected substantial shareholder and parties acting in concert would be obliged to undertake a mandatory offer for the remaining DXN Shares not held by the said affected substantial shareholder and parties acting in concert.

SC may grant a waiver to undertake a mandatory offer under Paragraph 4.15 of Part B of the Code, subject to the affected substantial shareholder and parties acting in concert complying with certain conditions, if obligation is triggered as a result of any action outside its direct participation. The Substantial Shareholders of DXN as disclosed in Section 9 herein have indicated that they intend to apply for the proposed exemption under Paragraph 4.15 of Part B of the Code, if the obligation is expected to be triggered as a result of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back. The effects of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back on their shareholdings are set out in Section 9 herein.

7. PURCHASE, RESALE AND CANCELLATION OF DXN SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

DXN has made the following purchase of DXN Shares in the preceding twelve (12) months from June 2024 to May 2025:

Date of Purchase	No. of Shares Purchased	Highest Price (RM)	Lowest Price (RM)	Average Price (RM)	Total Consideration Paid (RM)
7 November 2024	500,000	0.515	0.515	0.515	257,500.00

As at LPD, the Company has bought back 12,738,500 Shares from the open market. There was no cancellation of DXN Shares held as Treasury Shares in the preceding twelve (12) months. The entire Shares bought back were retained as Treasury Shares.

8. PUBLIC SHAREHOLDING SPREAD

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back will be carried out in compliance with the prevailing laws at the time of purchase including compliance with Paragraph 8.02(1) of the Listing Requirements which requires at least 25% of the total number of issued Shares (excluding Treasury Shares) of the Company to be in the hands of public shareholders.

Bursa Securities has, vide its letter dated 10 February 2023, resolved to accept the Company's expected level of public shareholding spread of 15% upon listing of the Company, as in compliance with Paragraph 3.06(1) of the Listing Requirements. As announced on 10 March 2025, following a decline in the Company's average market capitalisation to below RM3.0 billion, the Company then did not satisfy the criteria set out under Practice Note No. 19/2005 of the Main Market Listing Requirements to qualify for the reduced public shareholding spread of 15%. In view of this, subsequent to the financial year end, the Company submitted an application to Bursa Securities to seek approval for a lower minimum public shareholding spread of 20% and extension of time to comply with the public shareholding spread.

As at LPD, the public shareholding spread of the Company is approximately 18.55%. On 20 June 2025, it was noted that the Company's public shareholding spread has increased to more than 25%, thereby fulfilling the prevailing MMLR.

The Board is mindful of the compliance with the public shareholding spread as required by the Listing Requirements and will take into consideration the requirement when making any purchase of DXN Shares pursuant to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back.

9. INTEREST OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED

The Directors, Substantial Shareholders and persons connected to the Directors and/or Substantial Shareholders of DXN Group have no direct or indirect interest in the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and/or the resale of Treasury Shares, if any.

The proforma table below shows the equity interests held directly and indirectly in DXN by the Directors and Substantial shareholders of DXN as at LPD before and after the Proposed Renewal of Shareholders' Mandate for Share Buy-Back:

	Before Proposed Renewal of Shareholders' Mandate for Share Buy-Back				After Proposed Renewal of Shareholders' Mandate for Share Buy-Back				After Proposed Renewal of Shareholders' Mandate for Share Buy-Back & full implementation of ESOS			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors												
Datuk Lim Siow Jin	345,938,800	6.957	3,144,780,805 ⁽¹⁾	63.246	345,938,800	7.711	3,144,780,805 ⁽¹⁾	70.094	348,938,800	7.407	3,144,780,805 ⁽¹⁾	66.756
Dato' Lim Boon Yee	1,715,000	0.034	-	-	1,715,000	0.038	-	-	1,965,000	0.042	-	-
Vibhav Panandiker	-	-	-	-	-	-	-	-	-	-	-	-
Datuk Noripah Binti Kamso	200,000	0.004	-	-	200,000	0.004	-	-	400,000	0.008	-	-
Tunku Afwida Binti Tunku A. Malek	-	-	-	-	-	-	-	-	200,000	0.004	-	-
Stefan Heitmann	-	-	-	-	-	-	-	-	200,000	0.004	-	-
Abraham Verghese A/L T V Abraham	-	-	-	-	-	-	-	-	-	-	-	-
Ong Huey Min	-	-	140,000 ⁽²⁾	0.003	-	-	140,000 ⁽²⁾	0.003	200,000	0.004	140,000 ⁽²⁾	0.003
Substantial Shareholders												
LSJ Global Sdn. Bhd.	1,894,780,805	38.107	-	-	1,894,780,805	42.233	-	-	1,894,780,805	40.222	-	-
Gano Global Supplements Pte. Ltd.	438,085,895	8.811	-	-	438,085,895	9.765	-	-	438,085,895	9.300	-	-
Datin Leong Bee Ling	1,000,000,000	20.112	1,894,780,805 ⁽³⁾	38.107	1,000,000,000	22.289	1,894,780,805 ⁽³⁾	42.233	1,000,000,000	21.228	1,894,780,805 ⁽³⁾	40.222
Datin Wan Ilyyin binti Wan Mohd Nazi	250,000,000	5.028	-	-	250,000,000	5.572	-	-	250,000,000	5.307	-	-
Datuk Lim Siow Jin	345,938,800	6.957	1,894,780,805 ⁽¹⁾	38.107	345,938,800	7.711	1,894,780,805 ⁽¹⁾	42.233	345,938,800	7.343	1,894,780,805 ⁽¹⁾	40.222
KV Asia Capital Fund I L.P.	-	-	438,085,895 ⁽⁴⁾	8.811	-	-	438,085,895 ⁽⁴⁾	9.765	-	-	438,085,895 ⁽⁴⁾	9.300
KV Asia Capital Master Fund I Pte. Ltd.	-	-	438,085,895 ⁽⁴⁾	8.811	-	-	438,085,895 ⁽⁴⁾	9.765	-	-	438,085,895 ⁽⁴⁾	9.300

Notes:

- (1) Deemed interested by virtue of his shareholding in LSJ Global Sdn. Bhd. ("**LSJ Global**"), applying Section 8(4) of the Act and via his spouses pursuant to Section 59(11)(c) of the Act. LSJ Global held 1,894,780,805 ordinary shares in the Company ("**DXN Shares**") as at LPD, out of which 14,140,105 DXN Shares are held on trust for Datuk Lim Siow Jin and 1,254,500,000 DXN Shares are held on trust for his spouse; Datin Leong Bee Ling.
(1a) Deemed interested by virtue of his shareholding in LSJ Global.
- (2) Indirect shares via spouse and /or children pursuant to Section 59(11)(c) of the Act.
- (3) Deemed interested by virtue of her shareholding in LSJ Global, applying Section 8(4) of the Act and via her spouse pursuant to Section 59(11)(c) of the Act.
- (4) Deemed interest pursuant to Section 8 of the Act.

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DEFINITIONS

10. SHARE PRICES

The monthly highest and lowest prices of the Shares traded on the Bursa Securities for the last twelve (12) months from June 2024 to May 2025 are as follows:

Year	Month	Highest price (RM)	Lowest price (RM)
2024	June	0.670	0.635
	July	0.640	0.630
	August	0.650	0.610
	September	0.620	0.590
	October	0.605	0.570
	November	0.570	0.460
	December	0.515	0.480
2025	January	0.540	0.500
	February	0.550	0.510
	March	0.510	0.490
	April	0.510	0.465
	May	0.520	0.495

(Source: Investing.com)

The last transacted price of DXN Shares on LPD, being the LPD prior to the printing of this Circular was RM0.500.

11. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is subject to the approval of the shareholders of DXN at the forthcoming 29th AGM.

12. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, is of the opinion that the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is in the best interests of the Group. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back to be tabled at the forthcoming 29th AGM.

13. AGM

The 29th AGM, the notice of which is enclosed in the Annual Report of the Company for the financial year ended 28 February 2025, will be convened at DXN Cyberville, Jalan Teknokrat 1, Cyberjaya, 63000 Cyberjaya, Selangor, Malaysia on Wednesday, 13 August 2025 at 10.00 am for the purpose of considering and, if thought fit, passing with or without any modifications to the ordinary resolution so as to give effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back under the Special Business in the 29th AGM.

DEFINITIONS

If you are unable to attend the 29th AGM in person, you are requested to complete the enclosed Proxy Form in accordance with the instructions contained therein and forward it to Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 29th AGM should you subsequently wish to do so.

14. FURTHER INFORMATION

Shareholders of DXN are requested to refer to the attached Appendix I accompanying this Statement for further information.

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FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

2. MATERIAL CONTRACTS

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

(1) Other prepayment

During the financial year 2024, the Company entered into an agreement to invest in a corporation in the People's Republic of China for a total purchase consideration of Chinese Yuan ("**RMB**") 14.4 million (equivalent to RM9.275 million). The acquisition has yet to be completed as at the end of the financial year.

3. MATERIAL LITIGATION

Save as disclosed below, DXN nor any of its subsidiary companies are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant and the Board is not aware and do not have any knowledge of any proceedings pending or threatened against the Company and/ or its subsidiaries or of any facts likely to give rise to any proceeding which may materially or adversely affect the financial position or business of the Company and/ or its subsidiary companies:

i. DXN Corporation Ningxia Co., Ltd. ("DXN Ningxia**") Against Fujian Anxi Jinjiang Source Tea Technology Co., Ltd ("**Fujian Jinjiang**")**

DXN Ningxia, a wholly-owned subsidiary of the Company had on 3 July 2023 terminated a Share Sale Agreement ("**SSA**") entered on 17 May 2022 with Fujian Anxi Jinjiang Source Tea Technology Co., Ltd ("**Fujian Jinjiang**") for the disposal of the entire equity interest in Florin (Fujian) Integrated Agricultural Science and Technology Co., Ltd. ("**Florin Fujian**") and its subsidiary, Anxi Gande Foluohua Integrated Agricultural Science and Technology Co., Ltd, ("**Anxi Gande**"), for a total consideration of RMB 58.7 million (equivalent to RM36.8 million). Fujian Jinjiang paid a deposit of RMB10.0 million (equivalent to RM6.3 million) as the first instalment for the purchase.

Following the termination of the SSA on 5 July 2023, DXN Ningxia commenced civil proceedings against Fujian Jinjiang on 31 October 2023 to recover the official seals and business licenses of Florin Fujian and Anxi Gande, and for Fujian Jinjiang to cooperate with the registration procedures for the change of legal representatives. DXN Ningxia also claimed several reliefs against Fujian Jinjiang including damages for breach of contract.

On 6 November 2023, Fujian Jinjiang commenced civil proceedings against DXN Ningxia to claim the sum of RMB10.0 million (equivalent to RM6.3 million) paid under the SSA.

The aforementioned civil proceedings were consolidated and heard together by the Anxi County People's Court ("**ACP Court**"). On 3 June 2024, DXN Ningxia received a civil judgement from the Court as summarised below :

- (1) Fujian Jinjiang shall pay DXN Ningxia an interest of RMB318,000 (equivalent to RM199,500) within 10 days from the date of judgement;

- (2) Fujian Jinjiang shall pay DXN Ningxia penalty for the breach of the SSA amounting to RMB564,000 (equivalent to RM353,800) within 10 days from the date of judgement;
- (3) DXN Ningxia shall refund the deposit received under the SSA of RMB10.0 million (equivalent to RM6.3 million) to Fujian Jinjiang within 1 month from the date of judgement; and
- (4) All other claims initiated by DXN Ningxia and Fujian Jinjiang were rejected by the Court.

DXN Ningxia has filed an appeal on the above judgement before the Quanzhou Intermediate People's Court ("**QIPC**") on 20 June 2024.

On 10 December 2024, the QIPC issued a ruling that reversed the Court's decision, ordering Fujian Jinjiang to pay DXN Corporation Ningxia RMB2.0 million (equivalent to RM1.3 million) as penalty for the breach of the SSA. However, DXN Corporation Ningxia's claim for legal service fees was denied, and DXN Corporation Ningxia's request regarding company governance and official seals were reaffirmed as outside the Court's jurisdiction. DXN Corporation Ningxia successfully repossessed the official seals and appointed its preferred legal representative through external means, safeguarding its business interests. The QIPC did not overturn ACP Court's ruling that required DXN Corporation Ningxia to refund Fujian Jinjiang the deposit of RMB10.0 million (equivalent to RM6.3 million) received under the SSA.

On 24 January 2025, the Court issued a Notice of Execution ordering DXN Corporation Ningxia to refund Fujian Jinjiang the deposit of RMB10.0 million (equivalent to RM6.3 million) together with applicable interests accrued and case execution fees totalling to RMB77,400 (equivalent to RM48,600).

On 28 March 2025, DXN Corporation Ningxia made full settlement payment of RMB8.0 million (equivalent to RM5.0 million) to Fujian Jinjiang, comprising :

- (1) The refund of RMB10.0 million (equivalent to RM 6.3 million) deposit received under the SSA; netted against
- (2) RMB2.0 million (equivalent to RM1.3 million) penalty to be paid by Fujian Jinjiang to DXN Ningxia for the breach of the SSA.

Following the above settlement, the case between DXN Ningxia and Fujian Jinjiang is deemed fully concluded.

ii. Bank of China Limited (Anxi Branch) Against Anxi Gande Foluohua Integrated Agricultural Science and Technology Co., Ltd. et al. ("Anxi Gande")

On 5 December 2024, The Bank of China Limited, Anxi Branch ("**the Plaintiff**") has filed a civil lawsuit against several defendants, including Anxi Gande ("Defendant I"), Florin Fujian ("Defendant II") and individuals Xiao Xinxing ("Defendant III") and Feng Shuzhen ("Defendant IV"), to seek repayment of a financial loan and its related costs under a Credit Line Agreement entered between the Plaintiff and Defendant I on 25 August 2023.

In particular, a loan amounting to RMB10.0 million (equivalent to RM6.3 million) was granted by the Plaintiff to Defendant I, where the loan was jointly and severally guaranteed by Defendant III and Defendant IV. As a result of Defendant I failing to make monthly interest payments for the abovementioned loan utilised, the Plaintiff is claiming for repayment of loan principal and related interests accrued totalling to RMB38,720 (equivalent to RM24,300), alongside further interests and penalties to be accrued from 9 October 2024 to the date of final judgement, and all other litigation costs.

The case was heard by the Anxi County People's Court ("**ACP Court**"). On 27 February 2025, the ACP Court issued a ruling as follows:

- (1) Repayment of the loan principal of RMB6.0 million (equivalent to RM3.8 million), interests, penalty interests and compounding interests within 10 days from the effective date of judgment;

APPENDIX I (cont'd)

- (2) Defendant I to pay lawyer's fee to Plaintiff of RMB12,000 (equivalent to RM7,500);
- (3) Defendant II, III and IV shall be jointly and severally liable for the above-mentioned debts of Defendant I;
- (4) Shall Defendant I fail to pay, the Plaintiff has the right to auction, sell off or discount the mortgaged land and house. Any resulting shortfall will be paid off by Defendant I; and
- (5) Defendants III and IV have the right to claim compensation from the Defendant I within the scope of their guarantee responsibilities.

On 9 May 2025, the outstanding loan, accrued interests, compounding interests, and corresponding penalties have been fully settled. Following the settlement, the civil lawsuit is deemed resolved.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang, Malaysia during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular & Statement up to the time set for convening the 29th AGM:

- (a) Constitution of the Company;
- (b) Material contracts as referred to in Section 2 above;
- (c) The SSA and Civil Judgement as referred to in Section 3 above; and
- (d) Audited Financial Statements of the Company for the past two (2) financial years ended 29 February 2024 and 28 February 2025.