

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Statement prior to its issuance as such contents are exempted from perusal pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this 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 Statement.

MALAKOFF

A Member of  **MMC Group**

MALAKOFF CORPORATION BERHAD

*Registration No. 200601011818 (731568-V)
(Incorporated in Malaysia)*

SHARE BUY-BACK STATEMENT TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF THE AUTHORITY FOR MALAKOFF CORPORATION BERHAD TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

Our Directors will table the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority as Special Business for your consideration at our Fourteenth Annual General Meeting (“**14th AGM**”) to be held at Mahkota Ballroom, Hotel Istana, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Thursday, 23 April 2020 at 10.00 a.m. or any adjournment thereof. The Notice of the 14th AGM together with the proxy form are set out in the Annual Report 2019, which is dispatched together with this Statement.

You are entitled to attend and vote at our 14th AGM or to appoint a proxy or proxies to attend and vote on your behalf should you be unable to attend our 14th AGM. In such event, the proxy form must be completed and deposited at the office of Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for the 14th AGM indicated below or any adjournment thereof. The lodgement of the proxy form will not preclude you from attending and voting in person at the 14th AGM should you subsequently wish to do so.

Last day and time for lodging the proxy form	:	Tuesday, 21 April 2020 at 10.00 a.m.
Date and time of our 14th AGM	:	Thursday, 23 April 2020 at 10.00 a.m.

This Statement is dated 24 March 2020

DEFINITIONS

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

14th AGM	: Fourteenth AGM of our Company
Act	: Companies Act 2016
AGM	: Annual general meeting
Board or Directors	: Board of Directors
Bursa Securities	: Bursa Malaysia Securities Berhad
Code	: Malaysian Code on Take-Overs and Mergers 2016
EPS	: Earnings per Share
FYE	: Financial year ended
Group	: Collectively, our Company and our subsidiaries
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 2 March 2020, being the latest practicable date prior to the printing of this Statement
Market Day	: A day on which Bursa Securities is open for trading in securities
MCB or Company	: Malakoff Corporation Berhad
Minister	: Minister charged with the responsibilities for companies, currently the Minister of Domestic Trade, Co-operatives and Consumerism, Malaysia
NA	: Net assets
Prevailing Laws	: Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
Proposed Renewal of Share Buy-Back Authority	: Proposed renewal of the Share Buy-Back Authority
Purchased Share(s)	: Share(s) of our Company purchased under the existing Share Buy-Back Authority and the Proposed Renewal of Share Buy-Back Authority
Rules	: Rules on Take-Overs, Mergers and Compulsory Acquisitions
Share(s)	: Ordinary share(s) in our Company
Share Buy-Back	: The purchase of our own Shares of up to 10% of our total number of issued shares
Share Buy-Back Authority	: Authority for our Company to undertake the Share Buy-Back
Statement	: This statement to our shareholders dated 24 March 2020
VWAP	: Volume weighted average market price

CURRENCY

RM and sen	: Ringgit Malaysia and sen
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DEFINITIONS (Cont'd)

All references to “**our Company**” or “**MCB**” in this Statement are to Malakoff Corporation Berhad. The reference to “our Group” is to our Company and our subsidiaries, and all references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires otherwise, shall include our subsidiaries. All references to “**you**” or “**your**” in this Statement are to our shareholders.

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

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

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MALAKOFF CORPORATION BERHAD

Registration No. 200601011818 (731568-V)
(Incorporated in Malaysia)

Registered Office

Level 12, Block 4, Plaza Sentral
Jalan Stesen Sentral 5
50470 Kuala Lumpur
Malaysia

24 March 2020

Board of Directors

Datuk Haji Hasni Harun (*Independent Non-Executive Chairman*)
Dato' Sri Che Khalib Mohamad Noh (*Non-Independent Non-Executive Director*)
Cindy Tan Ler Chin (*Non-Independent Non-Executive Director*)
Datuk Ooi Teik Huat (*Non-Independent Non-Executive Director*)
Datuk Idris Abdullah (*Independent Non-Executive Director*)
Datuk Dr. Syed Muhamad Syed Abdul Kadir (*Independent Non-Executive Director*)
Datuk Rozimi Remeli (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the Thirteenth AGM of MCB held on 25 April 2019, our Company had obtained your approval for the renewal of authority for the Company to purchase up to ten percent (10%) of the total number of our issued shares. This authority shall lapse at the conclusion of the forthcoming 14th AGM unless a new mandate is obtained from you.

On 6 March 2020, our Company announced to Bursa Securities of our intention to seek your approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming 14th AGM.

The purpose of this Statement is to provide you with the details of the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 14th AGM. The Notice of the 14th AGM together with the proxy form are set out in the Annual Report 2019, which is dispatched together with this Statement.

You are advised to read the contents of this Statement carefully before voting on the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 14th AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Our Board is proposing to seek your approval for the renewal of the authority for our Company to purchase up to 10% of our total number of issued shares subject to Section 127 of the Act and any Prevailing Laws at the time of the purchase(s).

2.1 Quantum

The maximum aggregate number of Shares which may be purchased by our Company shall not exceed 10% of our total number of issued shares at any point in time.

As at the LPD, our Company has a total number of issued shares of 5,000,000,000 Shares (inclusive of 113,038,700 treasury shares). Hence, the maximum number of Shares that may be purchased or held as treasury shares by our Company is 500,000,000 Shares.

The actual number of Shares to be purchased and the timing of such purchases will depend on, among others, market conditions and sentiments, as well as the retained profit and financial resources available to our Company at the time of the purchase(s).

2.2 Funding

The Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority may be funded through internally generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profit of our Company, subject to compliance of the Prevailing Laws.

Our Company has not determined the source of funding of the Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority. The amount of internally generated funds and/or external borrowings to be used will only be determined later, depending on, among others, the actual number of Shares to be purchased, the availability of funds at the time of purchase(s) and other relevant cost factors.

The Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority, if funded through internally generated funds, is not expected to have a material impact on the cashflow position of our Company. If the Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority is to be financed by external borrowings, our Company will ensure that we will be able to repay such borrowings and that such repayment will not have a material effect on our cashflow. In addition, our Board will ensure that our Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back Authority.

Based on the latest audited consolidated financial statements of our Company for the FYE 31 December 2019, the retained profit of our Company is approximately RM2,438 million.

2.3 Duration

The authority from you, if renewed, would be effective immediately upon the passing of the resolution in relation to the Proposed Renewal of Share Buy-Back Authority at the forthcoming 14th AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of our Company following the general meeting at which the resolution for the Proposed Renewal of Share Buy-Back Authority is passed, at which time it will lapse unless the authority is renewed by a resolution passed at that meeting, either conditionally or unconditionally;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of our Company at a general meeting of our Company,

whichever occurs first.

Your approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on our Company to purchase our Shares. However, it will allow our Board to exercise the power of our Company to purchase our Shares at any time within the abovementioned time period.

2.4 Purchase price

Pursuant to Paragraph 12.17 of the Listing Requirements, our Company may only purchase our Shares on Bursa Securities at a price which is not more than 15% above the VWAP of our Shares for the 5 Market Days immediately before the date of the purchase(s).

2.5 Treatment of the Purchased Shares

In accordance with Section 127(4) of the Act, where our Company has purchased our Shares, our Directors may deal with the Purchased Shares, at their discretion, in the following manner:

- (i) cancel the Shares so purchased;
- (ii) retain the Shares so purchased in treasury which is referred to as “treasury shares”; or
- (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder of the Shares.

Accordingly, based on Section 127(7) of the Act, where such Shares are held as treasury shares, our Directors may, at their discretion:

- (i) distribute the Shares as dividends to our shareholders, such dividends to be known as “share dividends”;
- (ii) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Shares or any of the Shares for the purposes of or under an employees’ share scheme;
- (iv) transfer the Shares or any of the Shares as purchase consideration;
- (v) cancel the Shares or any of the Shares; or
- (vi) sell, transfer or otherwise use the Shares for such other purposes as the Minister may by order prescribe.

If the Purchased Shares are held as treasury shares, the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, will be suspended and the treasury shares will not be taken into account in calculating the number of percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on a resolution at a meeting.

According to Paragraph 12.18 of the Listing Requirements, our Company may only resell or transfer the treasury shares on Bursa Securities at:

- (i) a price which is not less than the VWAP for our Shares for the 5 Market Days immediately before the date of the resale or transfer; or

- (ii) a discounted price of not more than 5% to the VWAP for our Shares for the 5 Market Days immediately before the date of the resale or transfer provided that:
 - (aa) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (bb) the resale or transfer price is not less than the cost of purchase of our Shares being resold or transferred.

An immediate announcement will be made to Bursa Securities in respect of the intention of the Directors to either resell, transfer or cancel the Purchased Shares.

2.6 Public shareholding spread

The Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the Prevailing Laws at the time of the purchase including compliance with the 25% public shareholding spread requirement as set out in Paragraph 8.02(1) of the Listing Requirements.

Based on the Record of Depositors of our Company as at the LPD, the public shareholding spread of our Company stood at 2,506,759,848 Shares, representing about 51.30% in the hands of 18,663 public shareholders holding not less than 100 Shares each. Assuming that the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the Shares so purchased (and assuming all Shares so purchased are from public shareholders in the market) are either cancelled or held as treasury shares, the public shareholding spread of our Company is expected to reduce to 2,119,798,548 Shares, representing about 47.11%.

Our Company, in implementing the Proposed Renewal of Share Buy-Back Authority, will be mindful of the requirement to maintain the minimum public shareholding spread of 25%.

2.7 Implication of the Code

As it is not intended for the Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer under the Code by any of our Company's substantial shareholders or persons acting in concert with them, our Board will ensure that only such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Shares bought back pursuant to the Proposed Renewal of Share Buy-Back Authority would not result in the triggering of any mandatory offer obligation on the part of our Company's substantial shareholders and/or persons acting in concert with them. In this connection, our Board is mindful of the requirements of the Listing Requirements, the Code and the Prevailing Laws when making any purchase of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

If the number of Shares bought back results in any substantial shareholder(s) and/or persons acting in concert with them triggering the Code, such substantial shareholder(s) and/or persons acting in concert with them may consider seeking an exemption from the obligation to undertake a mandatory offer under the Rules.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, if implemented, will provide our Company with an option to use the surplus financial resources to help stabilise the supply and demand as well as the price of our Shares, thereby supporting the fundamental value of our Shares.

All things being equal, the Proposed Renewal of Share Buy-Back Authority, regardless of whether the Purchased Shares are maintained as treasury shares or cancelled, will result in a

lower number of Shares being used for the purposes of computing the EPS. Therefore, the Proposed Renewal of Share Buy-Back Authority will enhance the EPS of our Group.

The Purchased Shares may be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total issued share capital of our Company. Should any treasury shares be distributed as share dividends, this would serve to reward you, as shareholders of our Company.

Please refer to Section 4 below for the potential advantages and disadvantages of the Proposed Renewal of Share Buy-Back Authority.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to our Company and our shareholders are as follows:

- (i) allows our Company to take preventive measures against speculation particularly when our Shares are undervalued, which would in turn, stabilise the market price of our Shares and hence, enhance investors' confidence;
- (ii) allows flexibility for our Company to achieve the desired capital structure, in terms of debt and equity composition and size of equity; and
- (iii) where the Purchased Shares are retained as treasury shares, it will provide our Company with opportunities for potential gains if such treasury shares are resold at a higher price and it will also serve to reward our shareholders if such treasury shares are distributed as share dividends.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to our Company and our shareholders are as follows:

- (i) reduces the financial resources of our Group and may result in our Group foregoing other investment opportunities in the future and/or interest income that can be derived from the funds used for any purchase of Shares under the Proposed Renewal of Share Buy-Back Authority; and
- (ii) as the Share Buy-Back pursuant to the Proposed Renewal of Share Buy-Back Authority can only be made out of retained profit of our Company, it may result in the reduction of financial resources available for distribution to our shareholders in the immediate future.

The Proposed Renewal of Share Buy-Back Authority is not expected to cause any potential material disadvantage to our Company or our shareholders as any Share Buy-Back exercise will be undertaken only after in depth consideration of the financial resources of our Company and of the resultant impact to our shareholders.

The Board will be mindful of the interests of our Company and our shareholders when undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent resale of treasury shares on Bursa Securities, if any.

5. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

5.1 Share capital

The effect of the Proposed Renewal of Share Buy-Back Authority on our issued share capital will depend on whether the Purchased Shares are retained as treasury shares or cancelled.

If the Purchased Shares are retained as treasury shares, the Proposed Renewal of

Share Buy-Back Authority will not affect our issued share capital but the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, of our Company's assets including any distribution of assets upon winding up of our Company will be suspended. The treasury shares will not be taken into account in calculating the number or percentage of Shares, or of a class of shares in our Company for any purpose including substantial shareholdings, take-overs, notices, requisitioning of meetings, quorum for a meeting and result of a vote on a resolution at a meeting.

Based on our total number of issued shares as at the LPD, and assuming that the maximum number of Shares (of up to 10% of our total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased and cancelled (including the existing treasury shares currently held by our Company), the effect of the Proposed Renewal of Share Buy-Back Authority on our issued share capital is as follows:

	<u>No. of Shares</u>
As at the LPD	5,000,000,000
Less: Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority	(500,000,000)
Resultant number of Shares in issue	<u>4,500,000,000</u>

5.2 NA

The effects of the Proposed Renewal of Share Buy-Back Authority on our NA and NA per Share will depend on the number of Shares purchased, the prices paid for such Shares, the effective funding cost to our Company to finance the purchase of such Shares, if any, or any loss in interest income to our Company, and whether the Purchased Shares are retained as treasury shares or cancelled.

If the Purchased Shares are retained as treasury shares, the NA of our Group will decrease by the purchase cost of the treasury shares because the treasury shares are required to be carried at cost and be deducted from equity. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on the NA of our Group.

The Purchased Shares that are retained as treasury shares and/or cancelled and/or distributed as share dividends will reduce our NA per Share if the purchase price of such Shares exceeds our NA per Share, and *vice versa*. If the treasury shares are resold on Bursa Securities, it will increase our NA per Share if our Company realises a capital gain from such resale, and *vice versa*.

5.3 Gearing

Assuming that the treasury shares are being retained by our Company and no borrowing is being used to fund any purchase of the Purchased Shares, the Proposed Renewal of Share Buy-Back Authority may increase the gearing of our Group as the Purchased Shares will reduce the equity by the cost of Shares acquired and held as treasury shares.

The Proposed Renewal of Share Buy-Back Authority may further increase the gearing of our Group if borrowing is used to fund any purchase of the Purchased Shares. However, at this juncture, our Company have not determined whether to use any borrowing to purchase any Shares under the Proposed Renewal of Share Buy-Back Authority.

5.4 Earnings and EPS

Depending on the number of Shares purchased, the prices paid for such Shares, the effective funding cost to our Company to finance the purchase of such Shares, if any, or any loss in interest income to our Company, the Proposed Renewal of Share Buy-Back Authority may increase or reduce the EPS of our Group.

Nevertheless, all things being equal, assuming that the treasury shares are retained by our Company, the Proposed Renewal of Share Buy-Back Authority is expected to increase the EPS of our Group as the treasury shares held by our Company will not be taken into account in calculating the total number of Shares in issue.

If the Purchased Shares are cancelled, the number of Shares applied in the computation of EPS will reduce and accordingly, all things being equal, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of our Group.

If the Purchased Shares are resold, the extent of the impact to the EPS of our Group will depend on the actual selling price, the number of treasury shares resold and the effective gain on resale and any funding cost arising from the Proposed Renewal of Share Buy-Back Authority.

5.5 Working capital

The Proposed Renewal of Share Buy-Back Authority, when implemented, will reduce funds available for the working capital of our Group, the quantum of which will depend on, among others, the number of Shares purchased, the purchase price(s) of Shares and any costs incurred in making the purchase. However, our Board believes that the Proposed Renewal of Share Buy-Back Authority will not have any material effect on the working capital of our Group.

5.6 Dividend

The Proposed Renewal of Share Buy-Back Authority is not expected to have any impact on the policy and our Board's recommendation in declaring dividends to the shareholders of our Company. However, as stated in Section 2.5 above, our Board may distribute future dividends in the form of the share dividends by using treasury shares purchased pursuant to the Proposed Renewal of Share Buy-Back Authority.

5.7 Substantial shareholders' and Directors' shareholdings

5.7.1 Substantial shareholders

Based on the Register of Substantial Shareholders of our Company as at the LPD and assuming the purchase by our Company of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority is carried out in full on the basis that all the Shares are purchased from shareholders other than the substantial shareholders of our Company, the effect of such purchase on the shareholdings of the substantial shareholders of our Company are as follows:

	As at the LPD			After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect	Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	
Anglo-Oriental (Annuities) Sdn Bhd	981,341,460	20.08	-	-	981,341,460	21.81	-
MMC Corporation Berhad	897,695,630	18.37	(1)981,341,460	20.08	897,695,630	19.95	(1)981,341,460
Employees Provident Fund Board	581,476,433	11.90	-	-	581,476,433	12.92	-
Urusharta Jamaah Sdn Bhd	500,000,000	10.23	-	-	500,000,000	11.11	-
Kumpulan Wang Persaraan (Diperbadankan)	435,754,734	8.92	-	-	435,754,734	9.68	-
Amanah Saham Bumiputera	313,511,900	6.42	-	-	313,511,900	6.97	-
Seaport Terminal (Johore) Sdn Bhd	-	-	(2)1,879,037,090	38.45	-	-	(2)1,879,037,090
Indra Cita Sdn Bhd	-	-	(3)1,879,037,090	38.45	-	-	(3)1,879,037,090
Tan Sri Dato' Seri Syed Mokhtar Shah bin Syed Nor	-	-	(4)1,879,037,090	38.45	-	-	(4)1,879,037,090

Notes:

- (1) Deemed interested by virtue of its shareholding in Anglo-Oriental (Annuities) Sdn Bhd pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of its shareholding in MMC Corporation Berhad pursuant to Section 8 of the Act.
- (3) Deemed interested by virtue of its shareholding in Seaport Terminal (Johore) Sdn Bhd pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of his shareholding in Indra Cita Sdn Bhd pursuant to Section 8 of the Act.

5.7.2 Directors

Based on the Register of Directors' Shareholdings of our Company as at the LPD and assuming the purchase by our Company of our Shares pursuant to the Proposed Renewal of Share Buy-Back Authority is carried out in full on the basis that all the Shares are purchased from shareholders other than the Directors of our Company, the effect of such purchase on the shareholdings of our Directors are as follows:

	As at the LPD		After the Proposed Renewal of Share Buy-Back Authority	
	Direct No. of Shares	Indirect No. Of Shares	Direct No. of Shares	Indirect No. of Shares
Datuk Haji Hasni Harun	-	-	-	-
Dato' Sri Che Khalib Mohamad Noh	420,000	0.01	420,000	0.01
Cindy Tan Ler Chin	-	-	-	-
Datuk Ooi Teik Huat	420,000	0.01	420,000	0.01
Datuk Idris Abdullah	172,100	*	172,100	*
Datuk Dr. Syed Muhamad Syed Abdul Kadir	150,000	*	150,000	*
Datuk Rozimi Remeli	-	-	-	-

Note:

* Negligible.

6. HISTORICAL SHARE PRICES

The monthly high and low prices of our Shares as traded on Bursa Securities for the past 12 months from March 2019 to February 2020 are as follows:

	<u>High</u> RM	<u>Low</u> RM
2019		
March	0.955	0.890
April	0.920	0.880
May	0.890	0.785
June	0.875	0.815
July	0.915	0.850
August	0.895	0.850
September	0.880	0.835
October	0.855	0.800
November	0.895	0.845
December	0.895	0.850

2020

January	0.880	0.820
February	0.900	0.820

Last transacted price of the Shares on Bursa Securities on LPD 0.875

(Source: Bloomberg)

7. PURCHASES, RESALE, TRANSFER AND CANCELLATION MADE IN THE PRECEDING 12 MONTHS

Our Company has purchased 890,000 Shares in the preceding 12 months. Details of which are as follows:-

Date of purchase	No. of Shares purchased	Lowest price RM	Highest price RM	Average price RM	Total Consideration* RM
23-May-19	250,000	0.790	0.810	0.795	199,298.36
24-May-19	430,000	0.790	0.795	0.791	340,958.88
27-May-19	210,000	0.795	0.800	0.800	168,277.75
Total	890,000				708,534.99

* Inclusive of transaction cost and tax, where applicable

As at the LPD, all the Purchased Shares were held by our Company as treasury shares. None of the treasury shares has been resold, transferred, cancelled and/or distributed during the preceding 12 months.

8. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the shareholders' approval at the forthcoming 14th AGM.

9. INTERESTS OF OUR DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage of shareholdings and/or voting rights of our Directors and substantial shareholders of our Company as a result of the implementation of the Proposed Renewal of Share Buy-Back Authority, which will similarly affect the other shareholders, none of our Directors and substantial shareholders of our Company and/or persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority and the subsequent resale of treasury shares, if any, in the future.

10. DIRECTORS' RECOMMENDATION

Our Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of our Company and our shareholders. Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 14th AGM.

11. 14TH AGM

The 14th AGM, the Notice of which is enclosed in the Annual Report 2019 of MCB, will be held at Mahkota Ballroom, Hotel Istana, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Thursday, 23 April 2020 at 10.00 a.m for the purpose of considering and, if thought fit, passing, *inter alia*, the ordinary resolution on the Proposed Renewal of the Share Buy-Back Authority under agenda 6 as special business set out in the Notice of the 14th AGM.

Enclosed in the Annual Report 2019 of our Company is a copy of the proxy form. If you are unable to attend and vote in person at the 14th AGM, you are entitled to appoint a proxy or proxies to vote on your behalf. In such event, the proxy form must be completed and deposited at the office of Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for the 14th AGM or any adjournment thereof. The lodgement of the proxy form will not preclude you from attending and voting in person at the 14th AGM should you subsequently wish to do so.

12. FURTHER INFORMATION

You are advised to refer to the enclosed appendix for further information.

Yours faithfully
for and on behalf of the Board of
MALAKOFF CORPORATION BERHAD

Datuk Haji Hasni Harun
Independent Non-Executive Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

Our Board has seen and approved this Statement and they collectively and individually accept full responsibility for the accuracy of the information contained in this Statement 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 Statement false or misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Level 12, Block 4, Plaza Sentral, Jalan Stesen Sentral 5, 50470 Kuala Lumpur, Malaysia during normal business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the forthcoming 14th AGM:

- (i) Constitution of our Company; and
- (ii) audited consolidated financial statements of our Company for the past 2 FYEs 31 December 2018 and 31 December 2019 respectively.

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