

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 your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Statement prior to its issuance as it is an exempt Statement pursuant to Practice Note 18 of Bursa Securities Main Market Listing Requirements. 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.



Connecting You To The Future

AMTEL HOLDINGS BERHAD

[Registration No. 199601037096 (409449-A)]
(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The resolution in respect of the Proposed Renewal of Share Buy-Back Authority will be tabled as Ordinary Resolution under Special Business at the Company’s Twenty-Sixth Annual General Meeting (“26th AGM”). The 26th AGM will be conducted virtually through live streaming from the broadcast venue at AHB Office, Board Room, Level 3, Wisma Amtel, No. 12, Jalan Pensyarah U1/28, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 24 May 2023 at 11.00 a.m., or at any adjournment thereof. The Notice convening the 26th AGM together with the Proxy Form are set out in the Company’s Annual Report 2022.

A member entitled to participate, speak and vote at the AGM is entitled to appoint up to two (2) proxies to participate, speak and vote on his/ her behalf. In such event, the completed and signed Proxy Form must be deposited at the office of the Poll Administrator, SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submit it via fax at 03-2094 9940 and/ or 03-2095 0292 or email to eservices@sshshb.com.my not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. The lodging of the Proxy Form shall not preclude you from participating, speaking and voting at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Monday, 22 May 2023 at 11.00 a.m.

Date and time of the AGM : Wednesday, 24 May 2023 at 11.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following terms and abbreviations shall apply throughout this Statement

Act	: Companies Act 2016
AGM	: Annual General Meeting
AHB or Company	: Amtel Holdings Berhad
AHB Group or Group	: AHB and its subsidiaries, collectively
Board	: The Board of Directors of AHB
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Director(s)	: The director(s) of AHB and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and Section 2(1) of the Act
EPS	: Earnings per share
FPE	: Financial period ended/ending, as the case may be
FYE	: Financial year ended/ending, as the case may be
LPD	: 3 March 2023, being the latest practicable date prior to the printing and despatch of this Statement
MMLR	: Main Market Listing Requirements of Bursa Securities
Market Day(s)	: Means a day on which the stock market of Bursa Securities is open for trading securities
NA	: Net assets
Share Buy-Back	: Proposed purchase by our Company of up to 10% of our own shares
Purchased Share(s)	: Shares purchased by our Company pursuant to the Share Buy-Back
Record of Depositors	: A record consisting of names of depositors established by Bursa Depository Sdn Bhd [Registration No. 198701006854 (165570-W)] under the Rules of Bursa Malaysia Depository Sdn Bhd
RM and sen	: Ringgit Malaysia and sen, respectively
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC	: Securities Commission Malaysia
Shares	: Ordinary Shares of AHB
Substantial Shareholder	: Has the meaning given in Section 136 of the Act

DEFINITIONS (CONT'D)

Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of the existing authority for the Share Buy-Back
Statement	:	This Statement to our shareholders dated 30 March 2023 pertaining to the Proposed Renewal of Share Buy-Back Authority
WAMP	:	Weighted average market price
Warrants	:	Warrants A of AHB (2021/2024)

All references to “our Company” or “AHB” in this Statement are to Amtel Holdings Berhad, references to “our Group” or “AHB Group” are to our Company and our consolidated subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, our consolidated subsidiaries.

All references to “you” or “your” in this Statement are to the shareholders of our Company.

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. Reference to persons shall include corporations.

All references to the time of day in this Statement are references to Malaysian time. Certain figures in this Statement have been subject to rounding adjustments.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK
--

TABLE OF CONTENTS

**STATEMENT TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
SHARE BUY-BACK AUTHORITY**

	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE SHARE BUY-BACK	2
3. RATIONALE FOR THE SHARE BUY-BACK	5
4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE SHARE BUY-BACK	5
5. EFFECTS OF THE SHARE BUY-BACK	6
6. APPROVALS REQUIRED	9
7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	9
8. BOARD OF DIRECTORS' RECOMMENDATION	9
9. 26TH AGM	9
APPENDIX I FURTHER INFORMATION	10



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

Registered Office:
Level 3, Wisma Amtel,
No. 12, Jalan Pensyarah
U1/28, Hicom Glenmarie
Industrial Park, 40150
Shah Alam, Selangor
Darul Ehsan

30 March 2023

Board of Directors

YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin (*Non-Independent Non-Executive Chairman*)
Dato' Koid Hun Kian (*Chief Executive Officer*)
Lim Hun Teik (*Executive Director*)
Koid Siang Loong (*Executive Director*)
Siow Hock Lee (*Independent Non-Executive Director*)
Ir. Chew Yook Boo (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the AGM held on 25 May 2022, we obtained your authorisation for the proposed purchase of up to 10% of the total number of issued shares of our Company.

The existing authority for Share Buy-Back is subject to annual renewal and shall lapse at the conclusion of our forthcoming AGM unless renewal is obtained.

On 20 March 2023, we announced that we propose to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be held on 24 May 2023.

The purpose of this Statement is to provide you with the details of the proposal, to set out the recommendation of the Board of Directors and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM as set out in the Notice of AGM.

SHAREHOLDERS OF AHB ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING 26TH AGM.

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

The Board proposes to seek renewal of the authorisation from our shareholders for us to purchase up to a maximum of 10% of the total number of our issued shares at any given point in time, if it deemed fit and expedient. Any purchase of our own shares by us will be made in accordance with the provisions of the Act, MMLR, our Company's Constitution and any prevailing laws, regulations, rules and guidelines of relevant authorities (as may be amended, revised, modified or re-enacted from time to time).

The salient information on the Share Buy-back are as follows:-

2.1 Quantum

The maximum number of Shares which may be purchased by us shall not exceed ten per centum (10%) of our total number of issued shares. For illustrative purpose, we may purchase up to 9,762,268 Shares representing approximately ten per centum (10%) of our total number of issued shares of 97,622,682 (including 2,000,000 treasury shares) as at the LPD.

2.2 Timeframe

The authority for the Share Buy-back will be effective immediately upon the passing of the ordinary resolution at our forthcoming AGM and shall continue to be in force until:-

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

whichever occurs first ("Authority Period").

The authority for the Share Buy-Back will allow the Board to exercise the power to purchase our own shares at any time during the Authority Period.

2.3 Sources of Funds

The Share Buy-back shall be made out of retained profits. We therefore propose to allocate an amount not exceeding our audited retained profits for the purpose of the Share Buy-back. Based on our latest audited financial statements as at 30 November 2022, the retained profits amounted to RM5,778,989. The funding for the Share Buy-Back is expected to come from internally generated fund.

The Share Buy-Back is not expected to have a material impact on our cash flow position. In addition, our Board will ensure that we satisfy the solvency test as stated in Section 112(2) of the Act before implementing the Share Buy-Back.

2.4 Pricing

Pursuant to Paragraph 12.17 of the MMLR, we may only purchase our shares at a price which is not more than 15% above WAMP for the 5 Market Days immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the MMLR, we may only resell or transfer any treasury shares on Bursa Securities at a price, which is:

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

2.5 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Board may deal with any of the Purchased Shares in the following manner:

- (i) to cancel the Purchased Shares;
- (ii) to retain the Purchased Shares as treasury shares; or
- (iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder of the shares.

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

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

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any other distribution and otherwise are suspended. In accordance with Section 127(9) of the Act, the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in our Company 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 meetings.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Purchased Shares or a combination of both, will be determined by the Board at the appropriate time.

Our Company will make an immediate announcement to Bursa Securities of any purchase or resale of the Shares and whether the Purchased Shares will be cancelled or retained as treasury shares or a combination of both.

2.6 Public shareholding spread of AHB

The Share Buy-Back will be carried out in accordance with the Prevailing Laws at the time of the purchase including compliance with the 25% shareholding spread requirements as set out in Paragraph 8.02(1) of the MMLR.

Based on the Record of Depositors of the Company as at the LPD, the public shareholding spread of our Company stood at 65,259,483 Shares, representing 66.85% of the total number of issued Shares.

The Board is mindful of the requirement that any purchase of the Shares by us must not result in our public shareholding spread falling below 25% of the total number of issued Shares.

2.7 Previous purchases, resale and cancellation of treasury shares

During the previous 12 months and up to the LPD, details of the repurchase of treasury shares was as follows:-

Date	No. of Shares purchased	Lowest price (RM/share)	Highest price (RM/share)	Average price (RM/share)	Total consideration paid (RM)
24 August 2022	2,000,000	0.64	0.66	0.65	1,305,290.00
Total	2,000,000				1,305,290.00

As at the LPD, the Company held 2,000,000 treasury shares. The Company has not resold or cancelled any of its treasury shares purchased during the financial year ended 30 November 2022.

2.8 Historical prices of the Shares

The monthly highest and lowest market prices of the Shares traded on Bursa Securities for the preceding 12 months from March 2022 to February 2023 are as follows:

	High	Low
	RM	RM
2022		
March	0.720	0.560
April	0.705	0.610
May	0.670	0.570
June	0.600	0.500
July	0.630	0.450
August	0.695	0.520
September	0.760	0.655
October	0.865	0.735
November	0.910	0.800
December	0.940	0.830
2023		
January	0.885	0.845
February	0.870	0.795

Source: Bloomberg

The last transacted price of the Shares on 3 March 2023, being the last practicable date prior to the printing of this Statement, was RM0.795

2.9 Implications relating to the Rules

As it is not intended for the Share Buy-Back to trigger the obligation to undertake a mandatory offer under Paragraph 4.01 of the Rules, by any of our substantial shareholders and/or parties acting in concert with them, the Board will ensure that such number of Shares are purchased, retained as treasury shares, cancelled or distributed such that the Share Buy-Back would not result in triggering any mandatory offer obligation on the part of our substantial shareholders and/or parties acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of the Shares pursuant to the Share Buy-Back.

3. RATIONALE OF THE SHARE BUY-BACK

The Share Buy-Back, if exercised, is expected to potentially benefit us and our shareholders as follows:

- (a) We would expect to enhance our EPS (in the event where the Directors resolve to cancel the Purchased Shares and/ or retain as treasury shares and the treasury shares are not subsequently resold), and thereby long-term and genuine investors may expect to benefit from the increase in value of their investments in the Shares;
- (b) If the Purchased Shares are kept as treasury shares, the Directors may have an opportunity to sell the Purchased Shares at a higher price and make exceptional gain. Alternatively, the Purchased Shares can be distributed as share dividends to our shareholders or transfer to employees under an employees' share scheme and serve as reward to our shareholders / employees; and
- (c) We may be able to stabilise the supply and demand of the Shares in the open market and thereby support our shares' fundamental value.

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

4.1 Potential advantages of the Share Buy-Back

- (i) The Share Buy-Back, if implemented, will allow us to take preventive measures against speculation which would in turn, help stabilise the market price of the Shares and hence, enhance investors' confidence.
- (ii) We would have the opportunity to realise potential capital gains if the Purchased Shares are resold at prices higher than the purchase prices and such proceeds may be subsequently utilised for working capital and investment opportunities that may arise in the future.
- (iii) The Purchased Shares (if retained as treasury shares) may serve as an alternative to reward our shareholders in the event we distribute the treasury shares as share dividends.

4.2 Potential disadvantages of the Share Buy-Back

- (i) It will reduce the immediate financial resources if the Share Buy-Back is implemented. However, our financial resources may recover or even increase if the Purchased Shares are held as treasury shares and resold in the market at higher prices.
- (ii) We may have to forego other investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds, such as deposit in interest bearing instruments.
- (iii) Our cash flow may be affected if we decide to utilise bank borrowings to finance the Share Buy-Back.

The Board does not expect the Share Buy-Back to result in any material disadvantage to us and our shareholders as it will be implemented only after taking into consideration that there is adequate cash flow to fund our Group's working capital requirements and/or dividends to be paid to our shareholders prior to allocating the available resources for the Share Buy-Back. As mentioned in **Section 2** of this Statement, the Board, in exercising any decision to purchase any Shares will be mindful of the interests of our Company, Group and shareholders in implementing the Share Buy-Back.

5. EFFECTS OF THE SHARE BUY-BACK

5.1 Issued share capital

The total number of issued shares of the Company as at LPD is 97,622,682 ordinary shares.

	Minimum Scenario * No. of AHB Shares	Maximum Scenario ** No. of AHB Shares
Total number of issued shares as at LPD	97,622,682 [#]	97,622,682 [#]
Shares to be issued arising from the full exercise of Warrants @	- 97,622,682	48,707,330 146,330,012
Maximum no. of ordinary shares to be purchased and cancelled pursuant to the Proposed Share Buy-Back	(9,762,268)	(14,633,001)
Resultant number of issued shares after the Proposed Share Buy-Back	<u>87,860,414</u>	<u>131,697,011</u>

Notes:

* Minimum scenario assumes that there is no exercise of Warrants outstanding as at LPD prior to the implementation of the Proposed Share Buy-back

** Maximum scenario assumes that all outstanding Warrants as at LPD is fully exercised prior to the implementation of the Proposed Share Buy-back.

The total number of issued shares is inclusive of the treasury shares held by the Company. As at LPD, the number of AHB Shares held as treasury shares is 2,000,000, none of which are cancelled.

@ Maximum scenario assumes that all outstanding Warrants are fully exercised prior to the implementation of the Proposed Share Buy-back.

The Proposed Share Buy-Back will have no effect on the total number of issued shares of the Company if the purchased shares are retained as treasury shares.

5.2 NA per Share and gearing

The effect of the Share Buy-Back on our NA per Share is dependent on factors such as the number of the Shares which we will buy-back, the purchase price of the Shares at the time of the buy-back, the treatment of the Purchased Shares and the funding cost, if any.

The Purchased Shares that are retained as treasury shares would decrease the consolidated NA by the acquisition cost of the treasury shares, as the treasury shares are required to be carried at cost and would be offset against the equity. The acquisition costs for future Purchased Shares are unknown at this juncture. If the treasury shares are subsequently cancelled or distributed as share dividends, there will be no additional effect on our consolidated NA.

In the event the Purchased Shares that are retained as treasury shares are resold in the open market on Bursa Securities, our consolidated NA will be affected by the resale value of the Shares. In the event the resale value is higher than the cost, there would be a net increase in our consolidated NA. On the contrary, in the event the cost is higher than the resale value, there would be a net decrease on the consolidated NA.

If the Purchased Shares are retained as treasury shares, cancelled and/or distributed as share dividends, our consolidated NA per Share will decrease if the purchase price of the Shares exceeds the consolidated NA per Share, and if the consolidated NA per Share exceeds the purchase price of the Shares, the consolidated NA per Share will increase.

5.3 EPS

The effects of the Share Buy-Back on our earnings are dependent on the purchase price of the Shares and the effective funding cost of such purchases or loss in interest income to our Group, if internally generated funds are utilised.

Furthermore, the Share Buy-Back, regardless if the Purchased Shares are maintained as treasury shares or cancelled, will result in a lower number of Shares being used for the purpose of computing the EPS. Hence, the Share Buy-Back will likely improve our EPS, which in turn is expected to have a positive influence on the market price of the Shares.

In the event the Purchased Shares which are retained as treasury shares and subsequently resold, the extent of the effect on our earnings will depend on the actual selling price, the number of treasury shares resold and the effective gain or loss, and the interest savings arising from the exercise.

5.4 Convertible securities / Warrants

As at LPD, the Company does not have any Outstanding Convertible Securities. Instead, it has 48,707,330 Warrants that give Warrant holders the right, but not obligation to buy a new Shares at the exercise price of RM0.65 for each Warrant.

5.5 Working capital

The Share Buy-Back will result in cash outflow and thereby reducing our working capital, the quantum of which is dependent on the purchase prices and the number of Shares repurchased and the funding costs, if any. Nevertheless, the Board will take into consideration, the interests of our Company and our shareholders as well as to assess our working capital requirements prior to the Share Buy-Back.

5.6 Dividends

The Share Buy-Back, if carried out, is not expected to have any material impact on the Board's decision on the payment of dividends. Nonetheless, if the Purchased Shares are retained as treasury shares, the treasury shares may be distributed as dividends to the shareholders if we so decide.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK
--

5.7 Substantial shareholder and Directors' shareholdings

For illustration purpose only, based on the Record of Depositors as at the LPD and assuming the repurchase of Shares by our Company pursuant to the Share Buy-Back is carried out in full, the proforma effects of such purchase on the shareholdings of our substantial shareholders and Directors are as follows:

	Shareholdings as at the LPD (a)				After the Proposed Renewal of Share Buy-Back Authority			
	Direct		Indirect		Minimum Scenario (b)		Maximum Scenario (c)	
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%
Substantial Shareholders								
Dato Koid Hun Kian	12,429,132	13.00	13,186,303	13.79	(d) 12,429,132	14.15	13,186,303	15.01
Simfoni Kilat Sdn Bhd	5,989,705	6.26	-	-	5,989,705	6.82	-	-
Koid Siang Loong	3,339,599	3.49	2,700,000	2.82	(e) 3,339,599	3.80	2,700,000	3.07
Directors								
YTM Tunku Dato Seri Kamel Bin Tunku Rijaludin	300,000	0.31	-	-	300,000	0.34	-	-
Dato Koid Hun Kian	12,429,132	13.00	13,186,303	13.79	12,429,132	14.15	13,186,303	15.01
Koid Siang Loong	3,339,599	3.49	7,280,250	7.61	(f) 3,339,599	3.80	7,280,250	8.29
Siow Hock Lee	97,999	0.10	1,221,499	1.28	(g) 97,999	0.11	1,221,499	1.39
Lim Hun Teik	183,000	0.19	-	-	183,000	0.21	-	-
Ir Chew Yook Boo	-	-	-	-	-	-	-	-

Notes:-

- Based on the total issued shares in AHB of 95,622,682 (excluding 2,000,000 treasury shares).
- Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and none of the outstanding Warrants have been exercised into new AHB Shares, a maximum of 9,762,268 Shares being the maximum number of Shares representing up to 10% of the total number of issued shares that may be bought back by the Company are bought back.
- Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the outstanding Warrants of 48,707,330 as at LPD have been exercised into new AHB Shares, a maximum of 14,633,001 Shares being the maximum number of Shares representing up to 10% of the total number of issued shares that may be bought back by the Company are bought back.
- Deemed interested by virtue of his equity interest in his spouse, Datin Tan Seow Eng and his Son, Mr Koid Siang Loong, pursuant to Section 59(1)(c) of the Act and deemed interested by virtue of his equity interest in Simfoni Kilat Sdn. Bhd. and Bai Yun Mountain Trading (M) Sdn. Bhd., pursuant to Section 8(4) of the Act.
- Deemed interested by virtue of his equity interest in Bai Yun Mountain Trading (M) Sdn. Bhd., pursuant to Section 8(4) of the Act.
- Deemed interested by virtue of his equity interest in his spouse, Madam Chow Teng Ting, pursuant to Section 59(1)(c) of the Act and deemed interested by virtue of his equity interest in Bai Yun Mountain Trading (M) Sdn. Bhd., pursuant to Section 8(4) of the Act.
- Deemed interested by virtue of his equity interest in his spouse, Madam Chen Bee Yoke, pursuant to Section 59(1)(c) of the Act and deemed interested by virtue of his equity interest.

6. APPROVALS REQUIRED

The Share Buy-Back is subject to and conditional upon our shareholders' approval at an AGM to be convened.

The Share Buy-Back is not conditional upon any other proposals undertaken or to be undertaken by our Company.

The voting on the resolution in relation to the Proposed Renewal of Share Buy-Back Authority at the AGM will be taken via poll to be validated by an independent scrutineer.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage of shareholdings in their capacities as shareholders of our Company as a result of the Share Buy-Back, none of the Directors and/or major shareholders of AHB and/or persons connected to them have any interests, whether direct or indirect, in the Share Buy-Back.

8. BOARD OF DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Share Buy-Back, including the rationale and the effects of the Share Buy-Back, is of the opinion that the proposal is in the best interest of our Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution in respect of the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

9. 26TH AGM

The 26th AGM, the notice of which is set out in the Annual Report 2022 of AHB, will be held on a fully virtual basis at the broadcast venue at AHB Office, Board Room, Level 3, Wisma Amtel, No 12, Jalan Pensyarah U1/28, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 24 May 2023 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing, *inter alia*, the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority under the agenda of special business as set out in the notice of the 26th AGM.

As a shareholder, you are entitled to participate and vote at our AGM. Should you be unable to participate in the AGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to be deposited at the office of SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, or submit it via fax at 03-2094 9940 and/ or 03-2095 0292 or email to eservices@sshsb.com.my not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. Your proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshsb.net.my/>. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting remotely at the AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

You are advised to refer the Appendix I for further information.

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

DATO' KOID HUN KIAN
Chief Executive Officer

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Registered Office at Level 3, Wisma Amtel, No 12, Jalan Pensyarah U1/28, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan during normal business hours (except public holidays) from the date of this Statement up to and including the date of the AGM:-

- i. The Constitution of AHB;
- ii. The audited consolidated financial statements of AHB for the past two (2) financial years ended 30 November 2021 and 30 November 2022

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK
