

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused Part A of this Statement in relation to the Proposed Renewal of Share Buy-Back Authority (as defined herein) prior to its issuance as it is an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Further, Bursa Securities has not perused Part B and Part C of this Circular in relation to the Proposed Renewal of Existing and New RRPT Mandate (as defined herein) and the Proposed Bonus Issue of Shares (as defined herein) respectively as QL Resources Berhad ("**QL**" or the "**Company**") has been selected by Bursa Securities as one of the eligible listed issuers under the Green Lane Policy.

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QL RESOURCES BERHAD

Registration No. 199701013419 (428915-X)
(Incorporated in Malaysia)

PART A

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

PART B

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

PART C

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE OF UP TO 1,216,828,569 NEW ORDINARY SHARES IN QL ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING ORDINARY SHARES IN QL HELD BY THE SHAREHOLDERS OF QL WHOSE NAMES APPEAR IN THE COMPANY'S RECORD OF DEPOSITORS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

Principal Adviser for Part C

UOB Kay Hian

UOB KAY HIAN SECURITIES (M) SDN. BHD.

Registration No. 199001003423 (194990-K)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The above proposals will be tabled as special businesses at the Company's 27th Annual General Meeting ("AGM") to be conducted virtually through live streaming from the Broadcast Venue at QL Training Hall, No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 August 2024 at 10.00 a.m. or at any adjournment thereof. Shareholders are to participate, communicate by posting questions to the Board of Directors of QL via real time submission of typed texts and vote remotely at the AGM using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tjih.online> Please follow the Procedures for RPV in the Administrative Guide.

The notice of AGM and Form of Proxy that are set out in the Company's Integrated Annual Report 2024 together with this Statement/Circular and Administrative Guide can be viewed and downloaded from the designated website link at <https://ql.com.my/investor-relations/announcements/>.

If you are unable to attend the AGM and wish to appoint a proxy instead, the appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tjih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online website.

Last date and time for lodging the Form of Proxy : Tuesday, 27 August 2024 at 10.00 a.m.

Date and time of the AGM : Thursday, 29 August 2024 at 10.00 a.m.

This Statement/Circular is dated 29 July 2024

DEFINITIONS

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

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Board	: The Board of Directors of QL
Bonus Share(s)	: New QL Share(s) to be issued pursuant to the Proposed Bonus Issue of Shares
Bursa Depository	: Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)]
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
CBG (L)	: CBG (L) Pte Ltd (Company No. LL13979), a company incorporated under the Labuan Companies Act 1990
CBG Foundation	: CBG (L) Foundation (Registration No. LAF00282), a foundation established under the Labuan Foundations Act 2010
Chia Brothers	: Consists of Chia Song Kun, Chia Song Kang, Chia Song Pou, Chia Song Swa, Chia Song Kooi, Cheah Yaw Song, Chia Song Phuan, Chia Teow Guan and Chia Cheong Soong
Circular	: This Circular to the shareholders of QL dated 29 July 2024
Code	: The Malaysian Code on Take-Overs and Mergers 2016 read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions, including any amendments that may be made from time to time
Director(s)	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and for purpose of the Proposed Renewal of Existing and New RRPT Mandate, the expression shall include 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 of QL, its subsidiary or holding company or a Chief Executive of QL, its subsidiary, or holding company
Entitled Shareholder(s)	: The shareholder(s) of QL whose name(s) appear in the Record of Depositors of the Company on the Entitlement Date pursuant to the Proposed Bonus Issue of Shares
Entitlement Date	: A date (to be determined and announced by the Board later) on which the names of the Entitled Shareholders must appear in the Record of Depositors of the Company in order to be entitled to the Bonus Shares pursuant to the Proposed Bonus Issue of Shares
EPS	: Earnings per Share
Farsathy	: Farsathy Holdings Sdn. Bhd. [Registration No. 198001008003 (61787-X)]

DEFINITIONS

FYE	:	Financial year ended/ending, as the case may be
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time
LPD	:	17 July 2024, being the latest practicable date prior to the printing of this Statement/Circular
Major Shareholder(s)	:	<p>A person who (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) has an interest or interests in one or more voting shares in the Company (or any other corporation which is its subsidiary or holding company) and the number or the 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 in shares” has the meaning given in Section 8 of the Act</p>
Market Day(s)	:	A day on which the stock market of Bursa Securities is open for trading in securities
NA	:	Net assets
Person(s) Connected	:	<p>In relation to a Director or Major Shareholder (referred to as “said Person”), means such person who falls under any one of the following categories:</p> <p>(a) a family* member of the said Person;</p> <p>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;</p> <p>(c) a partner† of the said Person;</p> <p>(d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;</p> <p>(e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;</p> <p>(f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</p> <p>(g) a body corporate which is a related corporation of the said Person</p>

* Means a person who is a spouse, parent, child (including an adopted child and stepchild), brother, sister and the spouse of the child (including an adopted child and stepchild), brother or sister

† In relation to a Director, Major Shareholder, or a person connected with the Director or Major Shareholder, means a person with whom the Director, Major Shareholder or person connected with the Director or Major Shareholder, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or a person with whom the Director, Major Shareholder or person connected with a Director or Major Shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.

DEFINITIONS

Proposed Bonus Issue of Shares	:	Proposed bonus issue of up to 1,216,828,569 Bonus Shares on the basis of 1 Bonus Share for every 2 existing QL Shares held on the Entitlement Date
Proposed Renewal of Existing and New RRPT Mandate	:	Proposed renewal of existing shareholders' mandate for RRPT and new shareholders' mandate for additional RRPT
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal for the Company to purchase its own Shares of up to 10% of the total number of issued shares
Proposed Share Buy-Back	:	Proposed purchase by the Company of its own shares in accordance with Section 127 of the Act and the requirements of Bursa Securities and/or any other relevant authority
QL or the Company	:	QL Resources Berhad [Registration No. 199701013419 (428915-X)]
QL AgriFoods Group	:	QL AgriFoods Sdn. Bhd. (formerly known as QL Feedingstuffs Sdn. Bhd.) [Registration No. 198501014911 (147366-A)] group of companies as listed in Note 34 of the Financial Statements in the Company's Integrated Annual Report 2024
QL Group or Group	:	QL and its subsidiaries collectively
QL Marine Foods Group	:	QL Marine Foods Sdn. Bhd. (formerly known as QL Fishery Sdn. Bhd.) [Registration No. 199301005096 (259833-H)] group of companies as listed in Note 34 of the Financial Statements in the Company's Integrated Annual Report 2024
QL Oil Group	:	QL Oil Sdn. Bhd. [Registration No. 198001000098 (53881-H)] group of companies as listed in Note 34 of the Financial Statements in the Company's Integrated Annual Report 2024
QL Share(s) or Share(s)	:	Ordinary Share(s) in QL
Record of Depositors	:	A record of securities holders established by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
Related Party/Parties	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
RM and sen	:	Ringgit Malaysia and sen respectively
RRPT	:	A related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of a listed issuer or its subsidiaries
RT	:	Ruby Technique Sdn. Bhd. [Registration No. 199601033331 (405683-X)]
Statement	:	Share Buy-back Statement in relation to the Proposed Renewal of Share Buy-Back Authority dated 29 July 2024
Treasury Share(s)	:	Shares purchased by the Company, which are retained as treasury shares

DEFINITIONS

UOBKH or the Principal Adviser : UOB Kay Hian Securities (M) Sdn. Bhd. [Registration No. 199001003423 (194990-K)]

VWAP : Volume weighted average market price

References to “we”, “us”, “our” and “ourselves” are to our Company, and where the context otherwise requires, our subsidiaries. All references to “you” are to our shareholders.

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

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

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

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

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PART A

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



QL RESOURCES BERHAD
Registration No. 199701013419 (428915-X)
(Incorporated in Malaysia)

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

1. INTRODUCTION

At the AGM held on 30 August 2023, the Company obtained shareholders' mandate on the Proposed Renewal of Share Buy-Back Authority. The aforesaid mandate will expire at the conclusion of the forthcoming AGM which will be conducted virtually through live streaming on Thursday, 29 August 2024 unless renewal is obtained.

On 10 July 2024, the Board announced the Company's intention to seek shareholders' approval for the Proposed Renewal of Share Buy-Back Authority.

The purpose of this Statement is to provide you with the details and information of the Proposed Renewal of Share Buy-Back Authority, to set out the recommendation made by the Board and to seek your approval for the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the Company's forthcoming AGM or at any adjournment thereof.

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

The Board seeks your approval to purchase QL Shares, from time to time provided that the aggregate number of Shares purchased and/or retained as Treasury Shares shall not exceed 10% of the total number of issued shares of the Company at the time of purchase.

The Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the power to purchase QL's own Shares at any time within the mandate period using internally generated funds of the Company and/or borrowings. The actual number of Shares to be purchased, the total amount of funds to be utilised as well as the timing of the Proposed Share Buy-Back will depend on, amongst others, market conditions, the availability of the retained profits and the financial resources available to QL Group as well as Bursa Securities' requirement to maintain the minimum shareholding spread and minimum share capital.

The mandate for the Proposed Share Buy-Back will be effective immediately upon passing of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM, and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the retained profits of the Company. The retained profits of the Company based on the audited financial statements for the FYE 31 March 2024 is RM548,763,000.

The Proposed Share Buy-Back is likely to reduce the working capital and cash flow of the Company, the quantum of which depends on the purchase price and the actual number of Shares purchased. However, the Proposed Share Buy-Back is not expected to have a material effect on the working capital and cash flow of QL Group.

The Company may only purchase its own Shares on Bursa Securities at a price which is not more than 15% above the VWAP for the Shares for the 5 Market Days immediately before the purchase.

The Treasury Shares arising from the Proposed Share Buy-Back can be resold or transferred at:

- (a) a price not less than the VWAP for the Shares for the 5 Market Days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the VWAP for the Shares for 5 Market Days immediately before the resale or transfer provided that:
 - (i) the resale or transfer takes place not earlier than 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.

The aforesaid Treasury Shares shall not be entitled to any of the rights attached to the existing Shares of the Company as to voting, dividends and participation in other distribution or otherwise, are suspended and shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of the Company's Constitution or the Listing Requirements on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at a meeting.

Notwithstanding the above, the Company may:

- (a) cancel all or part of the Shares so purchased;
- (b) retain all or part of the Shares so purchased as Treasury Shares;
- (c) distribute the Treasury Shares as share dividends to the Company's shareholders for the time being;
- (d) transfer the Treasury Shares, or any part thereof as purchase consideration and/or for the purposes of or under an employees' share scheme;
- (e) resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- (f) sell, transfer or otherwise use the Treasury Shares for such other purpose pursuant to Section 127 of the Act.

The decision of the Board on the above options will be made at an appropriate time. An immediate announcement will be made to Bursa Securities as and when any purchase, cancellation and/or resale or transfer of QL Shares are executed.

2.1 Risk Assessment of the Proposed Share Buy-Back

The Proposed Share Buy-Back, if implemented will reduce the financial resources of the Group and may result in the Group forgoing better investment opportunities that may emerge in the future or, at the least, deprive the Company and the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back.

The Proposed Share Buy-Back may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase the Shares. In the event that the Proposed Share Buy-Back is funded by bank borrowings, the Company's net cash flow may decline to the extent of the interest costs associated with such borrowings. However, if the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back, it will ensure that it has sufficient financial capability to repay the bank borrowings and interest expense as well as ensure that the bank borrowings will not have a material impact on the cash flows or earnings of the Company.

In any event, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back.

Nevertheless, the abovementioned disadvantages shall be mitigated by the prospect that the financial resources of the Group may increase, if the Treasury Shares are resold at prices higher than the purchase price.

2.2 Directors and Major Shareholders' shareholdings

Based on the Record of Depositors of QL issued by Bursa Depository as at 28 June 2024, the shareholdings of the Directors and Major Shareholders of QL are as follows:

Name/Company	Shareholding as at 28 June 2024 ⁽¹⁾				After the Proposed Share Buy-Back ⁽²⁾			
	Number of Shares ('000)				Number of Shares ('000)			
	Direct	%	Indirect	%	Direct	%	Indirect	%
<u>Major Shareholders</u>								
CBG (L)	979,596	40.25	-	-	979,596	44.72	-	-
Farsathy	281,632	11.57	-	-	281,632	12.86	-	-
CBG Foundation	-	-	979,596 ^a	40.25	-	-	979,596 ^a	44.72
<u>Major Shareholder and Director</u>								
Chia Song Kun	1,316	0.05	1,001,896 ^b	41.17	1,316	0.06	1,001,896 ^b	45.74
Chia Seong Pow	3,540	0.15	291,957 ^d	12.00	3,540	0.16	291,957 ^d	13.33
Chia Seong Fatt	390	0.02	288,808 ^d	11.87	390	0.02	288,808 ^d	13.19
<u>Directors</u>								
Chia Song Kooi	1,730	0.07	4,728 ^c	0.19	1,730	0.08	4,728 ^c	0.22
Chia Song Swa	1,106	0.05	4,547 ^c	0.19	1,106	0.05	4,547 ^c	0.21
Chia Mak Hooi	4,134	0.17	714 ^e	0.03	4,134	0.19	714 ^e	0.03
Cheah Juw Teck	4,138	0.17	2,898 ^c	0.12	4,138	0.19	2,898 ^c	0.13
Chia Lik Khai	2,802	0.12	285 ^e	0.01	2,802	0.13	285 ^e	0.01
Kow Poh Gek	-	-	14 ^f	*	-	-	14 ^f	*
Low Teng Lum	7	*	141 ^e	0.01	7	*	141 ^e	0.01

The other Directors, Datin Paduka Setia Dato' Dr. Aini Binti Ideris, Chan Wai Yen, Cynthia Toh Mei Lee and Wee Beng Chuan do not have any interests in the ordinary shares of the Company as at 28 June 2024.

Notes:

- * *Negligible.*
- (1) *The percentage shareholding is calculated based on 2,433,657,139 Shares in circulation.*
- (2) *The percentage shareholding is calculated based on 2,190,291,426 Shares in circulation assuming a maximum of 243,365,713 Shares are purchased and cancelled pursuant to the Proposed Share Buy-Back and that the Shares are purchased from shareholders other than QL's Major Shareholders.*
- a *Deemed interested via its direct interest in CBG (L) pursuant to Section 8 of the Act.*
- b *Deemed interested via his and his spouse's interest in CBG Foundation, the holding company of CBG (L), Song Bak Holdings Sdn. Bhd., his and his spouse's indirect interest in RT and Pelita Global Sdn. Bhd. ("PG") as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.*
- c *Spouse's and child's/children's shares in QL.*
- d *Deemed interested via his and his spouse's beneficial interest in Farsathy, his and his spouse's indirect interest in RT and PG as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.*
- e *Spouse's shares in QL.*
- f *Child's shares in QL.*

2.3 Public Shareholding Spread

As at 28 June 2024, the public shareholding spread of the Company is 42.30%. The public shareholding spread is expected to be reduced to 35.88% assuming the Proposed Share Buy-Back is implemented in full and all the Shares so purchased are cancelled. However, the Company will ensure that the public shareholding spread of at least 25% is maintained.

2.4 Implication on the Code

QL does not intend to exercise the Proposed Share Buy-Back such that it will trigger any obligation to undertake a mandatory offer pursuant to the Code. However, in the event an obligation to undertake a mandatory offer is to arise with respect to any parties resulting from the Proposed Share Buy-Back, the relevant parties shall make the necessary application to the Securities Commission Malaysia for an exemption to undertake a mandatory offer pursuant to the Code prior to any buy back of Shares.

2.5 Purchases of QL Shares, resale of Treasury Shares and cancellation of Shares in the previous 12 months

The Company has not purchased its own Shares in the 12 months preceding the date of this Statement. Hence, there is no resale or cancellation of Treasury Shares as to date.

2.6 Share price

The monthly highest and lowest transacted market prices of QL Shares as traded on Bursa Securities for the past 12 months from July 2023 to June 2024, are as follows:-

	High RM	Low RM
2023		
July	5.43	5.19
August	5.48	5.28
September	5.57	5.31
October	5.61	5.31
November	5.77	5.35
December	5.80	5.42
2024		
January	5.89	5.63
February	5.95	5.67
March	6.00	5.78
April	6.57	5.88
May	6.64	6.30
June	6.53	6.21

(Source: Bloomberg)

The last transacted price of QL Shares based on the LPD was RM6.76.

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

The rationale for and the benefits of the Proposed Share Buy-Back if exercised are as follows:

- (a) as a possible measure to assist towards stabilising the supply and demand for QL Shares on Bursa Securities, which in turn is expected to foster investors' confidence;
- (b) if the purchased Shares are subsequently cancelled, this may increase the consolidated earnings per share of QL Group, which may have a positive impact on QL's share price;
- (c) if the Treasury Shares are sold at prices higher than the purchase prices, potential gains may be realised and consequently increase QL's working capital and NA; and
- (d) as a mechanism to reward shareholders in the event that the Treasury Shares are distributed as share dividend.

The Proposed Share Buy-Back is not expected to cause any potential material disadvantage to the Company and its shareholders as it will be exercised only after in-depth consideration of the financial resources of the QL Group and of the consequential impact on its shareholders' interest. The Board will be mindful of the Company and its shareholders' interests in exercising the Proposed Share Buy-Back.

4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

4.1 Share Capital

The effects of the Proposed Share Buy-Back on the total number of issued shares of the Company are set out in the table below.

Description	No. of Shares	RM
Total number of issued shares as at 28 June 2024	2,433,657,139	620,024,896
Less: <i>Maximum number of Shares that may be purchased and cancelled pursuant to the Proposed Share Buy-Back</i>	<i>(243,365,713)*</i>	<i>(62,002,489)*</i>
Resultant total number of issued shares	2,190,291,426	558,022,407

Note:

* *For illustration purposes and assuming all shares purchased are cancelled. Notwithstanding the above, the Proposed Share Buy-Back will not have any effect on the total number of issued shares of the Company if the Shares so purchased are retained as treasury shares and subsequently re-sold, distributed to the shareholders or transferred in the manner as stated herein.*

4.2 NA and NA per Share

The Proposed Share Buy-Back is likely to reduce the NA per Share of the Company and the Group if the purchase price exceeds the audited NA per Share of the Group at the time of purchase and will increase the NA per Share of the Group if the purchase price is less than the audited NA per Share of the Group at the time of purchase.

For Shares so purchased which are retained as Treasury Shares, the NA of the Group will increase upon the resale of these Shares, assuming that a gain has been realised. Nevertheless, the quantum of the increase in NA will depend on the actual selling price of the Treasury Shares and the number of the said Shares being resold.

4.3 Earnings and EPS

The EPS of the Group may increase depending on the number of Shares purchased and purchase prices of the Shares. Similarly, based on the assumption that the Shares so purchased are treated as Treasury Shares, the extent of the effect on the earnings of the Group will depend on the actual selling price, the number of Treasury Shares resold and the effective gain or interest savings arising.

5. CONDITIONS TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority is conditional upon approval being obtained from the shareholders of the Company at the forthcoming AGM and the approval of the Proposed Renewal of Share Buy-Back Authority is subject to annual renewal.

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

Save for the proportionate increase in the percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and/or Major Shareholders of the Company and/or Person Connected with them has any interests, either direct or indirect, in the Proposed Share Buy-Back.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, are of the opinion that the said proposal is in the best interests of the Company and its shareholders. Accordingly, they recommend that you vote in favour of the resolution to be tabled as a special business at the forthcoming AGM.

8. AGM

The Proposed Renewal of Share Buy-Back Authority will be tabled as a special business at the 27th AGM to be conducted virtually through live streaming from the Broadcast Venue at QL Training Hall, No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 August 2024 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the resolutions as set out in the Notice of AGM in the Company's Integrated Annual Report 2024, which can be viewed and downloaded from the designated website link at <https://ql.com.my/investor-relations/announcements/> together with this Statement/Circular and Administrative Guide.

If you are unable to attend the AGM and wish to appoint a proxy instead, the appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online website.

9. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** as set out in this Statement/Circular for further information.

Yours faithfully,
For and on behalf of the Board
QL RESOURCES BERHAD

CHIA SONG KOOI
Group Chief Executive Officer

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE**



QL RESOURCES BERHAD
Registration No. 199701013419 (428915-X)
(Incorporated in Malaysia)

Registered Office

No. 16A, Jalan Astaka U8/83
Bukit Jelutong
40150 Shah Alam
Selangor Darul Ehsan

29 July 2024

Board of Directors:

Chia Song Kun	<i>(Executive Chairman)</i>
Chia Song Kooi	<i>(Group Chief Executive Officer)</i>
Cheah Juw Teck	<i>(Executive Director)</i>
Chia Lik Khai	<i>(Executive Director)</i>
Chia Seong Fatt	<i>(Executive Director)</i>
Low Teng Lum	<i>(Senior Independent Non-Executive Director)</i>
Datin Paduka Setia Dato' Dr. Aini Binti Ideris	<i>(Independent Non-Executive Director)</i>
Kow Poh Gek	<i>(Independent Non-Executive Director)</i>
Chan Wai Yen, Millie	<i>(Independent Non-Executive Director)</i>
Cynthia Toh Mei Lee	<i>(Independent Non-Executive Director)</i>
Wee Beng Chuan	<i>(Independent Non-Executive Director)</i>
Chia Seong Pow	<i>(Alternate Director to Chia Seong Fatt)</i>
Chia Mak Hooi	<i>(Alternate Director to Chia Lik Khai)</i>
Chia Song Swa	<i>(Alternate Director to Cheah Juw Teck)</i>

To: The shareholders of the Company

Dear Sir / Madam,

PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

The purpose of this Circular is to provide you with details of the Proposed Renewal of Existing and New RRPT Mandate and to seek your approval for the resolution pertaining to the same to be tabled at the forthcoming AGM.

PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

1. INTRODUCTION

At the AGM held on 30 August 2023, the Company obtained shareholders' mandate on the existing and new RRPT. The aforesaid mandate will expire at the conclusion of the forthcoming AGM which will be conducted virtually through live streaming on Thursday, 29 August 2024 unless approval for its renewal is obtained.

On 10 July 2024, the Board announced the Company's intention to seek shareholders' approval for the Proposed Renewal of Existing and New RRPT Mandate.

The purpose of this Circular is to provide you with the relevant details of the Proposed Renewal of Existing and New RRPT Mandate and to seek your approval for the resolution pertaining to the Proposed Renewal of Existing and New RRPT Mandate to be tabled at the Company's forthcoming AGM or at any adjournment thereof.

2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

2.1 Introduction

QL is an investment holding company while its subsidiaries are mainly involved in businesses and activities relating to marine products manufacturing, integrated livestock farming, palm oil and clean energy as well as convenience store chain. The principal activities of the subsidiaries are set out in Note 34 of the Financial Statements in the Company's Integrated Annual Report 2024.

Under Paragraph 10.09(2) of the Listing Requirements, the Company may seek shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which 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 the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) issuing of circular to shareholders;
- (d) in a meeting to obtain shareholder mandate, the relevant related party must comply with the following requirements:
 - (i) a related party with any interest, direct or indirect ("**interested related party**"), must not vote on the resolution in respect of the RRPT;
 - (ii) an interested related party who is a director or major shareholder, must ensure that persons connected with them abstain from voting on the resolution in respect of the RRPT; and
 - (iii) where the interested related party is a person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution in respect of the RRPT.
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, 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.

In this respect, any authority conferred by the Proposed Renewal of Existing and New RRPT Mandate will take effect from the date of passing of the ordinary resolution at the forthcoming AGM and shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which such mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company 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 resolution passed by the shareholders in a general meeting,

whichever is the earlier.

2.2 Classes of Related Parties/transacting parties

The Proposed Renewal of Existing and New RRPT Mandate will apply to the following Related Parties/transacting parties:

- (i) Sin Teow Fatt Trading Company is a sole proprietorship dealing with marine products, sundry goods and ice, and it is owned by Cheah Yaw Song.
- (ii) Fusipim Sdn. Bhd. ("**Fusipim**") is a company involved in manufacturing of frozen fish-based products, other frozen food and culinary products and wholly-owned by Eng Family Holding Sdn. Bhd. ("**EFH**"). Chia Kah Chuan ("**KChuan**") and her spouse, Eng Seng Poo ("**ESpoo**") as well as their children are the Directors of Fusipim. KChuan and ESPOO are the Major Shareholders of Fusipim by virtue of their deemed interests in EFH.
- (iii) Cheah Joo Kiang Enterprise is a sole proprietorship engaged in the trading of fish ball and owned by Cheah Joo Kiang.
- (iv) Keang Huat Trading Sdn. Bhd. ("**KHT**") is a trading company of all kinds of hardware, marine engines, fishing and other related activities. PK Chua Resources Sdn. Bhd. ("**PKC**") is a Major Shareholder of KHT. Chua Lee Guan is a Director and Major Shareholder of KHT by virtue of his deemed interests in PKC.
- (v) Perikanan Sri Tanjung Sdn. Bhd. ("**PST**") is a company engaged in manufacturing, trading and processing of deep-sea fish, diesel and provision of transportation services. Chua Lee Guan is a Director and Major Shareholder of PST.
- (vi) Timurikan Trengganu Marine Products Sdn. Bhd. ("**TTMP**") is a company engaged in marine products manufacturing, trading of edible fishes, frozen fishes and other aquatic animals. Chua Lee Guan is a Director of TTMP. He and his brother, Chua Lee Swee are shareholders of TTMP with a total shareholding of 12%.
- (vii) M.B. Agriculture (Sabah) Sdn. Bhd. ("**MB (Sabah)**") is engaged in livestock farming and is 77.67% and 22.33% owned by Imbangan Lestari Sdn. Bhd. ("**Imbangan**") and Farsathy respectively. Chia Song Kooi, Chia Seong Fatt and Chia Song Pou are the Directors of MB (Sabah).
- (viii) Arena Dijaya Sdn. Bhd. ("**Arena**") is engaged in livestock farming and is 77.67% and 22.33% owned by Imbangan and Farsathy respectively. Chia Song Kooi and Chia Seong Fatt are the Directors of Arena.
- (ix) M.B. Agriculture (Sandakan) Sdn. Bhd. ("**MB (Sandakan)**") is engaged in livestock farming and is 77.67% and 22.33% owned by Imbangan and Farsathy respectively. Chia Song Kooi and Chia Seong Fatt are the Directors of MB (Sandakan).

- (x) E Koon Trading is a sole proprietorship engaged in wholesale of metal, kitchenware, glass and plastic and owned by Cheah Jui Koon. Cheah Jui Koon had transferred his ownership to his son in January 2023.
- (xi) Perikanan Hap Huat Sdn. Bhd. (“**PHH**”) is a wholesaler and engaged in trading of frozen edible fishes and other aquatic animals. Chua Lee Guan is a Director and Major Shareholder of PHH.
- (xii) Highglobal Properties Sdn. Bhd. (“**HP**”) is engaged in the cultivation of oil palm, sales of fresh fruit bunches, sales of gravel and rearing of swiftlets. It is 33% owned by MB (Sandakan), which in turn is 77.67% and 22.33% owned by Imbangan and Farsathy respectively. Chia Seong Fatt is a Director of HP.
- (xiii) Total Icon Sdn. Bhd. (“**TI**”) is engaged in sales of fresh fruit bunches and rearing of swiftlets. Chia Seong Fatt, Chia Lik Khai and Chia Seong Pow are Major Shareholders of TI with a total shareholding of 40% in TI.
- (xiv) Timurikan Trengganu Sdn. Bhd. (“**TT**”) is a company engaged in deep sea fishing. Chua Lee Guan is a Director of TT. He and his brother, Chua Lee Swee are shareholders of TT with a total shareholding of 13.5%.
- (xv) Credential Development Sdn. Bhd. (“**CD**”) is an investment holding company and a wholly-owned subsidiary of CBG Holdings Sdn. Bhd. (“**CBG**”). Chia Song Swa, Chia Mak Hooi and Chia Song Phuan are the Directors of CD. Whereas, Chia Song Kun is a Major Shareholder of CD by virtue of his deemed interests in CBG.
- (xvi) Amazing Synergy Realty Sdn. Bhd. (“**ASR**”) is engaged in property investment holding and palm oil cultivation. Chia Seong Fatt and Chia Seong Pow are Directors and Major Shareholders of ASR.
- (xvii) Farsathy is an investment holding company and a Major Shareholder of QL. Chia Seong Fatt and Chia Seong Pow are Directors and beneficial shareholders of Farsathy.

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2.3 Relationship of the Related Parties/transacting parties as set out in Section 2.2 above with the Related Parties of QL Group and Persons Connected to them

Transacting parties	Related Parties of QL Group and Persons Connected to them	Remark
<p>QL Marine Foods Group and the following companies:-</p> <ul style="list-style-type: none"> • Sin Teow Fatt Trading Company • Fusipim Sdn. Bhd. • Cheah Joo Kiang Enterprise • M.B. Agriculture (Sandakan) Sdn. Bhd. • Credential Development Sdn. Bhd. • Keang Huat Trading Sdn. Bhd. • Perikanan Sri Tanjung Sdn. Bhd. • Timurikan Trengganu Marine Products Sdn. Bhd. • Perikanan Hap Huat Sdn. Bhd. • Timurikan Trengganu Sdn. Bhd. • E Koon Trading⁽²⁾ 	<p>Interested Directors and/or Major Shareholders of QL Marine Foods Group:-</p> <ul style="list-style-type: none"> • Chia Song Kun (“SKun”)^{(i)(vi)(vii)} • Chia Song Kooi (“SKooi”)^{(ii)(vi)(vii)} • Cheah Juw Teck (“JTeck”)⁽ⁱⁱⁱ⁾ • Chia Song Phuan (“SPhuan”)^{(iv)(vi)(vii)} • Cheah Yaw Song (“YSong”)^{(iv)(vi)(vii)} • Chia Song Pou (“SPou”)^{(iv)(vi)(vii)} • Chia Song Kang (“SKang”)^{(iv)(vi)(vii)} • Chia Seong Fatt (“SFatt”)^{(v)(viii)} • Chia Seong Pow (“SPow”)^{(v)(viii)} • CBG (L)^(vi) • CBG Foundation^(vii) • Farsathy^{(viii)(ix)} • Chua Lee Guan (“CLG”)^(xvii) • Keang Huat Trading Sdn. Bhd. (“KHT”)^(xviii) <p>Persons Connected to the above:-</p> <ul style="list-style-type: none"> • Chia Teow Guan (“TGuan”)^{(iv)(vi)(vii)} • Chia Suan Hooi (“SHooi”)^{(vii)(xxiii)} • Sim Ahi Yok (“AYok”)^{(viii)(xxii)} • Koh Kwee Choo (“KChoo”)^{(viii)(xxii)} • Chia Kah Chuan^(x) • Eng Seng Poo^(x) • Cheah Joo Kiang^(xi) • Chia Song Swa (“SSwa”)^{(vi)(vii)(xii)} • Imbangan Lestari Sdn. Bhd.^(xiii) • CBG Holdings Sdn. Bhd.^(xiv) • Chia Bak Lang^{(vii)(xxi)(xxiii)} • Chia Cheong Soong^(vii) • Chia Chong Lang^{(viii)(xxiii)} • PK Chua Resources Sdn. Bhd. (“PKC”)^(xix) • Chua Lee Swee^(xx) 	<p>(i) SKun is the Executive Chairman and Major Shareholder of QL with total shareholding of 41.22% in QL. He is also a Director of QL Marine Foods Sdn. Bhd., QL AgriFoods Sdn. Bhd. and QL Oil Group. He has deemed interests in these group of companies by virtue of his interests in QL. He is also a member of the Chia Brothers and brother-in-law of SFatt and SPow.</p> <p>(ii) SKooi is the Group Chief Executive Officer and shareholder of QL. He is also a Director of certain subsidiaries of QL Marine Foods Group, QL AgriFoods Group and QL Oil Group as well as a member of the Chia Brothers.</p> <p>(iii) JTeck is an Executive Director and shareholder of QL as well as a Director of certain subsidiaries of QL Marine Foods Group. He is YSong’s son.</p> <p>(iv) SPhuan, YSong, SPou and SKang are Directors of certain subsidiaries in QL Marine Foods Group, shareholders of QL and members of the Chia Brothers. Whereas, TGuan is a shareholder of QL, member of the Chia Brothers and Chia Mak Hooi’s father.</p> <p>(v) SFatt and SPow are siblings, and they are Directors and Major Shareholders of QL with total shareholding of 11.88% and 12.14% respectively. SFatt is also a Director of certain subsidiaries of QL AgriFoods Group and QL Oil Group whilst SPow is a Director of certain subsidiaries of QL Marine Foods Group and QL AgriFoods Group.</p> <p>(vi) CBG (L) is a Major Shareholder of QL with total shareholding of 40.25% in QL. It is a body corporate that is accustomed or under an obligation, formal or informal, to act in accordance with the directions, instructions or wishes of the beneficiaries of CBG Foundation. The entire shareholdings in CBG (L) are held by CBG Foundation. The Directors of CBG (L) are SKun, SKang, SPou, SKooi, YSong, SPhuan, SSwa, TGuan and Chia Mak Hooi.</p> <p>(vii) CBG Foundation is a Major Shareholder of QL by virtue of its deemed interest in CBG (L). CBG Foundation and CBG (L) are body corporates who are accustomed or under an obligation, formal or informal, to act in accordance with the directions, instructions or wishes of the beneficiaries and council members of CBG Foundation. The council members and beneficiaries of CBG Foundation are SKun, SKooi, SPhuan, YSong, SPou, SKang, SSwa, TGuan and Chia Cheong Soong whilst the other beneficiaries of CBG Foundation are Chia Bak Lang and Chia Mak Hooi.</p>

Transacting parties	Related Parties of QL Group and Persons Connected to them	Remark
<p>QL AgriFoods Group and the following companies:-</p> <ul style="list-style-type: none"> • M.B. Agriculture (Sabah) Sdn. Bhd. • Arena Dijaya Sdn. Bhd. • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. 	<p>Interested Directors and/or Major Shareholders of QL AgriFoods Group:-</p> <ul style="list-style-type: none"> • SKun • SKooi • SFatt • SPow • SSwa • CBG (L) • CBG Foundation • Farsathy <p>Persons Connected to the above:-</p> <ul style="list-style-type: none"> • YSong • SPhuan • SKang • TGuang • SHooi • AYok • KChoo • Imbangan Lestari Sdn. Bhd. • M.B. Agriculture (Sandakan) Sdn. Bhd. • SPou • Chia Lik Khai (“LKhai”)^(xv) • Chia Bak Lang • Chia Cheong Soong • Chia Chong Lang 	<p>(viii) Farsathy is a Major Shareholder of QL with shareholding of 11.57%. It is a body corporate in which SPow and SFatt are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in Farsathy. SPow, SFatt and SHooi are the Directors and beneficial shareholders of Farsathy whilst the other beneficial shareholders of Farsathy are, Chia Chong Lang, AYok, Chia Chw Pew, KChoo, Chia Chew Seng, Chia Chiew Yang and Chia Chew Ngee.</p> <p>(ix) The entire shareholdings in Farsathy are held by Kensington Trust Malaysia Berhad (“KTM”) as trustee of Chia Ser Teik trust, a trust company registered under the Trust Companies Act, 1949 on trust for the beneficiaries of a family trust. Although KTM has an interest in the voting rights of Farsathy, it does not have economic or beneficial interest in the said voting rights, and as such interest is held solely for the benefits of the beneficiaries under the family’s trust.</p> <p>(x) Chia Kah Chuan is Chia Brothers’ sibling. Eng Seng Poo is Chia Kah Chuan’s spouse and brother-in-law of the Chia Brothers.</p> <p>(xi) Cheah Joo Kiang is JTeck’s brother and YSong’s son.</p> <p>(xii) SSwa is a Director and shareholder of QL. He is also a Director of certain subsidiaries of QL AgriFoods Group and Credential Development Sdn. Bhd. as well as a member of the Chia Brothers.</p> <p>(xiii) Imbangan Lestari Sdn. Bhd. is a wholly-owned subsidiary of CBG Foundation.</p> <p>(xiv) CBG Holdings Sdn. Bhd. is a body corporate in which SKun and his spouse are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares.</p>

Transacting parties	Related Parties of QL Group and Persons Connected to them	Remark
<p>QL Oil Group and the following companies:-</p> <ul style="list-style-type: none"> • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. • Amazing Synergy Realty Sdn. Bhd. • Farsathy 	<p>Interested Directors and/or Major Shareholders of QL Oil Group:-</p> <ul style="list-style-type: none"> • SKun • SKooi • SFatt • SPow • CBG (L) • CBG Foundation • Farsathy • LKhai • Liu Sin <p>Persons Connected to the above:-</p> <ul style="list-style-type: none"> • SSwa • YSong • SPhuan • SKang • TGuan • SHooi • AYok • KChoo • Imbangan Lestari Sdn. Bhd. • M.B. Agriculture (Sandakan) Sdn. Bhd. • Chia Bak Lang • Chia Cheong Soong • Chia Chong Lang 	<p>(xv) LKhai is an Executive Director and shareholder of QL. He is also a Director of certain subsidiaries of QL Marine Foods Group and QL Oil Group. He is SKun and Chia Bak Lang's son.</p> <p>(xvi) Liu Sin is a Director of certain subsidiaries of QL Oil Group and a shareholder of QL. He is also the brother-in-law of SFatt and SPow.</p> <p>(xvii) CLG is a Director of QL Endau Marine Products Sdn. Bhd. ("EMP") and QL Endau Fishmeal Sdn. Bhd., subsidiaries of QL Marine Foods Group. He is one of the Major Shareholders of EMP with total shareholding of 12.32% in EMP by virtue of his direct and indirect interests in KHT as well as a Major Shareholder of KHT by virtue of his deemed interests in PKC.</p> <p>(xviii) KHT is one of the Major Shareholders of EMP with shareholding of 10.88% in EMP.</p> <p>(xix) PKC is a Major Shareholder of KHT and a body corporate in which CLG is entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in PKC.</p> <p>(xx) Chua Lee Swee is CLG's brother.</p> <p>(xxi) Chia Bak Lang is SKun's spouse and LKhai's mother.</p> <p>(xxii) AYok is SFatt's spouse, whereas KChoo is SPow's spouse.</p> <p>(xxiii) Chia Chong Lang, SHooi, Chia Bak Lang, SFatt and SPow are siblings.</p>

2.4 Nature of RRPT and Estimated Value

The following is the existing and additional RRPT of which approval is being sought for the Proposed Renewal of Existing and New RRPT Mandate at the forthcoming AGM:

2.4.1 Existing RRPT

- (a) Transactions between QL Group and companies in which the interested Directors and/or Major Shareholders, namely, Chia Song Kun, Chia Song Kooi, Chia Song Swa, Cheah Yaw Song, Chia Song Pou, Chia Song Phuan, Chia Song Kang, Liu Sin, Chia Lik Khai, CBG Foundation, CBG (L) and Person(s) Connected to them have interests:

No.	Transacting Parties	Nature of Transaction	Estimated Value from the date of the forthcoming AGM to the next AGM ⁽¹⁾ (RM'000)	Mandate obtained from last year's AGM (RM'000)	Actual transacted value for the period from 30 August 2023 to 30 June 2024 (RM'000)
1.	QL Marine Foods Group and the following companies:- <ul style="list-style-type: none"> • Sin Teow Fatt Trading Company • Fuspim Sdn. Bhd. • Cheah Joo Kiang Enterprise • M.B. Agriculture (Sandakan) Sdn. Bhd. • Credential Development Sdn. Bhd. • E Koon Trading⁽²⁾ 	Purchase of raw fish; sale of surimi and surimi-based product; sale of frozen fish; renting of property; purchase of lubricant and packing material	12,100	15,850	8,216
2.	QL AgriFoods Group and the following companies:- <ul style="list-style-type: none"> • M.B. Agriculture (Sabah) Sdn. Bhd. • Arena Dijaya Sdn. Bhd. • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. 	Purchase of raw material and packing material; sale of animal feed; sale of lubricant; sale of broiler, chicken part, egg, sundries, meat/frozen food, organic fertiliser and animal health product	46,610	62,650	9,056
3.	QL Oil Group and the following companies:- <ul style="list-style-type: none"> • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. • Amazing Synergy Realty Sdn. Bhd. 	Purchase of fresh fruit bunch and ERP fertiliser	2,850	3,100	2,025
Total			61,560	81,600	19,297

- (b) Transactions between QL Group and companies in which the interested Directors and/or Major Shareholders, namely, Chia Seong Pow, Chia Seong Fatt, Farsathy and Person(s) Connected to them have interests:

No.	Transacting Parties	Nature of Transaction	Estimated Value from the date of the forthcoming AGM to the next AGM ⁽¹⁾ (RM'000)	Mandate obtained from last year's AGM (RM'000)	Actual transacted value for the period from 30 August 2023 to 30 June 2024 (RM'000)
1.	QL Marine Foods Group and M.B. Agriculture (Sandakan) Sdn. Bhd.	Sale of frozen fish	200	200	44
2.	QL AgriFoods Group and the following companies:- <ul style="list-style-type: none"> • M.B. Agriculture (Sabah) Sdn. Bhd. • Arena Dijaya Sdn. Bhd. • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. 	Purchase of raw material and packing material; sale of animal feed; sale of lubricant; sale of broiler, chicken part, egg, sundries, meat/frozen food, organic fertiliser and animal health product	46,610	62,650	9,056
3.	QL Oil Group and the following companies:- <ul style="list-style-type: none"> • M.B. Agriculture (Sandakan) Sdn. Bhd. • Highglobal Properties Sdn. Bhd. • Total Icon Sdn. Bhd. • Amazing Synergy Realty Sdn. Bhd. 	Purchase of fresh fruit bunch and ERP fertiliser	2,850	3,100	2,025
Total			49,660	65,950	11,125

- (c) Transactions between QL Group and companies in which the interested Directors and/or Major Shareholders, namely, Chua Lee Guan, Keang Huat Trading Sdn. Bhd. and Person(s) Connected to them have interests:

No.	Transacting Parties	Nature of Transaction	Estimated Value from the date of the forthcoming AGM to the next AGM ⁽¹⁾ (RM'000)	Mandate obtained from last year's AGM (RM'000)	Actual transacted value for the period from 30 August 2023 to 30 June 2024 (RM'000)
1.	QL Marine Foods Group and the following companies:- <ul style="list-style-type: none"> • Keang Huat Trading Sdn. Bhd. • Perikanan Sri Tanjung Sdn. Bhd. • Timurikan Trengganu Marine Products Sdn. Bhd. • Perikanan Hap Huat Sdn. Bhd. • Timurikan Trengganu Sdn. Bhd. 	Purchase of spare part and other consumable; purchase of fish	10,000	6,500	5,156
Total			10,000	6,500	5,156

2.4.2 Additional RRPT

- (a) Transaction between QL Group and companies in which the interested Directors and/or Major Shareholders, namely, Chia Song Kun, Chia Lik Khai, Chia Song Kooi, Liu Sin, Chia Seong Pow, Chia Seong Fatt, CBG Foundation, CBG (L), Farsathy and Person(s) Connected to them have interests:

No.	Transacting parties	Nature of Transaction	Estimated Value from the date of the forthcoming AGM to the next AGM ⁽¹⁾ (RM'000)
1.	QL Oil Group and Farsathy	Purchase of fresh fruit bunch	50
	Total		50

Notes:

- (1) *The new estimated value is based on the Management's estimate, which takes into account the transacted amount for the FYE 31 March 2024 as well as the changing economic and competitive environment. Announcement will be made accordingly if the total actual value exceeds the total estimated value by 10% or more.*
- (2) *QL Marine Foods Group will not be renewing the shareholders' mandate for the existing RRPT involving E Koon Trading as it is no longer a Related Party after change in ownership.*

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2.5 Amount due and owing by Related Parties

There was no amount due and owing by Related Parties which exceeded the credit term at the end of the FYE 31 March 2024.

Late payment charges based on normal commercial terms will be imposed on the Related Parties for the amount due and owing by them that exceeded the credit term.

2.6 Review and disclosure procedures for RRPT

The Board had established the methods and procedures in reviewing the RRPT to ensure that the said RRPT are entered into on an arm's length basis and on normal commercial terms which are consistent with the Group's existing usual business practices and standards and are on terms not more favourable to the Related Parties than those extended to third parties and are not detrimental to the minority shareholders, which are as follows:

- (i) The Accountant will prepare the RRPT report together with summary of comparison whereby at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be obtained for comparison, wherever 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.
- (ii) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms in order to ensure that the RRPT is not detrimental to the Company or the Group.
- (iii) The RRPT report will then be counter checked, verified and signed by various parties in charge, which include, among others, Secretaries and Head of Business Unit in charge of the respective operating unit.
- (iv) Any potential RRPT are subject to the approval by the Executive Chairman/Group Chief Executive Officer before the transactions are being entered into by QL Group and there is no specific threshold for such approval. The RRPT report that have been compiled, checked, verified and signed by the respective parties in charge are kept by the Secretarial Department.
- (v) The said RRPT report (including those without shareholders' mandate) will then be circulated to members of the Executive Committee, Audit Committee and the Board on quarterly basis for review and approval, where necessary.
- (vi) All members of the Board and/or Audit Committee who are directly or indirectly interested in any of the RRPT shall declare their interest in such transaction and abstain from deliberations and voting in respect of the RRPT. The members of the Audit Committee shall review the RRPT report to ensure that the RRPT have been transacted on arm's length basis and on commercial terms not detrimental to the Group.
- (vii) The Audit Committee shall also have the right to access the information on the related parties concerned and is entitled to the services of independent advisers, if required, in the discharge of their duties in reviewing the RRPT.
- (viii) The RRPT shall be reviewed by Internal Auditor as per their Scope of Audit.
- (ix) Details of the RRPT in respect of the transactions conducted pursuant to the shareholders' mandate during the financial year will be disclosed in the Company's Integrated Annual Report accordingly.

2.7 Audit Committee Statement

The Audit Committee of the Company has reviewed the procedures as stipulated under Section 2.6 above on quarterly basis and is of the opinion that the said procedures are satisfactory to ensure that the RRPT are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

Further, the Audit Committee is of the opinion that the Company has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner.

3. RATIONALE FOR THE PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

The Proposed Renewal of Existing and New RRPT Mandate will enhance our Group's ability to pursue business opportunities which are time-sensitive in nature and will eliminate the need to announce and convene separate general meetings on each occasion to seek shareholders' prior approval for the relevant company in our Group to enter into such transactions.

This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administrative efficiency considerably, and allow manpower resources and time to be channelled towards attaining other corporate objectives.

The RRPT involved are in the ordinary course of business and most are based on long term business relationships, which had been established before QL went public on 30 March 2000.

The Related Parties are both reputable customers and reliable suppliers of raw materials and goods to our Group. Further, the raw materials and goods provided by the related parties are priced competitively and all transactions between our Group and the Related Parties are carried out on an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public.

4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

The Proposed Renewal of Existing and New RRPT Mandate will not have any material financial effects on QL Group.

5. CONDITIONS TO THE PROPOSED RENEWAL OF EXISTING AND NEW RRPT MANDATE

The Proposed Renewal of Existing and New RRPT Mandate is conditional upon approval being obtained from the shareholders of the Company at the forthcoming AGM and the approval of the Proposed Renewal of Existing and New RRPT Mandate is subject to annual renewal.

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

Save as disclosed below, none of the Directors and/or Major Shareholders of QL and Person Connected with them are interested in the Proposed Renewal of Existing and New RRPT Mandate.

The direct and indirect interests of the interested Directors and/or Major Shareholders of the Company and Persons Connected with them based on the Record of Depositors of QL issued by Bursa Depository as at 28 June 2024 are as follows:

Name/Company	Number of Shares ('000)			
	Direct	% ⁽¹⁾	Indirect	% ⁽¹⁾
<u>Interested Directors and/or Major Shareholders of QL and its Group</u>				
CBG (L)	979,596	40.25	-	-
CBG Foundation	-	-	979,596 ^a	40.25
Farsathy	281,632	11.57	-	-
Chia Song Kun	1,316	0.05	1,001,896 ^b	41.17
Chia Song Kooi	1,730	0.07	4,728 ^c	0.19
Chia Seong Pow	3,540	0.15	291,957 ^d	12.00
Chia Seong Fatt	390	0.02	288,808 ^d	11.87
Cheah Juw Teck	4,138	0.17	2,898 ^c	0.12
Chia Lik Khai	2,802	0.12	285 ^e	0.01
Chia Song Swa	1,106	0.05	4,547 ^c	0.19
Cheah Yaw Song	4,870	0.20	1,523 ^e	0.06
Chia Song Phuan	10,112	0.42	7,990 ^e	0.33
Chia Song Pou	7,971	0.33	2,115 ^e	0.09
Chia Song Kang	4,628	0.19	211 ^e	0.01
Liu Sin	1,857	0.08	8,847 ^e	0.36
<u>Persons Connected to the above</u>				
Chia Teow Guan	2,587	0.11	-	-
Chia Suan Hooi	800	0.03	-	-
Sim Ahi Yok	120	*	288,997 ^d	11.88
Koh Kwee Choo	3,510	0.14	291,988 ^d	12.00
Chia Cheong Soong	40	*	550 ^d	0.02
Chia Bak Lang	6,615	0.27	996,598 ^b	40.95
Chia Chong Lang	612	0.03	-	-
Chia Kah Chuan	3,007	0.12	20 ^f	*
Eng Seng Poo	1,941	0.08	20 ^f	*

Notes:

* Negligible.

(1) The percentage shareholding is calculated based on 2,433,657,139 Shares in circulation.

(a) Deemed interested via its direct interest in CBG (L) pursuant to Section 8 of the Act.

(b) Deemed interested via his and his spouse's interest in CBG Foundation, the holding company of CBG (L), Song Bak Holdings Sdn. Bhd., his and his spouse's indirect interest in RT and Pelita Global Sdn. Bhd. ("PG") as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.

(c) Spouse's and child's/children's shares in QL.

(d) Deemed interested via his and his spouse's beneficial interest in Farsathy, his and his spouse's indirect interest in RT and PG as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.

(e) Spouse's shares in QL.

(f) Deemed interested via their direct interest in Eng Family Holdings Sdn. Bhd. and indirect interest in Fusipim Sdn. Bhd. pursuant to Section 8 of the Act.

The interested Directors and Major Shareholders of the Company and Persons Connected with them as mentioned under Section 2.3 above will abstain from voting in respect of his/her direct or indirect shareholdings on the resolution pertaining to the Proposed Renewal of Existing and New RRPT Mandate at the forthcoming AGM. The interested Directors have and will continue to abstain from Board deliberation on relevant transactions that they are interested in.

The said interested Directors and/or Major Shareholders will undertake to ensure that the Person Connected with them will abstain from voting on the resolution approving the transactions pertaining to the Proposed Renewal of Existing and New RRPT Mandate at the forthcoming AGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors (except the interested Directors), having considered all aspects of the Proposed Renewal of Existing and New RRPT Mandate, are of the opinion that the Proposed Renewal of Existing and New RRPT Mandate is in the best interest of the Company.

Other than the Directors who are interested in the Proposed Renewal of Existing and New RRPT Mandate and have refrained from making any recommendations in respect of this resolution, the other Directors recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Existing and New RRPT Mandate to be tabled as a special business at the forthcoming AGM.

8. AGM

The Proposed Renewal of Existing and New RRPT Mandate will be tabled as special business at the 27th AGM to be conducted virtually through live streaming from the Broadcast Venue at QL Training Hall, No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 August 2024 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the resolutions as set out in the Notice of AGM in the Company's Integrated Annual Report 2024, which can be viewed and downloaded from the designated website link at <https://ql.com.my/investor-relations/announcements/> together with this Statement/Circular and Administrative Guide.

If you are unable to attend the AGM and wish to appoint a proxy instead, the appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online website.

9. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** as set out in this Statement/Circular for further information.

Yours faithfully,
For and on behalf of the Board
QL RESOURCES BERHAD

LOW TENG LUM
Senior Independent Non-Executive Director

PART C

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED BONUS ISSUE OF SHARES**



QL RESOURCES BERHAD
Registration No. 199701013419 (428915-X)
(Incorporated in Malaysia)

Registered Office

No. 16A, Jalan Astaka U8/83
Bukit Jelutong
40150 Shah Alam
Selangor Darul Ehsan

29 July 2024

Board of Directors:

Chia Song Kun	<i>(Executive Chairman)</i>
Chia Song Kooi	<i>(Group Chief Executive Officer)</i>
Cheah Juw Teck	<i>(Executive Director)</i>
Chia Lik Khai	<i>(Executive Director)</i>
Chia Seong Fatt	<i>(Executive Director)</i>
Low Teng Lum	<i>(Senior Independent Non-Executive Director)</i>
Datin Paduka Setia Dato' Dr. Aini Binti Ideris	<i>(Independent Non-Executive Director)</i>
Kow Poh Gek	<i>(Independent Non-Executive Director)</i>
Chan Wai Yen, Millie	<i>(Independent Non-Executive Director)</i>
Cynthia Toh Mei Lee	<i>(Independent Non-Executive Director)</i>
Wee Beng Chuan	<i>(Independent Non-Executive Director)</i>
Chia Seong Pow	<i>(Alternate Director to Chia Seong Fatt)</i>
Chia Mak Hooi	<i>(Alternate Director to Chia Lik Khai)</i>
Chia Song Swa	<i>(Alternate Director to Cheah Juw Teck)</i>

To: The shareholders of the Company

Dear Sir / Madam,

PROPOSED BONUS ISSUE OF SHARES

The purpose of this Circular is to provide you with details of the Proposed Bonus Issue of Shares and to seek your approval for the resolution pertaining to the same to be tabled at the forthcoming AGM.

PROPOSED BONUS ISSUE OF SHARES

1. INTRODUCTION

On 10 July 2024, UOBKH had, on behalf of our Board, announced that our Company proposes to undertake the Proposed Bonus Issue of Shares.

Subsequently, on 22 July 2024, UOBKH had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated on even date, approved the listing of and quotation for up to 1,216,828,569 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities.

The approval of Bursa Securities is subject to the conditions as set out in **Part C, Section 6** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE OF SHARES AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES TO BE TABLED AS A SPECIAL BUSINESS AT THE FORTHCOMING AGM. THE NOTICE OF AGM TOGETHER WITH THE FORM OF PROXY ARE SET OUT IN THE COMPANY'S INTEGRATED ANNUAL REPORT 2024.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF SHARES TO BE TABLED AS A SPECIAL BUSINESS AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED BONUS ISSUE OF SHARES

2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares entails the issuance of up to 1,216,828,569 Bonus Shares on the basis of 1 Bonus Share for every 2 existing QL Shares held by our Entitled Shareholders on the Entitlement Date.

As at the LPD, our Company has an issued share capital of RM620,024,896 comprising 2,433,657,139 QL Shares. For shareholders' information, our Company does not have any Treasury Shares and convertible securities as at the LPD.

The entitlement basis for the Proposed Bonus Issue of Shares was determined after taking into consideration the following:-

- (i) the dilutive effects arising from the issuance of the Bonus Shares on the consolidated EPS and NA per Share of the Company; and
- (ii) compliance with Paragraph 6.30(1A) of the Listing Requirements which states that QL must ensure that its share price adjusted for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily VWAP during the 3-month period before the application date.

Fractional entitlements of Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, will be disregarded and dealt with in such manner as our Board may in its absolute discretion deem fit, expedient, and in the best interest of our Company.

The Proposed Bonus Issue of Shares will be implemented in a single issuance and not on a staggered basis over a period of time.

2.2 Capitalisation of reserves

The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of our Company's reserves.

For avoidance of doubt, the Proposed Bonus Issue of Shares will increase the number of QL Shares in issue but will not increase the value of the share capital of our Company.

2.3 Adjustment to the market price of QL Shares

The Proposed Bonus Issue of Shares will result in an adjustment to the market price of the existing QL Shares, based on the following formula:-

$$T_x = \frac{P \times Y}{Y + X}$$

where:-

T_x = Adjusted market price of QL Shares or theoretical ex-bonus price ("TEBP") (RM)

P = Closing price of QL Shares (RM)

X = Bonus Share (unit)

Y = Holding of existing Share (unit)

For illustration purposes, the TEBP of QL Shares based on the respective VWAP are set out as follows:-

	VWAP (RM)	TEBP (RM)
5-day VWAP up to and including the LPD	6.7000	4.4667
Lowest daily VWAP during the 3-month period up to and including 11 July 2024, being the date immediately prior to the submission of the application to Bursa Securities in respect of the Proposed Bonus Issue of Shares	6.1424	4.0949

(Source: Bloomberg)

Based on the above, our Board confirms that the share price adjusted for the Proposed Bonus Issue of Shares is not less than RM0.50 based on the daily VWAP of QL Shares during the 3-month period before the application date in accordance with Paragraph 6.30(1A) of the Listing Requirements and as such, the Proposed Bonus Issue of Shares complies with Paragraph 6.30(1A) of the Listing Requirements.

2.4 Ranking of the Bonus Shares

The Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing QL Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the Bonus Shares.

2.5 Listing of and quotation for the Bonus Shares

Bursa Securities had, vide its letter dated 22 July 2024, approved the listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities, subject to the conditions as stated under **Part C, Section 6** of this Circular.

The Bonus Shares shall be listed and quoted on the Main Market of Bursa Securities on the next Market Day following the Entitlement Date. The notice of allotment for the Bonus Shares will be issued and despatched to the Entitled Shareholders no later than 4 Market Days after the date of listing of and quotation for the Bonus Shares.

3. RATIONALE FOR THE PROPOSED BONUS ISSUE OF SHARES

After due consideration of the various options available, our Board is of the view that the Proposed Bonus Issue of Shares is an appropriate avenue for our Company to reward our existing shareholders after taking into consideration the following:-

- (i) reward our Company's existing shareholders for their continuous support by increasing their equity participation in our Company in terms of the number of Shares held whilst maintaining their percentage equity shareholding;
- (ii) encourage the trading liquidity and affordability of QL Shares on the Main Market of Bursa Securities whilst increasing the number of Shares in issue without affecting the market capitalisation of our Company; and
- (iii) encourage greater participation by investors and potentially widen the share spread to a wider pool of investors.

4. FINANCIAL EFFECTS OF THE PROPOSED BONUS ISSUE OF SHARES

The pro forma effects of the Proposed Bonus Issue of Shares on our Group's issued share capital, NA, NA per Share, gearing, substantial shareholders' shareholdings, earnings and EPS are set out below:-

4.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue of Shares on the issued share capital of QL are set out below:-

	No. of Shares	RM
Issued share capital as at the LPD	2,433,657,139	620,024,896
Bonus Shares to be issued	1,216,828,569	(1)-
Enlarged issued share capital	3,650,485,708	620,024,896

Note:-

- (1) *The Bonus Shares will be issued as fully paid, at no consideration and without capitalisation of our Company's reserves.*

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4.2 NA, NA per Share and gearing

For illustration purposes, the pro forma effects of the Proposed Bonus Issue of Shares on the NA, NA per Share and gearing of our Group based on the audited consolidated statement of financial position of our Group for the FYE 31 March 2024 are as follows:-

	Audited as at 31 March 2024 (RM'000)	Pro forma I After the Proposed Bonus Issue of Shares (RM'000)
Share capital	620,025	620,025
Translation reserves	(41,442)	(41,442)
Hedging reserves	216	216
Retained earnings	2,363,841	⁽¹⁾ 2,363,711
Equity attributable to owners of the Company/NA	2,942,640	2,942,510
Non-controlling interests	255,179	255,179
Total equity	3,197,819	3,197,689
No. of Shares in issue ('000)	2,433,657	⁽²⁾ 3,650,485
NA per Share (RM)	1.21	0.81
Total borrowings (RM'000)	1,068,359	1,068,359
Gearing ratio (times)	0.36	0.36

Notes:-

- (1) After deducting an estimated expenses of approximately RM130,000 in relation to the Proposed Bonus Issue of Shares.
- (2) After issuance of 1,216,828,569 Bonus Shares pursuant to the Proposed Bonus Issue of Shares.

4.3 Earnings and EPS

The Proposed Bonus Issue of Shares is not expected to have any effect on the consolidated earnings of our Group for the FYE 31 March 2025. There will be a corresponding dilution in the EPS of QL Group as a result of the increase in the number of QL Shares in issue pursuant to the Proposed Bonus Issue of Shares.

4.4 Convertible securities

We do not have any convertible securities as at the LPD.

4.5 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Shares will not result in any changes to the percentage equity interest of our substantial shareholders as the Bonus Shares will be allotted on a pro-rata basis to all of our shareholders. However, the number of QL Shares held by our substantial shareholders will increase proportionately as a result of the Proposed Bonus Issue of Shares.

For illustration purposes, the pro forma effects of the Proposed Bonus Issue of Shares on our substantial shareholders' shareholdings are as follows:-

	⁽¹⁾ Shareholdings as at 28 June 2024				Pro forma I After the Proposed Bonus Issue of Shares			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽⁶⁾ %	No. of Shares	⁽⁶⁾ %
CBG (L)	979,596,109	40.25	-	-	1,469,394,163	40.25	-	-
CBG Foundation	-	-	⁽³⁾ 979,596,109	40.25	-	-	⁽³⁾ 1,469,394,163	40.25
Farsathy	281,632,294	11.57	-	-	422,448,441	11.57	-	-
Employees Provident Fund Board	130,120,790	5.35	-	-	195,181,185	5.35	-	-
Chia Song Kun	1,316,250	0.05	⁽⁴⁾ 1,001,896,271	41.17	1,974,375	0.05	⁽⁴⁾ 1,502,844,406	41.17
Chia Seong Pow	3,540,000	0.15	⁽⁵⁾ 291,957,466	12.00	5,310,000	0.15	⁽⁵⁾ 437,936,199	12.00
Chia Seong Fatt	390,000	0.02	⁽⁵⁾ 288,808,579	11.87	585,000	0.02	⁽⁵⁾ 433,212,868	11.87

Notes:-

- (1) Based on the Record of Depositors of QL issued by Bursa Depository as at 28 June 2024.
- (2) Based on the existing issued share capital comprising 2,433,657,139 Shares as at 28 June 2024.
- (3) Deemed interested via its direct interest in CBG (L) pursuant to Section 8 of the Act.
- (4) Deemed interested via his and his spouse's interest in CBG Foundation, the holding company of CBG (L), Song Bak Holdings Sdn. Bhd., his and his spouse's indirect interest in RT and Pelita Global Sdn. Bhd. ("PG") as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.
- (5) Deemed interested via his and his spouse's beneficial interest in Farsathy, his and his spouse's indirect interest in RT and PG as well as his spouse's and children's shares in QL pursuant to Section 8 of the Act.
- (6) Based on the enlarged issued share capital comprising 3,650,485,708 Shares after the Proposed Bonus Issue of Shares.

5. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of QL Shares as traded on Bursa Securities for the past 12 months from July 2023 to June 2024 are as follows:-

	High (RM)	Low (RM)
<u>2023</u>		
July	5.43	5.19
August	5.48	5.28
September	5.57	5.31
October	5.61	5.31
November	5.77	5.35
December	5.80	5.42
<u>2024</u>		
January	5.89	5.63
February	5.95	5.67
March	6.00	5.78
April	6.57	5.88
May	6.64	6.30
June	6.53	6.21
Last transacted market price of QL Shares as at 9 July 2024, being the last trading date prior to the announcement of the Proposed Bonus Issue of Shares (RM)		6.53
Last transacted market price of QL Shares as at the LPD (RM)		6.76

(Source: Bloomberg)

6. APPROVALS REQUIRED/OBTAINED AND CONDITIONALITY

The Proposed Bonus Issue of Shares is subject to the approvals being obtained from the following:-

- (i) Bursa Securities for the listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares on the Main Market of Bursa Securities;

The approval of Bursa Securities was obtained vide its letter dated 22 July 2024 and is subject to the following conditions:-

Condition(s)	Status of compliance
(a) QL and UOBKH must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Shares;	To be complied
(b) QL is required to furnish Bursa Securities with a certified true copy of the resolution passed by the shareholders at the extraordinary general meeting approving the Proposed Bonus Issue of Shares;	To be complied
(c) QL and UOBKH are required to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Shares;	To be complied
(d) QL is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Shares is completed; and	To be complied
(e) QL and UOBKH are required to make the relevant announcements in accordance with Paragraphs 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements.	To be complied

- (ii) our shareholders at the forthcoming AGM; and
- (iii) any other relevant authority and/or party, if required.

The Proposed Bonus Issue of Shares is not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

7. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue of Shares (which is the subject matter of this Circular), there are no other outstanding corporate exercises announced by us but not yet completed prior to the date of this Circular.

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

None of the Directors, major shareholders, chief executive of our Company and/or persons connected with them have any interest, whether direct or indirect, in the Proposed Bonus Issue of Shares, save for their respective entitlements to the Bonus Shares as shareholders of our Company under the Proposed Bonus Issue of Shares, to which all other shareholders of our Company are similarly entitled.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed Bonus Issue of Shares, including but not limited to the basis, rationale as well as the pro forma effects of the Proposed Bonus Issue of Shares, is of the opinion that the Proposed Bonus Issue of Shares is in the best interest of our Company.

Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue of Shares to be tabled as a special business at the forthcoming AGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all the required approvals being obtained, the Proposed Bonus Issue of Shares is expected to be completed by the third quarter of 2024.

The tentative timetable for the implementation of the Proposed Bonus Issue of Shares is set out below:-

Timeline	Events
29 August 2024	<ul style="list-style-type: none"> • Convening of AGM to obtain the approval of our shareholders for the Proposed Bonus Issue of Shares as a special business
Early September 2024	<ul style="list-style-type: none"> • Announcement on the Entitlement Date
Mid-September 2024	<ul style="list-style-type: none"> • Entitlement Date • Listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities • Completion of the Proposed Bonus Issue of Shares

11. AGM

The Proposed Bonus Issue of Shares will be tabled as a special business at the 27th AGM to be conducted virtually through live streaming from the Broadcast Venue at QL Training Hall, No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 29 August 2024 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the resolutions as set out in the Notice of AGM in our Company's Integrated Annual Report 2024, which can be viewed and downloaded from the designated website link at <https://ql.com.my/investor-relations/announcements/> together with this Statement/Circular and Administrative Guide.

If you are unable to attend the AGM and wish to appoint a proxy instead, the appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:-

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online website.

12. FURTHER INFORMATION

Shareholders are advised to refer to **Appendix I** as set out in this Statement/Circular for further information.

Yours faithfully,
For and on behalf of the Board
QL RESOURCES BERHAD

CHIA SONG KOOI
Group Chief Executive Officer

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved the contents of this Statement/Circular, and they collectively and individually accept full responsibility for the accuracy of the information given in this Statement/Circular. The Board confirms that after making all reasonable enquires and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Statement/Circular false or misleading.

2. CONSENT

UOBKH, being the Principal Adviser for the Proposed Bonus Issue of Shares, has given and has not subsequently withdrawn its written consent to the inclusion in this Statement/Circular of its name and all references thereto in the form and context in which they appear in this Statement/Circular.

3. DECLARATION OF CONFLICT OF INTEREST

UOBKH has given its written confirmation that there is no situation of conflict of interest that exists or is likely to exist in relation to its role as the Principal Adviser to our Company for the Proposed Bonus Issue of Shares.

4. MATERIAL CONTRACT

As at the LPD, neither QL nor any of its subsidiaries have entered into any contract which are or may be material (not being contracts entered into in the ordinary course of our Group's business) during the two (2) years immediately before the date of this Statement/Circular.

5. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, neither QL nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware of any proceedings pending or threatened against the QL Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the QL Group:-

Singapore Lawsuit

The Company announced to Bursa Securities on 1 December 2021, that QL's subsidiaries, PT Pipit Mutiara Indah ("**PMI**") and QL Mutiara (S) Pte Ltd ("**QLM**"), as well as Chia Seong Fatt (a director of QL) in his capacity as a director of PMI and QLM (collectively referred to as "**Plaintiffs**"), have commenced a legal action in the High Court of the Republic of Singapore against PT Pipit Citra Perkasa ("**PCP**" or "**1st Defendant**"), Juliet Kristianto Liu, and Kristianto Kandi Saputro (collectively referred to as "**PCP Defendants**") inter alia for breach of the arbitration agreement contained in the Master Joint Venture Agreement dated 16 August 2006 made between QL Oil Sdn. Bhd., Hang Ting Pte Ltd and PCP, and the PCP Defendants (or any two of them) wrongfully and with the intent to injure and/or cause loss to PMI, Chia Seong Fatt and/or QLM by unlawful and/or lawful means, conspired and combined together to damage or destroy the financial and/or business interests of PMI, Chia Seong Fatt and/or QLM ("**Singapore Lawsuit**"). The Singapore Lawsuit was in response to a lawsuit wrongfully commenced on 9 August 2021 by the 1st Defendant against the Plaintiffs in the District Court of Tarakan, Indonesia ("**Tarakan Lawsuit**").

FURTHER INFORMATION (CONT'D)

Further, as announced on 6 December 2021, the General Division of the High Court of the Republic of Singapore has on even date, conducted a hearing upon the application of the Plaintiffs on an opposed ex-parte basis, for an interim anti-suit injunction against the 1st Defendant and has granted in favour of the Plaintiffs a restraining order which has the effect of restraining the 1st Defendant from continuing with the Tarakan Lawsuit. The 1st Defendant has, subsequent to the said restraining order, discontinued the Tarakan Lawsuit with effect from 24 March 2022. The Singapore Lawsuit is pending a full trial of the action.

On 3 August 2023, QL Oil Sdn. Bhd. ("**QLO**"), a wholly-owned subsidiary of QL had commenced arbitration proceedings in the Singapore International Arbitration Centre ("**SIAC**") against Hang Ting Pte Ltd ("**1st Respondent**"), and PCP ("**2nd Respondent**") (collectively referred to as "**Respondents**") to seek specific performance order(s) to compel the Respondents to comply with their obligations and duties under the Master Joint Venture Agreement dated 16 August 2006 ("**MJVA**") involving PMI, an operating plantation company, and/or the relevant law and damages in relation to Respondents' breaches under MJVA ("**Arbitration**").

On 4 September 2023, the Respondents had filed the Respondents' Response to the Notice of Arbitration ("**RRNOA**") with the SIAC. The Respondents had in the RRNOA, inter alia, counterclaimed against the QLO for alleged breaches by the QLO of the terms of the MJVA as well as oppressive conduct against the Respondents within the meaning of Section 216 of the Singapore Companies Act 1967. QLO has obtained preliminary legal advice from its Singapore counsels, and is of the view that the Respondents' counterclaims are unmeritorious.

On 12 September 2023, QL announced to Bursa Securities that the General Division of the High Court of the Republic of Singapore had on 11 September 2023 granted an order that all further proceedings related to or in connection with the Singapore Lawsuit be stayed pending the outcome of the SIAC arbitration as announced by QL on 3 August 2023.

Based on the Solicitors' advise, our Board opined that the Plaintiffs have a good and realistic chance of success in the Singapore Lawsuit against the PCP Defendants.

Details of the Singapore Lawsuit can be found in Bursa Securities' announcements made on 1 December 2021, 6 December 2021, 9 December 2021 and 12 September 2023, whereas the details of the Arbitration can be found in Bursa Securities' announcements made on 3 August 2023 and 5 September 2023.

As at the LPD, there's no significant development of the Singapore Lawsuit and the Arbitration proceedings are still on ongoing.

6. MATERIAL COMMITMENTS

As at the LPD, our Board is not aware of any other material commitments incurred or known to be incurred by our Group, which upon becoming enforceable may have a material effect on the financial position or business of our Group.

FURTHER INFORMATION (CONT'D)

7. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred by our Group, which upon becoming enforceable may have a material effect on the financial position or business of our Group.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan, during normal business hours (except public holidays) from the date of this Statement/Circular up to and including the date of the forthcoming AGM:-

- (i) the Constitution of the Company;
- (ii) the audited consolidated financial statements of QL Group for the past two (2) FYEs 31 March 2023 and 31 March 2024;
- (iii) the relevant cause papers in respect of material litigation referred to in **Section 5** of this **Appendix I**; and
- (iv) the letter of consent and declaration of conflict of interest referred to in **Section 2** and **Section 3** of this **Appendix I**.

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