

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular on a limited review basis prior to its issuance pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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



RESOURCES

APB RESOURCES BERHAD

Registration No. 200101029080 (564838-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

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

The above proposal will be tabled as Special Business at the Twenty-Third Annual General Meeting ("**23rd AGM**") of APB Resources Berhad ("APB" or "the Company") to be held at Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor D. E., on Thursday, 25 September 2025, at 10.30 a.m., or at any adjournment thereof for the purpose of considering the Proposals (as defined herein). The Notice of the 23rd AGM together with the Form of Proxy are enclosed in the Annual Report 2025 of the Company.

The Form of Proxy must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or alternatively to lodge the Form of Proxy electronically via Digerati Portal at <https://apb-agm.digerati.com.my>, or email to admin@aldpro.com.my, not less than forty (48) hours before the time set for holding the 23rd AGM, or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the 23rd AGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Tuesday, 23 September 2025 at 10.30 a.m.

Day, date and time of the 23rd AGM : Thursday, 25 September 2025 at 10.30 a.m.

This Circular is dated 31 July 2025

DEFINITIONS

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

“Act”	: Companies Act, 2016, as amended from time to time including any re-enactment thereof
“AGM”	: Annual General Meeting
“AMC”	: Amalgamated Metal Corporation (M) Sdn Bhd [Registration No. 198201000685 (80429-P)]
“Amazon Dynamic”	Amazon Dynamic Engineering Sdn Bhd [Registration No. 200001026455 (529062-H)]
“APB” or the “Company”	: APB Resources Berhad [Registration No. 200101029080 (564838-V)]
“APB Group” or the “Group”	: Collectively, APB and its subsidiary companies
“APB Share(s)” or “Share(s)”	: Ordinary share(s) in APB
“Audit Committee”	: The audit committee established and appointed by the Board pursuant to Chapter 15, Part C of the Listing Requirements
“Board”	: Board of Directors of APB
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This Circular to Shareholders of APB dated 31 July 2025
“Director(s)”	: Shall have the meaning given in Section 2(1) of the CMSA and for the purpose of Proposed Shareholders' Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or a Chief Executive of the company, its subsidiary or holding company
“EJ”	: Era Julung Sdn Bhd [Registration No. 200101025708 (561466-K)]
“EPS”	: Earnings per share
“Era Naqi”	: Era Naqi Malaysia Sdn Bhd [Registration No. 200601027793 (747549-H)]
“FYE”	: Financial year ended
“FPE”	: Financial period ended/ending, as the case may be
“Hextra Mitai”	: Hextar Mitai Sdn Bhd [Registration No. 200801002378 (803662-D)]
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 2 July 2025, being the latest practicable date prior to the despatch of this Circular

DEFINITIONS (Cont'd)

"Market Day(s)"	: Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day on which Bursa Securities is open for trading of securities
"Major Shareholder(s)"	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company, and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" has the meaning given in Section 8 of the Act.
"NA"	: Net assets
"Peng Fah Engineering"	: Peng Fah Engineering Sdn Bhd [Registration No. 198001001001 (54784-P)]
"Persons Connected"	: In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories:- (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pensions scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (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; (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; (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 (g) a body corporate which is a related corporation of the said Person.
"Proposed Shareholders' Mandate"	: Proposed New Shareholders' Mandate for our Group to enter into RRPTs of a revenue or trading nature
"Related Party(ies)"	: A director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, "director" and "major shareholder" shall have the meanings given in Paragraph 10.02 of the Listing Requirements
"RM" and "sen"	: Ringgit Malaysia and sen, respectively
"RRPT(s)"	: Recurrent related party transaction(s)

DEFINITIONS (Cont'd)

“Rules”	: The Rules on Take-overs, Mergers and Compulsory Acquisitions
“SC”	: Securities Commission Malaysia
“Transacting Party(ies)”	: The company or companies transacting with the APB Group for which the Proposed Shareholders’ Mandate is sought
“Annual Report 2025”	: Annual Report of our Company issued for the financial year ended 31 March 2025

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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. Reference to persons shall include a corporation, unless otherwise specified.

For ease of reading, certain figures in this Circular have been rounded. Any discrepancy in the figures included in this Circular and Statement between the amounts stated and the totals thereof are due to rounding.

TABLE OF CONTENTS

	PAGE
PART A	
CIRCULAR TO THE SHAREHOLDERS OF APB IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE CONTAINING:	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	2 - 7
3. RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE	7 - 8
4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	8
5. APPROVAL REQUIRED	8
6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	8
7. DIRECTORS' RECOMMENDATION	9
8. AGM	9
9. FURTHER INFORMATION	10
 APPENDIX I	
FURTHER INFORMATION	10



RESOURCES

APB RESOURCES BERHAD

Registration No. 200101029080 (564838-V)
(Incorporated in Malaysia)

Registered office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

31 July 2025

Board of Directors:

Cha Weay Chia	<i>(Non-Independent Non-Executive Chairman)</i>
Ke Tung Chen	<i>(Group Chief Executive Officer)</i>
Yap Kow @ Yap Kim Fah	<i>(Executive Director)</i>
Dr Dang Nguk Ling	<i>(Independent Non-Executive Director)</i>
Ooi Guan Hoe	<i>(Independent Non-Executive Director)</i>
Tan Pei Shiun	<i>(Independent Non-Executive Director)</i>
Lee Chin Hui	<i>(Independent Non-Executive Director)</i>

To: The shareholders of APB Resources Berhad

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 25 July 2025, our Board announced that our Company proposes to seek your approval for the Proposed Shareholders' Mandate at our forthcoming AGM.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE WHICH WILL BE TABLED AT OUR FORTHCOMING AGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDIX I CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Background Information

Pursuant to Paragraph 10.09 of the Listing Requirements, our Company may seek your mandate in respect of the RRPT subject to, inter alia, the following:

- (i) 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;
- (ii) the Proposed Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregated value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year where the aggregated value is equal to or more than the following threshold:
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
 - (b) the percentage ratios of such RRPT is 1.0% or more,whichever is the higher.
- (iii) this Circular to you for the Proposed Shareholders' Mandate includes the information as may be prescribed by Bursa Securities. The draft Circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (iv) at our forthcoming AGM to obtain your mandate:
 - (a) a related party with any interest, direct or indirect ("**Interested Related Party**"), must abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate;
 - (b) the interested Director or interested Major Shareholder must ensure that person connected with them must abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate; and
 - (c) where the Interested Related Party is a person connected with a Director or Major Shareholder, such Director or Major Shareholder must abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate; and
- (v) our Company shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by our Company exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

Upon obtaining your approval for the resolution pertaining to the Proposed Shareholders' Mandate, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

2.2 Principal activities of our Group

APB is an investment holding company, while the principal activities of its subsidiary companies are in fabrication of specialised design and manufacturing of engineering equipment for the oil, gas, oleochemical, petrochemical and power industries etc.

A list of the subsidiary companies of APB and their respective principal activities as at the LPD are as follows:

Name of company	Date/ place of incorporation	Issued share capital (RM)	Effective interest (%)	Principal activity
<i>Subsidiary of APB</i> EJ	12.10.2001/ Malaysia	45,638,085	100	Investment holding
<i>Subsidiary of EJ</i> AMC	28.01.1982/ Malaysia	3,000,000	100	Fabrication of specialised design and manufacturing of engineering equipment
<i>Subsidiary of AMC</i> Era Naqi	15.09.2006/ Malaysia	2,000,000	100	Fabrication of finned tubes

2.3 Validity period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will take effect from the date of the passing of the ordinary resolution proposed at the forthcoming AGM and shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed; or
 - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(1) of the Act, (but shall 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 of APB in a general meeting,
- whichever is the earlier.

The Proposed Shareholders' Mandate is subject to annual renewal and as such, approval from the shareholders for a renewal of the shareholders' mandate will be sought at each subsequent AGM of the Company. The aggregate value of the RRPT(s) conducted pursuant to the Proposed Shareholders' Mandate during the financial year shall be disclosed in APB's annual report.

Our Directors will seek your approval for the Proposed Shareholders' Mandate and its renewal at each subsequent AGM, subject to satisfactory review by our Audit Committee of its continued application to the RRPT(s).

2.4 Class of Related

The Proposed Shareholders' Mandate involves the following classes of Related Parties:

- (i) Directors; and
- (iii) Persons connected to Directors.

2.5 Nature of the RRPT(S)

The interested Related Parties and their direct and indirect interests in APB as at the LPD, are set out as follows:

Companies within the APB Group transacting with the Transacting Parties ("The Recipient")	Transacting Parties ("The Providers")	Nature of transaction	Interested Related Parties	Nature of relationship	Estimated aggregate value of transactions from the period from our forthcoming AGM to the date of the next AGM ⁽¹⁾ (RM)	Actual value of transactions from 2 July 2024 up to the LPD ("Actual Value") ⁽²⁾ (RM)
AMC	Peng Fah Engineering	Rental of factory premise: • Payable at RM57,750 per mth for 87,120 square feet factory premise at No. 46 (Lot 539), Jalan TUDM, Kampung Baru Subang, Seksyen U6, 40150 Shah Alam; • Rental is payable on a monthly basis; and • Tenure of the agreement is for a period of 1 year.	• Yap Kow @ Yap Kim Fah • Yap Swee Sang	• Peng Fah Engineering is involve in manufacturing, welding and engineering works. • Yap Kow @ Yap Kim Fah is an Executive Director and shareholder of APB. • Yap Swee Sang, son of Yap Kow @ Yap Kim Fah, is the director and major shareholder of Peng Fah Engineering.	762,300	288,750
AMC	Amazon Dynamic	Rental of factory premise: • Payable at RM67,375 per month for 8,081 square meter factory premise at No. 198 (Lot 42545), Jalan TUDM, Kampung Baru Subang, Seksyen U6, 40150 Shah Alam; • Rental is payable on a monthly basis; and	• Yap Kow @ Yap Kim Fah • Yap Swee Sang	• Amazon Dynamic is an investment holding company. • Yap Kow @ Yap Kim Fah is an Executive Director and shareholder of APB. • Yap Swee Sang, a son of Yap Kow @ Yap Kim Fah, is the director and solely shareholder of Amazon Dynamic.	889,350	336,875

Companies within the APB Group transacting with the Transacting Parties ("The Recipient")	Transacting Parties ("The Providers")	Nature of transaction	Interested Related Parties	Nature of relationship	Estimated aggregate value of transactions from the period from our forthcoming AGM to the date of the next AGM ⁽¹⁾ (RM)	Actual value of transactions from 2 July 2024 up to the LPD ("Actual Value") ⁽²⁾ (RM)
		Tenure of the agreement is for a period of 1 year.				
AMC	Hextar Mitai	Sub-contract engineering, procurement, construction (fabrication) and commissioning services.⁽³⁾	Ke Tung Chen	- Hextar Mitai is involve in Engineering, Procurement, Construction and Commissioning ("EPCC") of civil and structure, mechanical, electrical and plumbing industries. - Ke Tung Chen is a Group Chief Executive Officer and Executive Director of APB. - Ke Tung Chen is the director and substantial shareholder of Hextar Mitai.	20,000,000 ⁽⁴⁾	40,000 ⁽⁵⁾

Note:

- (1) The estimated values of RRPT(s) from the date of the forthcoming AGM to the date of the next AGM are based on historical records and/or management estimates. Due to the nature of transactions, the actual may vary from the estimated values disclosed.
- (2) The aggregate percentage ratios of the RRPT(s) transaction from the first transaction to the LPD is less than 5%.
- (3) The sub-contract arrangement covers fabrication and EPCC services. In its capacity as sub-contractor, Hextar Mitai will undertake project management responsibilities, including procurement coordination and execution of the contracted works.
- (4) The estimated transaction value of the proposed joint project with Hextar Mitai is up to RM20 million, based on current negotiations and planning. Actual transaction values may vary depending on final agreements and project execution.
- (5) Mr. Ke Tung Chen was appointed as a Group Chief Executive Officer on 28 March 2025 and subsequently as Executive Director of the Company on 11 April 2025. Accordingly, the actual value of the RRPT up to the LPD was RM40,000.

2.6 Amount due and owing by related parties

As at the LPD, there is no amount due to our Group by the Related Parties which has exceeded the credit terms.

2.7 Review procedures for the RRPT(s)

The following review and approval procedures are in place to ensure that the RRPT(s) are undertaken on commercial terms, consistent with the APB Group's usual business practices and policies, which are no more favourable to the Transacting Parties than those extended to third parties/public, and are not detrimental to the minority shareholders of APB:

- (a) All companies within the Group have been informed of the definition of Related Party and the review procedures applicable to all the RRPT(s) with Related Parties;
- (b) All companies within the Group shall only enter into the RRPT(s) after taking into account the pricing, level of service, quality of product as compared to market prices and industry standards. Any RRPT(s) entered into shall be treated and processed on normal commercial terms and are not more favourable to the Related Parties than those generally available to the public, consistent with the Company's usual business practices and policies and will not be detrimental to the minority shareholders;
- (c) All companies within the Group are guided by a set of rules and policies with regard to new RRPT(s) to be entered into. The main rules and policies include, among others, the following:
 - (i) Certain documentations such as quotations from several sources other than the Related Party must be obtained prior to Related Party's products and/or services are rendered to or from the Group. This is to ensure that the transactions are based on prices which are competitive in comparison with the prevailing market prices, and on rental, the tenure and renewal of rental and maintenance services provided that are similar to the commercial terms for transaction with the public, which depend on the demand and supply of the products and services;
 - (ii) Where a Related Party is engaged for its services, proper documentation shall be prepared such as agreement, contract and letter of engagement to govern the services, which would be reviewed from time to time (normally within 2 years); and
 - (iii) An interested director and/or shareholder is required to abstain from negotiations and from deliberating and voting on a proposal to enter into a recurrent transaction;
- (d) A list of RRPT(s) will be circulated to the Audit Committee for review to ensure that the transactions entered into are based on commercial terms and are not more favourable to the Related Parties than those generally available to the public and, are not detrimental to the minority shareholders;
- (e) The Audit Committee will review all aspects of the RRPT(s) amounting to more than RM50,000 entered into to ensure that the relevant approvals have been obtained and that the transactions are conducted at commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. Where the RRPT(s) is below RM50,000, it will be reviewed and approved by Group Chief Executive Officer or Executive Director (not being a person connected to the related party);
- (f) The Audit Committee will also review conflict of interest situations that may arise within the APB Group as a result of the RRPT(s);

- (g) Such reviews will be conducted on a quarterly basis together with the review of quarterly results, or such other frequency as the Audit Committee may consider appropriate;
- (h) If a member of the Audit Committee has an interest in the RRPT(s), he will abstain from any decision making by the Audit Committee in respect of such transactions;
- (i) The annual internal audit plan will incorporate a review of all RRPT(s) in its corporate governance audit to ensure that the review procedures in respect of such transactions are adhered to; and
- (j) The Audit Committee will report its review of all RRPT(s) to the Board.

At least two other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered 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. In the event that such quotation or comparative pricing cannot be obtained, the Board and the Audit Committee will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPT(s) is not detrimental to the APB Group.

2.8 Statement from the Audit Committee

The Audit Committee of the Company has reviewed the procedures mentioned in **Section 2.7** above and is of the view that the said procedures for the RRPT(s) as well as the annual review to be made by the Audit Committee in relation thereto, are sufficient to ensure that the RRPT(s) will be made in accordance with the Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Group has placed adequate procedures and process to monitor, track and identify RRPT(s) in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

2.9 Disclosure in the Annual Report

Disclosure will be made in the annual report of our Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT(s) entered into during the financial year based on the following information:

- (a) the type of the RRPT(s) made; and
- (b) the names of the Related Parties involved in each type of the RRPT(s) made and their relationships with our Group.

The above disclosure will be made in our Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained.

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The RRPTs entered or to be entered into by the APB Group with the Related Parties are all conducted in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of the same may render it impractical to seek shareholders' approval on a case by case basis before entering into such related party transactions. As such, the Board is seeking

the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements to allow the Group to enter into such RRPT(s), details of which are set out in this Circular.

Consequently, this will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meetings to seek shareholders' approval as and when the need arises. The Proposed Shareholders' Mandate, if approved by the shareholders, will substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the APB Group.

The RRPT(s) are considered by our Board to be beneficial to APB Group as they constitute transactions which are necessary for the day-to-day operations of APB Group, which contribute to the generation of its turnover and profits. The goods and/or services provided by the Transacting Parties are in the view of the Board and Audit Committee priced competitively and all transactions between the APB Group and the Transacting Parties are carried out based on commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

APB Group proposes to seek Proposed Shareholders' Mandate as the close co-operation with the Transacting Parties is in the view of the Board expected to continue to be of benefit to the APB Group.

4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any financial effect on the issued share capital, earnings and EPS, NA, substantial shareholders' shareholdings and gearing of the APB Group.

5. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of APB being obtained at the forthcoming AGM.

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

The direct and indirect shareholdings of the interested Directors in APB as at the LPD are as follows.

	As at the LPD			
	Direct		Indirect	
	No. of Shares	*%	No. of Shares	*%
Interested Directors				
Yap Kow @ Yap Kim Fah	100,000	0.081	⁽¹⁾ 4,761,000	3.835
Ke Tung Chen	-	-	-	-

Notes:

- * Excluding 12,042 treasury shares held by the Company.
 (1) Deemed interested by virtue of his son's direct shareholdings in APB.

The interested Directors namely Yap Kow @ Yap Kim Fah and Ke Tung Chen, have abstained and will continue to abstain from all Board deliberations and voting in respect of the RRPT(s) in which they have an interest as detailed in **Section 2.5** of this Circular. Such interested

Directors will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the ordinary resolution to be tabled for approving the Proposed Shareholders' Mandate at the forthcoming AGM.

The above interested Directors have also undertaken to ensure that the Persons Connected with them, will also abstain from deliberations and voting into the ordinary resolution to be tabled in respect of the Proposed Shareholders' Mandate in which they are interested at the forthcoming AGM.

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

7. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, the Board (save for Yap Kow @ Yap Kim Fah and Ke Tung Chen), is of the opinion that the Proposed Shareholders' Mandate is in the best interest of APB and its shareholders.

Accordingly, the Board, (save for Yap Kow @ Yap Kim Fah and Ke Tung Chen), who have abstained from making a recommendation on the Proposed Shareholders' Mandate, recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8. AGM

The 23rd AGM of APB in which the notice and an extract of the resolution in relation to the Proposed Shareholders' Mandate are set out in the Annual Report 2025, will be held at Ground Floor, Lobby 1, Crystal Plaza, No. 4, Jalan 51A/223, 46100 Petaling Jaya, Selangor D. E., on Thursday, 25 September 2025, at 10.30 a.m. or any adjournment (as the case may be) thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Shareholders' Mandate contained herein.

In the event that you wish to appoint a proxy to attend and vote on your behalf, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2025 of the Company in accordance with the instructions contained therein and should be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd, at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, or alternatively to lodge the Form of Proxy electronically via Digerati Portal at <https://apb-agm.digerati.com.my>, or email to admin@aldpro.com.my not less than 48 hours before the time set for holding the AGM or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of
APB RESOURCES BERHAD

CHA WEAY CHIA
Non-Independent Non-Executive Chairman

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) that has been entered by APB and/or its subsidiaries during the past two years immediately preceding the LPD.

3. MATERIAL LITIGATION

As at the LPD, the APB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board do not have any knowledge of any proceedings, pending or threatened, against the APB Group or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the APB Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P Kuala Lumpur, during normal business hours from Mondays to Fridays but excluding public holidays for the period commencing from the date of this Circular to the date of the forthcoming AGM:

- (a) Constitution of APB; and
- (b) The audited consolidated financial statements of the APB Group for the FYE 30 September 2022 and for the FPE 31 March 2024, and the latest announced unaudited quarterly results for the FPE 31 March 2025