

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Share Buy-Back Circular prior to its issuance as it is prescribed as exempt document pursuant to Practice Note 18 of Bursa Securities Main Market Listing Requirements.

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.



**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHARE BUY-  
BACK AUTHORITY**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Resolution in relation to the above will be tabled at Deleum Berhad ("**the Company**")'s Extraordinary General Meeting ("**EGM**") which will be conducted by way of a fully virtual meeting via the online meeting platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on Thursday, 19 May 2022 at 11.30 a.m. or immediately upon the completion of the Company's Seventeenth Annual General Meeting ("17<sup>th</sup> AGM"), whichever is later, or at any adjournment thereof.

The Notice of the EGM, Proxy Form and Administrative Guide are enclosed in this Circular. The documents are also available on the Company's website at [www.deleum.com/egm2022](http://www.deleum.com/egm2022).

A member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. The Proxy Form must be deposited with the Company's Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for the EGM or any adjournment thereof. The Proxy Form can also be submitted electronically via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the EGM. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

This Circular is dated 29 April 2022

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## DEFINITIONS

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

<b>Act</b>	: The Companies Act 2016, or any statutory modification, amendment or re-enactment thereof for the time being in force
<b>EGM</b>	: Extraordinary General Meeting
<b>Board</b>	: The Board of Directors of Deleum
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
<b>CMSA</b>	: Capital Markets and Services Act 2007 including any amendments that may be made from time to time
<b>Code</b>	: Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time
<b>Constitution</b>	: Constitution of Deleum Berhad
<b>Deleum</b>	Deleum Berhad [200501033500 (715640-T)]
<b>Deleum Group or Group</b>	: Deleum and its subsidiaries as defined in Section 4 of the Act
<b>Deleum Shares or Shares</b>	: Ordinary shares in the Company
<b>Directors</b>	: Has the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon a director of the Company, its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
<b>EPS</b>	: Earnings Per Share
<b>Listing Requirements</b>	: Main Market Listing Requirements of Bursa Securities and any amendments that may be made from time to time
<b>LPD</b>	: 11 April 2022, being the latest practicable date prior to the printing of this Circular
<b>Market Day</b>	: A day on which the stock market of Bursa Securities is open for trading in securities
<b>NA</b>	: Net Assets
<b>Person(s) Connected</b>	: As defined in Chapter 1 Rule 1.01 of the Listing Requirements
<b>Proposed Share Buy-Back Authority</b>	: Proposed authority to the Company to purchase its own shares up to ten per centum (10%) of its total number of issued shares
<b>Prevailing Laws</b>	: Prevailing laws, orders, requirements, guidelines, rules and regulations issued by any relevant authorities
<b>Purchased Shares</b>	: Deleum Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back Authority

- Record of Depositors** : A record maintained by Bursa Depository pursuant to its rules, including any amendment thereof
- RM and sen** : Ringgit Malaysia and sen, respectively
- SC** : Securities Commission Malaysia
- Share Buy-Back** : 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
- Substantial Shareholders** : Persons who has an interest or interests in one or more voting Shares in the Company and the number or the aggregate number of those Shares is not less than 5% of the total number of all the voting Shares in the Company

Words denoting the singular shall, where applicable, include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include corporations.

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated. Any reference to any statute is a reference to that statute as for the time being amended or re-enacted and any subsequent amendment thereof.

All references to “you” and “your” in this Circular are to the shareholders of the Company.

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**DELEUM**

**DELEUM BERHAD**

Registration No. 200501033500 (715640-T)  
(Incorporated in Malaysia)

Registered Office:  
2, Jalan Bangsar Utama 9  
Bangsar Utama  
5900 Kuala Lumpur  
Malaysia

29 April 2022

**Board of Directors**

Dato' Izham bin Mahmud (*Non-Independent Non-Executive Chairman*)  
Datuk Vivekananthan a/l M.V. Nathan (*Non-Independent Non-Executive Deputy Chairman*)  
Ramanrao bin Abdullah (*Group Chief Executive Officer*)  
Datuk Ishak bin Imam Abas (*Independent Non-Executive Director*)  
Lee Yoke Khai (*Independent Non-Executive Director*)  
Datuk Manharlal a/l Ratilal (*Senior Independent Non-Executive Director*)

**To : The Shareholders of Deleum**

Dear Sir/Madam,

**PROPOSED SHARE BUY- BACK AUTHORITY**

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**1. INTRODUCTION**

On 25 April 2022, the Board announced that the Company proposes to undertake the Proposed Share Buy-Back Authority at the forthcoming EGM of the Company. The Proposed Share Buy-Back Authority is subject to compliance with Section 113(5) and Section 127 of the Act, Listing Requirements and any Prevailing Laws at the time of purchase.

The purpose of this Circular is to provide you with the relevant information of the Proposed Share Buy-Back Authority and to seek your approval on the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming EGM.

Further details of the proposal are set out in the ensuing sections.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSAL AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING EGM OR ANY ADJOURNMENT THEREOF.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICE CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION BY WAY OF POLL TO GIVE EFFECT TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING EGM OR ANY ADJOURNMENT THEREOF.**

## **2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

### **2.1 Details of the Proposed Share Buy-Back Authority**

The Board is proposing to seek the shareholders' approval to authorise the Company to purchase its own Shares for an aggregate amount of up to ten percent (10%) of the total number of issued shares at any point in time subject to compliance with Section 113(5) and Section 127 of the Act, Listing Requirements and any Prevailing Laws at the time of purchase.

Based on the Company's issued Shares of 401,553,500 as at the LPD, the maximum number of Deleum Shares which may be purchased by the Company pursuant to the Proposed Share Buy-Back Authority shall not exceed 40,155,350 of Deleum Shares in aggregate. However, the actual number of Deleum Shares to be purchased and the timing of any purchase will depend on the market conditions and sentiments of Bursa Securities, the availability of financial resources and retained profits of our Company. In addition, the Board will ensure that the purchase of Deleum Shares will not result in the Company's public shareholding spread falling below the minimum public shareholding spread of twenty-five percent (25%) of the issued and paid-up share capital.

The Proposed Share Buy-Back Authority, once approved by the shareholders, shall take effect from the passing of the ordinary resolution pertaining thereto at the forthcoming EGM and shall continue to be in force until:

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

whichever occurs first.

The Proposed Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

### **2.2 Funding for the Proposed Share Buy-Back Authority**

In accordance with the Listing Requirements, the Proposed Share Buy-Back Authority must be made wholly out of retained profits of the Company. Therefore, the maximum amount of funds to be utilised for the Proposed Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company. Based on the audited financial statements of the Company for the financial year ended 31 December 2021, the retained profits of the Company was RM6,651,714.

The Company intends to use internally generated funds to finance the Proposed Share Buy-Back Authority subject to compliance with Section 127 of the Act and any Prevailing Laws at the time of purchase. Notwithstanding this, in the event that the Proposed Share Buy-Back Authority (or any part of it) is to be financed through external borrowings, the Board will ensure that the Company has sufficient funds to repay such external borrowings.

The Proposed Share Buy-Back Authority is not expected to have a material impact on the cash flow position of the Company.

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

### **2.3 Status and Treatment of Purchased Shares**

Pursuant to the provisions of Section 127(4) and (7) of the Act, our Board may deal with the Purchased Shares in the following manner:

- (a) Cancel the Purchased Shares; or
- (b) Retain the Purchased Shares as treasury shares, which is referred to as “treasury shares” in the Act; or
- (c) Retain part of the Purchased Shares as treasury shares and cancel the remainder; or
- (d) Distribute the treasury shares as share dividends to shareholders; or
- (e) Resell the treasury shares or any of the said shares in accordance with the Listing Requirements; or
- (f) Transfer the treasury shares or any of the said shares as purchase consideration; or
- (g) Cancel the treasury shares or any of the said shares; or
- (h) Deal with the Purchased Shares in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time.

As at the date of this Circular, the Board has yet to make any decision with regard to the treatment of the Purchased Shares and will take into consideration the effects of such treatment on the Group in arriving at its decision. An immediate announcement will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirement and the Act.

In the event that the Purchased Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in other distributions whether cash or otherwise would be suspended. The treasury shares 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 the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of votes on the resolution at a meeting of members.

### **2.4 Purchase/ Resale/ Transfer Price**

Pursuant to Rule 12.17 of the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price of the Deleum Shares for the past five (5) Market Days immediately preceding the date of purchase.

The Board may decide to cancel the Purchased Shares if the cancellation of the said shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of Deleum Shares. The Board may also decide to retain them as treasury shares for resale if higher values can be realised or to be distributed as share dividends.

In the case of a resale or transfer of treasury shares, the Company may only resell the treasury shares on Bursa Securities or transfer the treasury shares at a price:

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

## **2.5 Public Shareholding Spread**

Pursuant to Rule 8.02(1) of the Listing Requirements, a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. Bursa Securities may accept a percentage lower than the 25% if it is satisfied that such lower percentage is sufficient for a liquid market in such securities.

Based on the Record of Depositors of the Company as at LPD, the public shareholding spread of the Company was 39.64% of the total number of issued Shares. In compliance with Rule 12.14 of the Listing Requirements, the Board will endeavour to ensure that the Company complies with the required public shareholding spread and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirement not being met.

## **2.6 Implications Relating to the Code**

Pursuant to Rule 4 of the Code, a person and any parties acting in concert with him will be required to make a mandatory offer for the remaining Deleum Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33% or if his/her/their shareholdings is between 33% and 50% and increases by another 2% in any six (6) months period.

However, an exemption from mandatory offer obligation may be granted by the SC under the Code subject to the parties acting in concert complying with the conditions stipulated in the Code.

The Company intends to implement the Proposed Share Buy-Back Authority in the manner that will not result in any of the shareholders having to undertake a mandatory offer pursuant to the Code. In this respect, the Board will be mindful of the requirements of the Code when implementing the Proposed Share Buy-Back Authority.

## **2.7 Rationale/ Potential Advantages and Disadvantages of Share Buy-Back**

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

Any share buy-back, if implemented pursuant to the Proposed Share Buy-Back Authority, is likely to potentially benefit Deleum and its shareholders in the following manner:

- (a) To allow the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the supply and demand of its Shares in the open market and thereby supporting its fundamental values;
- (b) Purchased Shares, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting rights. Therefore, shareholders are likely to enjoy an increase in the value of their investment in the Company due to the increase in the Company's EPS; or
- (c) The Purchased Shares may be held as treasury shares and distributed to shareholders as share dividends and/or resell or partially resell in the open market with the intention of realising a potential capital gain if the Purchased Shares are resold at price(s) higher than their purchase price(s).
- (d) The Purchased Shares may be used to incentivise key and relevant employees whose contributions are vital to the operations, long-term growth and profitability of the Group, and to motivate and retain such employees.

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

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

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

## **2.8 Purchase, Resale and Cancellation of Shares Made in Previous Twelve (12) Months**

There were no purchase, resale, transfer or cancellation of shares made by Deleum in the previous twelve (12) months preceding the date of this Circular.

## **3. EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

### **3.1 Share Capital**

It is the intention of the Company to retain the Purchased Shares as treasury shares. Hence, it will not have any effect on the total issued and paid-up share capital of the Company. However, the rights attached to the Purchased Shares will be suspended as long as they are retained as treasury shares.

### **3.2 Earnings and EPS**

The effects of the Proposed Share Buy-Back Authority on the earnings and EPS of Deleum will depend on the purchase price of such Shares, the number of Purchased Shares, the effective funding cost to the Group to finance the Purchased Shares or any loss in interest income to the Company and the proposed treatment of the Purchased Shares.

The reduction in the number of Deleum Shares applied in the computation of the EPS pursuant to the Proposed Share Buy-Back Authority may generally, all else being equal, have a positive impact on the consolidated EPS for the financial year when the Proposed Share Buy-Back Authority is implemented.

Should the Company choose to hold the Purchased Shares as treasury shares and resell the Shares subsequently, the effect on the EPS of the Group will depend on the actual selling price, the number of treasury shares resold, and the effective gain or interest saving arising from the exercise.

If the Shares so purchased are cancelled, the Share Buy-Back will increase the EPS of the Group provided that the income foregone and interest expenses incurred on the Purchase Shares is less than the EPS before Share Buy-Back.

### **3.3 Net Assets (“NA”)**

The effect of the Share Buy-Back on the consolidated NA of the Group will depend on the purchase price and the number of Shares purchased and the treatment of the Purchased Shares. In the event that the resale price is higher than the purchase price, there will be an increase in the consolidated NA, and vice versa.

If the treasury shares are distributed as share dividends, the consolidated NA would decrease by any associated costs incurred in the distribution of the treasury shares.

### **3.4 Working Capital**

The Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which will depend on the actual number of Deleum Shares purchased and the price paid and any associated costs incurred for the purchase of the Shares. In the event that the treasury shares are subsequently resold on Bursa Securities, the working capital of the Group will increase upon the receipt of the proceeds of the resale.

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### 3.5 Directors' and/or Substantial Shareholders' Shareholdings

The effect of the Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders as at LPD, are set out as follows:

	Number of Shares held as at LPD*		After Proposed Share Buy-Back <sup>^</sup>	
	Direct	%	Direct	%
<b>Directors</b>				
Dato' Izham bin Mahmud	11,200,000	2.79	11,200,000	3.10
Datuk Vivekananthan a/l M.V. Nathan	43,302,600	10.78	43,302,600	11.98
Datuk Ishak bin Imam Abas	805,998	0.20	805,998	0.22
<b>Substantial Shareholders</b>				
Lantas Mutiara Sdn. Bhd.	81,740,900	20.36	81,740,900	22.62
Hartapac Sdn. Bhd.	48,165,418	11.99	48,165,418	13.33
Datuk Vivekananthan a/l M.V. Nathan	43,302,600	10.78	43,302,600	11.98
Datin Che Bashah @ Zaiton binti Mustaffa	32,365,698	8.06	32,365,698	8.96
IM Holdings Sdn. Bhd.	24,360,000	6.07	24,360,000	6.74
Dato' Izham bin Mahmud	11,200,000	2.79	11,200,000	3.10
Datin Sian Rahimah Abdullah	-	-	48,165,418 <sup>(3)</sup>	13.33
Faye Miriam Abdullah	-	-	48,165,418 <sup>(3)</sup>	13.33
Hugh Idris Abdullah	-	-	48,165,418 <sup>(3)</sup>	13.33
Farid Riza Izham	-	-	24,360,000 <sup>(4)</sup>	6.74
Faidz Raziff Izham	-	-	24,360,000 <sup>(4)</sup>	6.74
Hana Sakina Izham	-	-	24,360,000 <sup>(4)</sup>	6.74

**Notes:**

\* Based on the 401,553,500 total number of issued shares of the Company

<sup>^</sup> Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of total number of issued shares of the Company, the Purchased Shares are held as treasury shares and that the Directors and the substantial shareholders' shareholdings in Deleum remain unchanged.

(1) Deemed interested by virtue of his shareholdings in IM Holdings Sdn. Bhd. and Lantas Mutiara Sdn. Bhd. pursuant to Section 8 of the Act and shares held by his spouse.

(2) Deemed interested by virtue of his shareholdings in Lantas Mutiara Sdn. Bhd. pursuant to Section 8 of the Act.

(3) Deemed interested by virtue of his/her shareholdings in Hartapac Sdn. Bhd. pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his/her shareholdings in IM Holdings Sdn. Bhd. pursuant to Section 8 of the Act.

#### 4. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage of shareholdings and/or voting rights of the Directors and substantial shareholders of the Company as a result of the decrease in the total number of issued share of the Company after the Proposed Share Buy-Back Authority, none of the Directors and/or Substantial Shareholders and/or persons connected to them have any interest, either direct or indirect in the Share Buy-Back and the subsequent resale of treasury shares, if any, in the future.

#### 5. APPROVAL REQUIRED

The Proposed Share Buy-Back Authority is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming EGM to be convened.

#### 6. HISTORICAL SHARE PRICES

The following table sets out the monthly highest and lowest prices of Deleum Shares traded on Bursa Securities for the preceding twelve (12) months from April 2021 up to March 2022

Month	Highest (RM)	Lowest (RM)
April 2021	0.570	0.530
May 2021	0.555	0.500
June 2021	0.560	0.515
July 2021	0.550	0.505
August 2021	0.540	0.500
September 2021	0.550	0.495
October 2021	0.615	0.530
November 2021	0.585	0.450
December 2021	0.520	0.445
January 2022	0.530	0.485
February 2022	0.580	0.500
March 2022	0.645	0.510

The last transacted price of Deleum Shares as at LPD is RM0.605.

*(Source: Bloomberg Finance L.P.)*

#### 7. EGM

The EGM of the Company will be held fully virtual via the online meeting platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on Thursday, 19 May 2022 at 11.30 a.m. or immediately upon the completion of the Company's 17<sup>th</sup> AGM, whichever is later, or at any adjournment thereof for the purpose of considering and if thought fit, passing the resolution to approve and give effect to the Proposed Share Buy-Back Authority at the EGM. The Notice of the EGM, Proxy Form and Administrative Guide are enclosed in this Circular and also available on the Company's website at [www.deleum.com/egm2022](http://www.deleum.com/egm2022).

If you are unable to attend and vote at the EGM and wish to appoint a proxy instead, you should complete and return the Proxy Form in accordance with the instructions printed thereon. The Proxy Form can be submitted electronically via TIIH Online website at <https://tiih.online> or deposited with the Company's Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for the EGM or any adjournment thereof. Please follow the procedures set out in the Administrative Guide for the EGM.

Please refer to the Notice of the EGM and the Administrative Guide for further information on the meeting.

**8. DIRECTORS' RECOMMENDATION**

The Board, having taken into consideration all relevant aspects of the Proposed Share Buy-Back Authority, is of the opinion that the Proposed Share Buy-Back Authority is in the best interests of the Deleum Group. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming EGM.

**9. FURTHER INFORMATION**

Shareholders are advised to refer to Appendix I of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board  
**DELEUM BERHAD**

**DATO' IZHAM BIN MAHMUD**  
Non-Independent Non-Executive Chairman

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## APPENDIX I – FURTHER INFORMATION

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### 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 herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

### 2. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, Deleum Group has not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant and our Board is not aware of any proceedings, pending or threatened, against the Deleum Group or any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Deleum Group

All the material litigation below relates to Deleum Primera Sdn. Bhd., a 60% owned indirect subsidiary of Deleum, and does not relate to Deleum and its other subsidiaries.

1. **High Court of Kuala Lumpur (Civil Suit No. WA-22NCVC-508-08/2020) brought by Synergy Spectacular Sdn. Bhd. (“Plaintiff”) against Deleum Primera Sdn. Bhd. (“Defendant”)**

The Plaintiff has commenced the above legal proceedings against the Defendant wherein it is alleged, *inter alia*, that the Defendant had unlawfully terminated the agreement entered into between parties for the supply and delivery of Cargo Handling Equipment (“CHE”) by the Plaintiff to the Defendant, and wherein there had been severe and protracted delay in delivery of the CHE by the Plaintiff.

By a Writ of Summons and Statement of Claim dated 21 August 2020, the Plaintiff commenced the above legal proceedings against the Defendant concerning the alleged unlawful termination of the CHE Project contract dated 11 October 2018 by the Defendant, claiming for *inter alia* Judgment for the amount of RM1,400,500.00, being the total sum from invoices allegedly outstanding, and damages in the amount of RM874,500.00 arising from the Defendant’s alleged refusal to accept delivery of the CHE.

The Orders and/or relief sought by the Plaintiff against the Defendant, are as follows:

- (a) A Declaration that the termination of the CHE Project contract dated 11 October 2018 by the Defendant, was unlawful;
- (b) Judgment for the sum of RM1,400,500.00, being the total sum from invoices allegedly outstanding;
- (c) Damages in the amount of RM874,500.00 due to the Defendant’s alleged refusal to accept delivery of the CHE;
- (d) General damages;
- (e) Late payment charges of 1.5% per month, from the date of the Writ of Summons until full settlement of all outstanding invoices;
- (f) Interest at the rate of 5% per annum on the Judgment sum from the date of Judgment until full settlement;
- (g) Costs; and
- (h) Any other relief deemed fit by the High Court.

The Suit proceeded for Trial on 27 - 28 September and 28 October 2021 and on 20 January 2022, the following Decision was delivered by the Court:

1. The Plaintiff’s claim is dismissed;

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**APPENDIX I – FURTHER INFORMATION (cont'd)**

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2. The Defendant's counterclaim is dismissed, save for the declaration sought by the Defendant, namely for a declaration that the termination of the CHE Project by the Defendant was lawful and valid, which declaration was granted; and
3. The Plaintiff and the Defendant shall bear its own costs.

The Plaintiff has filed their appeal at the Court of Appeal on 17 February 2022.

2. **High Court of Kuala Lumpur (Civil Suit No. WA-22NCVC-768-11/2020) brought by Synergy Spectacular Sdn. Bhd. ("Plaintiff") against Deleum Primera Sdn. Bhd. ("Defendant")**

The Plaintiff had commenced the above legal proceedings against the Defendant, wherein it is alleged, *inter alia*, that the Defendant had failed to make payment for certain works carried out by the Plaintiff, for which the Defendant had engaged the Plaintiff.

The Writ of Summons and Statement of Claim, both dated 23 November 2020, were served on the Defendant on 26 November 2020. The Defendant has filed its Memorandum of Appearance dated 9 December 2020 and Defence dated 7 January 2021. The Plaintiff thereafter filed its Reply to Defence dated 21 January 2021.

The Plaintiff's solicitors have, on 25 January 2021, served on the Defendant's solicitors an Amended Writ and Statement of Claim, both dated 22 January 2021, to:

- (i) amend the original claim sum from RM1,568,048.66 to an amended claim sum of RM2,184,584.45; and
- (ii) withdraw their claim for a declaration and injunction as the amended claim sum has rendered the declaration and injunction as no longer applicable.

The amendments have been sought on the basis that Invoice No. SS/CWR/BAP A Standby dated 3 November 2020 for the amount of RM616,535.79 became due and payable on 3 December 2020 (i.e. after the filing of their suit on 23 November 2020). Therefore, the Plaintiff has included the invoice amount in the total sum claimed.

The said amendment is to regularise the Plaintiff's claim and the same would not jeopardise the rights of the Defendant.

Pursuant to the Amended Writ & Statement of Claim, both dated 22 January 2021, the Plaintiff has sought for the following relief:

- (a) Judgment for the sum of RM2,184,584.45 being the total sum from invoices allegedly outstanding;
- (b) Interest at the rate of 5% per annum on the Judgment sum from the date of Judgment until full settlement;
- (c) Costs; and
- (d) Any other relief deemed fit by the High Court.

Pursuant to the Case Management on 21 July 2021, the suit is fixed for Trial on 22, 23 and 29 September 2022.

**3. High Court of Kuala Lumpur (Civil Suit No. WA-22NCC-544-11/2020) brought by Deleum Primera Sdn. Bhd. (“Plaintiff”) against Mazrin bin Ramli & 9 Others (“Defendants”)**

The Plaintiff has commenced the above legal proceedings against the Defendants by way of a Writ of Summons dated 5 November 2020 for, *inter alia*, breaches of fiduciary duty, knowing receipt and dishonest assistance in relation to an alleged fraudulent scheme involving its employees, suppliers, contractors and employees of a client. The sum claimed by the Plaintiff in its Statement of Claim dated 5 November 2020 is RM19,876,389.87.

On 9 November 2020, the Plaintiff further obtained a Forthwith Delivery Up Order and a Mareva (Freezing) Order, on an ex-parte basis, against the Defendants.

On 9 December 2020, Defendant No. 9 has succeeded in setting aside the Plaintiff's ex-parte Forthwith Delivery Up Order and ex-parte Mareva (Freezing) Order and was awarded damages in the total sum of RM47,168.42 on 25 May 2021 which has been paid by the Plaintiff in July 2021. Pursuant thereto, the Plaintiff appealed against this High Court decision but subsequently, withdrew its appeals on 22 November 2021.

Pursuant to a hearing on 13 January 2022, the Kuala Lumpur High Court has dismissed the application by the Plaintiff for inter-partes Forthwith Delivery Up Order and inter-partes Mareva (Freezing) Order against Defendant No. 9 and Defendant No. 10 with costs of RM15,000.00 for each application.

On the applications by Defendant No. 1 to Defendant No. 8 and Defendant No. 10 to set aside the Plaintiff's ex-parte Forthwith Delivery Up Order and ex-parte Mareva (Freezing) Order against them, as well as for the Plaintiff's inter-partes Forthwith Delivery Up Order and inter-partes Mareva (Freezing) Order against all the Defendants, the Kuala Lumpur High Court has made the following findings on 27 January 2022:

- i) that the Plaintiff's applications for inter-partes Forthwith Delivery Up Order and inter-partes Mareva (Freezing) Order against Defendant No. 1 to Defendant No. 5, Defendant No. 7 and Defendant No. 8 are allowed with costs in the cause;
- ii) that the Plaintiff's application for inter-partes Forthwith Delivery Up Order and inter-partes Mareva (Freezing) Order against Defendant No. 6 is dismissed with costs of RM5,000.00 for each application, subject to allocatur fee;
- iii) that the applications by Defendant No. 1 to Defendant No. 8 to set aside the Plaintiff's ex-parte Forthwith Delivery Up Order and ex-parte Mareva (Freezing) Order against them are dismissed with costs of RM10,000.00 for each application, subject to allocatur fee; and
- iv) that the application by Defendant No. 10 to set aside the Plaintiff's ex-parte Forthwith Delivery Up Order and ex-parte Mareva (Freezing) Order against them is dismissed with costs of RM5,000.00 for each application, subject to allocatur fee.

On 9 March 2021, 6 of the Defendants applied to recuse the presiding Judge from hearing the matter (“Recusal Applications”) which was dismissed by the High Court with costs of RM15,000.00 payable by each set of the relevant Defendants' Counsel to the Plaintiff. The relevant Defendants' verbal application for a stay of execution was also dismissed by the High Court.

After the dismissal of the Recusal Applications, 5 of the Defendants lodged an appeal to the Court of Appeal (“the Recusal Appeals”) where the hearing was scheduled on 1 December 2021.

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**APPENDIX I – FURTHER INFORMATION (cont'd)**

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Pending the disposal of the Recusal Appeals, 4 of the Defendants in the Recusal Applications applied to the High Court to stay all the proceedings pending the disposal of the Recusal Appeals which was dismissed by the High Court on 20 April 2021 with costs of RM8,000.00 payable to the Plaintiff.

On the same date, the said 4 Defendants filed a motion at the Court of Appeal to stay all the proceedings before the High Court pending the disposal of the Recusal Appeals (“the Stay Motion”). On 30 April 2021, the Court of Appeal allowed the Stay Motion (“the Stay Decision”). In light of the Stay Decision, 4 of the Defendants agreed to withdraw their application to strike out the Plaintiff’s claim which was filed on 20 November 2020. On 3 May 2021, the High Court decided to adjourn all the proceedings pending the disposal of the Recusal Appeals which were subsequently withdrawn on 1 December 2021 by all 5 Defendants with costs of RM5,000.00 for each appeal, subject to allocatur fees which has been settled by all the 5 Defendants.

Pursuant to the Recusal Application filed by the 6 Defendants on 9 March 2021, Plaintiff has on 1 April 2022, vide its solicitors, Messrs. Ranjit Singh & Yeoh, filed an application for leave to apply for a committal order against Defendant No. 1 to Defendant No. 4, Syarifuddin bin Abdul Wahab, a director of Defendant No. 8 and Zul Hafizi bin Zainal Karib, a director of Defendant No. 10, for having committed contempt of Court. The case management for the application for leave to apply for a committal order has been scheduled for 13 May 2022.

During a case management on 21 May 2021, 4 of the Defendants disputed the extraction of some data from their devices (“Disputed Data”), and they are to produce the Disputed Data by way of affidavit so that the relevant parties may address on the issue of relevancy of the Disputed Data. On 30 June 2021, Plaintiff informed the High Court that they have provided their justification for the extraction of the Disputed Data and on 28 July 2021 the High Court allowed the Disputed Data to be released to the Plaintiff.

On 8 October 2021, the services of the legal firm, Messrs. Lim Chee Wee Partnership, was terminated and the legal firm of Messrs. Ranjit Singh & Yeoh, has been appointed henceforth. The Notice of Change of Solicitors has been filed accordingly by Messrs. Ranjit Singh & Yeoh on 10 November 2021.

On 27 January 2022, Defendant No. 8 has withdrawn its application to strike out the suit before the Kuala Lumpur High Court which was filed on 20 November 2020 with cost of RM2,000.00 being awarded to the Plaintiff, subject to allocatur fee.

During the Case Management on 23 February 2022, the following ancillary applications have been withdrawn by the respective parties and are thus struck out without cost:

- i) Defendant No. 1 to Defendant No. 4 have withdrawn their Security for Costs application which was filed on 27 January 2021;
- ii) Defendant No. 1 to Defendant No. 4 have withdrawn their application to disqualify PwC Consulting Associates (M) Sdn. Bhd. which was filed on 8 March 2021; and
- iii) Defendant No. 7 has withdrawn its application to strike out the Plaintiff’s claim which was filed on 26 November 2020.

The next case management will be held on 13 May 2022 to discuss the following ancillary applications:

- i) Applications for Summary Judgement on their Counterclaim which were filed by Defendant No. 9 and Defendant No.10; and
- ii) Applications to strike out the Plaintiff’s Statement of Claim which were filed by Defendant No. 6 and Defendant No.10.

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**APPENDIX I – FURTHER INFORMATION (cont'd)**

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**3. MATERIAL CONTRACTS**

There are no material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business, which have been entered into by the Company and/or its subsidiaries within two (2) years preceding the date of this Circular.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company following the publication of this Circular from Mondays to Fridays (except public holidays) during normal business hours up to and including the date of the EGM:

- (i) The Constitution of Deleum; and
- (ii) The audited consolidated financial statements of Deleum and its subsidiaries for the past two (2) financial years ended 31 December 2020 and 2021.



**DELEUM**

**DELEUM BERHAD**

Registration No. 200501033500 (715640-T)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of Deleum Berhad (“the Company”) will be held fully virtual via the online meeting platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on Thursday, 19 May 2022 at 11.30 a.m. or immediately upon the completion of the Company’s Seventeenth Annual General Meeting (“17th AGM”), whichever is later, or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without any modifications, the following ordinary resolution:

**ORDINARY RESOLUTION**

**PROPOSED SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY**

“**THAT** subject to the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised to purchase ordinary shares in the Company through Bursa Securities, provided that:

- (a) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company;
- (b) the maximum funds allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company based on the Company’s audited financial statements for the financial year ended 31 December 2021; and
- (c) the authority conferred by this resolution shall continue to be in force until:
  - (1) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse unless it is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or
  - (2) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - (3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first.

**THAT** the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:

- (i) cancel all the shares so purchased; and/or
- (ii) retain part thereof as treasury shares and cancel the remainder; and/or
- (iii) retain the shares so purchased in treasury for distribution as dividend to the shareholders; and/or
- (iv) resell on the market of Bursa Securities; and/or

- (v) transfer the treasury shares or any of the said shares as purchase consideration; and/or
- (vi) in any other manner as prescribed by the Companies Act 2016.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any agreements, arrangements and instruments with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities from time to time and to do all acts and things as the Directors may deem fit, necessary and expedient in the best interest of the Company to implement and/or to effect the purchase by the Company of its own shares.”

#### **BY ORDER OF THE BOARD**

**LEE SEW BEE** (SSM PC No. 201908002727) (MAICSA 0791319)  
**LIM HOOI MOOI** (SSM PC No. 201908000134) (MAICSA 0799764)  
Company Secretaries

Kuala Lumpur  
29 April 2022

#### **Notes**

1. The Company’s fully virtual EGM will be conducted online, without a physical meeting venue. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) as the Poll Administrator for the EGM to facilitate the Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online>. Members can attend, participate and vote remotely in the meeting via TIIH Online website at <https://tiih.online> by using RPV facilities. The procedures for members to register, participate and vote remotely via the RPV facilities are provided in the Administrative Guide for the EGM.
2. A member of the Company entitled to attend and vote at the EGM via RPV is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, under its Common Seal or the hand of its duly authorised officer.

8. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures for RPV set out in the Administrative Guide for the EGM.
9. 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 48 hours before the time appointed for holding the EGM or at any adjournment thereof:

- (i) In hard copy form

The original signed Proxy Form must be deposited with the Company's Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia.

- (ii) Via Tricor Online System (TIIH Online)

The Proxy Form can be electronically submitted via TIIH Online at <https://tiih.online>.

Please follow the procedures set out in the Administrative Guide for the EGM.

10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Ordinary Resolution set out in the Notice of the EGM will be put to vote by way of poll.
11. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 12 May 2022 and only a depositor whose name appears on this Record shall be entitled to attend the EGM or appoint proxy or proxies to attend and/or vote in his/her stead.

# Administrative Guide

## For the Extraordinary General Meeting (“EGM”)



DELEUM

### DELEUM BERHAD

Registration No. 200501033500 (715640-T) (Incorporated in Malaysia)

Date	: Thursday, 19 May 2022
Time	: 11.30 a.m. or immediately upon the completion of the Company's Seventeenth Annual General Meeting (“17 <sup>th</sup> AGM”), whichever is later, or at any adjournment thereof.
Meeting Platform	: TIIH Online website at <a href="https://tiih.online">https://tiih.online</a> or <a href="https://tiih.com.my">https://tiih.com.my</a> (Domain registration number with MYNIC: D1A282781)
Mode of Communication	: Members may attend, speak (in the form of typed text messages) and vote at the EGM using the Remote Participation and Voting (“RPV”) facilities as detailed below:

#### 1. Remote Participation and Voting at a Fully Virtual EGM

- a. The EGM of the Company will be conducted fully virtual through live streaming and online remote voting using the RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) in Malaysia via its TIIH Online website at <https://tiih.online>.
- b. According to the Revised Guidance Note and FAQs on the conduct of general meeting for listed issuers by the Securities Commission (“SC Guidance Note”), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia. Pursuant to the SC Guidance Note, all meeting participants including the Chairman of the Meeting, Board members, senior management and shareholders are to participate in the meeting online.
- c. With the use of RPV facilities, members may exercise your rights to participate, speak (in the form of typed text messages) and vote at the general meeting from different location, including to pose questions to the Board or Management of the Company. Kindly ensure that you are connected to the internet at all times in order to participate and vote when our fully virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.
- d. Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the EGM.
- e. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

#### 2. Record of Depositors

Only depositors whose names appear on the Record of Depositors as at 12 May 2022 shall be entitled to register and participate at the EGM. If a member is unable to participate at the said meeting, he/she may appoint proxy/ proxies to participate and vote on his/her behalf.

# **Administrative Guide**

## **For the Extraordinary General Meeting (“EGM”)**

### **3. Pre-Meeting Submission of Questions to the Board of Directors**

In order to enhance the efficiency of the proceedings of the EGM, members or proxies may submit questions in advance via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose the questions and submit electronically not later than **17 May 2022 at 11.30 a.m.** or use the Query Box to transmit questions via RPV facilities during live streaming of the EGM. The Board of Directors will endeavour to respond to the relevant questions at the EGM.

### **4. Proxy**

If you are unable to attend the EGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

If you wish to participate in the EGM yourself, please do not submit any Proxy Form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

If you have submitted your proxy form prior to the EGM and subsequently decide to personally participate in the EGM, please write in to the Poll Administrator at [enquiry@my.tricorglobal.com](mailto:enquiry@my.tricorglobal.com) to revoke the earlier appointment of your proxy(ies) at least 48 hours before the commencement of the EGM. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, kindly advise your proxy(ies) accordingly and register personally to participate by the registration cut-off date and time.

Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Tuesday, 17 May 2022 at 11.30 a.m.:**

#### **i. In hard copy form**

The original signed Proxy Form must be deposited with the Company’s Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia. The original instrument appointing a proxy shall be in writing and:

- a) In the case of an individual, shall be signed by the appointer or by his attorney; and
- b) In the case of a corporation, shall be either under the common seal or signed by its attorney or by an officer on behalf of the corporation.

#### **ii. Via Tricor Online System (TIIH Online)**

The Proxy Form can be electronically submitted via TIIH Online at <https://tiih.online>. Please refer to the procedures set out in “**Electronic Lodgement of Proxy Form**” at item no. 7 below.

Members are requested to provide their mobile handphone numbers as well as the mobile handphone numbers of their proxies in the Proxy Forms in the event Tricor needs to contact the members/proxies.

A Corporate Member who wishes to appoint a Corporate Representative to participate at the EGM via RPV must deposit the original certificate of appointment of corporate representative to the Company’s Registered Office.

For Nominee Company registered as a member, the beneficial owner of the shares under a Nominee Company’s CDS account who wishes to participate at the EGM via RPV can request the Nominee Company to appoint him/her as a proxy and deposit the duly completed original Proxy Form at the Company’s Registered Office or submit electronically via TIIH Online at <https://tiih.online> not later than **Tuesday, 17 May 2022 at 11.30 a.m.**

# Administrative Guide

## For the Extraordinary General Meeting (“EGM”)

The appointed proxy/Corporate Representative/proxy of Nominee Company must register himself/herself for RPV at <https://tiih.online>.

For further details, please refer to the “**Procedures for RPV**” at item no. 6 below.

### 5. Poll Voting

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by poll. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolution at any time from the commencement of the EGM on Thursday, 19 May 2022 at 11.30 a.m. or immediately upon the completion of the Company’s 17th AGM, whichever is later, or at any adjournment thereof but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “**Procedures for RPV**” at item no. 6 below for guidance on how to vote remotely from TIIH Online website.

Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolution is duly passed.

### 6. Procedures for RPV

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV facilities:

Procedure	Action
<b>Before the day of the EGM</b>	
1. Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” by selecting the “Sign Up” button and followed by “<b>Create Account by Individual Holder</b>”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• Registration as a user will be approved within one working day and you will be notified via e-mail.</li> <li>• If you are already a user of TIIH Online, you are not required to register again. You will receive an email from Tricor to notify you that remote participation for the EGM is available for registration at TIIH Online.</li> </ul>
2. Submit your request	<ul style="list-style-type: none"> <li>• Registration is open from <b>Monday, 18 April 2022 until the day of EGM on Thursday, 19 May 2022</b>. Shareholders or proxies or corporate representatives or attorneys are required to pre-register their attendance for the EGM to ascertain their eligibility to participate at the EGM using RPV.</li> <li>• Login with your user ID (i.e., e-mail address) and password and select the corporate event:</li> <li>• “<b>(REGISTRATION) DELEUM BERHAD EGM</b>”.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select “Register for Remote Participation and Voting”.</li> <li>• Review your registration and proceed to register.</li> <li>• System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as at <b>12 May 2022</b>, the system will send you an <b>e-mail on 17 May 2022 to approve or reject</b> your registration for remote participation.</li> </ul> <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</p>

# Administrative Guide

## For the Extraordinary General Meeting (“EGM”)

Procedure	Action
<b>Before the day of the EGM</b>	
3. Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the EGM at any time from 10.00 a.m. i.e., 1 hour before the commencement of the EGM on <b>Thursday, 19 May 2022 at 11.30 a.m. or immediately upon the completion of the Company’s 17th AGM, whichever is later.</b></li> </ul>
4. Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAM MEETING) DELEUM BERHAD EGM</b>” to engage in the proceeding of the EGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the Query Box to transmit your question. If time permits, the Chairman/Board will try to respond to those relevant questions relating to the businesses to be discussed at the EGM which are submitted by remote participants during the EGM. You are encouraged to submit questions before the EGM as priority will be given to questions submitted before the EGM – see “<b>Pre-Meeting</b>”</li> <li><b>Submission of Questions to the Board of Directors</b>”.</li> </ul>
5. Online Remote Voting	<ul style="list-style-type: none"> <li>Voting session commences <b>from 11.30 a.m. or immediately upon the completion of the Company’s 17th AGM, whichever is later on Thursday, 19 May 2022</b> until a time when the Chairman announces the completion of the voting session of the EGM.</li> <li>Select the corporate event: “<b>(REMOTE VOTING) DELEUM BERHAD EGM</b>” or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
6. End of Remote Participation	<ul style="list-style-type: none"> <li>Upon the declaration of the poll results and announcement by the Chairman on closure of the EGM, live streaming will end.</li> </ul>

### Note to users of the RPV:

- Should your registration for the RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the fully virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-4080 5616 / 011-4080 3168 / 011-4080 3169 / 011-4080 3170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

# Administrative Guide

## For the Extraordinary General Meeting (“EGM”)

### 7. Electronic Lodgement of Proxy Form

The procedures to lodge your Proxy Form electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
a. Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
b. Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: <b>“Deleum Berhad EGM - Submission of Proxy Form”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman of the Meeting as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>• Review and confirm your proxy(ies) appointment.</li> <li>• Print Proxy Form for your record.</li> </ul>
<b>ii. Steps for Individual Shareholders</b>	
a. Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one to two working days.</li> <li>• Proceed to active your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.</p>
b. Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Select the corporate event: <b>“Deleum Berhad EGM – Submission of Proxy Form”</b></li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration</li> <li>• Proceed to download the file format for <b>“Deleum Berhad EGM – Submission of Proxy Form”</b> in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Login to TIIH Online, select corporate event: <b>“Deleum Berhad EGM – Submission of Proxy Form”</b>.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

# **Administrative Guide**

## **For the Extraordinary General Meeting (“EGM”)**

### **8. No Recording or Photography**

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

### **9. Food Voucher and Door Gift**

There will be no distribution of food voucher or door gift to members/proxies.

### **10. Enquiry**

If you have any enquiry prior to the EGM, please contact the following officers during office hours from 8.30 a.m. to 5.30 p.m. (Mondays to Fridays):

#### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603- 2783 9299  
Fax Number : +603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)  
Contact persons : Ms Nur Qaisara Naaila  
+603-2783 9272 ([Nur.Qaisara.Naaila@my.tricorglobal.com](mailto:Nur.Qaisara.Naaila@my.tricorglobal.com))

Puan Nor Faeayzah  
+603-2783 9274 ([Nor.Faeayzah@my.tricorglobal.com](mailto:Nor.Faeayzah@my.tricorglobal.com))

# PROXY FORM



CDS Account No.	No. of Shares Held

I/We \_\_\_\_\_ (Full name in block letters)

I.C./Passport/Company No. \_\_\_\_\_

of \_\_\_\_\_ (Address in full)

being a member of **DELEUM BERHAD** hereby appoint \_\_\_\_\_ (Full name in block letters)

I.C./Passport No. \_\_\_\_\_

of \_\_\_\_\_ (Address in full)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company which will be conducted by way of a fully virtual meeting via the **online meeting platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781)** provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on Thursday, **19 May 2022 at 11.30 a.m.** or immediately upon the completion of the Company's Seventeenth Annual General Meeting ("17th AGM"), whichever is later, or at any adjournment thereof.

Ordinary Resolution	For	Against
Proposed Share Buy-Back Authority		

Please indicate with an "x" in the spaces provided how you wish your vote to be cast. If no instruction as to voting is given, the Proxy will vote as he or she thinks fit, or abstain from voting at his or her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
<b>Total</b>		<b>100%</b>

Signature/Common Seal of Shareholder(s)

## Notes:

- The Company's fully virtual EGM will be conducted online without a physical meeting venue. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as the Poll Administrator for the EGM to facilitate the Remote Participation and Voting ("RPV") facilities via TIIH Online website at <https://tiih.online>. Members can attend, participate and vote remotely in the meeting via TIIH Online website at <https://tiih.online> by using RPV facilities. The procedures for members to register, participate and vote remotely via the RPV facilities are provided in the Administrative Guide for the EGM.
- A member of the Company entitled to attend and vote at the EGM via RPV is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the EGM. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, under its Common Seal or the hand of its duly authorised officer.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures for RPV set out in the Administrative Guide for the EGM.
- 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 48 hours before the time appointed for holding the EGM or at any adjournment thereof:
  - In hard copy form  
The original signed Proxy Form must be deposited with the Company's Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia.
  - Via Tricor Online System (TIIH Online)  
The Proxy Form can be electronically submitted via TIIH Online at <https://tiih.online>.
- Please follow the procedures set out in the Administrative Guide for the EGM.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Ordinary Resolution set out in the Notice of the EGM will be put to vote by way of poll.
- For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 12 May 2022 and only a depositor whose name appears on this Record shall be entitled to attend the EGM or appoint proxy or proxies to attend and/or vote in his/her stead.



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AFFIX  
STAMP

The Company Secretary

DELEUM BERHAD  
Registration No. 200501033500 (715640-T)  
(Incorporated in Malaysia)

No. 2, Jalan Bangsar Utama 9  
Bangsar Utama, 59000 Kuala Lumpur, Malaysia

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