

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Statement prior to its issuance as the Proposed Renewal of Share Buy-Back Authority fall under the category of exempt documents pursuant to Practice Note 18 of the Main Market Listing Requirements.

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



TRC SYNERGY BERHAD

[Registration No.: 199601040839 (413192-D)]
(Incorporated in Malaysia under the Companies Act 1965)

SHARE BUY-BACK STATEMENT

in relation to the:

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO
PURCHASE ITS OWN SHARES**

The resolutions in respect of the above proposals will be tabled as Special Business at the Twenty-Eighth Annual General Meeting ("28th AGM") of TRC Synergy Berhad ("TRCS" or "the Company").

The 28th AGM of the Company will be held at Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor on Tuesday, June 24, 2025 at 10.30 a.m. The Notice of the 28th AGM is set out in the 2024 Annual Report. Shareholders are advised to refer to the Notice of the 28th AGM and the Form of Proxy, which are enclosed in the 2024 Annual Report. The Form of Proxy should be lodged at the registered office of the Company or emailed to mega-sharereg@megacorp.com.my not later than 48 hours before the time stipulated for holding the AGM. The lodgement of the Form of Proxy will not preclude you from attending and voting at the meeting should you subsequently wish to do so.

This Statement is dated April 30, 2025

DEFINITION

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

“Act”	:	Companies Act 2016 as amended from time to time includes any re- enactment thereof
“AGM”	:	Annual General Meeting
“Annual Report 2024”	:	Annual report of TRCS issued for the financial year ended December 31, 2024
“Articles”	:	Articles of Association of the Company
“Board”	:	The Board of Directors of the Company
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
“Statement”	:	This Statement issued by the Company to its shareholders dated April 30, 2025
“Code”	:	Malaysian Code on Take-Over and Mergers 2010 and any amendments made from time to time
“Director(s)”	:	Director(s) of TRC Synergy Berhad
“EGM”	:	Extraordinary General Meeting
“EPS”	:	Earnings per share
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	:	March 28, 2025, being the latest practicable date prior to the printing and despatch of this Statement
“Market Day”	:	Any day between Monday to Friday (both days inclusive) which is not a public holiday and or which Bursa Securities is open for trading of securities
“NA”	:	Net Asset
“Proposed Renewal”	:	Proposed renewal of authority to enable TRCS to purchase up to 10% of its issued and paid-up capital at the point of purchase pursuant to Section 127 of the Act
“Registered Office”	:	TRC Business Centre, Jalan Andaman Utama, 68000 Ampang Selangor Darul Ehsan Malaysia
“RM” and “Sen”	:	Ringgit Malaysia and Sen respectively, the lawful currency of Malaysia

“Share(s)”	:	Ordinary share(s) in TRCS
“TRCS” or “the Company”	:	TRC Synergy Berhad [Registration No.: 199601040839 (413192-D)]
“TRCS Group” or “the Group”	:	TRCS and its subsidiaries, collectively

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

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

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TRC SYNERGY BERHAD

(Registration No.: 199601040839 (413192-D))
(Incorporated in Malaysia under the Companies Act 1965)

REGISTERED OFFICE:

TRC Business Centre
Jalan Andaman Utama
68000 Ampang
Selangor Darul Ehsan
Malaysia

April 30, 2025

BOARD OF DIRECTORS

Tan Sri Dr Ahmad Kamarulzaman Ahmad Badarudin (*Independent Non-Executive Director*)(Chairman)

Tun Jeanne binti Abdullah (*Independent Non-Executive Director*)

Tan Sri Dato' Sri Sufri bin Hj Mohd Zin (*Managing Director*)

Dato' Abdul Aziz bin Mohamad (*Deputy Group Managing Director*)

Dato' Richard Khoo Teng San (*Executive Director*)

Dato' Sr. Abdull Manaf Bin Hj Hashim (*Independent Non-Executive Director*)

Fadzilah binti Mohd Salleh (*Independent Non-Executive Director*)

Puteri Liza Elli Sukma (*Independent Non-Executive Director*)

To: The Shareholders of TRCS

Dear Sir/Madam,

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1.0 INTRODUCTION

On April 24, 2025, TRCS announced to Bursa Securities the Company's intention to seek a renewal of an existing authorization from its shareholders to purchase the Company's own shares up to 10% of its issued and paid-up share capital.

At the AGM held on June 26, 2024, the Board obtained shareholders' approval for the renewal of authority for the Company to purchase up to 10% of its issued and paid-up share capital. The aforesaid approval will continue to be in force until the conclusion of the forthcoming AGM of the Company which will be held on June 24, 2025 unless a renewal of authority for the Company to purchase its own shares is obtained from shareholders of TRCS.

Therefore, the purpose of this Statement is to provide you with the details of the Proposed Renewal and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal to be tabled at the forthcoming AGM of TRCS to be convened at Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor on June 24, 2025 at 10.30 a.m.

SHAREHOLDERS OF TRCS ARE ADVISED TO READ THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL

2.0 PROPOSED RENEWAL

2.1 Details of the Proposed Renewal

At the Twenty-Seventh AGM held on June 26, 2024, the Board obtained shareholders' approval for the renewal of authority for the Company to purchase up to 10% of its issued and paid-up capital. The aforesaid approval will continue to be in force until the conclusion of the forthcoming AGM of the Company which will be held on June 24, 2025 unless a renewal of authority for the Company to purchase its own shares is obtained from shareholders of TRCS.

TRCS proposed to seek approval of its shareholders for the renewal of authority granted to TRCS at its Twenty-Seventh AGM to purchase and/or hold from time to time and at any time up to ten per centum (10%) of its issued and paid-up share capital of the Company for the time being quoted on the Bursa Securities. In compliance with Section 127 of the Act and any prevailing laws, rules, regulations, guidelines and requirements issued by the relevant authorities, the Company is allowed to purchase its own shares on Bursa Securities through its appointed stockholder(s) as approved by Bursa Securities.

As at March 28, 2025 the total issued and paid-up share capital of the Company is RM240,248,551.50 comprising 480,497,103 TRCS Shares. Therefore, as at March 28, 2025, the number of shares to be purchased pursuant to the Proposed Renewal will amount to a maximum of 48,049,710 ordinary shares.

The authority from shareholders shall be effective upon the passing of the ordinary resolution for the Proposed Renewal, and will remain in effect until the conclusion of the next AGM of the Company, or until the expiry of the period within which the next AGM is required by law to be held, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

2.2 Amount of Funds to be Allocated and Source of Funds

The maximum amount of funds to be allocated for the Proposed Renewal will be subject to the Retained Profits of the Company. The Proposed Renewal will be funded from internally generated funds and/or bank borrowings. In the event that the Company intends to purchase its own shares using bank borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the bank borrowings and interest expense and that the repayment would not have any material effect on the cash flow of the Company. As at December 31, 2024 being the latest available audited financial statements, the audited Retained Profits stood at RM7,050,550.20.

3. REASONS FOR THE PROPOSED RENEWAL

The Proposed Renewal will enable TRCS Group to utilize surplus financial resources to purchase its own Shares when appropriate, and at prices which the Board views as favourable. It may stabilize the supply and demand as well as the price of the TRCS Shares traded on the Main Market of Bursa Securities. The Company may also be able to reduce any unwarranted volatility of its shares which could support its fundamental value.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL

The Proposed Renewal, if implemented, will benefit the Company and its shareholders in the following manner:-

- If TRCS Shares bought back are cancelled, the Company expects to enhance the EPS of the Group as a result of the reduction in the issued and paid-up share capital of the Company, thereby enabling long term and genuine investors to enjoy any potential corresponding increase in the value of their investments in the Company;
- If the Shares bought back are retained as treasury shares, the Directors would have an option either to distribute these shares as dividends to reward shareholders or to resell at prices higher than their purchase price which will provide potential gain to the Company.

The Proposed Renewal, if implemented would however reduce the financial resources of the Company and may result in the Company having to forgo other better investment opportunities that may emerge in the future or at least deprive the Company and the Group of interest income that can be derived from the funds utilized for the Proposed Renewal. It may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase shares.

The working capital of the Group may also be affected, as any purchase of TRCS Shares will reduce the Group's available funds depending on the actual number of shares purchased and their purchase price. However, the working capital of TRCS Group may be restored upon the resale of the Purchased Shares held as treasury shares.

5. EFFECTS OF THE PROPOSED RENEWAL

On the assumption that the Proposed Renewal is carried out in full, the effects of the Proposed Renewal on the share capital, NA, working capital and earnings of TRCS are set out below:-

5.1 ISSUED AND PAID-UP SHARE CAPITAL

If carried out in full, and all the Shares so purchased are cancelled, the Proposed Renewal will result in the issued and paid-up share capital of the Company as at March 28, 2025 being reduced from RM240,248,551.50 comprising 480,497,103 shares to RM 216,223,696.50 comprising 432,447,393 shares.

	No. of shares	RM
Existing issued and paid-up share capital as at March 28, 2025	480,497,103	240,248,551.50
No. of shares to be cancelled pursuant to the Proposed Share Buy-Back	48,049,710	24,024,855
Upon completion of the Proposed Share Buy-Back	432,447,393	216,223,696.50

However, the Proposed Renewal will have no effect on our issued and paid-up share capital if the TRCS Shares purchased under the Proposed Renewal are held as treasury shares and are not cancelled. However, the rights of the treasury shares as to voting, dividend and participation in other distribution or otherwise, are suspended and the treasury shares shall not be taken into account in calculating the number of percentage of TRCS shares or of a class of shares in the Company for any purpose including substantial shareholding, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

5.2 NA

The Proposed Renewal is likely to reduce the NA per share of the Company and the Group if the purchase price exceeds the audited NA per share of the Group at the time of purchase, and will increase the NA per share of the Group if the purchase price is less than the audited NA per share of the Group at the time of purchase.

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

5.3 Working Capital

The Proposed Renewal if exercised, will result in an outflow of cash and thereby will reduce the working capital of the Group, the quantum of which depends on, amongst others, the purchase price of TRCS Shares and the number of TRCS Shares, to be purchased and the funding cost, if any. However, the working capital and cash flow of the Company will increase upon reselling the Purchased Shares which are retained as treasury shares. Again, the quantum of the increase in the working capital and cash flow will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.4 Earnings

Depending on the number of shares purchased and purchase prices of the shares, the Proposed Renewal may increase the EPS of the Group. Similarly, on the assumption that the Shares so purchased are treated as treasury shares, the extent of the effect on the earnings of the Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interests savings arising.

5.5 Dividends

Assuming the Proposed Renewal is carried out, it may have an impact on TRCS's dividend policy as it may reduce the cash available, which may otherwise be used for the dividend payment. Nonetheless, if the shares so purchased are retained as Treasury Shares, the dividend rate will also be increased with the suspension of the rights attaching to the Treasury Shares as to dividend entitlement. Moreover, the Treasury Shares so purchased may be distributed as dividends to shareholders of the Company if the Company so decides.

6. SHAREHOLDING OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

6.1 Directors' Shareholdings

Based on the Register of Directors' Shareholdings as at March 28, 2025 the effect of the Proposed Renewal on the shareholdings of the Directors of TRCS is as follows:-

	As at March 28, 2025				After the Proposed Renewal			
	Direct		Indirect		Direct		Indirect	
Directors	No of TRCS Shares held	%	No of TRCS Shares held	%	No of TRCS Shares held	%	No of TRCS Shares held	%
Tan Sri Dr Ahmad Kamarulzaman Ahmad Badaruddin	600,000	0.13	-	-	600,000	0.14	-	-
Tun Jeanne Binti Abdullah	-	-	-	-	-	-	-	-
Tan Sri Dato' Sri Sufri bin Haji Mohd Zin	50,480,217	10.71	-	-	50,480,217	11.67	-	-
Dato' Abdul Aziz bin Mohamad	8,011,497	1.70	124,795,200*	26.48	8,011,497	1.85	124,795,200*	28.86
Dato' Richard Khoo Teng San	12,611,397	2.68	-	-	12,611,397	2.92	-	-
Dato' Sr. Abdull Manaf Bin Hj Hashim	50,000	0.01	-	-	50,000	0.01	-	-
Fadzilah Binti Mohd Salleh	-	-	-	-	-	-	-	-
Puteri Liza Elli Sukma	-	-	-	-	-	-	-	-

Notes :

*Deemed interested by virtue of his substantial shareholding in TRC Capital Sdn Bhd and Kolektif Aman Sdn Bhd

6.2 Substantial Shareholders Shareholdings

Based on the Register of Substantial Shareholders' Shareholdings as at March 28, 2025, the effect of the Proposed Renewal on the shareholdings of the substantial shareholders of TRCS is as follows:-

	As at March 28, 2025				After the Proposed Renewal			
	Direct		Indirect		Direct		Indirect	
Substantial shareholders	No of TRCS Shares held	%	No of TRCS Shares held	%	No of TRCS Shares held	%	No of TRCS Shares held	%
Kolektif Aman Sdn Bhd	65,241,600	13.84	-	-	65,241,600	15.09	-	-
TRC Capital Sdn Bhd	59,553,600	12.64	-	-	59,553,600	13.77	-	-
Tan Sri Dato' Sri Sufri bin Haji Mohd Zin	50,480,217	10.71	-	-	50,480,217	11.67	-	-
Dato' Leong Kam Heng	46,584,276	9.88	-	-	46,584,276	10.77	-	-
Khoo Tew Choon	37,584,404	7.97	-	-	37,584,404	8.69	-	-

7. PUBLIC SHAREHOLDING SPREAD

According to the Record of Depositors of the Company, the total percentage of the issued and paid-up capital of TRCS which is held by the public (in accordance with the public shareholding spread requirements of Bursa Securities) as at March 28, 2025 was 40.34% represented by 3,427 public shareholders holding 190,119,800 TRCS Shares, with each shareholder holding not less than 100 shares each. The Board is mindful of the requirements that any purchase of TRCS Shares by the Company must not result in the public shareholding spread of the Company falling below 25% of its issued and paid-up capital share capital.

8. IMPLICATION ON THE CODE

The Board has agreed that it is not intended for the Proposed Renewal to trigger the obligation to undertake a mandatory general offer under the Code by any of its shareholders and/or parties acting in concert with them. Therefore, the Board will ensure that such number of shares purchased, retained as treasury shares, cancelled or distributed will not result in triggering any mandatory offer obligation of the part of the substantial shareholders and/or parties acting in concert with them. In this connection, the Board is mindful of the requirements when making any purchase of TRCS Shares pursuant to the Proposed Renewal.

9. TREASURY SHARES, RESALE OF TREASURY SHARES AND CANCELLATION OF TREASURY SHARES

As at March 28, 2025, total number of shares purchased and retained in treasury (units) was 9,208,400 shares. The Company has not cancelled and/or resold any of its shares in the previous twelve (12) months preceding to this Statement.

10. CONDITION TO THE PROPOSED RENEWAL

The Proposed Renewal is conditional upon approval being obtained from the shareholders of TRCS at the forthcoming AGM. The Proposed Renewal being procured from the shareholders of the Company at the forthcoming AGM is subject to annual renewal.

11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save as disclosed under Section 6.1 and 6.2 above, none of the Directors or substantial shareholders of TRCS or persons connected to them has any interest in the Proposed Renewal and the resale of treasury shares, if any.

12. DIRECTORS' RECOMMENDATION

The Directors having considered all aspects of the Proposed Renewal, are of the opinion that the Proposed Renewal is fair, reasonable and in the best interest of the Company and its shareholders. Therefore, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal to be tabled at the forthcoming AGM.

13. HISTORICAL SHARE PRICES

The monthly high and low prices of TRCS shares as traded on Bursa Securities for the last twelve (12) months from April 2024 to March 2025 are as follows (Source: finance.yahoo.com) :-

	High (RM)	Low (RM)
March 2025	0.3350	0.3050
February 2025	0.3800	0.3500
January 2025	0.4000	0.3550
December 2024	0.3700	0.3400
November 2024	0.4000	0.3450
October 2024	0.4200	0.3800
September 2024	0.4300	0.3900
August 2024	0.4750	0.4100
July 2024	0.4950	0.4550
June 2024	0.4900	0.4450
May 2024	0.5150	0.4400
April 2024	0.5300	0.4550

The last transacted price of TRCS Shares on March 28, 2025 (being the latest practicable date prior to the printing of the Share Buy Back Statement) : RM0.3300

Yours faithfully,
For and on behalf of the Board of Directors of
TRC SYNERGY BERHAD

Tan Sri Dr Ahmad Kamarulzaman Ahmad Badaruddin
Independent Non-Executive Chairman

APPENDIX I – FURTHER INFORMATION

1.0 Responsibility Statement

This Share Buy-Back Statement have been seen and approved by the Directors of TRCS and they collectively and individually accept full responsibility for the accuracy of the information contained in it and confirm to the best of their knowledge and belief, after making all reasonable enquiries that, there are no other facts the omission of which would make any statement in this Share Buy-Back Statement misleading.

2.0 Material Contracts

The Company and its subsidiaries have not entered into any material contract (other than contracts entered into the ordinary course of business) within 2 years immediately preceding the date of this Share-Buy Back Statement.

3.0 Material Litigation, Claims or Arbitration

TRCS Group does not have any material litigation, claims or arbitration either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Group or any facts which likely to give rise to any proceedings, which may materially and adversely affect business or financial position of the TRCS Group.

4.0 Documents for Inspection

The following documents are available for inspection at TRCS's Registered Office at TRC Business Centre, Jalan Andaman Utama 68000 Ampang, Selangor during normal office hours from Mondays to Fridays (except for public holidays) from the date of the Share Buy Back Statement to the date of the AGM:-

- (i) The Memorandum and Articles of Association of TRCS;
- (ii) The audited financial statements of TRCS for the last two (2) financial years ended December 31, 2024 and December 31, 2023 and unaudited consolidated results since the last audited financial statements; and
- (iii) Material contracts referred to in Section 2 above.

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting of TRC Synergy Berhad (Registration No. 199601040839 (413192-D)) (“the Company”) will be held at Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Jalan Hulu Kelang, 68000 Ampang, Selangor on **Tuesday**, the **June 24, 2025** at 10.30 a.m. for the purpose of transacting the following businesses:-

SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolution, with or without modification:-

1	<p>Proposed renewal of authority for the company to purchase its own shares</p> <p>“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 (“Act”), provisions in the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“MMLR”) and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-</p> <p>(1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;</p> <p>(2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit account of the Company. As at the financial year ended December 31, 2024, the audited retained profit of the Company stood at RM7,050,550.20;</p> <p>(3) The renewal of authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-</p> <p style="padding-left: 40px;">(a) at the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary</p>	<p>Ordinary Resolution 8</p>
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	<p>resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or</p> <p>(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or</p> <p>(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.</p> <p>whichever occurs first;</p> <p>AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-</p> <p>(a) to cancel the ordinary shares so purchased; or</p> <p>(b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancel; or</p> <p>(c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and</p> <p>(d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.</p> <p>AND THAT the Directors of the Company be and are hereby authorised to act and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company."</p>	
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