

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad (“Bursa Securities”) has perused the contents of this Circular prior to its issuance on a limited review basis pursuant to Paragraph 4.1(c) of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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**IMASPRO CORPORATION BERHAD**

(Incorporated in Malaysia) Registration No. 200401019024 (657527-H)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

The resolution in respect of the above proposal will be tabled as Special Business at the 17<sup>th</sup> Annual General Meeting (“17<sup>th</sup> AGM”) of Imaspro Corporation Berhad (“Imaspro” or “Company”), which will be held fully virtual through live streaming from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“Broadcast Venue”) on Wednesday, 17 November 2021 at 10.00 a.m. The Notice of the 17<sup>th</sup> AGM, Proxy Form, Administrative Guide, Annual Report 2021 and Statement to Shareholders are available at [www.imaspro.com](http://www.imaspro.com) together with this Circular.

You are entitled to attend, participate and vote at the 17<sup>th</sup> AGM of the Company. If you are unable to attend and vote at the meeting, you may appoint a proxy or proxies to attend, participate and vote on your behalf by completing the Proxy Form, signed and deposited at the Company’s Share Registrar’s office at Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the 17<sup>th</sup> AGM or any adjournment thereof.

You can also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> before the proxy form lodgement cut-off time as mentioned below. For further information on the electronic lodgement of proxy form, kindly refer to the Administrative Guide for the 17<sup>th</sup> AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Proxy Form: Monday, 15 November 2021, 10.00 a.m.

Date and time of the 17<sup>th</sup> AGM: Wednesday, 17 November 2021, 10.00 a.m.

This Circular is dated 18 October 2021

## DEFINITIONS

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

|  |   |  |
|--|---|--|
| Act  | : | Companies Act 2016, as amended from time to time and any re-enactment thereof (including the corresponding previous written law)   |
| AGM  | : | Annual General Meeting   |
| Annual Report 2021                           | : | Annual Report of Imaspro for the financial year ended 30 June 2021   |
| Board  | : | Board of Directors of Imaspro  |
| Bursa Securities                             | : | Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]  |
| Circular                                     | : | This circular to shareholders of Imaspro dated 18 October 2021   |
| CMSA   | : | Capital Markets and Services Act 2007, including any amendments that may be made from time to time   |
| Directors                                    | : | Has the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon:<br><br>(a) a Director of Imaspro or any other company which is its subsidiary or holding company; or<br>(b) A chief executive (as defined under Paragraph 10.01 of the Listing Requirements) of the Company, its subsidiary or holding company. |
| Family                                       | : | In relation to a person means such person who falls within any one of the following categories:-<br><br>(a) spouse;<br>(b) parents;<br>(c) child including an adopted child and step-child;<br>(d) brother or sisters; and<br>(e) spouse of the person referred to in item (c) and (d) above   |
| Imaspro or the Company                       | : | Imaspro Corporation Berhad [Registration No. 200401019024 (657527-H)]  |
| Imaspro Group or the Group                   | : | Imaspro Corporation Berhad [Registration No. 200401019024 (657527-H)] and its subsidiaries collectively  |
| IMP Biotech                                  | : | IMP Biotech Sdn Bhd [Registration No. 199801006143 (462270-H)]   |
| Interested Director(s)/ Major Shareholder(s) | : | TCH  |
| Listing Requirements                         | : | Main Market Listing Requirements of Bursa Securities and any amendments that may be made from time to time   |
| LPD  | : | 23 September 2021, being the latest practicable date prior to the printing of this Circular  |

## DEFINITIONS (Con't)

- Major Shareholder(s) : A person who has an interest or interests in one (1) or more voting shares in Imaspro and the number or aggregate number of those shares, is:
- (a) ten percent (10%) or more of the total number of voting shares in Imaspro; or
  - (b) five percent (5%) or more of the total number of the voting shares in Imaspro where such person is the largest shareholder of Imaspro.

This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of Imaspro as defined above or any other company which is a subsidiary or holding company of Imaspro.

For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act.

- Partner : In relation to any person (referred to as "said Person"), means such person who falls within any one of the following categories:
- (a) a person with whom the said Person, is in or proposes to enter into partnership with. "Partnership" for this purpose refers to a "partnership" as defined in section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
  - (b) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.

- Person(s) Connected : In relation to any person (referred to as "said Person"), means such person who falls under any one of the following categories:
- (a) a family member of the said Person;
  - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
  - (c) a partner of the said Person;
  - (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
  - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
  - (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
  - (g) a body corporate which is a related corporation of the said Person.

- Proposed Mandate Period : The period during which the Recurrent Related Party Transactions are to be entered into for which the Proposed Shareholders' Mandate is being sought. This period shall commence immediately upon the passing of the resolution in respect of the Proposed Shareholders' Mandate during the forthcoming AGM until:

## DEFINITIONS (Con't)

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

Proposed RRPT Mandate or Proposal : Proposed shareholders' mandate for Imaspro Group to enter into new Recurrent Related Party Transactions

Recurrent Related Party Transaction(s) or RRPT(s) : Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of Imaspro Group and in the ordinary course of business of Imaspro Group

Related Party(ies) : Director(s), Major Shareholder(s) and/or Person(s) Connected with such Director(s) or Major Shareholder(s)

RM and sen : Ringgit Malaysia and sen, respectively

Shares : Ordinary shares in Imaspro

References to "we", "us", "our" and "ourselves" are to our Company and where the context requires, shall include our subsidiaries. All references to "you" in this Circular are referred to Imaspro's shareholders.

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

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

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

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# IMASPRO CORPORATION BERHAD

(Incorporated in Malaysia)

Registration No. 200401019024 (657527-H)

## Registered Office:

Unit 30-01, Level 30, Tower A,  
Vertical Business Suite, Avenue 3,  
Bangsar South,  
No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur

18 October 2021

## Board of Directors:

Datuk Captain Hamzah Bin Mohd Noor (Independent Non-Executive Chairman)  
Tong Chin Hen (Managing Director)  
Chen Sung Fang (Independent Non-Executive Director)  
Chan Weng Fui (Independent Non-Executive Director)  
Chan Kim Hing (Independent Non-Executive Director)

## To: The Shareholders of Imaspro

Dear Sir/ Madam,

## **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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### 1. INTRODUCTION

On 10 September 2021, the Board announced that the Company proposes to seek shareholders' approval for the Proposed RRPT Mandate at the forthcoming 17<sup>th</sup> AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed RRPT Mandate and to seek your approval for the Ordinary Resolution pertaining to the Proposed RRPT Mandate to be tabled as a Special Business at the forthcoming 17<sup>th</sup> AGM of the Company, to be held on 17 November 2021.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED NEW SHAREHOLDERS' MANDATE.**

### 2. DETAILS OF THE PROPOSED RRPT MANDATE

#### 2.1 Provisions under the Listing Requirements

Under Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for RRPT, subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

- (b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(2) of Listing Requirements as follows:
  - (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or
  - (ii) the percentage ratio of such RRPT(s) is 1% or more,
 whichever is the higher;
- (c) the listed issuer's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with the Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution(s) in respect of the RRPT. An interested Director or interested Major Shareholder must ensure that Persons Connected with them abstain from voting on the resolution in respect of the RRPT; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Accordingly, the Company proposes to seek shareholders' approval for the Proposed RRPT Mandate at the forthcoming 17<sup>th</sup> AGM. The Proposed RRPT Mandate will allow the Group, in the ordinary course of business, to enter into RRPT referred to in Section 2.4 of this Circular. Such transactions have been made based on normal commercial terms and transaction prices that are not more favourable to the Related Party(ies) than those generally available to the public and which are not to the detriment of the minority shareholders of the Company.

## **2.2 Validity period for the Proposed RRPT Mandate**

The Proposed RRPT Mandate, if approved by the shareholders of the Company at the forthcoming 17<sup>th</sup> AGM, will take effect upon the passing of the ordinary resolution proposed at the 17<sup>th</sup> AGM and be subject to annual renewal. The Proposed RRPT Mandate shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier.

## **2.3 Principal activities of Imaspro Group**

The principal activity of Imaspro is investment holding. As at LPD, the principal activities of its subsidiaries are as follows:

| <b>Name of Companies<sup>(1)</sup></b>         | <b>Effective equity interest (%)</b> | <b>Principal activities</b>   |
|--|--------------------------------------|---|
| <u>Direct subsidiaries</u>                     |                                      |   |
| Imaspro Resources Sdn Bhd                      | 100                                  | Manufacturing of pesticides and plant micronutrients, distribution and agency of pesticides and other agrochemicals, and trading of pesticides and other agrochemicals                                    |
| Ideal Command Sdn Bhd                          | 100                                  | Investment holding  |
| Plant Science Centre Sdn Bhd                   | 100                                  | Providing research, development and training with regards to pesticides and agrochemicals   |
| Millennium Station Sdn Bhd                     | 100                                  | Investment holding  |
| Mosfly International Sdn Bhd                   | 100                                  | Manufacturing and trading of mosquito coils, disinfectants and household insecticides   |
| <u>Indirect subsidiaries held through IRSB</u> |                                      |   |
| Imaspro Biotech Sdn Bhd                        | 100                                  | Manufacturing, distribution, research and development of pesticides and agrochemicals   |
| Imaspro Resources Incorporated <sup>(2)</sup>  | 100                                  | Distribution of pesticides, including herbicides, insecticides, fungicides, plant micronutrients, fertiliser, public health products, pest control products, wood preservative and other related products |

**Notes:**

<sup>(1)</sup> All direct and indirect subsidiaries of Imaspro are companies incorporated in Malaysia.

<sup>(2)</sup> Company incorporated in Labuan, Malaysia.

## 2.4 Information and Class of Related Party, Nature of RRPT and Estimated Value

The information and class of the Related Party, Nature of RRPT for the Proposed RRPT Mandate is set out in the table below:-

| <b>Transacting Companies in Imaspro Group</b> | <b>Transacting Related Party</b> | <b>Nature of transaction</b>  | <b>Interested Director/ Major Shareholder</b>  | <b>Estimated aggregate value to be incurred from the date of the forthcoming 17<sup>th</sup> AGM until the conclusion of the next AGM* (RM'000)</b> |
|---|----------------------------------|---|--|---|
| Imaspro and its subsidiaries                  | IMP Biotech or its affiliates    | Sale and supply of vector control and other pest control related finished products. | Tong Chin Hen is a Director and Major Shareholder of Imaspro.<br><br>He is also a Major Shareholder holding 99.96% shareholdings of IMP Biotech. | 15,000  |



**Notes:**

- \* *This estimated aggregate value has been arrived at by the Group after taking into account management's forecasts and anticipated business volume for the Proposed Mandate Period. Nevertheless, the above estimate may vary from the actual amount and is subject to changes.*

## **2.5 Review procedures for the RRPT**

The Group has established procedures and guidelines to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and normal commercial terms which are consistent with the Group's usual business practices and policies, not more favourable to the interested Related Party(ies) than those extended to the public/third parties and are not to the detriment of the minority shareholders of the Company. Management of Imaspro will ensure that the RRPT(s) with interested Related Party(ies) will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, level of services, quality of products and other related factors.

The procedures established by the Board for RRPT are as follows:

- (a) The identity of the Related Parties is disclosed/circulated within the Group and at the same time, the Related Parties are notified that all RRPT are required to be undertaken on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public;
- (b) The thresholds for approvals of RRPT are consistent with those transactions entered into with unrelated parties. The Group has in place internal levels of authority governing all business transactions. As the RRPT are conducted in the ordinary course of business, the transactions will be covered under the same levels of authority;
- (c) The transaction price for the sale and purchase of products and services shall be determined based on the prevailing market rates/prices for the products and services on normal commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, level of services, quality and delivery of the products;
- (d) All RRPT to be entered into will be reviewed by the Audit Committee and reported to the Board to ensure that the transactions are in the best interest of the Company, fair, reasonable and on normal commercial terms, not more favourable to the Related Parties and will not be detrimental to the minority shareholders;
- (e) If any member of the Board or Audit Committee has an interest (direct or indirect) in the RRPT, he shall abstain from deliberating and decision-making of the Board or Audit Committee in respect of such RRPT and continue to abstain from voting on the resolution relating to the RRPT as well as ensure that the Major Shareholders and Persons Connected with him abstain from voting on the resolution deliberating or approving the transactions;
- (f) Records will be maintained by the Group to capture all RRPT(s) entered into pursuant to the Proposed RRPT Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;

- (g) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products or services and/or quantities will be used as comparison to determine whether the transaction price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the transaction price will be determined by the Group based on those offered by or to other unrelated third parties for the same or substantially similar type of transaction, to ensure that the RRPTs are not detrimental to the Group;

- (h) The internal audit plan shall incorporate a review of RRPT to ensure that all the relevant approvals for the RRPT have been obtained and the approved procedures and guidelines in respect of such RRPT are complied with;
- (i) The Audit Committee shall review, on an annual basis, the internal audit reports to ascertain that the approved procedures and guidelines to monitor the RRPT have been complied with;
- (j) All RRPT will be reviewed by the Audit Committee on a quarterly basis. In reviewing the RRPT, the Audit Committee may, as it deems fit, requests for additional information pertaining to the transactions from independent sources;
- (k) Immediate announcement will be made to Bursa Securities if the actual value of the RRPTs entered into by Imaspro Group exceeds the estimated value of the RRPTs disclosed in the Circular by 10% or more;
- (l) Disclosure will be made in the following year's annual report of the Company of the aggregate value of transactions conducted pursuant the shareholders' mandate; and
- (m) The Board and Audit Committee will have overall responsibility for determining whether the review procedures and guidelines on the RRPT are appropriate and sufficient.

An annual review of the RRPT procedures and guidelines will be carried out by the Audit Committee. If during the annual review, the Audit Committee is of the view that the RRPT procedures and guidelines are no longer valid or inadequate to ensure that the RRPT are made on an arm's length basis or on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of our minority shareholders, the Audit Committee shall have the discretion to discharge, vary, modify the existing procedures and guidelines or implement new or additional procedures and guidelines, without management's prior approval, provided that such amended, varied, modified, new or additional procedures and guidelines are no less stringent than the existing ones.

## **2.6 Amount due from Related Party**

There was no amount owing by the Related Party to Imaspro Group pursuant to the RRPTs as at 30 June 2021. The payments were made within the agreed credit terms.

## **2.7 Threshold of Authority**

There is no specific threshold for approval of RRPTs within Imaspro Group. However, all RRPTs are subject to the approval of the Board after being reviewed by the Audit Committee. Where any Director has any interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated in Section 2.5 of this Circular are inadequate, Imaspro will obtain a fresh shareholders' mandate and to ensure that:

- (a) RRPT(s) will be conducted on an arms' length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party(ies) than those generally available to the public; and
- (b) such transaction will not be detrimental to the minority shareholders of the Company.

## **2.8 Statement by the Audit Committee**

The Audit Committee has reviewed the terms of the Proposed RRPT Mandate and is satisfied that the review procedures for RRPT mentioned in Section 2.5 above as well as the quarterly reviews to be made by the Audit Committee in relation thereto are sufficient to ensure that the RRPT will be made on an arm's length basis, on normal commercial terms, not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Audit Committee is of view that Imaspro Group has in place adequate procedures and processes to monitor, track and identify all RRPTs in a timely and orderly manner. These procedures and processes are reviewed as and when required or annually.

## **2.9 Disclosure of RRPTs**

The breakdown of the aggregate value of RRPTs will be disclosed in the Company's annual report for the financial year during which the Proposed RRPT Mandate is in force, providing amongst others, the following information:-

- (a) the type of RRPT(s) entered into;
- (b) the names of the Related Party(ies) involved in each type of RRPT(s) made; and
- (c) the nature of their relationship with Imaspro Group.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RRPT MANDATE**

The Proposed RRPT Mandate will enable the Group to continue enter into RRPT(s) with the Related Party which is necessary for the Group's day-to-day operations and in the ordinary course of business of the Group made at arm's length, on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally made available to the public and are not detrimental to the minority shareholders, as well as enhance the Group's ability to pursue business opportunities which are time-sensitive in nature more expeditiously.

The Proposed RRPT Mandate will eliminate the need to announce and convene separate general meetings of the Company from time to time to seek shareholders' approval pursuant to the requirements of Paragraph 10.09 of the Listing Requirements, as and when such transactions with the Related Party arise. This will also substantially reduce expenses associated with the convening of such meetings on an ad-hoc basis, improve administrative efficiency and allow human resources and time to be channelled towards attaining other corporate objectives and opportunities.

The RRPT(s) entered into by the Group are intended to meet the business needs of the Group at the best possible terms and also enhance the Group's ability to explore beneficial business opportunities and to promote cross-selling within the Group and the Related Party, which will be of benefit to all the companies within Imaspro Group.

## **4. FINANCIAL EFFECTS OF THE PROPOSED RRPT MANDATE**

The Proposed RRPT Mandate will not have any effect on the issued share capital and shareholdings of the substantial shareholders of the Company, and is not expected to have any material effect on the net assets per share, earnings per share and gearing of the Group.

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

Based on the Register of Directors' Shareholding and Register of Substantial Shareholders of Imaspro as at LPD, the direct and indirect shareholdings of the Interested Directors, Interested Major Shareholders and/or Interested Persons Connected to them who are interested in respect of the Proposed New Shareholders' Mandate are as follows:-

|  | Shareholdings in Imaspro as at LPD |       |                           |        |
|--|------------------------------------|-------|---------------------------|--------|
|  | < -----Direct----- >               |       | < -----Indirect----->     |        |
|  | No. of Shares                      | %     | No. of Shares             | %      |
| <b>Interested Director/Interested Major Shareholder</b>                |                                    |       |                           |        |
| Tong Chin Hen  | 5,500,000                          | 6.875 | 33,947,064 <sup>(1)</sup> | 42.434 |
| <b>Interested Person Connected to the Directors/Major Shareholders</b> |                                    |       |                           |        |
| Tong Siew Ling <sup>(2)</sup>  | 3,445,190                          | 4.306 | -                         | -      |

### Notes:

<sup>(1)</sup> Deemed interest by virtue of his interest in Swiss Revenue Sdn Bhd pursuant to Section 8 of the Act.

<sup>(2)</sup> Tong Siew Ling is the sister of Tong Chin Hen.

The Interested Director/Interested Major Shareholder, Tong Chin Hen, had abstained and will continue to abstain from deliberations and voting on the resolution in relation to the Proposed RRPT Mandate at the Company's Board meetings. He will also abstain from deliberations and voting in respect of his direct and/or indirect shareholdings in Imaspro on the resolution in relation to the Proposed RRPT Mandate at the forthcoming 17<sup>th</sup> AGM.

The Interested Director/Interested Major Shareholder has also undertaken to ensure that the Person Connected to him will abstain from deliberation and voting in respect of his direct and/or indirect shareholdings in Imaspro on the resolution in relation to the Proposed RRPT Mandate at the forthcoming 17<sup>th</sup> AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them has any interest, whether directly or indirectly, in the Proposed RRPT Mandate.

## 6. APPROVALS REQUIRED

The Proposed RRPT Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming 17<sup>th</sup> AGM to be convened.

## 7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Director), after having considered the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is fair, reasonable and in the best interest of Imaspro Group.

Accordingly, the Board (save for the Interested Director) recommends that the shareholders vote in favour of the ordinary resolution in relation to the Proposed RRPT Mandate to be tabled at the forthcoming 17<sup>th</sup> AGM.

## 8. 17TH AGM

The ordinary resolution in respect of the Proposed RRPT Mandate as set out in the Notice of 17<sup>th</sup> AGM contained in the Annual Report 2021 of the Company will be tabled at the forthcoming 17<sup>th</sup> AGM of Imaspro. The Circular is also available at [www.imaspro.com](http://www.imaspro.com) together with the Annual Report 2021, Notice of the 17<sup>th</sup> AGM, Proxy Form, Administrative Guide and Statement to Shareholders of the Company.

The 17<sup>th</sup> AGM of Imaspro will be conducted entirely through live streaming from the Broadcast Venue on Wednesday, 17 November 2021 at 10.00 a.m. or any adjournment thereof.

Shareholders **WILL NOT BE ALLOWED** to attend this 17<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.

**Please read the Notes in the Notice of 17<sup>th</sup> AGM carefully and follow the procedures in the Administrative Guide for 17<sup>th</sup> AGM in order to participate remotely via RPV facilities.**

If you are unable to participate in this 17<sup>th</sup> AGM, you may appoint a proxy(ies) by completing, sign and deposit the Proxy Form enclosed in the Annual Report 2021 in accordance with the instructions therein to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not later than forty-eight (48) hours before the date and time set for holding the 17<sup>th</sup> AGM or any adjournment thereof. You may also have the option to lodge the Proxy Form electronically via TIIH Online at <https://tiih.online> before the proxy appointment cut-off time as mentioned above. For further information on the electronic lodgement of Proxy Form, kindly refer to the Administrative Guide to the 17<sup>th</sup> AGM.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 17<sup>th</sup> AGM should you subsequently wish to do.

## 9. FURTHER INFORMATION

Shareholders are advised to refer to the Appendices in this Circular for further information.

Yours faithfully

For and on behalf of the Board of Directors  
**IMASPRO CORPORATION BERHAD**

**DATUK CAPTAIN HAMZAH BIN MOHD NOOR**  
Independent Non-Executive Chairman

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## **APPENDIX I**

### **FURTHER INFORMATION**

#### **1. RESPONSIBILITY STATEMENT**

The Directors of Imaspro have seen and approved the contents of this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made 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 in this Circular misleading.

#### **2. MATERIAL CONTRACTS**

As at the date of this Circular, neither the Company nor any of its subsidiaries have entered into any material contract (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular.

#### **3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the date of this Circular, neither the Company nor any of its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of the Company and/or its subsidiaries.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection by members of the Company at the registered office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during normal business hours from Mondays to Fridays (excluding Public Holidays) from the date of this Circular up to and including the date of the forthcoming 17<sup>th</sup> AGM:

- (a) Constitution of Imaspro; and
- (b) Audited consolidated financial statements of Imaspro for the past two (2) financial years ended 30 June 2020 and 30 June 2021.

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## APPENDIX II

### **EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE 17<sup>TH</sup> AGM OF IMASPRO IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES**

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#### **Ordinary Resolution III**

#### **Proposed Shareholders' Mandate for the Company and/or its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to all recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.4 of the Circular to Shareholders dated 18 October 2021 ("Related Party") provided that such transactions are:-

- (i) necessary for the day-to-day operations;
- (ii) undertaken in the ordinary course of business at an arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally available to the public; and
- (iii) not detrimental to the minority shareholders of the Company,

("Proposed RRPT Mandate").

AND THAT such approval, shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at such general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised under the Proposed RRPT Mandate."

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