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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 Circular/Statement prior to its issuance as they are exempt documents pursuant to Paragraph 2.1 of the Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular/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 Circular/Statement.



IMASPRO CORPORATION BERHAD

(657527-H)

CIRCULAR/STATEMENT TO SHAREHOLDERS IN RELATION TO

PART A

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS
SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

PART B

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE
AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO
TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES**

The resolutions of the above proposals will be tabled as Special Business at the Eighteenth Annual General Meeting ("18th AGM") of Imaspro Corporation Berhad ("Imaspro" or "the Company"), which will be conducted entirely 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 ("Broadcast Venue") on Wednesday, 16 November 2022 at 10.00 a.m. using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") via its TIIH Online website at <https://tiih.online>.

This Circular/Statement is available at www.imaspro.com together with the Annual Report 2022, Notice of 18th AGM, Proxy Form and the Administrative Guide to the 18th AGM of Imaspro. Please read the Notes in the Notice of 18th AGM carefully and follow the procedures in the Administrative Guide for the 18th AGM in order to participate remotely via RPV facilities.

You are entitled to attend, participate and vote at this 18th AGM of the Company. If you are unable to participate at this 18th AGM, you may appoint proxy(ies) to do so on your behalf by completing, signing and depositing the Proxy Form at the Company's Share Registrar's office at 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 Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, no later than 48 hours before the time appointed for holding the 18th AGM or any adjournment thereof, which is no later than any adjournment thereof.

You may 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 to the 18th AGM.

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

Last day and time for lodging the Form of Proxy : 14 November 2022 (Monday) at 10.00 a.m.
Date and time of the AGM : 16 November 2022 (Wednesday) at 10.00 a.m.

DEFINITIONS

Unless otherwise stated, the following definitions shall have the following meanings:

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 2022	:	Annual Report of Imaspro for the financial year ended 30 June 2022
Board	:	Board of Directors of Imaspro
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular/Statement	:	This circular/statement to the shareholders of Imaspro dated 18 October 2022
Code	:	Malaysian Code on Take-Overs and Mergers 2016, including any amendments that may be made from time to time
CMSA	:	Capital Markets and Services Act 2007, including any amendments that may be made from time to time
Director	:	Has the meaning given in Section 2(1) of the CMSA and for the purposes of the Proposed Renewal of RRPT Mandate, 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) a director of the Company, its subsidiary or holding company; or (b) a chief executive (as defined under Paragraph 1.01 of the Listing Requirements) of the Company, its subsidiary or holding company.
EPS	:	Earnings per share
Family	:	In relation to a person means such person who falls within any one of the following categories:- (a) spouse; (b) parent; (c) child including an adopted child and step-child; (d) brother or sister; and (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
IRSB	:	Imaspro Resources Sdn Bhd [Registration No. 198301005748 (100955-M)]
IMP Biotech	:	IMP Biotech Sdn Bhd [Registration No. 199801006143 (462270-H)]
Interested Directors	:	TCH
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
LPD	:	23 September 2022, being the last practicable date prior to the printing of this Circular/Statement

DEFINITIONS (Cont'd)

- Major Shareholder(s) : A person who has an interest or interests in one or more of the voting shares in our Company and the number or aggregate number of those shares, is:-
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the total number of the voting shares in the Company where such person is the largest shareholder of the Company.
- 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 the Company as defined above or any other company which is a subsidiary or holding company of Imaspro.
- For the purpose of this definition, "interest" shall have the meaning of "interests in shares" given in Section 8 of the Act.
- NA : Net Assets
- 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 Persons 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.
- Proposals : The Proposed Renewal of RRPT Mandate and Proposed Renewal of Share Buy-Back Mandate
- Proposed Mandate Period : The period during which the RRPT 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 (Cont'd)

- (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 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 general meeting,

whichever is the earlier.

Proposed Renewal of RRPT Mandate	:	Proposed renewal of shareholders' mandate for Imaspro Group to enter into the existing RRPT
Proposed Renewal of Share Buy-Back Mandate	:	Proposed renewal of shareholders' mandate for the authority to the Company to purchase its own shares of up to ten per centum (10%) of its total number of issued shares
Proposed Share Buy-Back	:	Proposed purchase of up to ten per centum (10%) of Imaspro's total number of issued Shares
Purchased Shares	:	Imaspro Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back Mandate
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) of our Company or Person(s) Connected with such Director(s) or Major Shareholder(s) of the Company
RM and sen	:	Ringgit Malaysia and sen, respectively
SC	:	Securities Commission Malaysia
Shares or Imaspro Shares	:	Ordinary shares in Imaspro
TCH	:	Tong Chin Hen
Treasury Shares	:	Imaspro Shares so purchased and retained in treasury

All references to "our Company" in this Circular/Statement are to Imaspro. References to "our Group" are to our Company and our subsidiaries. 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/Statement are to our shareholders.

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 and/or neuter genders, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular/Statement is a reference to that enactment as for the time being amended or re-enacted.

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

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

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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 2022

Board of Directors:

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

To: The Shareholders of Imaspro

Dear Sir/Madam,

- (i) **PROPOSED RENEWAL OF RRPT MANDATE**
- (ii) **PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

(COLLECTIVELY REFERRED TO AS “THE PROPOSALS”)

INTRODUCTION

The Company had at its 17th AGM held on 17 November 2021, obtained its shareholders' mandates for:-

- (a) the Company and its subsidiaries to enter into RRPT that are necessary for the day-to-day operations of Imaspro Group; and
- (b) the Company's Proposed Share Buy-Back.

The abovesaid mandates shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 18th AGM unless the approval for the Proposals is obtained from the shareholders of the Company at the forthcoming 18th AGM.

On 7 October 2022, the Board announced that the Company proposes to seek our shareholders' approval for the Proposals at the forthcoming 18th AGM.

The purpose of this Circular/Statement is to provide you with relevant details on the Proposals together with the Board's recommendation thereon and to seek your approval for the Ordinary Resolutions pertaining to the Proposals to be tabled at our forthcoming 18th AGM to be held on 16 November 2022.

WE ADVISE YOU TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR/STATEMENT BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSALS.

PART A

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE
COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. Details of the Proposed Renewal of RRPT Mandate

1.1 Provisions under the Listing Requirements

Under Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek shareholders' mandate in respect of 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 Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the thresholds prescribed under Paragraph 10.09(2) of Listing Requirement.:-
- (c) A circular to shareholders for the shareholder mandate includes the information as prescribed by Bursa Securities;
- (d) in a meeting to obtain 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 in respect of the RRPT. An Interested Director or Major Shareholder must ensure that Persons Connected with him/them abstain from voting on the resolution in respect of the RRPT; and
- (e) immediate announcement be made to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Accordingly, the Board proposes to seek shareholders' approval for the Proposed Renewal of RRPT Mandate at the forthcoming 18th AGM. The Proposed Renewal of 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.

1.2 Validity period for the Proposed Renewal of RRPT Mandate

The Proposed Renewal of RRPT Mandate, if approved by the shareholders of the Company at the forthcoming 18th AGM, will take effect upon the passing of the ordinary resolution proposed at the 18th AGM and be subject to annual renewal. The Proposed Renewal of 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.

1.3 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:

Name of Companies ⁽¹⁾	Effective equity interest	Principal activities
<u>Direct subsidiaries</u>		
IRSB	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 ⁽²⁾	100%	Distribution of pesticides, including herbicides, insecticides, fungicides, plant micronutrients, fertiliser, public health products, pest control products, wood preservative and other related products

Notes:

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

(2) Company incorporated in Labuan, Malaysia.

1.4 Nature of RRPT and Estimated Value

The Nature of the existing RRPT and their estimated values for which approval is being sought at the forthcoming 18th AGM pursuant to the Proposed Renewal of RRPT Mandate are set out in the table below:-

Transacting Companies in Imaspro Group	Transacting Related Party	Nature of transaction	Interested Director/ Major Shareholder	Estimated value as disclosed in the preceding year's circular dated 18 October 2021 (RM'000)	Actual value transacted since last AGM up to the LPD (RM'000)	Estimated value to be incurred from the date of the 18 th AGM to the next AGM (RM'000)
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. He is also a Major Shareholder holding 99.96% shareholdings of IMP Biotech.	15,000	3,281	5,000

Notes:

* This estimated aggregate value has been arrived at by the Group after taking into account management's forecasts and anticipated business volume from the date of the 18th AGM to the next AGM. for the Proposed Mandate Period. Nevertheless, the above estimate may vary from the actual amount and is subject to changes.

1.5 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 normal commercial terms and transaction prices that are consistent with the Group's usual business practices and policies, which are not more favourable to the 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 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 Group for the 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 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;
- (c) 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;
- (d) Any member of the Board or Audit Committee having an interest (direct or indirect) in the RRPT, 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;
- (e) Records will be maintained by the Group to capture all RRPT(s) entered into pursuant to the Proposed Renewal of RRPT Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (f) 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;

- (g) 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;
- (h) 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;

- (i) 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;
- (j) 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;
- (k) 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
- (l) 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.

1.6 Amount due from Related Party

As at the LPD, there was no amount due or owing by the Related Party to Imaspro Group pursuant to the RRPTs, which has exceeded the credit term. The payments were made within the agreed credit terms.

1.7 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 1.5 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 detriment to the minority shareholders of the Company.

1.8 Statement by the Audit Committee

The Audit Committee has seen and reviewed the terms of the Proposed Renewal of RRPT Mandate and is satisfied that the review procedures for RRPT mentioned in Section 1.5 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.

1.9 Disclosure of RRPTs

The breakdown of the aggregate value of RRPTs will be disclosed in the Company's annual report for the subsequent financial year during which the Proposed Renewal of 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.

2. Rationale for and Benefits of the Proposed Renewal of RRPT Mandate

The Proposed Renewal of 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 Renewal of 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.

3. Financial Effects of the Proposed Renewal of RRPT Mandate

The Proposed Renewal of 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.

4. 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 Renewal of RRPT Mandate are as follows:-

	Shareholdings in Imaspro as at LPD			
	< -----Direct----- >		< -----Indirect----->	
	No. of Shares	%	No. of Shares	%
Interested Director/Interested Major Shareholder				
Tong Chin Hen	6,940,000	8.675	33,947,064 ⁽¹⁾	42.434
Interested Person Connected to the Directors/Major Shareholders				
Tong Siew Ling ⁽²⁾	3,445,190	4.306	-	-

Notes:

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

⁽²⁾ 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 Renewal of 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 Renewal of RRPT Mandate at the forthcoming 18th 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 Renewal of RRPT Mandate at the forthcoming 18th 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 Renewal RRPT Mandate.

5. Approvals Required

The Proposed Renewal of RRPT Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming 18th AGM to be convened.

6. Directors' Statement and Recommendation

The Board (save for the Interested Director), after having considered the Proposed Renewal of RRPT Mandate, is of the opinion that the Proposed Renewal of 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 Renewal of RRPT Mandate to be tabled at the forthcoming 18th AGM.

7. 18th AGM

The Ordinary Resolution in respect of the Proposed Renewal of RRPT Mandate will be tabled as Special Business at the Company's forthcoming 18th AGM. This Circular/Statement is available at www.imaspro.com together with, the Annual Report 2022, Notice of 18th AGM, Proxy Form and the Administrative Guide for 18th AGM.

The 18th AGM of the Company will be conducted entirely 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 ("Broadcast Venue") on Wednesday, 16 November 2022 at 10.00 a.m., using Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") via its TIIH Online website at <https://tiih.online>.

Shareholders will not be allowed to attend this 18th AGM in person at the Broadcast Venue on the day of the meeting.

Please read the Notes in the Notice of 18th AGM carefully and follow the procedures in the Administrative Guide for 18th AGM in order to participate remotely via RPV facilities.

If you are unable to participate in this 18th AGM, you may appoint a proxy(ies) to do so on your behalf by completing, signing and depositing the Proxy Form in accordance with the instruction contained therein. The completed and signed Proxy Form must be deposited at the Company's Share Registrar's office at 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 Services 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 set for convening the 18th AGM, which is no later than Monday, 14 November 2022 at 10.00 a.m. or any adjournment thereof. You may also submit the proxy appointment electronically via TIIH Online at <https://tiih.online> before the proxy appointment cut off time as mentioned above. For further information on electronic lodgement of Proxy Form, please refer to Administrative Guide for the 18th AGM.

8. Further Information

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

PART B

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE
AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO
TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES**

1. Details of the Proposed Renewal of Share Buy-Back Mandate

The Company had at its 17th AGM held on 17 November 2021, obtained an approval from its shareholders for the Company to purchase up to ten per centum (10%) of the total number of issued shares of the Company and the said approval will be expiring at the conclusion of the forthcoming 18th AGM unless the approval is renewed.

No Shares were purchased to date since the approval was obtained at the 17th AGM.

The Board is seeking shareholders' approval at the forthcoming 18th AGM for the Proposed Renewal of Share Buy-Back Mandate.

The approval from the shareholders would become effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 18th AGM, and 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 by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

2. Maximum Number or Percentage of Shares to be Acquired

The maximum aggregate number of Imaspro Shares, which may be purchased by the Company, shall not exceed ten per centum (10%) of the total number of issued shares of the Company in compliance with Paragraph 12.09 of the Listing Requirements.

As at the LPD, the maximum number of Imaspro Shares that can be purchased and/or held by the Company will be as follows:-

	<u>No. of Shares</u>
Total number of issued Shares	80,000,000
10% of the total number of issued Shares	8,000,000
Maximum number of Shares which may be purchased in respect of the Proposed Share Buy-Back	<u>8,000,000</u>

The actual number of Shares to be purchased pursuant to the Proposed Share Buy-Back, the total amount of funds to be involved for each purchase and the timing of the purchase(s) will depend on, among others, the market conditions and sentiments of the stock market of Bursa Securities, the availability of the financial resources and the retained profits of the Company as at the point of purchase(s).

3. Maximum Amount of Funds to be Allocated and the Source of Funds

The funding for the Proposed Share Buy-Back will be from internally generated funds and/or external bank borrowings or a combination of both and the maximum amount of funds to be allocated for such transactions shall not exceed the aggregate balance standing in the retained profits of the Company.

The retained profit of the Company based on the Audited Consolidated Financial Statements for the financial year ended 30 June 2022 was RM21,344,959.00.

The Proposed Share Buy-Back, if funded via internally generated funds, is not expected to have a material impact on the cash flow position of the Company. In the event the Company purchases and holds its own Shares using external bank borrowings, the Board will ensure that the Company has sufficient funds to repay such borrowings and that the repayment thereof is not expected to have a material effect on the cash flow of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before implementing the Proposed Share Buy-Back.

4. Treatment of Shares Purchased

In accordance with Section 127(4) of the Act, the Directors may, at its discretion, deal with the Purchased Shares in the following manner:-

- (a) to cancel all or part of the Purchased Shares; or
- (b) to retain all or part of the Purchased Shares as Treasury Shares as defined in Section 127 of the Act.

Based on Section 127(7) of the Act, where such Purchased Shares are held as Treasury Shares, our Directors may at their discretion:-

- (a) distribute all or part of the Treasury Shares as dividends to our shareholders, such dividends to be known as “shares dividends”;
- (b) resell all or part of the Treasury Shares in accordance with the Listing Requirements;
- (c) transfer all or part of the Treasury Shares for the purposes of or under an employees’ share scheme established by the Company and/or its subsidiaries;
- (d) transfer all or part of the Treasury Shares as purchase consideration;
- (e) cancel all or part of the Treasury Shares;
- (f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (g) deal with the Treasury Shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities from time to time being in force.

While the Purchased Shares are held as Treasury Shares, the Treasury Shares shall not be taken into account in calculating the number or percentage of shares, or of a class of shares in our Company for any purposes including, without limiting the generality of the provision of Section 127 of the Act, the provision of any law or the requirements of the Company’s Constitution or the Listing Requirements on substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the Purchased Shares, i.e. notification of purchase, resale or transfer or cancellation of the Purchased Shares as per the Listing Requirements.

As at the date of this Statement, the Board has yet to make any decision with regards to the treatment of the Shares so purchased in the future.

Where the Directors resolve to cancel the Shares so purchased or cancel any Treasury Shares, the number of the Company’s issued shares shall be diminished by the cancellation of the Shares so cancelled. It is pertinent to note that the cancellation of Shares made pursuant to Section 127(15) of the Act shall not be deemed to be a reduction in share capital.

5. Rationale for the Proposed Share Buy-Back

The Proposed Share Buy-Back will enable the Company to utilise its surplus financial resources to purchase its own Shares from the open market of Bursa Securities. It may also assist in stabilising the supply and demand as well as the market price of its Shares traded on Bursa Securities.

The Purchased Shares, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Shares carrying voting and participation rights. Therefore, the shareholders of the Company may enjoy an increase in the value of their investment in Imaspro due to improvement in the consolidated EPS and/or NA per Share, as a result of the decreased share capital base used for the computation of the Company's EPS and NA.

The Purchased Shares can be held as Treasury Shares and resold on the stock market of Bursa Securities at a higher price with the intention of realising capital gain without affecting the total number of issued shares of the Company. Should any Treasury Shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

6. Potential Advantages and Disadvantages of the Proposed Share Buy-back

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

- (i) the Proposed Share Buy-Back, if implemented, will allow the Company to utilise its financial resources where there is no immediate use, to purchase the Imaspro Shares. If the Imaspro Shares purchased are held as treasury shares or cancelled immediately, this may strengthen the consolidated EPS and NA per share;
- (ii) the Proposed Share Buy-Back may also stabilise the supply and demand of Imaspro Shares traded on the stock market of Bursa Securities and reduce the volatility of Imaspro Share prices. The stability of Imaspro Share prices is important to maintain investors' confidence in order to facilitate future fundraising exercises of the Company via the equity market;
- (iii) the Proposed Share Buy-Back will provide the Company opportunities for potential capital gains if the purchased Imaspro Shares which are retained as treasury shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or distribution as dividends to shareholders; and
- (iv) in the event the treasury shares are distributed as share dividends, it will serve to reward the shareholders of Imaspro.

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

- (i) the Proposed Share Buy-Back, if implemented, will reduce the amount of financial resources available for distribution to the shareholders of the Company;
- (ii) if the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back, the cash flow of the Company may be affected to the extent of the interest costs associated with such borrowings;
- (iii) the funds allocated for the Proposed Share Buy-Back could be used for other better investment opportunities which may emerge in the future; and
- (iv) as the funds to be allocated for the Proposed Share Buy-Back must be made wholly out of the Company's retained profits, the amount of retained profits available for distribution as dividends to the shareholders of the Company may be reduced accordingly.

The Proposed Share Buy-Back, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after in-depth consideration of the financial resources of Imaspro which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders. The Board is mindful of the interests of the Company and its shareholders with respect to the above exercise.

7. Financial Effects to the Proposed Share Buy-back

In financial effects of the Proposed Share Buy-Back on the share capital, earnings, working capital, NA, dividends and shareholdings of Directors and Substantial Shareholders of the company or Group are set out below:-

7.1 Share Capital

The effect of the Proposed Share Buy-Back on the issued share capital of the Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares. The Proposed Share Buy-Back will result in a reduction of the issued share capital of the Company if the Purchased Shares are cancelled.

In the event the Proposed Share Buy-Back is carried out in full and all the Purchased Shares are cancelled, the present issued share capital of the Company will be reduced by the number of Shares so cancelled as follows:-

	<u>No. of Shares</u>
Existing share capital as at LPD	80,000,000
Assuming all the Purchased Shares pursuant to the Proposed Share Buy-Back are cancelled	(8,000,000)
Resultant ordinary issued share capital	<u>72,000,000</u>

Conversely, if the Purchased Shares are retained as treasury shares, the Proposed Share Buy-Back will not have any effect on the issued share capital of Imaspro. Nevertheless, certain rights attached to the Purchased Shares are suspended while they are held as treasury shares.

7.2 Earnings

The effects of the Proposed Share Buy-Back on the EPS of Imaspro Group is dependent on the number and the purchase prices of the Purchased Shares, the effective cost of funding and/or the interest income foregone in connection with the funding of such Purchased Shares.

If the Purchased Shares are retained as treasury shares or cancelled subsequently, the number of shares applied in the computation of the EPS will be reduced and this may improve the consolidated EPS of the Group.

7.3 NA

The effect of the Proposed Share Buy-Back on NA of Imaspro Group is dependent on the number of Purchased Shares, the purchase price of Imaspro Shares, the effective cost of funding and the treatment of the shares purchased.

The Proposed Share Buy-Back will reduce the NA per Share if the purchase price is more than the NA per Share at the time of purchase. On the contrary, the NA per Share will increase if the purchase price is less than the NA per Share at the time of purchase.

7.4 Working Capital

The Proposed Share Buy-Back, as and when implemented, will result in an outflow of cash and thereby reduce the working capital and cash flow of Imaspro Group. The quantum of reduction in working capital is dependent on the purchase price and number of Imaspro Shares purchased.

However, for Imaspro Shares so purchased and kept as treasury shares, upon its resale at a higher selling price than the initial purchase price, the working capital and the cash flow of Imaspro Group will increase. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

7.5 Dividends

The Proposed Share Buy-Back is not expected to have any impact on the dividend payment as the Board will take into consideration the Company's profit, cash flow and the capital commitments before proposing any dividend payment.

7.6 Directors' and Substantial Shareholders' Shareholdings and Persons connected with Them

Based on the Register of Directors' Shareholding and Register of Substantial Shareholders of Imaspro as at LPD and assuming that the Proposed Share Buy-Back is implemented up to the maximum of 10% of the total number of issued shares of the Company and that the Purchased Shares are from the shareholders other than the Directors and Substantial Shareholders of Imaspro, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of Imaspro are set out below:-

	Number of Shares held as at LPD				After Proposed Share Buy-Back [^]			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Directors								
Tong Chin Hen	6,940,000	8.675	33,947,064 ⁽¹⁾	42.434	6,940,000	9.639	33,947,064 ⁽¹⁾	47.149
Chen Sung Fang	-	-	-	-	-	-	-	-
Chan Weng Fui	672,900	0.841	-	-	672,900	0.935	-	-
Datuk Captain Hamzah Bin Mohd Noor	-	-	-	-	-	-	-	-
Chan Kim Hing	-	-	-	-	-	-	-	-
Substantial Shareholders								
Swiss Revenue Sdn Bhd	33,947,064	42.434	-	-	33,947,064	47.149	-	-
Yu Kuan Chon	12,046,204	15.058	1,090,300 ⁽²⁾	1.363	12,046,204	16.731	1,090,300 ⁽²⁾	1.514
Tong Chin Hen	6,940,000	8.675	33,947,064 ⁽¹⁾	42.434	6,940,000	9.639	33,947,064 ⁽¹⁾	47.149
Person Connected to Directors/ Substantial Shareholders								
Tong Siew Ling ⁽³⁾	3,445,190	4.306	-	-	3,445,190	4.785	-	-

Notes:-

[^] Assuming the Proposed Share Buy-Back is implemented in full, i.e. up to 10% of the total number of issued shares of the Company (8,000,000 Shares) are held as treasury shares and that the Directors and the Substantial Shareholders' shareholding in Imaspro remain unchanged.

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

⁽²⁾ Deemed interest through shares held by his spouse, Chan Sow Keng pursuant to Section 8(6)(d) of the Act.

⁽³⁾ Tong Siew Ling is the sister of Tong Chin Hen.

8. Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was 26.493%. The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with 25% public shareholding spread as required under Paragraph 8.02(1) of the Listing Requirements.

The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's Shares if the purchase would result in the public shareholding spread requirements under the Paragraph 8.02(1) of the Listing Requirements not being met.

9. Implication of the Code

If any one of the Directors, Substantial Shareholders and/or their respective parties acting in concert with them, as a result of the Proposed Share Buy-Back:

- (a) obtains control in the Company (which is the holding of, or entitlement to exercise or control the exercise of, more than 33% of the voting shares or voting rights of the Company); or
- (b) increases his/their existing shareholdings of the Company (which is more than 33% but not more than 50% of the voting shares or voting rights of the Company) by more than 2% in any six (6) months period,

the affected Director, Substantial Shareholder and/or parties acting in concert with them ("Affected Person(s)") would be obliged to undertake a mandatory offer for the remainder Imaspro Shares not already owned by them pursuant to the Code. However, a waiver to undertake a mandatory offer may be granted by the SC under the Code upon application by the Affected Person(s) before triggering the mandatory offer and subject to the affected Director, Substantial Shareholder and/or parties acting in concert with them complying with certain conditions.

The Board is aware of the implications of the Code and will be mindful of such implications when making any purchase of Imaspro Shares pursuant to the Proposed Share Buy-Back.

However, in the event an obligation to undertake a mandatory offer is expected to arise with respect to any party or parties resulting from the Proposed Share Buy-Back, which is an action outside its direct participation, the relevant parties will make necessary application to the SC for an exemption from undertaking a mandatory offer pursuant to the Code prior to any buy-back of the Shares.

10. Interests of Directors, Substantial Shareholders and Persons connected to Them

None of the Directors and/or Substantial Shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate or the subsequent resale of the treasury shares (if any).

11. Purchase of Imaspro Shares, Resale, Transfer and/or Cancellation of Treasury Shares in the Preceding Twelve (12) Months

There have not been any previous purchases of Imaspro Shares, resale, transfer and/or cancellation of treasury shares of the Company in the previous 12 months preceding this Statement. As at the date of this Statement, the Company does not hold any treasury shares.

12. Market Price of the Company's Shares

The following table sets out the monthly highest and lowest prices of Imaspro Shares traded on Bursa Securities for the preceding twelve (12) months from September 2021 up to August 2022:-

Month	Highest (RM)	Lowest (RM)
2021		
September	2.20	1.92
October	2.39	2.05
November	2.39	2.11
December	2.70	2.22
2022		
January	2.72	2.40
February	2.85	2.15
March	2.97	2.03
April	3.49	2.88
May	4.10	3.80
June	4.10	3.59
July	4.30	3.85
August	4.50	4.08

(Source: TCPro@ndgf.taonline.com.my)

The last transacted market price of Imaspro Shares on LPD before printing this Statement was RM4.99.

13. Approval Required

The Proposed Renewal of Share Buy-Back Mandate is subject to the approval at the shareholders of Imaspro at the forthcoming 18th AGM to be convened.

14. Directors' Statement and Recommendation

The Directors, having considered and deliberated on the Proposed Renewal of Share Buy-Back Mandate as stated above, are of the view that Proposed Renewal of Share Buy-Back Mandate is in the best interests of the Group. Accordingly, the Directors recommend that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the Company's forthcoming 18th AGM.

15. 18th AGM

The Ordinary Resolution in respect of the Proposed Renewal of RRPT Mandate will be tabled as Special Business at the Company's forthcoming 18th AGM. This Circular/Statement is available at www.imaspro.com together with, the Annual Report 2022, Notice of 18th AGM, Proxy Form and the Administrative Guide for 18th AGM.

The 18th AGM of the Company will be conducted entirely 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 ("Broadcast Venue") on Wednesday, 16 November 2022 at 10.00 a.m., using Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") via its TIIH Online website at <https://tiih.online>.

Shareholders will not be allowed to attend this 18th AGM in person at the Broadcast Venue on the day of the meeting.

Please read the Notes in the Notice of 18th AGM carefully and follow the procedures in the Administrative Guide for 18th AGM in order to participate remotely via RPV facilities.

If you are unable to participate in this 18th AGM, you may appoint a proxy(ies) to do so on your behalf by completing, signing and depositing the Proxy Form in accordance with the instruction contained therein. The completed and signed Proxy Form must be deposited at the Company's Share Registrar's office at 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 Services 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 set for convening the 18th AGM, which is no later than Monday, 14 November 2022 at 10.00 a.m. or any adjournment thereof. You may also submit the proxy appointment electronically via TIIH Online at <https://tiih.online> before the proxy appointment cut off time as mentioned above. For further information on electronic lodgement of Proxy Form, please refer to Administrative Guide for the 18th AGM.

16. Further Information

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

Yours faithfully

For and on behalf of the Board of
IMASPRO CORPORATION BERHAD

Datuk Captain Hamzah Bin Mohd Noor
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the date of this Circular/Statement, 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/Statement.

3. MATERIAL LITIGATION

As at the date of this Circular/Statement, 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 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/Statement up to and including the date of the forthcoming 18th AGM:

- (a) Constitution of Imaspro; and
- (b) Audited consolidated financial statements of Imaspro for the past two (2) financial years ended 30 June 2021 and 30 June 2022.

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EXTRACT OF THE ORDINARY RESOLUTIONS TO BE TABLED AT THE 18TH AGM OF IMASPRO IN RELATION TO THE PROPOSALS

ORDINARY RESOLUTION**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT pursuant to Paragraph 10.09 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 the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 1.4 of Part A of the Circular/Statement to Shareholders dated 18 October 2022 ("Related Party") provided that such transactions and/or arrangements are:-

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

("Proposed Renewal of RRPT Mandate").

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

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution is passed, at which time, it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed; or
- (b) 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
- (c) revoked or varied by resolution passed by the shareholders of the Company at a 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 Proposed Renewal of RRPT Mandate."

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EXTRACT OF THE ORDINARY RESOLUTIONS TO BE TABLED AT THE 18TH AGM OF IMASPRO IN RELATION TO THE PROPOSALS (CONTINUED)

ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in 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:-

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution is passed, at which time, the authority shall lapse unless by ordinary resolution passed at the meeting, 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 ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:-

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;

- (iv) To resell all or part of the treasury shares;
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

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