

THIS SHARE BUY-BACK STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT

IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE

PURCHASE BY THE COMPANY OF ITS OWN SHARES

(“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

The Proposed Renewal of Share Buy-back Authority will be tabled as Special Business at the 49th Annual General Meeting (“**AGM**”) of Mulpha International Bhd. (“**the Company**”) to be held virtually from the broadcast venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia and via Lumi AGM at <https://meeting.boardroomlimited.my> on Thursday, 8 June 2023 at 2.30 p.m. or any adjournment thereof. Notice of the AGM together with the Proxy Form are set out in the Company’s Annual Report 2022.

If you are unable to virtually attend, participate and vote at the AGM, you may complete the Proxy Form enclosed in the Company’s Annual Report 2022 in accordance with the instructions contained therein. The Proxy Form must be deposited not less than 48 hours before the time set for holding the AGM or any adjournment thereof, at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com, by sending it through the post, or submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

Last date and time for lodging the Proxy Form.....: Tuesday, 6 June 2023 at 2.30 p.m.

Date and time of the AGM.....: Thursday, 8 June 2023 at 2.30 p.m.

This Statement is dated 28 April 2023

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1. INTRODUCTION

At the 48th Annual General Meeting of Mulpha International Bhd. (“**Mulpha**” or “**the Company**”) held on 9 June 2022, the Board of Directors (“**the Board**”) had obtained the renewal of authority from the shareholders for the Company to purchase up to 10% of the total number of issued shares of the Company (“**Mulpha shares**”) through Bursa Malaysia Securities Berhad (“**Bursa Securities**”). This authority, which took effect upon the passing of the ordinary resolution, will expire at the conclusion of the forthcoming 49th Annual General Meeting (“**AGM**”) to be held on 8 June 2023, unless it is renewed.

On 18 April 2023, the Company announced its intention to seek the approval of the shareholders at the forthcoming AGM to renew the authority for the Proposed Renewal of Share Buy-back Authority.

The purpose of this Statement is to provide you with the details of and to seek your approval for the Proposed Renewal of Share Buy-back Authority at the forthcoming AGM, the notice of which is set out in the Annual Report 2022.

2. PURCHASE, RESALE, TRANSFER OR CANCELLATION OF SHARES MADE IN THE PRECEDING 12 MONTHS

On 12 April 2022, the Company had cancelled its entire treasury shares of 8,288,200 units pursuant to Section 127 of the Companies Act 2016 (“**the Act**”). As at 14 April 2023, the Company has no treasury shares.

The Company has not purchased any Mulpha shares, or made any resale or transfer of its treasury shares in the preceding 12 months.

3. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

3.1 Quantum/Maximum Limit

The Board proposes to seek your approval for the renewal of authority for the Company to purchase its own shares and/or hold as treasury shares for an aggregate amount of up to 10% of the total number of issued shares at any time within the time period stated in Section 3.2 below. Such purchase is subject to compliance with Section 127 of the Act and any prevailing laws, rules and regulations issued by the relevant authorities at the time of the purchase.

For illustrative purposes, based on the Company’s current total number of issued shares as at 14 April 2023 of 311,178,230 Mulpha shares, the maximum number of Mulpha shares that can be purchased pursuant to the Proposed Renewal of Share Buy-back Authority is 31,117,823 Mulpha shares.

The actual number of Mulpha shares to be purchased, the total amount of funds involved for each purchase and the timing of the purchase will depend on market conditions and sentiments of the stock market as well as the financial resources available to Mulpha.

3.2 Timeframe

The renewed authority for the Proposed Renewal of Share Buy-back Authority will be effective immediately upon passing of the ordinary resolution and will continue to be in force until:

- (a) the conclusion of the next AGM at which time such authority shall lapse unless by 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 of the Company in a general meeting,

whichever occurs first.

The approval of the shareholders for the Proposed Renewal of Share Buy-back Authority does not impose an obligation on the Company to purchase its own shares. However, it will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned timeframe.

3.3 Pricing

Pursuant to the Main Market Listing Requirements of Bursa Securities, Mulpha may only purchase its own shares at a price which is not more than 15% above the weighted average market price of the shares for the 5 market days immediately preceding the date of the purchase(s). In the case of a resale or transfer of treasury shares, the Company may only resell or transfer the treasury shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price of Mulpha shares for the 5 market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the weighted average market price of Mulpha shares for the 5 market days immediately before the resale or transfer provided that:
 - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

3.4 Treatment of Purchased Mulpha shares

Pursuant to Section 127 of the Act, the Board will, at its discretion, deal with the purchased Mulpha shares in the following manner:

- (a) cancel all or part of the Mulpha shares so purchased; or

- (b) retain the Mulpha shares so purchased as treasury shares which may be distributed as share dividends to the shareholders and/or be resold on Bursa Securities and/or be cancelled subsequently; or
- (c) retain part of the Mulpha shares so purchased as treasury shares and cancel the remainder of the shares; or
- (d) such other manner as allowed by the Act and Bursa Securities from time to time.

In the event the Company ceases to hold all or part of the purchased Mulpha shares as a result of the above, the Company may further purchase and/or hold such additional number of Mulpha shares provided that the total Mulpha shares purchased (including those held as treasury shares) does not exceed 10% of the Company's total number of issued shares at the time of such purchase.

While the purchased Mulpha shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of votes on resolutions at meetings of shareholders.

As at the date of this Statement, the Board has yet to make a decision with regard to the treatment of the purchased Mulpha shares and will take into consideration the effect of such treatment to Mulpha Group in arriving at its decision.

4. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-back Authority will allow the Company to buy-back its own shares when the market does not fully reflect the value of the shares.

The purchased shares may be cancelled or held as treasury shares. If the shares so purchased are subsequently cancelled or during the period such shares are held as treasury shares, they may enhance the Company's earnings per share ("EPS"). If the shares so purchased are kept as treasury shares, the Company may have the opportunity to realise gains if these are resold on Bursa Securities at price(s) higher than their purchase price(s). Alternatively, the purchased shares may be distributed as share dividends to reward the shareholders of the Company.

5. SOURCE OF FUNDS FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The funding for the Proposed Renewal of Share Buy-back Authority will be from internally generated funds and/or bank borrowings, the proportion of which will be determined later depending on the number of Mulpha shares to be purchased, the purchase consideration and availability of internally generated funds.

The maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-back Authority shall not exceed the retained profits of the Company. Based on the latest audited financial statements for the financial year ended 31 December 2022, the retained profits of the Company stood at RM359.95 million.

In the event the purchase is funded by bank borrowings, the Company expects that it will be capable of repaying such borrowings and such borrowings are not expected to have any material effect on the cash flow of Mulpha Group.

6. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-back Authority will allow the Company to utilise its financial resources with no immediate use to purchase its own shares which will enhance the EPS of the Company.

The Proposed Renewal of Share Buy-back Authority will, however, reduce the financial resources of Mulpha which may result in Mulpha having to forgo future investment opportunities. It may also reduce the amount of financial resources available for working capital or distribution in the form of dividends to shareholders.

On the other hand, the financial resources may increase if the shares so purchased, held as treasury shares, are resold at prices higher than their purchase price.

The Board will be mindful of the interests of Mulpha and its shareholders in implementing the Proposed Renewal of Share Buy-back Authority.

7. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

On the assumption that the Proposed Renewal of Share Buy-back Authority is carried out in full, the effects of the Proposed Renewal of Share Buy-back Authority on the share capital, net assets (“NA”), working capital, cash flow, earnings and shareholdings of Directors and substantial shareholders of Mulpha, are set out below:-

7.1 Share Capital

The Proposed Renewal of Share Buy-back Authority will result in a reduction of the total issued shares if the shares purchased are cancelled. For illustrative purposes, the existing total issued shares of the Company will be reduced as follows:-

	No. of Mulpha shares
Existing total number of issued shares as at 14 April 2023	311,178,230
Less: Maximum number of Mulpha shares that may be purchased pursuant to the Proposed Renewal of Share Buy-back Authority (assuming the public shareholding spread requirement is met)	<u>(31,117,823)</u>
Revised total number of issued shares	<u>280,060,407</u>

However, the Proposed Renewal of Share Buy-back Authority will not have any effect on the total issued shares of Mulpha if the Mulpha shares purchased are retained as treasury shares, resold or distributed as dividends.

7.2 NA

The NA per share of Mulpha Group will be reduced if the purchase price exceeds the NA per share at the time of purchase. Conversely, the NA per share will increase if the purchase price is less than the NA per share at the time of purchase.

Should the Mulpha shares purchased be held as treasury shares and subsequently resold on Bursa Securities, the NA per share of Mulpha Group will increase if the Company realises a gain from the resale, and vice versa.

7.3 Working Capital and Cash Flow

The Proposed Renewal of Share Buy-back Authority will reduce the working capital and cash flow of Mulpha Group, the quantum of which depends on, inter alia, the number of shares purchased and the purchase prices.

For shares purchased which are retained as treasury shares, upon resale, the working capital and cash flow of Mulpha Group will increase assuming that a gain has been realised. The quantum of the increase will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

7.4 Earnings

The impact on the earnings of the Company and Mulpha Group depends on the purchase prices, the number of shares purchased and the effective funding cost of the purchases.

All things being equal, where the shares purchased are retained as treasury shares or cancelled, the EPS will increase due to the lower number of shares applicable in computing the EPS.

7.5 Shareholdings of Directors and Substantial Shareholders

The effects of the Proposed Renewal of Share Buy-back Authority on the shareholdings of the Directors and substantial shareholders of the Company based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at 14 April 2023, assuming the Proposed Renewal of Share Buy-back Authority is implemented up to the maximum 10% of the total number of issued shares and the shares are bought back from shareholders other than the Directors and substantial shareholders of the Company, are as follows:-

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	Before Proposed Renewal of Share Buy-back Authority				After Proposed Renewal of Share Buy-back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
<u>Director and Substantial Shareholder</u>								
Lee Seng Huang	12,000,000	3.86	200,422,402 ^a	64.40	12,000,000	4.28	200,422,402 ^a	71.56
<u>Substantial Shareholders</u>								
Nautical Investments Limited	78,124,200	25.11	-	-	78,124,200	27.90	-	-
Magic Unicorn Limited	106,792,242	34.31	-	-	106,792,242	38.13	-	-
Mountbatten Corporation	-	-	78,124,200 ^b	25.11	-	-	78,124,200 ^b	27.90
Mount Glory Investments Limited	-	-	184,916,442 ^c	59.42	-	-	184,916,442 ^c	66.03
Lee Ming Tee	8,815,300	2.83	191,607,102 ^d	61.57	8,815,300	3.15	191,607,102 ^d	68.42
Many Merit Asia Limited	23,242,900	7.47	-	-	23,242,900	8.30	-	-

Notes:

^a Deemed interest pursuant to Section 8 of the Act by virtue of his family relationship with Mr Lee Ming Tee and his shareholding in Klang Enterprise Sdn Bhd.

^b Deemed interest pursuant to Section 8 of the Act by virtue of its shareholding in Nautical Investments Limited.

^c Deemed interest pursuant to Section 8 of the Act by virtue of its shareholdings in Mountbatten Corporation and Magic Unicorn Limited.

^d Deemed interest pursuant to Section 8 of the Act by virtue of his shareholdings in Mount Glory Investments Limited and Klang Enterprise Sdn Bhd.

8. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 AND RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“THE CODE”)

Based on the Company’s Register of Substantial Shareholders as at 14 April 2023, the provisions on mandatory take-over under the Code may be triggered by certain substantial shareholders together with persons acting in concert with them if the Proposed Renewal of Share Buy-back Authority exceeds a certain level. In this regard, the Board will ensure that the purchase of Mulpha shares is carried out after taking into consideration the provisions of the Code.

9. PUBLIC SHAREHOLDING SPREAD

As at 14 April 2023, the public shareholding spread of the Company stood at 23.9%, a shortfall of 1.1%. On 8 December 2022, Mulpha announced that Bursa Securities had, vide its letter dated 8 December 2022, granted Mulpha an extension of time of 6 months until 3 May 2023 to comply with the 25% public shareholding spread requirement.

The Board is mindful of the requirement to comply with the public shareholding spread and will make every effort available to address the shortfall. The Company will only undertake the proposed share buy-back after the public shareholding spread requirement has been met.

10. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Mulpha shares traded on Bursa Securities for the past 12 months from April 2022 to March 2023 are as follows:-

<u>Month</u>	<u>High</u>	<u>Low</u>
	RM	RM
2022		
April	2.47	2.20
May	2.29	2.10
June	2.30	2.07
July	2.22	2.05
August	2.20	2.08
September	2.29	2.04
October	2.30	2.28
November	2.30	2.12
December	2.29	2.12
2023		
January	2.20	2.12
February	2.28	2.05
March	2.44	2.08

The last transacted price of Mulpha shares on 14 April 2023, being the latest practicable date prior to the printing of this Statement, was RM2.49.

(Source: Bloomberg)

11. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-back Authority is subject to the approval of shareholders of the Company at the forthcoming AGM.

12. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the consequential increase in the percentage of shareholdings and/or voting rights of the shareholders as a result of the Proposed Renewal of Share Buy-back Authority, none of the Directors and major shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-back Authority or resale of treasury shares, if any in the future.

13. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-back Authority, is of the opinion that the Proposed Renewal of Share Buy-back Authority is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution in relation thereto to be tabled at the forthcoming AGM.

14. AGM

The ordinary resolution on the Proposed Renewal of Share Buy-back Authority is set out in the notice of the forthcoming AGM contained in the Company's Annual Report 2022, and is also enclosed in this Statement. The AGM will be held virtually from the broadcast venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia and via Lumi AGM at <https://meeting.boardroomlimited.my> on Thursday, 8 June 2023 at 2.30 p.m.

15. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendices for further information.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Directors of Mulpha who collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours from Mondays to Fridays (except public holidays) at the registered office of Mulpha at D'Rimbunan, No. 8, Jalan Peranginan, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia from the date of this Statement up to the date of AGM:-

- (a) Constitution of Mulpha; and
- (b) Audited consolidated financial statements of Mulpha for the past 2 financial years ended 31 December 2021 and 31 December 2022.

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MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)

EXTRACT OF THE NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 49th Annual General Meeting (“**AGM**”) of Mulpha International Bhd. (“**the Company**”) will be held as a virtual meeting on the following date, time and venue for the following purposes:

Day and Date : Thursday, 8 June 2023
Time : 2.30 p.m.
Broadcast Venue : Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Online Meeting Platform : Lumi AGM provided by Boardroom Share Registrars Sdn Bhd in Malaysia at <https://meeting.boardroomlimited.my>

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions:

9. ORDINARY RESOLUTION:

Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

“THAT subject to compliance with the Act, the Company’s Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such number of ordinary 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:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- (i) the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

(Ordinary Resolution 8)

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