

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 advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Circular prior to its issuance as it is an exempt document pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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

Farm Price Holdings Berhad ("**the Company**") was listed on the ACE Market of Bursa Securities on 14 May 2024. The admission of Farm Price Holdings Berhad to the ACE Market of Bursa Securities was sponsored by Alliance Islamic Bank Berhad ("**AIS**"). This Circular has been reviewed by AIS, the Sponsor to Farm Price Holdings Berhad.



FARM PRICE HOLDINGS BERHAD
[Registration No. 202301019404 (1513326-T)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PART A

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

PART B

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING AND QUOTATION OF THE ENTIRE ISSUED SHARE CAPITAL AND THE WARRANTS OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA SECURITIES

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

The resolutions in respect of the above Proposals will be tabled as Special Business at the Third (3rd) Annual General Meeting ("**3rd AGM**") of the Company, which is scheduled to be held at Pendeta 1, 2 & 3, Le Grandeur Palm Resort, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor Darul Takzim on Friday, 29 May 2026 at 3:00 p.m. or at any adjournment thereof. The Notice and Form of Proxy are set out in the Annual Report of the Company for the financial year ended 31 December 2025 which is available at the Company's website at <https://www.farmprice.com.my/>.

If you are unable to attend and vote at the 3rd AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in hard copy or by electronics form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodge electronically via email at info@sshshb.com.my, not less than 48 hours before the time appointed for holding the 3rd AGM or at any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the 3rd AGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Wednesday, 27 May 2026 at 3:00 p.m.

Day, date and time of the 3rd AGM : Friday, 29 May 2026 at 3:00 p.m.

DEFINITIONS

For the purpose of this Circular and the accompanying appendix, except where the context otherwise requires, the following definitions shall apply: -

"Act"	– Companies Act 2016, as amended from time to time and any re-enactment thereof
"AGM"	– Annual General Meeting of FPHB
"Annual Report 2025"	– Annual Report of FPHB issued for the financial year ended 31 December 2025
"ARMC"	– Audit and Risk Management Committee of FPHB
"Board"	– Board of Directors of FPHB
"Bursa Securities"	– Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"	– This circular to shareholders of FPHB dated 30 April 2026
"CMSA"	– Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
"Constitution"	– The Constitution of FPHB
"Director(s)"	– The director(s) of FPHB and shall have the meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Renewal of Shareholders' 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 – (i) a director of the listed corporation, its subsidiary or holding company; or (ii) a chief executive of the listed corporation, its subsidiary or holding company.
"EPS"	– Earnings per share
"FLPL"	– Food Life Pte Ltd (UEN No. 202519765E)
"FLSB"	– Food Life Sdn. Bhd. [Registration No. 202501019216 (1620629-P)]
"FPHB" or "the Company"	– Farm Price Holdings Berhad [Registration No. 202301019404 (1513326-T)]
"FPHB Group" or "the Group"	– FPHB and its subsidiaries, collectively
"FPHB Share(s) or Share(s)"	– Ordinary share(s) in FPHB
"FPSB"	– Farm Price Sdn. Bhd. [Registration No. 200101023600 (559358-W)]
"FP Foods"	– FP Foods Sdn. Bhd. [Registration No. 201701039036 (1253207-K)]

DEFINITIONS (CONT'D)

- "FYE" – Financial Year Ended / Ending 31 December, as the case may be
- "JNJ" – JNJ Mini Mart [Registration No. 201003058195 (JM0566170-K)]
- "K & L" – K & L Mini Mart [Registration No. 201003044627 (JM0564878-M)]
- "Listing Requirements" – ACE Market Listing Requirements of Bursa Securities
- "LPD" – 6 April 2026, being the latest practicable date prior to the date of this Circular
- "Major Shareholder(s)" – A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of those shares is:-
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.
- For the purpose of the Proposed Renewal of Shareholders' Mandate, Major Shareholder(s) shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction(s) were agreed upon, a Major Shareholder of the Company as defined under Paragraph 1.01 of the Listing Requirements or any other company which is its subsidiary or holding company.
- For the purpose of this definition, "interest in shares" shall have the same meaning given in Section 8 of the Act.
- "NA" – Net assets attributable to ordinary equity holders of FPHB
- "NKTC" – Nam Kee Trading Company [Registration No. 197603021524 (JM0005278-P)]
- "NKTT" – Nam Kee Trading & Transport Sdn. Bhd. [Registration No. 199701019283 (434780-X)]
- "NSP" – Nyuk Sheng Plantation Sdn. Bhd. [Registration No. 202001040792 (1397113-W)]
- "NSPS" – Nyuk Sheng Plantation (Sabah) Sdn. Bhd. [Registration No. 202401033855 (1579703-W)]
- "NSTC" – Nyuk Sheng Trading Company [Registration No. 93846]

DEFINITIONS (CONT'D)

- "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: -
- (i) a family member of the said Person, which 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 items (c) and (d) above.
 - (ii) 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;
 - (iii) a partner of the said Person;
 - (iv) a person, or where a 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;
 - (v) a person, or where a person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes of the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (vi) 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
 - (vii) a body corporate which is a Related Corporation of the said Person.
- "Proposed Amendments" – Proposed amendments to the Constitution of the Company to facilitate the implementation of the Proposed Transfer
- "Proposed Renewal of Shareholders' Mandate" – Proposed renewal of shareholders' mandate for RRPT(s) to be entered into by FPHB Group from the date of the forthcoming AGM until the next AGM
- "Proposed Transfer" – Proposed transfer of the listing and quotation of the entire issued share capital and the Warrants of FPHB from the ACE Market to the Main Market of Bursa Securities
- "Recurrent Related Party Transaction(s)" or "RRPT(s)" – Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations and are to be entered into by FPHB Group in the ordinary course of business of FPHB Group involving the direct and/or indirect interests of Related Party(ies)

DEFINITIONS (CONT'D)

- "Related Corporation" – A corporation is deemed to be related to each other if it is: -
(a) a holding company of another corporation;
(b) a subsidiary of another corporation; or
(c) a subsidiary of the holding company of another corporation.
- "Related Party(ies)" – As defined in the Listing Requirements, a Director, Major Shareholder, or Person Connected with such Director or Major Shareholder
- "RM" and "sen" – Ringgit Malaysia and sen, respectively
- "ROBA 1956" – Registration of Businesses Act 1956
- "SC" – Securities Commission Malaysia
- "SKM" – Setia Kawan Marketing Sdn. Bhd. [Registration No. 201001041544 (925472-A)]
- "SPA(s)" – Sale and Purchase Agreement(s)
- "Sponsor" – Alliance Islamic Bank Berhad [Registration No. 200701018870 (776882-V)]
- "TFS" – The Fresh Story (KK) Sdn. Bhd. [Registration No. 202401032839 (1578687-P)]
- "TLC Consolidation" – TLC Consolidation Sdn. Bhd. [Registration No. 202301022099 (1516022-K)]
- "TOF" – The Only Fresh Sdn. Bhd. [Registration No. 202401033523 (1579371-P)]
- "Topstar" – Topstar Trading Pte Ltd (UEN No. 201527963M)
- "Warrant(s)" – 224,999,998 warrants issued pursuant to the bonus issue on the basis of one (1) warrant for every two (2) existing FPHB Shares held on 1 July 2025

Unless otherwise stated, the information set out above in relation to the Major Shareholder(s), Director(s), and Person(s) Connected is as at the LPD.

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

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

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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PART A

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE



FARM PRICE HOLDINGS BERHAD
[Registration No. 202301019404 (1513326-T)]
(Incorporated in Malaysia)

Registered Office:
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

30 April 2026

Board of Directors:-

Pauzi bin Yaman (*Independent Non-Executive Chairman*)
Tiong Lee Chian (*Managing Director*)
Liew Tsuey Er (*Executive Director*)
Lim Poh Seong (*Independent Non-Executive Director*)
Tea Sor Hua (*Independent Non-Executive Director*)
Yap Koon Roy (*Independent Non-Executive Director*)

To: The shareholders of FPHB

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1.0 INTRODUCTION

At the Second (2nd) AGM of the Company held on 13 June 2025, the Company obtained general mandate from its shareholders for FPHB Group to enter into RRPTs in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public.

In accordance with the Listing Requirements, the mandate referred to the above shall lapse at the conclusion of the forthcoming Third AGM of the Company ("**3rd AGM**"), unless authority for its renewal is obtained from the shareholders at the said AGM of the Company.

The Company had on 22 April 2026 announced to Bursa Securities its intention to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM.

The purpose of Part A of this Circular is to provide you with details of the Proposed Renewal of Shareholders' Mandate and to seek your approval for the ordinary resolution in relation to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 3rd AGM.

1.0 INTRODUCTION (CONT'D)

The Notice of the 3rd AGM and the Form of Proxy are enclosed in the Annual Report 2025 which is available online at our Company's corporate website at <https://www.farmprice.com.my/>.

The Company advises you to read and carefully consider the contents of Part A of this Circular before voting on the ordinary resolution in relation to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 3rd AGM.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 The Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, the Company may seek its shareholders' mandate in respect of RRPT(s) which are necessary for its day-to-day operations subject to, among others, the following: -

- (i) 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;
- (ii) 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 prescribed thresholds as follows:-

"in relation to a listed corporation with a share capital which is less than RM60 million:-

- (a) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1.0 million or more; or
- (b) the percentage ratio of such RRPT(s) is 1% or more,

whichever is the lower";

- (iii) the Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the relevant Related Party must comply with the following requirements:-
 - (a) a Related Party with any interest, direct or indirect ("**Interested Related Party**") must not vote on the resolution in respect of the RRPT;
 - (b) an Interested Related Party who is a Director or Major Shareholder must ensure that Persons Connected with them abstain from voting on the resolution in respect of the RRPT; and

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.1 The Listing Requirements (cont'd)

- (c) where the Interested Related Party is a Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution in respect of the RRPT.
- (v) the Company immediately announces 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 the shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM pursuant to Rule 10.09(2) of the Listing Requirements and the provision under items 3.1 and 3.2 of Guidance Note 8 of the Listing Requirements. The Proposed Renewal of Shareholders' Mandate will allow the Group, in the ordinary course of business, to enter into the RRPT(s) referred to in Section 2.5 of Part A of this Circular with the Related Party(ies), provided that such transactions are made at arm's length, on normal commercial terms and on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of FPHB.

2.2 Validity Period of the Proposed Renewal of Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the date of passing of the ordinary resolution proposed at the forthcoming 3rd 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 mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date 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 an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal and/or new shareholders' mandate at each subsequent AGM of the Company.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.3 Principal Activities of FPHB Group

FPHB is principally engaged in investment holding. The principal activities of the subsidiaries of FPHB as at the LPD are as follows: -

Name	Principal Activities	Effective Equity Interest (%)
FLPL	Wholesale of fruits and vegetables, livestock, meat, poultry, eggs and seafood	70.00
FLSB	Wholesale of meat, fish, fruits and vegetables n.e.c. and wholesale of other foodstuffs	100.00
FPSB	Wholesale distribution of fresh vegetables, food and beverage ("F&B") products and warehousing and storage services	100.00
FP Foods	Wholesale distribution of F&B products and groceries and warehousing and storage services	100.00
SKM	Retailing of fresh vegetables, F&B products and groceries	100.00
TFS	Export and import of fresh and preserved vegetables and fruits, wholesale and retail of vegetables and fruits	55.00
TOF	Wholesale of vegetables, collection, packaging and processing of vegetables	100.00
Topstar	Wholesale distribution of fresh vegetables	100.00

It is envisaged that, in the normal course of FPHB Group's businesses, transactions of a revenue or trading nature between companies in FPHB Group and the Related Party(ies) are likely to occur, which are necessary for its day-to-day operations.

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2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.4 Classes of Related Parties

The Related Parties in which the Proposed Renewal of Shareholders' Mandate is applicable are as follows: -

Name	Background Information									
JNJ	<p>JNJ is a sole proprietorship, commencing its business on 17 March 2010 under the ROBA 1956. JNJ is principally engaged in mini markets and stores operations.</p> <p>As at the LPD, JNJ is owned by Tiong Lee Ee.</p>									
K & L	<p>K & L is a sole proprietorship, commencing its business on 2 March 2010 under the ROBA 1956. K & L is principally engaged in mini markets operations.</p> <p>As at the LPD, K & L is owned by Tiong Lee Ee.</p>									
NKTC	<p>NKTC is a business partnership, commencing its business on 1 October 1976 under the ROBA 1956. NKTC is principally engaged in purchasing and selling of estate, supplies of vegetables and fruits.</p> <p>As at the LPD, NKTC is owned by Liew Chou Shong, Liew Sea Shong and Wong Huey Fong.</p>									
NKTT	<p>NKTT was incorporated on 12 June 1997 under the Act. NKTT is principally engaged in freight transport by road and motor vehicle workshop.</p> <p>As at the LPD, the Directors of NKTT are as follows:-</p> <ol style="list-style-type: none"> 1. Liew Chou Shong; and 2. Liew Sea Shong. <p>As at the LPD, the shareholders of NKTT and their shareholdings are as follows:-</p> <table border="1"> <thead> <tr> <th>Shareholders</th> <th>No. of Shares</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Liew Chou Shong</td> <td>150,000</td> <td>50.00</td> </tr> <tr> <td>Liew Sea Shong</td> <td>150,000</td> <td>50.00</td> </tr> </tbody> </table>	Shareholders	No. of Shares	% of Shareholding	Liew Chou Shong	150,000	50.00	Liew Sea Shong	150,000	50.00
Shareholders	No. of Shares	% of Shareholding								
Liew Chou Shong	150,000	50.00								
Liew Sea Shong	150,000	50.00								
NSP	<p>NSP was incorporated on 10 December 2020 under the Act. NSP is principally engaged in agricultural activities for crops production on a fee or contract basis, retail sale of fresh or preserved vegetables and fruits and other transportation support activities.</p> <p>As at the LPD, the Directors of NSP are as follows:-</p> <ol style="list-style-type: none"> 1. Jong Nyuk Sheng; and 2. Thian Chu Chin. <p>As at the LPD, the shareholders of NSP and their shareholdings are as follows:-</p> <table border="1"> <thead> <tr> <th>Shareholders</th> <th>No. of Shares</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>Jong Nyuk Sheng</td> <td>300,000</td> <td>54.55</td> </tr> <tr> <td>Thian Chu Chin</td> <td>250,000</td> <td>45.45</td> </tr> </tbody> </table>	Shareholders	No. of Shares	% of Shareholding	Jong Nyuk Sheng	300,000	54.55	Thian Chu Chin	250,000	45.45
Shareholders	No. of Shares	% of Shareholding								
Jong Nyuk Sheng	300,000	54.55								
Thian Chu Chin	250,000	45.45								

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE (CONT’D)

2.4 Classes of Related Parties – cont’d

Name	Background Information									
NSPS	<p>NSPS was incorporated on 15 August 2024 under the Act. NSPS is principally engaged in wholesalers and retailers of vegetables and fruits, support service activities, growing of vegetables and fruits.</p> <p>As at the LPD, the Directors of NSPS are as follows:-</p> <ol style="list-style-type: none"> 1. Jong Nyuk Seng; and 2. Thian Chu Chin. <p>As at the LPD, the shareholders of NSPS and their shareholdings are as follows:-</p> <table border="1" data-bbox="523 701 1388 801"> <thead> <tr> <th data-bbox="523 701 794 732">Shareholders</th> <th data-bbox="794 701 1059 732">No. of Shares</th> <th data-bbox="1059 701 1388 732">% of Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="523 732 794 763">Jong Nyuk Sheng</td> <td data-bbox="794 732 1059 763">25,000</td> <td data-bbox="1059 732 1388 763">50.00</td> </tr> <tr> <td data-bbox="523 763 794 801">Thian Chu Chin</td> <td data-bbox="794 763 1059 801">25,000</td> <td data-bbox="1059 763 1388 801">50.00</td> </tr> </tbody> </table>	Shareholders	No. of Shares	% of Shareholding	Jong Nyuk Sheng	25,000	50.00	Thian Chu Chin	25,000	50.00
Shareholders	No. of Shares	% of Shareholding								
Jong Nyuk Sheng	25,000	50.00								
Thian Chu Chin	25,000	50.00								
NSTC	<p>NSTC is a sole proprietorship, commencing its business on 15 June 2012 under Chapter 64, Business Names Ordinance (1958 Edition). NSTC is principally engaged in transportation services.</p> <p>As at the LPD, NSTC is owned by Jong Nyuk Seng.</p>									

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2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate

The details and nature of RRPT(s) which the Group and the Related Parties will enter into are set out below: -

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
JNJ	FPSB	Sales of vegetables, F&B products by FPSB to JNJ	(i) Tiong Lee Ee (ii) Tiong Lee Chian (iii) Liew Tsuey Er (iv) TLC Consolidation	<ul style="list-style-type: none"> JNJ is a sole proprietor owned by Tiong Lee Ee, brother of Tiong Lee Chian. He is also a shareholder of FPFB. 	200	36	200
	FP Foods	Sales of F&B products and groceries by FP Foods to JNJ		<ul style="list-style-type: none"> Tiong Lee Chian is the brother of Tiong Lee Ee and spouse of Liew Tsuey Er. He is the Director of FPSB, FP Foods and SKM. He is also the Managing Director and the substantial shareholder of FPFB. 	120	28	120
	SKM	Purchase of vegetables, F&B products and groceries by SKM from JNJ		<ul style="list-style-type: none"> Liew Tsuey Er is the spouse of Tiong Lee Chian. She is the Director of FPSB, FP Foods and SKM. She is also the Executive Director and the substantial shareholder of FPFB. 	50	-	50

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
JNJ (cont'd)				<ul style="list-style-type: none"> TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			
K & L	FP Foods	Sales of F&B products and groceries by FP Foods to K & L	<ul style="list-style-type: none"> (i) Tiong Lee Ee (ii) Tiong Lee Chian (iii) Liew Tsuey Er (iv) TLC Consolidation 	<ul style="list-style-type: none"> K & L is a sole proprietor owned by Tiong Lee Ee, brother of Tiong Lee Chian. He is also a shareholder of FPHB. Tiong Lee Chian is the brother of Tiong Lee Ee and spouse of Liew Tsuey Er. He is the Director of FP Foods. He is also the Managing Director and the substantial shareholder of FPHB. Liew Tsuey Er is the spouse of Tiong Lee Chian. She is the Director of FP Foods. She is also the Executive Director and the substantial shareholder of FPHB. 	50	-	50

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
K & L (cont'd)				<ul style="list-style-type: none"> TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			
NKTC	FPSB	Sales of vegetables and F&B products by FPSB to NKTC	(i) Liew Chou Shong (ii) Liew Sea Shong (iii) Wong Huey Fong (iv) Tiong Lee Chian (v) Liew Tsuey Er (vi) TLC Consolidation	<ul style="list-style-type: none"> NKTC is a business partnership owned by Liew Tsuey Er's siblings, namely Liew Chou Shong and Liew Sea Shong and Liew Sea Shong's wife namely, Wong Huey Fong. 	600	103	600
	FPSB	Purchase of vegetables and F&B products and groceries by FPSB from NKTC		<ul style="list-style-type: none"> Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of FPSB. He is also the Managing Director and the substantial shareholder of FPHB. Liew Tsuey Er is the spouse of Tiong Lee Chian and sibling of Liew Chou Shong and Liew Sea Shong. She is the Director of FPSB. She is also the Executive Director and the substantial shareholder of FPHB. 	200	4	200

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NKTC (cont'd)				<ul style="list-style-type: none"> TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			
NKTT	FP Foods	Provision of transportation services by NKTT to FP Foods for the purpose of transporting F&B products and groceries from the Senai Centralised Distribution Centre to regional distribution centre	(i) Liew Chou Shong (ii) Liew Sea Shong (iii) Tiong Lee Chian (iv) Liew Tsuey Er (v) TLC Consolidation	<ul style="list-style-type: none"> NKTT is a company incorporated under the Act and owned by Liew Tsuey Er's siblings, namely Liew Chou Shong and Liew Sea Shong who are also the directors and shareholders of NKTT. Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of FP Foods. He is also the Managing Director and the substantial shareholder of FPHB. Liew Tsuey Er is spouse of Tiong Lee Chian and sibling of Liew Chou Shong and Liew Sea Shong. She is the Director of FP Foods. She is also the Executive Director and the substantial shareholder of FPHB. 	200	84	200

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NKTT (cont'd)				<ul style="list-style-type: none"> TLC Consolidation is the Major Shareholder of FPFB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			
NSP	FPSB	Sales of vegetables and F&B products by FPSB to NSP	<ul style="list-style-type: none"> (i) Jong Nyuk Sheng (ii) Thian Chu Chin (iii) Tiong Lee Chian (iv) Liew Tsuey Er (v) TLC Consolidation 	<ul style="list-style-type: none"> NSP is a company incorporated under the Act. The directors and shareholders of NSP are Jong Nyuk Sheng and Thian Chu Chian. TFS is a 55%-owned subsidiary of FPFB, while the remaining 45% equity interest was held by Jong Nyuk Sheng and Thian Chu Chin. The directors of TFS are Jong Nyuk Sheng, Thian Chu Chin, Tiong Lee Chian and Liew Tsuey Er. Jong Nyuk Sheng is the Director and shareholder of NSP and TFS. He is the spouse of Thian Chu Chin. He is also a shareholder of FPFB. 	10,000	3,227	10,000

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NSP (cont'd)				<ul style="list-style-type: none"> Thian Chu Chin is the Director and shareholder of NSP and TFS. She is the spouse of Jong Nyuk Sheng. Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of FPSB and TFS. He is also the Managing Director and the substantial shareholder of FPHB. Liew Tsuey Er is the spouse of Tiong Lee Chian. She is the Director of FPSB and TFS. She is also the Executive Director and the substantial shareholder of FPHB. TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NSTC	TFS	Sales of vegetables and F&B products by TFS to NSTC	(i) Jong Nyuk Sheng (ii) Thian Chu Chin (iii) Tiong Lee Chian (iv) Liew Tsuey Er (v) TLC Consolidation	<ul style="list-style-type: none"> NSTC is a sole proprietorship owned by Jong Nyuk Sheng. TFS is a 55%-owned subsidiary of FPFB, while the remaining 45% equity interest was held by Jong Nyuk Sheng and Thian Chu Chin. The directors of TFS are Jong Nyuk Sheng, Thian Chu Chin, Tiong Lee Chian and Liew Tsuey Er. Jong Nyuk Sheng is the Director and shareholder of TFS. He is the spouse of Thian Chu Chin. He is also a shareholder of FPFB. Thian Chu Chin is the Director and shareholder of TFS. She is the spouse of Jong Nyuk Sheng. 	1,000	1	1,000
	TFS	Provision of transportation services by NSTC to TFS for the purpose of transporting vegetables and F&B products from the Kota Kinabalu distribution centre to customers based in East Malaysia.			500	53	500

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NSTC (cont'd)				<ul style="list-style-type: none"> • Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of TFS. He is also the Managing Director and the substantial shareholder of FPHB. • Liew Tsuey Er is the spouse of Tiong Lee Chian. She is the Director of TFS. She is also the Executive Director and the substantial shareholder of FPHB. • TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			

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2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NSPS	TFS	Sales of vegetables and products by TFS to NSPS	(i) Jong Nyuk Sheng (ii) Thian Chu Chin (iii) Tiong Lee Chian (iv) Liew Tsuey Er (v) TLC Consolidation	<ul style="list-style-type: none"> NSPS is a company incorporated under the Act. The directors and shareholders of NSPS are Jong Nyuk Sheng and Thian Chu Chian. 	4,000	985	4,000
	TFS	Sales of vegetables and products by NSPS to TFS		<ul style="list-style-type: none"> TFS is a 55%-owned subsidiary of FPHB, while the remaining 45% equity interest was held by Jong Nyuk Sheng and Thian Chu Chin. The directors of TFS are Jong Nyuk Sheng, Thian Chu Chin, Tiong Lee Chian and Liew Tsuey Er. Jong Nyuk Sheng is the Director and shareholder of NSPS and TFS. He is the spouse of Thian Chu Chin. He is also a shareholder of FPHB. Thian Chu Chin is the Director and shareholder of NSPS and TFS. She is the spouse of Jong Nyuk Sheng. 	200	7	200

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
NSPS (cont'd)				<ul style="list-style-type: none"> • Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of TFS. He is also the Managing Director and the substantial shareholder of FPHB. • Liew Tsuey Er is the spouse of Tiong Lee Chian. She is the Director of TFS. She is also the Executive Director and the substantial shareholder of FPHB. • TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 			

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2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
Tiong Lee Chian	FP Foods	Rental property held under title HSD 204531 PT232683, Mukim of Hulu Kinta, District of Kinta, State of Perak bearing postal address No. 24, Jalan Menglembu Impiana 32, I-Park Menglembu, 31450 Ipoh, Perak by FP Foods from Tiong Lee Chian from September 2024 to August 2026 with a monthly rental of RM3,520.	(i) Tiong Lee Chian (ii) Liew Tsuey Er (iii) TLC Consolidation	<ul style="list-style-type: none"> Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of FP Foods. He is also the Managing Director and the substantial shareholder of FPHB. Liew Tsuey Er is spouse of Tiong Lee Chian. She is the Director of FP Foods. She is also the Executive Director and the substantial shareholder of FPHB. TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 	50	35	50

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.5 Details of RRPT(s) contemplated under the Proposed Renewal of Shareholders' Mandate – cont'd

Related Parties	Transacting Parties	Nature of RRPTs	Interested Directors/Major Shareholders and Persons Connected to them	Nature of relationship	Estimated value of RRPTs disclosed in the Circular dated 30 April 2025 (RM'000)	Actual value of RRPTs transacted from 13 June 2025 to LPD (RM'000)	Estimated value of RRPTs from the forthcoming 3rd AGM until the next AGM* (RM'000)
Liew Tsuey Er	FPSB	Rental property held under title HSD 00566234, Mukim of Senai, District of Kulai, State of Johor bearing postal address No. 1066, Jalan Scientex Jaya 22, Taman Scientex Senai, 81400 Senai, Johor by FPSB from Liew Tsuey Er from November 2024 to October 2026 with a monthly rental of RM1,800.	(i) Liew Tsuey Er (ii) Tiong Lee Chian (iii) TLC Consolidation	<ul style="list-style-type: none"> Liew Tsuey Er is spouse of Tiong Lee Chian. She is the Director of FPSB. She is also the Executive Director and the substantial shareholder of FPHB. Tiong Lee Chian is the spouse of Liew Tsuey Er. He is the Director of FPSB. He is also the Managing Director and the substantial shareholder of FPHB. TLC Consolidation is the Major Shareholder of FPHB. Tiong Lee Chian and Liew Tsuey Er are the Directors and shareholders of TLC Consolidation. 	30	18	30

Note:-

* The estimated values as set out above are based on the management's estimates of the value of transactions to be undertaken for the period from the forthcoming 3rd AGM to the next AGM. However, the value of transactions may be subject to changes.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONT'D)

2.6 Amount Due and Owing to FPHB Group by Related Parties

As at the LPD, there is no amount due and owing to FPHB Group by the Related Parties, which exceeded the credit term. Therefore, the disclosures as required under Paragraphs 16A and 16B in Annexure GN8-A of Guidance Note 8 of the Listing Requirements are not applicable.

2.7 Review Procedures for the RRPT(s)

The Company has adopted the following procedures to ensure that the RRPT(s) contemplated under the shareholders' mandate are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders:-

- (a) Each Director is required to make full disclosure at once of any interest he or she may have in any business enterprise with an existing or proposed business relationship or transaction with the Company and/or its subsidiaries.
- (b) A list of Related Parties of FPHB Group will be circulated to the Directors and the Management of the Group where considerations would be made after taking into account the pricing and contract rates, terms and conditions, level of service and expertise required, and the quality of products and services provided, compared with the prevailing market prices and rates, industry norms and standards, as well as general practices, adopted by service providers of similar capacities and capabilities generally available in the open market. In addition, wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as a comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by 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 RRPT(s), the pricing of any RRPT(s) entered into will be determined based on usual business practices and policies of the Group to ensure that the RRPT(s) are not detrimental to the Group.

- (c) Subject to the Group's Related Party Transaction Policy and Limits of Authority's threshold of up to RM500,000, the RRPT(s) are reviewed and considered by the ARMC prior to being recommended to the Board for approval. Through the ARMC, the Board will subsequently review the RRPT(s) and ensure compliance with internal control procedures and the provisions of the Listing Requirements. The review includes the examination of the nature of the transaction, and if necessary, its supporting documents and/or such data deemed necessary by the ARMC. All RRPT(s) entered into will be recorded in a register to be maintained by the Company.
- (d) The interested Directors in the RRPT(s) must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPT(s).

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE (CONT’D)

2.7 Review Procedures for the RRPT(s) (cont’d)

- (e) The internal audit plan shall incorporate a periodic review of identified and reported related party transactions to determine whether internal guidelines and procedures have been complied with to ensure that the transactions are at arms’ length. In addition, an annual review of the system of controls to ensure all related party transactions are adequately identified and reported and that review procedures were adhered to; and
- (f) The Board and the ARMC of FPHB shall periodically review the internal audit plan to ascertain that review procedures established to monitor the RRPT(s) are complied with. The interested Directors in the RRPT(s) must abstain from the Board deliberations and voting on the relevant resolution(s) regarding the RRPT(s).

2.8 Statement by the ARMC

The ARMC has seen and reviewed the procedures as set out in Section 2.7 of Part A of this Circular and is of the view that the procedures are sufficient to ensure that the RRPT(s) are not favourable to the Related Parties than those generally available to the public and not detrimental to the interests of the minority shareholders of FPHB.

The ARMC is satisfied that FPHB Group has in place adequate procedures and processes to monitor, track and identify the RRPT(s) in a timely and orderly manner. The ARMC conducts the review of these procedures and processes on an annual basis.

2.9 Rationale and Benefits of the Proposed Renewal of Shareholders’ Mandate

The Proposed Renewal of Shareholders’ Mandate will enable the Company to grow its business and potentially improve its future earnings by securing more transactions from the relevant Related Parties.

Accordingly, the Proposed Renewal of Shareholders’ Mandate will enable the Group to secure and undertake the RRPT(s) expeditiously without announcing and convening separate general meetings (if applicable) from time to time to seek shareholders’ mandate for such transaction(s). This substantially reduce the administrative time, expenses and resources associated with the making of announcements or the convening of such general meetings on an ad hoc basis.

Further, the Proposed Renewal of Shareholders’ Mandate will enable the Group to pursue available business opportunities expeditiously and, in turn, achieve the business objectives of the Group.

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3.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect interests of the Directors, Major Shareholders and/or Persons Connected to them who are interested in the Proposed Renewal of Shareholders' Mandate as at the LPD are as follows: -

Interested Directors/ Major Shareholders/ Persons Connected to the Interested Directors/ Major Shareholders	Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*
<u>Interested Directors</u>				
Tiong Lee Chian	35,116,900	7.78	270,000,000 ⁽¹⁾	59.83
Liew Tsuey Er	13,588,400	3.01	270,000,000 ⁽²⁾	59.83
<u>Major Shareholders</u>				
Tiong Lee Chian	35,116,900	7.78	270,000,000 ⁽¹⁾	59.83
Liew Tsuey Er	13,588,400	3.01	270,000,000 ⁽²⁾	59.83
TLC Consolidation	270,000,000	59.83	-	-
<u>Persons Connected</u>				
Tiong Lee Ee ⁽³⁾	10,000	0.00	-	-
Liew Chou Shong ⁽⁴⁾	-	-	-	-
Liew Sea Shong ⁽⁵⁾	-	-	-	-
Wong Huey Fong ⁽⁶⁾	-	-	-	-
Jong Nyuk Sheng ⁽⁷⁾	245,000	0.05	-	-
Thian Chu Chin ⁽⁸⁾	-	-	245,000 ⁽⁹⁾	0.05

Notes: -

- * Based on the total number of 451,243,500 ordinary shares as at the LPD.
- (1) Deemed interested by virtue of his direct interest in TLC Consolidation pursuant to Section 8 of the Act.
- (2) Deemed interested by virtue of her direct interest in TLC Consolidation pursuant to Section 8 of the Act.
- (3) Tiong Lee Ee is the sibling of Tiong Lee Chian, our Managing Director.
- (4) Liew Chou Shong is the sibling of Liew Tsuey Er, our Executive Director.
- (5) Liew Sea Shong is the sibling of Liew Tsuey Er, our Executive Director.
- (6) Wong Huey Fong is the wife of Liew Sea Shong, who is the sibling of Liew Tsuey Er, our Executive Director.
- (7) Jong Nyuk Sheng is the Director and shareholder of TFS, a 55%-owned subsidiary of FPHB. He is the spouse of Thian Chu Chin.
- (8) Thian Chu Chin is the Director and shareholder of TFS, a 55%-owned subsidiary of FPHB. She is the spouse of Jong Nyuk Sheng.
- (9) Deemed interested by virtue of her spouse's direct shareholdings in FPHB.

The abovementioned interested Directors have abstained and will continue to abstain from Board deliberations and voting on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the Board meetings.

The abovementioned interested Directors, Major Shareholders and/or Person Connected to Directors and/or Major Shareholders have abstained and will continue to abstain from voting in respect of their direct and/or indirect shareholding on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM.

3.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (CONT'D)

The abovementioned interested Directors and Major Shareholders have undertaken to ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Person Connected to them has any interest, whether direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

4.0 FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any material impact on the issued share capital, NA, gearing, EPS, and Major Shareholders' shareholdings of FPHB and/or FPHB Group.

5.0 APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of FPHB at the forthcoming 3rd AGM to be convened or at any adjournment thereof.

6.0 DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, including the rationale and prospects, is of the opinion that the Proposed Renewal of Shareholders' Mandate is fair, reasonable, and in the best interest of FPHB Group.

Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM.

7.0 AGM

The forthcoming 3rd AGM, Notice of which is enclosed in the Annual Report 2025 of the Company, will be held at Pendeta 1, 2 & 3, Le Grandeur Palm Resort, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor Darul Takzim on Friday, 29 May 2026 at 3:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, approving, inter alia, with or without modifications, the ordinary resolution on the Proposed Renewal of Shareholders' Mandate as set out in the said Notice.

If you are unable to attend and vote at the 3rd AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in hard copy or by electronics form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodge electronically via email at info@sshbs.com.my, not less than 48 hours before the time appointed for holding the 3rd AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the 3rd AGM should you subsequently wish to do so.

8.0 FURTHER INFORMATION

You are advised to refer to the attached Appendix I contained in this Circular for further information.

Yours faithfully,

For and on behalf of the Board of Directors
FARM PRICE HOLDINGS BERHAD

PAUZI BIN YAMAN
INDEPENDENT NON-EXECUTIVE CHAIRMAN

PART B
PROPOSED AMENDMENTS



FARM PRICE HOLDINGS BERHAD
[Registration No. 202301019404 (1513326-T)]
(Incorporated in Malaysia)

Registered Office:
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

30 April 2026

Board of Directors: -

Pauzi bin Yaman (*Independent Non-Executive Chairman*)
Tiong Lee Chian (*Managing Director*)
Liew Tsuey Er (*Executive Director*)
Lim Poh Seong (*Independent Non-Executive Director*)
Tea Sor Hua (*Independent Non-Executive Director*)
Yap Koon Roy (*Independent Non-Executive Director*)

To: The shareholders of FPHB

Dear Sir/Madam,

PROPOSED AMENDMENTS

1.0 INTRODUCTION

On 5 February 2026, AIS had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Transfer and Proposed Amendments.

The purpose of Part B of this Circular is to provide you with details of the Proposed Amendments and to seek your approval for the special resolution in relation to the Proposed Amendments to be tabled at the forthcoming 3rd AGM.

The Notice of the 3rd AGM and the Form of Proxy are enclosed in the Annual Report 2025 which is available online at our Company's corporate website at <https://www.farmprice.com.my/>.

The Company advises you to read and carefully consider the contents of Part B of this Circular before voting on the special resolution in relation to the Proposed Amendments to be tabled at the forthcoming 3rd AGM.

2.0 DETAILS OF THE PROPOSED AMENDMENTS

To facilitate the Proposed Transfer, the Board proposes to alter and amend the following clauses of the Constitution in the following manners:-

Clause No.	Existing Clause	Proposed Amendments to the Clause
6.1	"Listing Requirements" means the ACE Market Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time.	"Listing Requirements" means the ACE Main Market Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time.
8.1	<p>The Company shall have first and paramount lien on every Share (not being a fully paid Share) and on any dividends from time to time declared in respect of such Shares, provided that the Company's lien on Shares and dividends from time to time declared in respect of such Shares shall be restricted to:</p> <p>(a) unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid;</p> <p>(b) if the Shares were acquired under an Employee Share Scheme, amounts which are owed to the Company for acquiring them; and</p> <p>(c) such amounts as the Company is required by law to pay and has paid in respect of the Shares of the Member or deceased Member.</p> <p>The lien in each of the above cases should also extend to reasonable interest and expenses incurred because of the unpaid amount.</p>	<p>The Company's shall have first and paramount lien on every Shares (not being a fully paid Share) and on any dividends from time to time declared in respect of such Shares, provided that the Company's lien on Shares and dividends from time to time declared in respect of such Shares shall be restricted to:</p> <p>(a) unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid; and</p> <p>(b) if the Shares were acquired under an Employee Share Scheme, amounts which are owed to the Company for acquiring them; and</p> <p>(c) (b) such amounts as the Company is required may be called upon by law to pay and has paid in respect of the Shares of the Member or deceased Member.</p> <p>The lien in each of the above cases should also extend to reasonable interest and expenses incurred because of the unpaid amount.</p>

2.0 DETAILS OF THE PROPOSED AMENDMENTS (CONT'D)

Clause No.	Existing Clause	Proposed Amendments to the Clause
18.6	<p>Every notice of an annual general meeting shall be issued in accordance with the Applicable Laws and shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.</p> <p>The notice convening meeting of Members shall specify the place, date, day and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and any other persons who are entitled to receive notice of the meeting, at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting.</p> <p>Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</p>	<p>Every notice of an annual general meeting shall be issued in accordance with the Applicable Laws and shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.</p> <p>The notice convening meeting of Members shall specify the place, date, day and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and any other persons who are entitled to receive notice of the meeting either in hard copy, publication on the Company's website or in electronic form, or partly in hard copy and partly in electronic form, at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting.</p> <p>Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</p>

3.0 RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is necessary to facilitate the implementation of the Proposed Transfer and to ensure FPHB's compliance with the Main Market Listing Requirements.

4.0 EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued share capital and substantial shareholders' shareholdings of the Company as well as the NA, NA per share, gearing and EPS of FPHB Group.

5.0 APPROVAL REQUIRED AND THE INTERCONDITIONALITY OF THE PROPOSED AMENDMENTS

The Proposed Amendments is subject to the approval of the shareholders of the Company at the forthcoming 3rd AGM.

The Proposed Amendments and the Proposed Transfer are inter-conditional upon each other. The Proposed Transfer is subject to the following approvals being obtained:

- (a) the SC, for the Proposed Transfer;
- (b) the Equity Compliance Unit of the SC, for the resultant equity structure after the Proposed Transfer; and
- (c) Bursa Securities, for the Proposed Transfer;

Both the Proposed Transfer and the Proposed Amendments are not conditional upon any other corporate proposals undertaken or to be undertaken by FPHB.

Barring any unforeseen circumstances and subject to the relevant approval being obtained from the SC and Bursa Securities for the Proposed Transfer, the Proposed Amendments will take effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities.

6.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, Major Shareholders, chief executive of the Company and/or Persons Connected with them have any interest, either direct or indirect, in the Proposed Amendments.

7.0 DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interest of the Company.

Accordingly, the Board recommends that you **VOTE IN FAVOUR** of the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming 3rd AGM.

8.0 AGM

The forthcoming 3rd AGM, Notice of which is enclosed in the Annual Report 2025 of the Company, will be held at Pendeta 1, 2 & 3, Le Grandeur Palm Resort, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor Darul Takzim on Friday, 29 May 2026 at 3:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, approving, inter alia, with or without modifications, the special resolution on the Proposed Amendments as set out in the said Notice.

If you are unable to attend and vote at the 3rd AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in hard copy or by electronics form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodge electronically via email at info@sshshb.com.my, not less than 48 hours before the time appointed for holding the 3rd AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, participating, speaking, and voting in person at the 3rd AGM should you subsequently wish to do so.

9.0 FURTHER INFORMATION

You are advised to refer to the attached Appendix I contained in this Circular for further information.

Yours faithfully,

For and on behalf of the Board of Directors
FARM PRICE HOLDINGS BERHAD

PAUZI BIN YAMAN
INDEPENDENT NON-EXECUTIVE CHAIRMAN

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, who collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm 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, or other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past two (2) years immediately preceding the date of this Circular:-

- (a) Sale of assets agreement dated 18 June 2025 entered into between Ong Tze How trading in the name and style of D&D Sinma 8888 Univeg Trading ("**D&D**") (as vendor) and FLSB (as purchaser) in relation to the acquisition by FLSB of D&D's assets for a total purchase consideration of RM0.60 million which was completed on 16 October 2025;
- (b) Sale of assets and business agreement dated 18 June 2025 entered into between Hong Yun Vegetables & Fruits Sdn. Bhd. ("**Hong Yun**") (as vendor) and FLSB (as purchaser) in relation to the acquisition by FLSB of Hong Yun's assets and entire business of wholesaling and retail-selling of groceries, vegetables, fruits, seafood, frozen food and frozen fishes, and the processing and preserving of fruits and vegetables for a total purchase consideration of RM3.90 million which was completed on 16 October 2025;
- (c) Subscription and shareholders' agreement dated 11 November 2024 entered into between the Company, Thian Chu Chin and Jong Nyuk Sheng (collectively, the "**Shareholders**") and TFS in relation to the subscription of a total of 1,950,000 new ordinary shares in TFS by the Shareholders for a subscription price of RM1.00 per ordinary share in TFS and to record the Shareholders' commitments and to regulate their rights and obligations as shareholders of TFS and in respect of the management of TFS; and
- (d) Institution of Engineers, Malaysia (IEM) Form of Contract for Civil Engineering Works dated 27 January 2025 entered into between FPSB (as employer) and Triple H Construction & Engineering Sdn. Bhd. (as contractor) in relation to the construction, completion and maintain one (1) single-storey factory with a basement; one (1) open shed; one (1) four-storey hostel; and one (1) garbage disposal to be constructed on the existing development comprising one (1) block of single-storey warehouse with a three-storey office; one (1) block of single storey warehouse with a two-storey office; one (1) unit of guard house with prayer room; one (1) unit of garbage disposal; and one (1) unit of Tenaga Nasional Berhad substation, at Lot 55358 & Lot 55359 Mukim Senai, Daerah Kulai, Johor.

3. MATERIAL LITIGATION, CLAIM, OR ARBITRATION

As at LPD, there is no material litigation, claim or arbitration, either as plaintiff or defendant, which will have a material and/or adverse effect on the financial position or business of the Group, and the Board is not aware of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal office hours (except for public holidays) from the date of this Circular, up to and including the date of the forthcoming 3rd AGM: -

- a. The Constitution of FPHB;
- b. Audited financial statements for the Company for the past two (2) financial years ended 31 December 2024 and 31 December 2025; and
- c. Material contracts referred to in Section 2 above.

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