

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 conducted limited review on this Circular pursuant to the provisions of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.

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.



MN HOLDINGS BERHAD

Registration No. 202001038774 (1395095-M)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

The above proposal will be tabled as Special Business at the Third ("3rd") Annual General Meeting ("**AGM**") of the Company to be held at The Heron, Level 2, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, Puchong, 47100 Selangor, Malaysia on Tuesday, 26 December 2023 at 10.00 am or any adjournment thereof.

The Notice of the 3rd AGM and the Form of Proxy are set out in the Annual Report of MN Holdings Berhad for the financial year ended 30 June 2023 dispatched together with this Circular.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and shall be deposited at the Share Registrar office of the Company, Aldpro Corporate Services Sdn Bhd, B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur, not less than forty-eight (48) hours before the time stipulated for holding the meeting. The completion and return 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, date and time for lodging the Form of Proxy : Sunday, 24 December 2023 at 10:00 am

Day, date and time of the 3rd AGM : Tuesday, 26 December 2023 at 10:00 am

This Circular is dated 31 October 2023

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“AGM”	: Annual General Meeting
“Board”	: The Board of Directors of MNHB
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“Directors”	: The directors of MNHB and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and 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 director or chief executive officer of MNHB or its subsidiaries or holding company
“Interested Director”	: Director who is deemed to be Related Party and are interested in the Proposed Shareholders’ Mandate
“Interested Major Shareholder”	: Major Shareholder who is deemed to be Related Party and is interested in the Proposed Shareholders’ Mandate
“Interested Persons Connected”	: Shall have the meaning given in Rule 1.01 of the Listing Requirements.
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 2 October 2023, being the latest practicable date prior to the printing of this Circular and the cut-off date for the information disclosed in this Circular unless otherwise indicated
“Major Shareholder(s)”	: A person who has an interest or interests in one or more voting shares in a 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 this definition, “interest in shares” has the meaning given in Section 8 of the Act and for the purpose of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of MNHB or its subsidiaries or holding company.
“MNHB” or “the Company”	: MN Holdings Berhad [202001038774 (1395095-M)]

DEFINITIONS (CONT'D)

“MNHB Group” or “the Group”	:	Collectively, MNHB and its subsidiaries as defined in Section 4 of the Act.
“MNHB Shares” or “the Shares”	:	Ordinary shares in the Company.
“MNSB”	:	Mutu Nusantara Sdn Bhd [200701011280 (769284-V)]
“MNSSB”	:	MN Semantra Sdn Bhd [202201026082 (1471779-D)]
“Proposed Shareholders' Mandate”	:	Proposed shareholders' mandate for the MNHB Group to enter into new recurrent related party transactions of a revenue or trading nature with related party in the ordinary course of business which are necessary for the MNHB Group's day-to-day operations.
“Related Party(ies)”	:	Director, major shareholder or person connected with such director or major shareholder of MNHB.
“Recurrent Related Party Transaction or RRPT(s)”	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Company or its subsidiaries.
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively.
“SNDESB”	:	Semantra No-Dig Engineering Sdn Bhd [198301005528 (99932-V)]
“WYC”	:	Wong Yew Choong, is the Director and a major shareholder of MNSSB with a direct interest of 40% in MNSSB as well as the Director and a major shareholder of SNDESB with a direct interest of 27.67%

All references to “our Company” in this Circular are to MNHB, references to “our Group” are to our Company and our subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” in this Circular are references to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

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

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MN HOLDINGS BERHAD

Registration No. 202001038774 (1395095-M)
(Incorporated in Malaysia)

Registered office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
W.P. Kuala Lumpur

31 October 2023

Board of Directors

Dato' Ir. Zainurin Bin Haji Karman (*Independent Non-Executive Chairman*)
Datuk Loy Siong Hay (*Managing Director*)
Dato' Toh Eng Keat (*Executive Director*)
Datuk Dang Siong Diang (*Executive Director*)
Soh Eng Hooi (*Independent Non-Executive Director*)
Pankajkumar A/L Bipinchandra (*Independent Non-Executive Director*)
Kho Zhen Qi (*Independent Non-Executive Director*)

To: The Shareholders of MN Holdings Berhad

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

The Company had on [•] announced that the Company has proposed to seek its shareholders' approval in respect of the Proposed Shareholders' Mandate for RRPT(s) at the 3rd AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution relating to Proposed Shareholders' Mandate which will be tabled at the 3rd AGM of the Company, to be held at The Heron, Level 2, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, Puchong, 47100 Selangor, Malaysia on Tuesday, 26 December 2023 at 10.00 am. The Notice of the 3rd AGM and the Form of Proxy are enclosed in Annual Report 2023.

SHAREHOLDERS OF MNHB ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 3RD AGM.

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2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Rule 10.09(2) of the Listing Requirements and Guidance Note 8, the listed Company may seek a shareholders' mandate in respect of its RRPTs subject to the following: -

- (i) the transactions are in the ordinary course of business and are on terms not more favorable to the Related Party than those generally available to the public;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where, the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements;
- (iii) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by the Exchange. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain the shareholders' mandate, the Interested Directors, Interested Major Shareholders or Interested Persons Connected; 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 to approve the transactions. An Interested Director or Interested Major Shareholder must also ensure that persons connected with him abstain from voting on the resolutions approving the transactions; and
- (v) the listed corporation immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a shareholder mandate pursuant to Rule 10.09(2) of the Listing Requirements has been procured, the provisions of Rule 10.08 of the Listing Requirements shall not apply.

The Proposed Shareholders' Mandate, if approved at MNHB's 3rd AGM shall take effect from the passing of the ordinary resolution on the Proposed Shareholders' Mandate at MNHB's 3rd AGM and shall continue to be in force until: -

- (i) the conclusion of the next AGM of the Company following the general meeting at which such ordinary resolution is passed, at which time it shall lapse, unless by a resolution passed at such AGM, the authority conferred by this resolution is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company 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
- (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next AGM, whichever is earlier.

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3. PRINCIPAL ACTIVITIES OF MNHB GROUP

The Company is principally an investment holding company. The details of MNHB's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of Company	Effective Equity Interest (%)	Principal activities
MN Power Transmission Sdn. Bhd.	100	Provision of substation engineering services and solutions
Mutu Nusantara Sdn. Bhd.	100	Provision of underground utilities engineering services and solutions
<i>Subsidiaries of Mutu Nusantara Sdn. Bhd.</i>		
MN Semantra Sdn. Bhd.	60	Provision of underground utilities construction and pipe jacking services
MN Moxtech Sdn. Bhd.	70	Provision of aerial bundled cable engineering services and solutions

Due to the diversity of MNHB Group, it is anticipated that MNHB Group would, in the normal course of business, continue to enter into transactions with the Related Party, details of which are set out in Section 5 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate for the MNHB Group to enter into transactions in the normal course of business within the classes of Related Party set out in Section 5 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders. Such a mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 6 below.

4. DETAILS OF RELATED PARTY

Principal activities of the Related Party are as follows:-

Related Party

Principal Activities

SNDESB : Contractor and hirer of motor vehicles, equipment and machinery

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5. CLASSES OF RELATED PARTY AND NATURE OF RRPT(S)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) New RRPT

Related Party	Related party within MNHB Group	Nature of Transaction	Value transacted between the date of listing until the date of forthcoming AGM (RM'000)	Estimated Value of transaction from the date of forthcoming AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
SNDESB	MNSSB	SNDESB will exclusively award the projects relating to underground utilities construction and pipe jacking services to MNSSB from year 2024 onwards. The value of each project is approximately in the range of RM 0.1 million to RM 10.0 million, and SNDESB expects that there will be 1 to 20 projects to be awarded to MNSSB from the date of the forthcoming AGM to the date of the next AGM. In view of the value and the frequency of the projects awarded, the Company foresees that SNDESB will continue to contribute to our Group's revenue in the future	-	25,000*	WYC	• WYC is the Director and a major shareholder of MNSSB with a direct interest of 40.00%. • He is not a Director of MNHB and he does not hold any shares in MNHB as at LPD. • WYC is a director and major shareholder of SNDESB with a direct interest of 27.67% as at LPD.

* The value of the transaction is estimated only and will be subject to variations.

There is no transaction entered into with SNDESB by MNHB from MNHB listing date until the date of this Circular and the percentage ratio of the transaction entered into with SNDESB by MNHB between the listing date to the forthcoming AGM will be less than 5%. As at the LPD, there is no amount due and owing to the MNHB Group by SNDESB.

6. REVIEW METHODS OR PROCEDURES FOR RRPT(S)

The following review procedures have been formalised to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of MNHB: -

(a) Identification

- (i) A list of the Related Parties will be circulated to all heads of department within the MNHB Group to notify that all transactions with the Related Parties are required to be undertaken on an arm's length basis, under normal commercial terms consistent with the Group's business practices and policies 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 MNHB.
- (ii) All companies within the MNHB Group are required to inform the Management before entering into any RRPTs other than those entered into pursuant to the Proposed Shareholders' Mandate. In addition, all heads of department are advised to report to the Management all transactions involving Related Parties who will monitor and report to the Audit Committee for review on a quarterly basis.
- (iii) All Recurrent Transactions to be entered into will be reviewed by the Audit Committee and reported to the Board to ensure that the transactions are not more favorable to the Related Parties and will not be detrimental to our minority shareholders

(b) Authorisation

- (i) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products.
- (ii) All types of RRPTs are carried out at arm's length and under the Group's normal commercial terms, and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of MNHB Group.
- (iii) The Related Parties and Directors who are deemed interested have been advised of their responsibilities and obligations under the relevant Listing Requirements, the Group's policy and procedures for RRPTs.
- (iv) If a member of the Board or Audit Committee has an interest, direct or indirect, in any RRPT(s), he shall abstain from any decision-making by the Board or Audit Committee in respect of the said transaction(s).
- (v) Where a transaction is valued at more than RM500,000, it will be notified to the Audit Committee and subject to approval by the Board. Where a transaction is valued at RM500,000 or less, it will be approved by a senior management staff who has been identified for this purpose and who shall have no interest in the transaction and notify the Audit Committee.
- (vi) 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 comparison wherever possible, to determine whether the 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 substantial similar type of products/services and/or quantities.
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Management will rely on the usual business norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the MNHB Group.

(c) Monitoring and Reporting

- (i) A register shall be maintained by the respective companies within the MNHB Group to record all RRPTs, which are entered into pursuant to the Proposed New Shareholders' Mandate.
- (ii) All RRPTs shall be reported to the Audit Committee on a quarterly basis together with the quarterly financial reports.
- (iii) The Audit Committee will review the existing procedures, on an annual basis and as and when required, to ensure that the RRPTs are at all times carried out on commercial terms consistent with the MNHB Group's usual business practices and policies.

7. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 6 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company is of the opinion that review procedures are sufficient to ensure that and the RRPTs will be carried out at arms' length and in accordance with MNHB Group's normal commercial terms, and hence, will not be prejudicial to the shareholders or disadvantageous to MNHB and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of MNHB.

The Audit Committee of the Company have seen and reviewed the procedures set out in Section 6 above and is of the view that MNHB has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit Committee.

8. RATIONALE OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the MNHB Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPT(s) carried out within the MNHB Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

9. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is administrative in nature and is therefore not expected to have any effect on the issued and paid-up capital, substantial shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of MNHB.

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

Saved for WYC, who is a Director and Major Shareholder of MNSSB, being the indirect subsidiary of the Company and SNDESB, the transacting party, who is interest in the Proposed Shareholders' Mandate, none of the Directors or Major Shareholders of the Company or Persons Connected to them has any interest, direct or indirect in the Proposed Shareholders' Mandate. WYC is not a Director of MNHB and he does not hold any direct and indirect shares in MNHB.

Accordingly, the transactions with SNDESB, which are recurrent, of a revenue or trading nature and which are necessary for MNHB Group's day-to-day operations and are in the ordinary course of business, are regarded as RRPT.

WYC, the Director and Major Shareholder of MNSSB, will abstain from voting on the resolution involving his direct and indirect shareholdings in MNHB, if any in respect of the Proposed Shareholders' Mandate at the forthcoming 3rd AGM, and WYC have undertaken that he will ensure that the persons connected to him will abstain from voting on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 3rd AGM.

11. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming 3rd AGM to be convened.

12. BOARD'S RECOMMENDATION

The Board, having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate are in the best interest of the Group and accordingly, the Board recommended that the shareholders of MNHB vote in favour of the resolution pertaining to the aforementioned Proposed Shareholders' Mandate to be tabled at the forthcoming 3rd AGM.

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13. 3RD AGM

The 3rd AGM of the Company, the notice of which is enclosed together with the Annual Report 2023 of the Company, will be held The Heron, Level 2, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre (PFCC), Jalan Puteri 1/2, Bandar Puteri, Puchong, 47100 Selangor, Malaysia on Tuesday, 26 December 2023 at 10.00 am or any adjournment thereof for the purpose considering and, if thought fit, passing the resolution to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the 3rd AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2023 in accordance with the instructions printed therein as soon as possible so as to arrive at Share Registrar Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur not less than twenty-four (24) hours before the time set for the 3rd AGM.

The completion and return 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.

14. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
MN HOLDINGS BERHAD

DATO' IR. ZAINURIN BIN HAJI KARMAN
Independent Non-Executive Chairman

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of MNHB who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, as at the LPD, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, 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 might materially and adversely affect the financial position or business of the Group:

a) **Malacca Sessions Court Suit No. MA-B52NCVC-21-09/2119): Mutu Nusantara Sdn Bhd ("MNSB") v. Montane Construction Sdn Bhd ("Montane")**

MNSB had on 17 September 2019 commenced a legal suit against Montane. On 11 February 2020, the sessions court had allowed MNSB's summary judgement application against Montane ("Judgement") for the sum of RM964,422.29 being the outstanding payment owing to MNSB for work done by MNSB for Montane, together with interest of 5% calculated from 17 September 2019 until full settlement and cost of RM3,000.00 ("**Judgement Sum**"). An impairment of RM628,383.79 and RM336,038.50 have been provided for the outstanding payment owing to MNSB in FYE 2018 and FYE 2019, respectively. No application for appeal was submitted by Montane.

Following a winding up petition filed by one of its creditors, Montane was wound up pursuant to a Court Order dated 4 March 2021. The Group has filed a proof of debt to the Official Receiver as a creditor and presently, a private liquidator for Montane is in the midst of being appointed. There is still no update on the appointment of private liquidator.

b) **Kluang Session Court (Suit No. JG-A53-2-10/2022) Telekom Malaysia Berhad "Telekom" vs MNSB**

On 3 October 2022, MNSB had been served with a writ summons and statement of claims from Telekom, claiming for RM113,309.55 for failing to rectify the damage caused by MNSB's drilling activities to fibre optic cables owned by Telekom near Jambatan Sg. Sembrong, Jalan Mersing, Kluang, Johor.

MNSB has filed the statement of defence on 10 November 2022. In the statement of defence, the company claimed that the drilling works during that period, was performed by another company, named Fusionspace Solutions Sdn Bhd ("**FSSB**"). Furthermore, MNSB and FSSB had requested utility mapping from Telekom for the involved site, and also confirmation from Telekom officer, on absent of utility infrastructure on the site during the site visit before commencement of drilling work. The matter has been fixed for case management on 16 October 2023 pending settlement.

c) **Shah Alam High Court (Suit No. BA-22C-32-07/2023) MN Power Transmission Sdn Bhd "MPTSB" vs Bras Ventures Bhd "BVB"**

On 10 July 2023, MPTSB had filed a writ of summons and statement of claims at the Shah Alam High Court claiming for a total outstanding sum of RM1,051,012.50 from BVB, which derived from erection works for a project known as "Engineering, Procurement, Construction & Commissioning (EPCC) For The Development of Pengerang 275kV Overhead Transmission Line From Pengerang Cogen Plant (PCT) to Peninsular Malaysia Grid And 275/132kV

Pengerang Substation”.

On 17 August 2023, BVB entered appearance in the said proceedings and filed a Notice to Produced Documents Referred in Pleading, requesting for documents referred in statement of claims for inspection. MPTSB then served a reply on 21 August 2023 for allowing BV to inspect the documents.

On 13 September 2023, BVB has filed the Defense and Counterclaim, claiming inter alia a Declaration that MPTSB committed breach and/or failure on 10 August 2016, 8 November 2016 and 12 July 2017 when carrying out works for the said Project and that the damages be assessed and be deducted from MPTSB’s main claim and/or that BVB be entitled to back charges. The matter has been fixed for case management on 6 December 2023 and full trial on 26 to 29 May 2025.

3. MATERIAL CONTRACTS

As at the LPD, save for the underwriting agreement dated 27 January 2022 entered into between MNHB and M&A Securities Sdn Bhd to underwrite 28,612,500 MNHB Shares for the purpose of MNHB Initial Public Offering, neither MNHB nor its subsidiary companies have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at MNHB’s Registered Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur during business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of our forthcoming 3rd AGM: -

- a. the Constitution of the Company;
- b. the audited consolidated financial statements of the Group for the past two (2) financial period ended 30 June 2021 and year ended 30 June 2022 and the latest unaudited results for the 12-months period ended 30 June 2023;
- c. material contracts referred to in Section 3 of Appendix I above; and
- d. the relevant cause papers in respect of the material litigations as set out in Section 2 of Appendix I above.

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