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99 SPEED MART RETAIL HOLDINGS BERHAD

Registration No.: 202301017784 (1511706-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

The ordinary resolution in respect of the proposal above will be tabled as Special Business at the Third Annual General Meeting (“AGM”) of 99 Speed Mart Retail Holdings Berhad (“**99 Holdings**” or “**the Company**”) to be convened and held at Grand Ballroom, Level 2, DoubleTree by Hilton Shah Alam i-City, Finance Avenue, 40000 Shah Alam, Selangor Darul Ehsan on Friday, 5 June 2026 at 10:00 a.m.. The Notice of the Third AGM together with the Form of Proxy, which is enclosed in the Integrated Annual Report 2025 of the Company are available to be downloaded from the Company’s website at www.99speedmart.com.my together with this Circular.

If you decide to appoint a proxy to participate and vote on your behalf, you may deposit your Form of Proxy at the Share Registrar office of the Company, Boardroom Share Registrars Sdn Bhd (“**Boardroom**”) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time and date fixed for holding the Third AGM or at any adjournment thereof. The Form of Proxy may also be submitted to Boardroom electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (“**e-Proxy Lodgement**”) or email to bsr.helpdesk@boardroomlimited.com. Please refer to the Administrative Guide for the Third AGM for the steps on the e-Proxy Lodgement which is available on the Company’s website at www.99speedmart.com.my/investor-relations/. The lodging of the Form of Proxy will not preclude you from participating and voting at the Third AGM of the Company should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 3 June 2026 at 10:00 a.m.
Date and time of the Third AGM : Friday, 5 June 2026 at 10:00 a.m.

This Circular is dated 27 April 2026.

DEFINITIONS

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

- “99 Holdings Group” or “Group” : Collectively, 99 Holdings and its subsidiaries
- “Act” : Companies Act 2016 of Malaysia and any amendments made thereto from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting of the Company
- “Board” : Board of Directors of 99 Holdings
- “Bursa Securities” : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- “CEO” : Chief Executive Officer
- “Circular” : This circular to Shareholders of 99 Holdings dated 27 April 2026 in relation to the Proposed Shareholders’ Mandate
- “Constitution” : Constitution of the Company
- “Directors” : 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 of the company or any other company which is its subsidiary or holding company, or a chief executive of the company, its subsidiary or holding company
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities, including any amendments, modifications and additions thereto
- “LPD” : 30 March 2026, being the latest practicable date prior to the printing of this Circular, which shall not more than one (1) month 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 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” shall have the meaning of “interest in shares” given in Section 8 of the Act 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 major shareholder of 99 Holdings (or any other corporation which is its subsidiary or holding company)

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:
- a) A family member of the said Person;
 - b) A trustee of a trust (other than a trustee for share scheme for employees or pension scheme) under which the said Person or a family member of the said Person, is the sole beneficiary;
 - c) A partner of the said Person;
 - d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - e) A person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - f) A body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - g) A body corporate which is a related corporation of the said Person.
- “Proposed Shareholders’ Mandate” : Proposed renewal of existing shareholders’ mandate for RRPT to be entered into from the date of the forthcoming AGM until the next AGM
- “Related Party(ies)” : Directors, Major Shareholders and/or Person(s) Connected with such Director and/or Major Shareholder who are interested in the RRPT(s) as set out in Section 6.1 of this Circular
- “RPT(s)” : Related party transaction entered into by the Group which involves the interest, direct or indirect, of a related party
- “Recurrent Transaction(s)” or RRPT(s)” : Recurrent related party transactions entered into or proposed to be entered into that involve the interest, direct or indirect, of the Related Parties and which are recurrent, of a revenue or trading nature and necessary for the day-to-day operations of 99 Holdings Group
- “RM” and “sen” : Ringgit Malaysia and sen respectively
- “Shares” : Ordinary shares in the Company
- “sq. ft.” : Square feet

DEFINITIONS (CONT'D)

- “Substantial 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 such shares is not less than 5% of the total number of all the voting shares in the Company
- “Transacting Party(ies)” : A party with 99 Holdings Group has entered, or may or intend to enter, into a RRPT under the Proposed Shareholders’ Mandate

Companies within 99 Holdings Group

- “99EM” : 99 Speed Mart (East Malaysia) Sdn Bhd [Registration No.: 201301011044 (1040881-M)]
- “99 Holdings” or “Company” : 99 Speed Mart Retail Holdings Berhad [Registration No.: 202301017784 (1511706-T)]
- “99SM” : 99 Speed Mart Sdn Bhd [Registration No.: 200001016930 (519537-X)]
- “Yiwu J-Jade Trading” : Yiwu J-Jade Trading Co., Ltd [Registration No.: 91330782MAD0PP1D8Q]
- “Yiwu SM Import and Export” : Yiwu Speed Mart Import and Export Co., Ltd [Registration No.: 91330782MAD23XQ98W]
- “Fuzhou 99 Mini-Mart” : Fuzhou 99 Mini-Mart Co., Ltd [Registration No.: 91350104MAEPB6E00G]

Companies referred to in this Circular

- “Careon Pharmacy” : Careon Pharmacy Sdn Bhd (formerly known as 99 Speed Mart (Pharmacy) Sdn Bhd) [Registration No.: 202001028195 (1384515-A)]
- “Cleanwave” : Cleanwave International Sdn Bhd [Registration No.: 201801024184 (1286204-T)]
- “Cosmo Restaurants” : Cosmo Restaurants Sdn Bhd [Registration No.: 199401010330 (296009-T)]
- “Family Network” : Family Network Sdn Bhd [Registration No.: 201501001403 (1126735-V)]
- “J&C Pacific” : J & C Pacific Sdn Bhd [Registration No.: 199701012191 (427687-V)]
- “Lee LYG Holdings” : Lee LYG Holdings Sdn Bhd (formerly known as 99 IMall Sdn Bhd) [Registration No.: 201701016844 (1231009-X)]
- “Lovely Century” : Lovely Century Sdn Bhd [Registration No.: 199401036407 (322089-X)]
- “Max Bell” : Max Bell Sdn Bhd [Registration No.: 201301004648 (1034491-U)]

DEFINITIONS (CONT'D)

“Multihexa”	:	Multihexa Sdn Bhd [Registration No.: 201901024654 (1333983-D)]
“Nasi Lemak Gempak”	:	Nasi Lemak Gempak Sdn Bhd [Registration No.: 201501012643 (1137978-A)]
“Nature Century”	:	Nature Century Development Sdn Bhd [Registration No.: 201701008215 (1222380-U)]
“Octo Asia”	:	Octo Asia Sdn Bhd [Registration No.: 201901016568 (1325896-V)]
“Radiant Globaltech”	:	Radiant Globaltech Berhad [Registration No.: 200301018877 (621297-A)]
“Radiant Globaltech Group”	:	Collectively, Radiant Globaltech and its subsidiaries
“Three Star Stationery”	:	Three Star Stationery (M) Sdn Bhd [Registration No.: 202101001722 (1402020-X)]
“U Stars”	:	U Stars Pte Ltd [Registration No.: 201621688N]
“U Stars Supermarket”	:	U Stars Supermarket Pte Ltd [Registration No.: 201524656Z]
“Venus Gateway”	:	Venus Gateway Sdn Bhd [Registration No.: 199801002413 (458539-M)]
“Zing Heing Trading”	:	Zing Heing Trading Sdn Bhd [Registration No.: 201201039656 (1024134-T)]
“Zing Heing Logistics”	:	Zing Heing Logistics Sdn Bhd [Registration No.: 201901036864 (1346194-K)]

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99 SPEED MART RETAIL HOLDINGS BERHAD

Registration No.: 202301017784 (1511706-T)

(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

27 April 2026

BOARD OF DIRECTORS:-

Dato' Chua Tia Guan (*Chairman, Non-Independent Non-Executive Director*)

Lee Thiam Wah (*Executive Director and CEO*)

Ho Tat Heng (*Senior Independent Non-Executive Director*)

Ng Lee Tieng (*Non-Independent Non-Executive Director*)

Lee Lay Liang (*Executive Director*)

Nirmalah A/P V.Thurai (*Independent Non-Executive Director*)

Serina Binti Abdul Samad (*Independent Non-Executive Director*)

Dato' Abdul Latif Bin Abu Seman (*Independent Non-Executive Director*)

Ting Seng Hook @ Ting Seng Hee (*Independent Non-Executive Director*)

Lee Yan Zhong (*Alternate Director to Lee Thiam Wah*)

Leong Sau Chan (*Alternate Director to Lee Lay Liang*)

To: The Shareholders of 99 Holdings

Dear Sir/Madam,

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

1.0 INTRODUCTION

At the Second Annual General Meeting held on 5 June 2025, the Company had obtained the shareholders' mandate from its shareholders in relation to RRPT(s) which were necessary for 99 Holdings Group's day-to-day operations pursuant to Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements. Such shareholder's mandate shall continue to be in full force until the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the AGM.

The Company had on 13 April 2026, announced its intention to seek shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at the forthcoming Third AGM of the Company.

1.0 INTRODUCTION (*CONT'D*)

The purpose of this Circular is to provide you with the details on the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled as Special Business at the forthcoming AGM of the Company. The Notice of the Third AGM is set out in the Integrated Annual Report 2025 of the Company. The extract of ordinary resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM is enclosed together with this Circular.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

2.1.1 Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, 99 Holdings must immediately announce a Recurrent Related Party Transaction where:-

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transaction is 1% or more,

whichever is the higher.

In addition, Paragraph 10.08(2) of the Listing Requirements states that where any one of the percentage ratios of a related party transaction is 5% or more, 99 Holdings must issue a circular to its shareholders, obtain specific shareholder's approval of the transaction and appoint an independent adviser. Further, Paragraph 10.08(4) of the Listing Requirements states that where any one of the percentage ratios is 25% or more, in addition to the foregoing, 99 Holdings must appoint a main adviser.

2.1.2 Pursuant to Paragraph 10.09(2) of the Listing Requirements, 99 Holdings may seek a shareholders' mandate in respect of Recurrent Related Party Transactions subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (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 threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the 99 Holdings' circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular together with a checklist showing compliance with such information must be submitted to Bursa Securities;
- (iv) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that Persons Connected with him/her abstain from voting on the resolution approving the transactions; and

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

2.1 Provisions under the Listing Requirements (Cont'd)

- (v) 99 Holdings immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the 99 Holdings Group, 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 99 Holdings has procured a shareholders' mandate pursuant to the above, the provisions of the Listing Requirements as set out in Section 2.1.1 of this Circular shall not apply.

Transactions entered into between 99 Holdings (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiaries are excluded from the requirements of Part E of Chapter 10 of the Listing Requirements.

2.2 Proposed Shareholders' Mandate

The Board proposes to seek shareholders' approval for the Proposed Shareholders' Mandates for the RRPTs to be entered into by 99 Holdings Group from the date of the forthcoming Third AGM until the next AGM of the Company. Such RRPTs will be conducted in the ordinary course of business with the Related Parties and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

The Proposed Shareholders' Mandate, if approved, will take effect from the date of passing of the ordinary resolution at the forthcoming Third AGM and shall continue to be in force until:-

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

whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of the Proposed Shareholders' Mandate at each subsequent AGM of the Company if the Directors decide that the renewal of the mandate is desirable.

2.3 Principal business activities of 99 Holdings Group

As at the LPD, the principal activity of the Company is investment holding while its subsidiary companies are principally involved in the following core businesses:-

Name of Company	Equity Interest Held (%)	Principal Activities
99SM	100.00	Retail of consumable merchandise and other household products via its network of "mini-mart" outlets

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

2.3 Principal business activities of 99 Holdings Group (Cont'd)

As at the LPD, the principal activity of the Company is investment holding while its subsidiary companies are principally involved in the following core businesses (Cont'd):-

Name of Company	Equity Interest Held (%)	Principal Activities
99EM	100.00	Retail of consumable merchandise and other household products via its network of "mini-mart" outlets
Yiwu J-Jade Trading	100.00	Investment holding company
Yiwu SM Import and Export	100.00	Exporting of consumable merchandise and other household products
Fuzhou 99 Mini-Mart	100.00	Retail of consumable merchandise and other household products via its network of "mini-mart" outlets

Details of the RRPTs of the 99 Holdings Group which are in accordance with Paragraph 10.09(2) of the Listing Requirements are set out in the ensuing paragraphs.

2.4 Classes and Nature of the Recurrent Related Party Transactions

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows:-

Transacting parties	Nature of transaction	Nature of relationship/ Interested Major Shareholder and/or Director	Estimated aggregate value transacted from the date of Second AGM on 5 June 2025 to 5 June 2026	Actual aggregate value transacted from the date of Second AGM on 5 June 2025 to LPD	Estimated aggregate value to be incurred from the date of Third AGM on 5 June 2026 to next AGM ⁽¹⁾
			RM'000	RM'000	RM'000
1. Multihexa* 2. Cleanwave* 3. Octo Asia* 4. Cosmo Restaurants ⁽⁸⁾ 5. Nasi Lemak Gempak 6. Three Star Stationery <i>(* all of whom are subsidiaries of Venus Gateway and are collectively referred to as the "Venus Gateway Group")</i>	Purchase of products for sale in Group's outlets and purchases for the Group's staff welfare and operating expenses, including fees, and net of discounts	Lee Thiam Wah ⁽²⁾⁽⁷⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾⁽⁷⁾ Lee Yan Zhong ⁽⁵⁾	174,623	87,119	158,350
1. Nasi Lemak Gempak 2. Octo Asia 3. Careon Pharmacy 4. Cosmo Restaurants ⁽⁸⁾	Sale of grocery products ⁽²⁰⁾	Lee Thiam Wah ⁽²⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	2,500	190	-

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Transacting parties	Nature of transaction	Nature of relationship/ Interested Major Shareholder and/or Director	Estimated aggregate value transacted from the date of Second AGM on 5 June 2025 to 5 June 2026	Actual aggregate value transacted from the date of Second AGM on 5 June 2025 to LPD	Estimated aggregate value to be incurred from the date of Third AGM on 5 June 2026 to next AGM ⁽¹⁾
			RM'000	RM'000	RM'000
1. Lee Thiam Wah 2. Lee Lay Liang 3. Leong Sau Chan 4. Family Network 5. Lovely Century	Rental paid ⁽¹⁸⁾ by the Group for operating outlets ⁽¹³⁾ and training centre ⁽¹⁴⁾	Lee Thiam Wah ⁽²⁾⁽⁴⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Leong Sau Chan ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	2,463	1,701	3,028
1. Cosmo Restaurants ⁽⁸⁾ 2. Nature Century 3. U Stars ⁽¹¹⁾⁽²¹⁾	Rental received ⁽¹⁹⁾ by the Group for office ⁽¹⁵⁾ , retail ⁽¹⁶⁾ and storage space ⁽¹⁷⁾	Lee Thiam Wah ⁽²⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	1,391	284	1,682
1. Max Bell ⁽¹²⁾ 2. Radiant Globaltech Group	Purchases of equipment and subscription of software and payments for the installation of energy efficient equipment and fittings at the Group's outlets, distributions centres and headquarters	Lee Thiam Wah ⁽²⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	20,750	11,554	21,500

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Transacting parties	Nature of transaction	Nature of relationship/ Interested Major Shareholder and/or Director	Estimated aggregate value transacted from the date of Second AGM on 5 June 2025 to 5 June 2026	Actual aggregate value transacted from the date of Second AGM on 5 June 2025 to LPD	Estimated aggregate value to be incurred from the date of Third AGM on 5 June 2026 to next AGM ⁽¹⁾
			RM'000	RM'000	RM'000
Cosmo Restaurants ⁽⁸⁾	Lorry marketing income ⁽²²⁾	Lee Thiam Wah ⁽²⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	121	80	121
J&C Pacific ⁽⁹⁾	Commissions received for ancillary services provided by the Group to its customers at its outlets and fees paid for the smart terminal platform and bulksales e-commerce platform utilised at the Group's outlets	Lee Thiam Wah ⁽²⁾ Ng Lee Tieng ⁽³⁾ Lee Lay Liang ⁽⁴⁾ Leong Sau Chan ⁽⁴⁾ Lee Yan Zhong ⁽⁵⁾	19,000	9,352	18,500
1. Zing Heing Trading 2. Zing Heing Logistics	Purchases of specialty foods and snacks for sale in the outlets, including fees, and net of discounts	Ng Lee Tieng ⁽⁶⁾	130,000	82,568	127,000

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Transacting parties	Nature of transaction	Nature of relationship/ Interested Major Shareholder and/or Director	Estimated aggregate value transacted from the date of Second AGM on 5 June 2025 to 5 June 2026	Actual aggregate value transacted from the date of Second AGM on 5 June 2025 to LPD	Estimated aggregate value to be incurred from the date of Third AGM on 5 June 2026 to next AGM ⁽¹⁾
			RM'000	RM'000	RM'000
1. Zing Heing Trading 2. Eng Yaw Keong 3. Lim Geok Eng 4. Eng Lee Hay 5. Eng Hock Heng @ Ng Hock Keng	Rental paid ⁽¹⁸⁾ by the Group for operating outlets ⁽¹³⁾	Ng Lee Tieng ⁽⁶⁾	95	64	112
Total			350,943	192,912	330,293

Notes:

- (1) The figures represent the estimated value of transactions that will be undertaken during the period from the date of Third AGM on 5 June 2026 to the next AGM, based on the assumptions that current level of operations will continue and as determined by the Group's management. The estimated values of these transactions may vary and are subject to change.
- (2) Lee Thiam Wah is a substantial shareholder and director of Careon Pharmacy, Cosmo Restaurants⁽⁸⁾, J&C Pacific⁽⁹⁾, Venus Gateway Group, U Stars⁽¹¹⁾, Nasi Lemak Gempak, Lovely Century and Nature Century, and is a substantial shareholder of Radiant Globaltech⁽¹⁰⁾.
- (3) Ng Lee Tieng is the wife of Lee Thiam Wah. She is the Chief Executive Officer, substantial shareholder and director of Cosmo Restaurants⁽⁸⁾. She is a director of J&C Pacific⁽⁹⁾, Lovely Century, Nature Century and Nasi Lemak Gempak. She is also a shareholder of J&C Pacific⁽⁹⁾, Venus Gateway Group, Lovely Century and Radiant Globaltech⁽¹⁰⁾.

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Notes (Cont'd):

- (4) *Lee Lay Liang is the sister of Lee Thiam Wah while Leong Sau Chan is the cousin of Lee Thiam Wah. Lee Lay Liang and Leong Sau Chan are shareholders of J&C Pacific⁽⁹⁾. Lee Lay Liang and Leong Sau Chan are directors and shareholders of Family Network. Lee Thiam Wah and Lee Lay Liang are the siblings of the directors and shareholders of Family Network, namely Lee Leong Tek, Lee Lay Hong, Tan Suah Teng, Lee Lai Lee, Lee Lay Keow, Lee Lay Ang, Lee Lay Nee, Lee Lay Wan, Lee Lay Sin and Lee Leong Yew. Lee Lay Liang is also a shareholder of Radiant Globaltech⁽¹⁰⁾.*
- (5) *Lee Yan Zhong is the son of Lee Thiam Wah and Ng Lee Tieng. He is a substantial shareholder and a director of Max Bell⁽¹²⁾.*
- (6) *Ng Lee Tieng is the sister in law of Teh Woi Chin and daughter of Lim Geok Eng, both of whom are shareholders and directors of Zing Heing Trading and Zing Heing Logistics. Ng Lee Tieng is also the daughter of Eng Hock Heng @ Ng Hock Keng and the sister of Eng Yaw Keong and Eng Lee Hay.*
- (7) *Lee Thiam Wah and Lee Lay Liang are the siblings of Lee Leong Yew, a director and substantial shareholder of Three Star Stationery.*
- (8) *Cosmo Restaurants is a wholly-owned subsidiary of Rancak Selera Sdn Bhd and Rancak Selera Sdn Bhd is a wholly-owned subsidiary of Newscape Capital Sdn Bhd. Lee Thiam Wah and Ng Lee Tieng are shareholders and directors of Newscape Capital Sdn Bhd.*
- (9) *J&C Pacific is collectively owned by Global Success Network Sdn Bhd, Ng Lee Tieng, Lee Lay Liang and Leong Sau Chan, holding equity interests of 39.00%, 1.00%, 0.35% and 0.35% respectively. Lee Thiam Wah and Ng Lee Tieng are shareholders and directors of Global Success Network Sdn Bhd.*
- (10) *Radiant Globaltech is collectively owned by Global Success Network Sdn Bhd, Ng Lee Tieng and Lee Lay Liang, holding equity interests of 14.56%, 0.35% and 0.05% respectively.*
- (11) *U stars is collectively owned by Lee International Retail Holdings Sdn Bhd, holding equity interest of 70%. Lee International Retail Holdings Sdn Bhd is owned by Lee Thiam Wah. Lee Thiam Wah and Ng Lee Tieng are directors of Lee International Retail Holdings Sdn Bhd.*
- (12) *Max Bell is collectively owned by Foresyte Sdn Bhd, holding equity interest of 70%. Lee Yan Zhong is shareholder and director of Foresyte Sdn Bhd.*
- (13) *Operating Outlets rented from the following transacting parties:-*

Lee Thiam Wah

Premise known as No. 2 (Whole Block), Jalan Sungai Puloh 13, Taman Klang Utama, 42100 Klang, Selangor Darul Ehsan, measuring 2,642 sq. ft.

2.4 Classes and Nature of the Recurrent Related Party Transactions (*Cont'd*)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (*Cont'd*):-

Notes (Cont'd):

(13) *Operating Outlets rented from the following transacting parties (Cont'd):-*

Lee Lay Liang

- (a) *Premise known as No. 72 (Ground Floor), Jalan Belian 1, Taman Salak Perdana, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan, measuring 1,496 sq. ft.*
- (b) *Premise known as No. 9 (Ground Floor), Jalan PP 1/1, Park Place I, Cybersouth, 43800 Dengkil, Selangor Darul Ehsan, measuring 1,604 sq. ft.*

Leong Sau Chan

- (a) *Premise known as No. 70 (Ground Floor), Jalan Belian 1, Taman Salak Perdana, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan, measuring 1,496 sq. ft.*
- (b) *Premise known as No. 8 (Ground Floor), Jalan PP 1/1, Park Place I, Cybersouth, 43800 Dengkil, Selangor Darul Ehsan, measuring 1,604 sq. ft.*

Family Network

- (a) *Premise known as No. 12A & 16 (Ground Floor), Jalan Seri Taming 1F, Taman Seri Taming, Batu 9, 43200 Cheras, Selangor Darul Ehsan, measuring 2,583 sq. ft.*
- (b) *Premises known as No. 19 & 20 (Ground Floor), Jalan Bernam 1, Taman Bernam Baru, 35900 Tanjung Malim, Perak Darul Ridzuan, measuring 3,208 sq. ft.*
- (c) *Premise known as No. 2 (Ground Floor), Jalan MJ 43, Taman Merdeka Jaya, 75350 Batu Berendam, Melaka, measuring 2,368 sq. ft.*
- (d) *Premise known as KM 4609 (Ground Floor), Jalan Samarinda 2, Taman Samarinda, 78000 Alor Gajah, Melaka, measuring 2,346 sq. ft.*
- (e) *Premise known as No. 298 (Whole Block), Jalan Kampung Lapan, 75200 Melaka, measuring 3,250 sq. ft.*
- (f) *Premises known as No. 35 & 37 (Single Storey), Jalan Telipot 2A Perniagaan, Jalan Telipot, 48300 Bukit Sentosa, Selangor Darul Ehsan, measuring 2,604 sq. ft.*
- (g) *Premise known as No. 4 (Ground Floor), Persiaran Muhibbah Jaya 1, Taman Muhibbah Jaya, 31100 Sungai Siput, Perak Darul Ridzuan, measuring 1,572 sq. ft.*
- (h) *Premises known as No. 75 & 77 (Ground Floor), Jalan Angsana, Taman Rimba, 28400 Mentakab, Pahang Darul Makmur, measuring 3,208 sq. ft.*
- (i) *Premise known as No. 2A-B (Whole Block), Jalan Sungai Nibong, 14A/KU4, Kampung Rantau Panjang, 42100 Klang, Selangor Darul Ehsan, measuring 4,224 sq. ft.*
- (j) *Premises known as No. 52 & 54 (Ground Floor), Jalan Aman Perdana 10A/KU5, Taman Aman Perdana, 41050 Klang, Selangor Darul Ehsan, measuring 2,604 sq. ft.*
- (k) *Premises known as No. 13 & 15 (Whole Block), Laluan Tasek Timur 5, Pusat Perdagangan Tasek Indra, 31400 Ipoh, Perak Darul Ridzuan, measuring 4,618 sq. ft.*
- (l) *Premises known as No. 4 & 6 (Whole Block), Jalan 5C/KU15, Taman Perepat Permai, 42200 Kapar, Selangor Darul Ehsan, measuring 5,985 sq. ft.*
- (m) *Premise known as C-G-06 (Ground Floor), Connection Commercial, Perstarian IRC 3, IOI Resort City, 62502 Putrajaya, Sepang, Selangor Darul Ehsan, measuring 2,260 sq. ft.*
- (n) *Premises known as No. 95 & 97 (Ground Floor), Jalan Klebang Sentosa 2, 31200 Ipoh, Perak Darul Ridzuan, measuring 2,800 sq. ft.*
- (o) *Premises known as No. 16 & 18 (Ground Floor), Jalan Anggerik Aranda BG 31/BG, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, measuring 3,294 sq. ft.*

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Notes (Cont'd):

(13) Operating Outlets rented from the following transacting parties (Cont'd):-

Lovely Century

- (a) Premises known as No. 39 & 41 (Ground Floor), Jalan Bukit Kapar, Kapar, 42200 Klang, Selangor Darul Ehsan, measuring 3,078 sq. ft.
- (b) Premise known as No. 107 (Whole Block), Lintang Sultan Mohamad 1B, Pusat Perdagangan, Bandar Sultan Suleiman, 42000 Port Klang, Selangor Darul Ehsan, measuring 3,574 sq. ft.
- (c) Premise known as No. 23 (Single Storey), Jalan 235A, 46100 Petaling Jaya, Selangor Darul Ehsan, measuring 3,310 sq. ft.
- (d) Premise known as No. 58 (Ground Floor), Lorong Sungai Serdang Permai 1, Jalan Kapar Batu 13, Taman Sungai Serdang Permai, 42200 Kapar, Selangor Darul Ehsan, measuring 3,918 sq. ft.
- (e) Premises known as No. 19 & 21 (Ground Floor), Jalan Astana C 13/C, Pusat Niaga Astana Alam, Seksyen 13, 42300 Bandar Puncak Alam, Kuala Selangor, Selangor Darul Ehsan, measuring 2,800 sq. ft.
- (f) Premises known as No. 5 & 7 (Ground Floor), Jalan Beruas 2A/KU 8, Taman Daya Maju, 41050 Klang, Selangor Darul Ehsan, measuring 3,208 sq. ft.
- (g) Premise known as No. 50 (Ground Floor), Jalan Bahagia 2, Taman Bahagia, Morib, 42700 Banting, Selangor Darul Ehsan, measuring 3,003 sq. ft.
- (h) Premise known as No. 243 (Ground Floor), Jalan Hulubalang 28, Fasa Dinasti, Taman Sentosa, 41200 Klang, Selangor Darul Ehsan, measuring 1,507 sq. ft.
- (i) Premise known as No. 43A (Ground Floor), Jalan Springhill 1/1, Bandar Springhill, 71000 Port Dickson, Negeri Sembilan Darul Khusus, measuring 3,003 sq. ft.
- (j) Premises known as No. 26 & 27 (Ground Floor), Jalan 1, Taman Sri Cahaya, 45600 Bestari Jaya, Selangor Darul Ehsan, measuring 3,200 sq. ft.
- (k) Premises known as No. 10 & 11 (Ground Floor), Jalan Pusat Perdagangan Tropika 1, Pusat Perdagangan Tropika Mantin, 71700 Mantin, Negeri Sembilan Darul Khusus, measuring 2,767 sq. ft.
- (l) Premises known as No. 2 & 3 (Ground Floor), Jalan Pasir Emas 4, Taman Pasir Emas, Sungai Chua, 43000 Kajang, Selangor Darul Ehsan, measuring 3,230 sq. ft.
- (m) Premises known as No. 18 (Ground Floor), Jalan Serambi U8/24, D'Bayu, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan, measuring 2,475 sq. ft.
- (n) Premises known as No. PT 1993 (Ground Floor), Jalan Aman 3, Taman Aman 2, 45400 Sekinchan, Selangor Darul Ehsan, measuring 2,433 sq. ft.
- (o) Premises known as No. 9 & 11 (Ground Floor), Jalan PNPP 1, Pusat Niaga Persimpangan Peringgit, 75400 Melaka, measuring 3,133 sq. ft.
- (p) Premises known as No. 5 (Single Storey Intermediate Terraced House), Jalan Angsa, Taman Berkeley, 41050 Klang, Selangor Darul Ehsan, measuring 1,600 sq. ft.
- (q) Premises known as No. 20 & 22 (Ground Floor), Jalan 1/47B, Taman Rainbow, Jalan Ipoh, Batu 4 1/4, 51200 Kuala Lumpur, measuring 2,798 sq. ft.

Zing Heing Trading

Premise known as No. 52 (Ground Floor), Jalan Buah Mentega/KS04, 42000 Pelabuhan Klang, Selangor Darul Ehsan, measuring 1,388 sq. ft.

2.4 Classes and Nature of the Recurrent Related Party Transactions (Cont'd)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (Cont'd):-

Notes (Cont'd):

(13) Operating Outlets rented from the following transacting parties (Cont'd):-

Eng Yaw Keong

Premise known as No. 22 (Ground Floor), Jalan Damai, Taman Damai, 42700 Morib, Selangor Darul Ehsan, measuring 1,884 sq. ft.

Lim Geok Eng

Premise known as No. 22 (Ground Floor), Jalan Damai, Taman Damai, 42700 Morib, Selangor Darul Ehsan, measuring 1,884 sq. ft.

Eng Lee Hay

Premise known as No. 24 (Ground Floor), Jalan Damai, Taman Damai, 42700 Morib, Selangor Darul Ehsan, measuring 1,884 sq. ft.

Eng Hock Heng @ Ng Hock Keng

Premise known as No. 24 (Ground Floor), Jalan Damai, Taman Damai, 42700 Morib, Selangor Darul Ehsan, measuring 1,884 sq. ft.

(14) Training Centre rented from Lovely Century under premises known as No. 37, 39 & 41 (First Floor), Lorong Seri Gambut 2, Jalan Kebun, 41100 Klang, Selangor Darul Ehsan, measuring 2,613 sq. ft.

(15) Office rented by the following transacting parties:-

Cosmo Restaurants

(a) Premise known as Level 11, Wisma 99 Speedmart, Lot PT 2811, Jalan Angsa, Taman Berkeley, 41150 Klang, Selangor Darul Ehsan, measuring 4,628 sq. ft.

(b) Premise known as Ground Floor, No. 6, Lot 12, KKIP, Industrial Zone 7 (IZ 7), Lorong 2A, KKIP Timur, 88460 Kota Kinabalu, Sabah, measuring 447 sq. ft.

Nature Century

Premises known as Front Portion of Ground Floor & Mezzanine Floor, Wisma 99 Speedmart, Lot PT 2811, Jalan Angsa, Taman Berkeley, 41150 Klang, Selangor Darul Ehsan, measuring 761 sq. ft.

U Stars

Premise known as Part of Mezzanine Floor, Wisma 99 Speedmart, Lot PT 2811, Jalan Angsa, Taman Berkeley, 41150 Klang, Selangor Darul Ehsan, measuring 642 sq. ft.

2.4 Classes and Nature of the Recurrent Related Party Transactions (*Cont'd*)

The details of the RRPTs entered and/or to be entered into by 99 Holdings Group with the Related Parties under the Proposed Shareholders' Mandate are tabulated as follows (*Cont'd*):-

Notes (Cont'd):

(16) *Retail rented by Cosmo Restaurants under the following premises:-*

- (a) *G-101 (Ground Floor), Wisma 99 Speedmart, Lot PT 2811, Jalan Angsa, Taman Berkeley, 41150 Klang, Selangor Darul Ehsan. The rented area was reduced from 3,760 sq. ft. to 2,285 sq. ft. in February 2026.*
- (b) *Lot G-18A, G-18B, G-19A & G-19B (Ground Floor), Plaza Serdang Raya, Seksyen 7, 43300 Seri Kembangan, Selangor Darul Ehsan, measuring 1,519 sq. ft.*
- (c) *No. 53 (First Floor), Jalan Putra Mahkota 7/4A, Putra Heights, 47650 Subang Jaya, Selangor Darul Ehsan, measuring 2,389 sq. ft.*

(17) *Storage space rented by Cosmo Restaurants under premise known as a storage room space (cold storage), Ground Floor, No. 6, Lot 12, KKIP, Industrial Zone 7 (IZ 7), Lorong 2A, KKIP Timur, 88460 Kota Kinabalu, Sabah, measuring 1,208 sq. ft.*

(18) *Rentals are payable on monthly basis.*

(19) *Rentals are receivable on monthly basis.*

(20) *The Company does not intend to seek a renewal of the Shareholders' Mandate for this transaction.*

(21) *The rental income received has been reassigned from U Stars Supermarket to U Stars.*

(22) *Lorry marketing income was previously described as lorry advertisement income. The change is in terminology only with no change to the underlying transaction.*

Premises of the operating outlets, training centre, office, retail and storage space as mentioned above may subject to change in accordance with yearly operational requirements.

2.5 Review Procedures for the Recurrent Transactions

Related party transactions by their very nature, involve conflicts of interests between 99 Holdings Group and the related parties with whom 99 Holdings Group has entered into such transactions. Some of the officers and the Directors of 99 Holdings are also officers, directors and in some cases, shareholders of the related parties of 99 Holdings Group, as disclosed in this Circular and, with respect to these related party transactions, may individually and in aggregate have conflicts of interest.

It is the policy of 99 Holdings Group that all related party transactions are carried out on normal commercial terms which are not more favourable to the related parties than those generally available to the public dealing on arm's length basis with 99 Holdings Group and are not to the detriment of minority shareholders, the Audit Committee ("AC") has been tasked with the review of related party transactions.

99 Holdings Group has adopted a Related Party Transactions Policy and Procedures which includes the following procedures for the review of RRPT:

- (a) The general obligation to act in the best interests of the Group means before entering into a commercial transaction/contract/agreement, the originator/buyer must identify and check for RPT elements, contract value, and obtain verification from the Account Department, where necessary.
- (b) The Group to assess the pricing, quality, terms and expertise of any goods or services that the Related Party offered. These shall be compared to the same goods/services offered by the normal unrelated open market transactions including the appropriate preferential rates and discounts accorded for the same purchases in terms of the commercial terms in the standard industry norm.
- (c) For comparison, the Group shall procure at least two (2) other contemporaneous transactions/quotations from unrelated third parties for similar products/services and/or quantities, where possible to determine whether the price and terms offered to/by the related parties are fair & reasonable.
- (d) In the event where such comparable quotations from an unrelated third party is not available for same or similar products/services and/or quantities, the transaction prices and commercial terms shall be determined based on the Group's usual business practices and policies to ensure that the RRPTs are not detrimental to the Group.
- (e) All major shareholders, directors and key management personnels are required to declare and disclose any transaction in which they are deemed to have interest on a quarterly basis and give their undertakings that all business transactions entered between themselves and/or persons connected with them and the Group are negotiated and agreed at arm's length basis based on normal commercial terms and are not to the detriment of the minority shareholders and not more favourable to the related party/parties.
- (f) At least once a year, during the annual evaluations, all major shareholders, directors and key management personnels are required to complete a questionnaire disclosing names of companies in which he/she and/or their person connected hold directorships and/or substantial shareholding and any potential RPT and RRPT, if any.
- (g) The Company within the Group shall maintain a record of all the RPTs and RRPTs entered into pursuant to the shareholders' mandate to ensure that the necessary approvals are obtained and proper review procedures are followed in respect of all these transactions. The Account Department, overseen by the Chief Financial Officer, shall compile a listing of related parties, nature of RPTs and RRPTs, estimated value of annual transactions and control(s) put in place, subject to update from time to time and review by the Chief Financial Officer. This register of RPTs and RRPTs will be disseminated to all Account Department's personnel and all Head of Department.

2.5 Review Procedures for the Recurrent Transactions (*Cont'd*)

- (h) All the RPTs and RRPTs shall be presented to the AC for review to ensure these transactions are at arm's length and within the normal commercial terms and not more favourable to any party than those generally available to the public. The AC shall then report to the Board of Directors for further action if necessary.
- (i) In reviewing these transactions, the AC may request for additional information from professional sources as it deems fit to ensure that the transactions are within the scope of this policy. The AC shall also review the adequacy of the processes and procedures to track and monitor these RPTs and RRPTs in a timely and orderly manner to ensure accuracy.
- (j) Prior to entering into any new RPT, low-value transactions, defined as transactions of not more than RM2 million and undertaken in the ordinary course of business, may be carried out without prior approval of the AC to facilitate operational efficiency.

Any RPT with a value of RM2 million or more, or where the aggregate value of transactions with the same related party reaches RM2 million, shall be subject to prior review and approval by the AC before the Company proceeds with the transaction.

Notwithstanding the foregoing, all RPTs and RRPTs entered into by the Group, irrespective of value, shall be subject to periodic review by the AC for notification to the Board.

2.6 Statement By Audit Committee

The AC of 99 Holdings has seen and reviewed the procedures mentioned in Section 2.5 above and is of the opinion that the abovementioned procedures are sufficient to ensure that the RRPTs are carried out on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

The 99 Holdings Group has in place adequate procedures and processes to identify, monitor, track and disclose RRPTs in a timely and orderly manner. The AC of 99 Holdings conducts the review of these procedures and processes on an annual basis and review all the RRPTs on a quarterly basis.

2.7 Amount Due And Owing By Related Parties Pursuant To The Recurrent Related Party Transactions

As at LPD, there is no outstanding amount due and owing to the 99 Holdings Group by its Related Parties under the RRPTs which exceeded the credit term.

3.0 RATIONALE FOR, AND THE BENEFIT TO THE 99 HOLDINGS GROUP FROM TRANSACTING WITH RELATED PARTIES

The Recurrent Transactions entered, or to be entered into by 99 Holdings Group are all in the ordinary course of business and are undertaken on terms which 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. It is envisaged that in the normal course of their business, transactions between 99 Holdings Group and the Related Parties are likely to occur from time to time and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such Recurrent Transactions.

By obtaining the shareholders' mandate and renewing the same on an annual basis, the Company does not have to convene separate general meetings from time to time to seek shareholders' approval as and when the Recurrent Transactions occur. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings on an ad-hoc basis, and allow manpower, resources and time to be channelled towards attaining corporate objectives.

3.0 RATIONALE FOR, AND THE BENEFIT TO THE 99 HOLDINGS GROUP FROM TRANSACTING WITH RELATED PARTIES (CONT'D)

Hence, the Board is seeking approval from shareholders on the Proposed Shareholders' Mandate for the respective Recurrent Transactions as described in section 2.4 above.

4.0 CONDITIONS FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon approval being obtained from shareholders of 99 Holdings at the forthcoming AGM. The Proposed Shareholders' Mandate being procured from shareholders of 99 Holdings at the forthcoming AGM is subject to annual renewal.

5.0 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material effect on the issued and paid-up share capital, major shareholders' shareholding, earnings per share and net assets of the Group.

However, the Proposed Shareholders' Mandate is in relation to transactions which are of a revenue or trading nature and which form an integral part of the 99 Holdings Group's day-to-day operations and hence, they contribute to 99 Holdings Group's financial performance.

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

6.1 The direct and indirect shareholdings of the interested Major Shareholders, interested Directors and Persons Connected with them in 99 Holdings as at the LPD are as follows:-

<u>Interested Major Shareholders/ Directors/ Persons Connected</u>	<u>←-----Direct-----→</u>		<u>←-----Indirect-----→</u>	
	<u>No. of 99 Holdings Shares</u>	<u>%</u>	<u>No. of 99 Holdings Shares</u>	<u>%</u>
Interested Major Shareholder				
Lee YLG Holdings	4,325,999,092	51.500	-	-
Lee Thiam Wah	2,367,120,977	28.180	4,325,999,092 ^(a)	51.500
Interested Director				
Lee Thiam Wah	2,367,120,977	28.180	4,325,999,092 ^(a)	51.500
Ng Lee Tieng	278,879,931	3.320	-	-
Lee Lay Liang	500,000	0.006	-	-
Lee Yan Zhong	500,000	0.006	-	-
(Alternate Director to Lee Thiam Wah)				
Leong Sau Chan	730,000	0.009	-	-
(Alternate Director to Lee Lay Liang)				
Persons Connected				
Lee Lai Lee ^(b)	160,000	0.002	-	-
Lee Lay Hong ^(b)	175,000	0.002	-	-
Lee Lay Sin ^(b)	175,000	0.002	-	-
Lee Lay Wan ^(b)	175,000	0.002	-	-
Lee Leong Tek ^(b)	450,000	0.005	-	-
Tan Suah Teng ^(b)	150,000	0.002	-	-
Lee Leong Yew ^(b)	400,000	0.005	-	-

6.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM (CONT'D)

Interested Major Shareholders/ Directors/ Persons Connected	←-----Direct-----→		←-----Indirect-----→	
	No. of 99 Holdings Shares	%	No. of 99 Holdings Shares	%
Persons Connected				
Eng Yaw Keong ^(c)	400,000	0.005	-	-
Eng Lee Hay ^(c)	10,600	0.000	-	-
Teh Woi Chin ^(d)	107,500	0.001	-	-
Lee Lay Ang ^(b)	-	-	-	-
Lee Lay Keow ^(b)	-	-	-	-
Lee Lay Nee ^(b)	-	-	-	-
Lo Meen Kian @ Lo Meen Kiong ^(e)	-	-	-	-
Tee Sue Juan ^(f)	-	-	-	-
Eng Hock Heng @ Ng Hock Keng ^(g)	-	-	-	-
Lim Geok Eng ^(g)	-	-	-	-
Chong Hong Lim ^(h)	-	-	-	-

Notes:-

- (a) Deemed interested by virtue of his interests in Lee LYG Holdings, pursuant to Section 8(4) of the Companies Act 2016.
- (b) Lee Lai Lee, Lee Lay Hong, Lee Lay Sin, Lee Lay Wan, Lee Leong Tek, Tan Suah Teng, Lee Leong Yew, Lee Lay Ang, Lee Lay Keow and Lee Lay Nee are the siblings of Lee Thiam Wah and Lee Lay Liang.
- (c) Eng Yaw Keong and Eng Lee Hay are the siblings of Ng Lee Tieng.
- (d) Teh Woi Chin is the sister-in-law of Ng Lee Tieng.
- (e) Lo Meen Kian @ Lo Meen Kiong is the brother-in-law of Lee Thiam Wah and Lee Lay Liang.
- (f) Tee Sue Juan is the sister-in-law of Lee Thiam Wah and Lee Lay Liang.
- (g) Eng Hock Heng @ Ng Hock Keng and Lim Geok Eng are the parents of Ng Lee Tieng.
- (h) Chong Hong Lim is the brother-in-law of Ng Lee Tieng.

6.2 Based on details as disclosed in Section 6.1 above, the Interested Directors namely, Lee Thiam Wah, Ng Lee Tieng, Lee Lay Liang, Lee Yan Zhong and Leong Sau Chan have abstained and will continue to abstain from all Board deliberations and voting at the Board meeting, and will also abstain from voting in respect of their direct and/or indirect shareholdings in 99 Holdings on the Proposed Shareholders' Mandate at the forthcoming AGM.

The Interested Major Shareholders namely, Lee LYG Holdings and Lee Thiam Wah will abstain from voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in 99 Holdings at the forthcoming AGM.

In addition, the Interested Directors and Interested Major Shareholders have also undertaken to ensure that persons connected with them will abstain from voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in 99 Holdings, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed, none of the other Directors or Major Shareholders and Persons Connected with them, has any interest, direct or indirect in the Proposed Shareholders' Mandate.

7.0 DIRECTORS' RECOMMENDATION

The Board of 99 Holdings (save for the Interested Directors) having considered all aspects for the Proposed Shareholders' Mandate, is of the opinion that it is in the best interest of the 99 Holdings Group and accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution relating to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8.0 AGM

- 8.1 The AGM, notice of which is enclosed in the Integrated Annual Report 2025 and an extract of ordinary resolution on the Proposed Shareholders' Mandate is enclosed in this Circular, will be convened and held at Grand Ballroom Level 2, DoubleTree by Hilton Shah Alam i-City, Finance Avenue, 40000 Shah Alam, Selangor Darul Ehsan on Friday, 5 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate.
- 8.2 If you are unable to attend and vote in person at the AGM and wish to appoint a proxy to attend and vote in your stead, you may deposit your Form of Proxy at the Share Registrar office of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time and date fixed for holding the Third AGM or at any adjournment thereof. The Form of Proxy may also be submitted to Boardroom electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or email to bsr.helpdesk@boardroomlimited.com.
- 8.3 The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the Third AGM of the Company should you subsequently wish to do so.

9.0 FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully,

For and on behalf of the Board of Directors of

99 SPEED MART RETAIL HOLDINGS BERHAD

HO TAT HENG

Senior Independent Non-Executive Director

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of 99 Holdings and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Neither 99 Holdings nor any of its subsidiary companies have entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business of the Company or any of its subsidiary companies) during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATIONS

As at the date of this Circular, neither 99 Holdings nor any of its subsidiary companies is engaged in any litigation, claims or arbitration either as plaintiff or defendant, which will have a material effect on the financial position of the Group and the Directors of 99 Holdings are not aware of any proceeding pending or threatened against the Group which might materially and/or adversely affect the position or business of the Group.

4. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection at the Registered Office of 99 Holdings at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the time set for convening the forthcoming AGM:-

- (a) Constitution of 99 Holdings; and
- (b) Audited consolidated financial statements of 99 Holdings for the past two (2) financial years ended 31 December 2024 and 31 December 2025.

EXTRACT OF THE NOTICE OF THIRD AGM

ORDINARY RESOLUTION 6

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

“**THAT**, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), approval be and is hereby given for the renewal of the shareholders’ mandate for the Company and/or its subsidiaries (“**the Group**”) to enter into recurrent related party transactions of a revenue or trading nature (“**Proposed Renewal of Shareholders’ Mandate**”) with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 27 April 2026, which are necessary for the Group’s day-to-day operations in the ordinary course of business of the Group and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not detrimental to the minority shareholders of the Company.

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

- (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**the Act**”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Shareholders’ Mandate.”