

**THIS DOCUMENT 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 adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Malaysia Securities**”) did not peruse Part A in respect of the Proposed Renewal of Share Buy-Back Authority and Part B in respect of the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature prior to its issuance as it is an exempted document pursuant to Practice Note No. 18 of Bursa Malaysia Securities Listing Requirements.

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**PRESTAR RESOURCES BERHAD**

(Registration No. 198401010527 (123066-A))

(Incorporated in Malaysia)

**CIRCULAR/STATEMENT TO SHAREHOLDERS IN RELATION TO THE**

**PART A**

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

**PART B**

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

**(COLLECTIVELY KNOWN AS “THE PROPOSALS”)**

The Proposals will be tabled as special business at the Company’s Forty-First Annual General Meeting (“**41st AGM**”). Notice of the 41st AGM together with the form of proxy are set out in the Annual Report 2025 of the Company.

If you are unable to attend and vote in person at the 41st AGM of the Company, you are requested to complete and deposit the form of proxy at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on or before the time and date indicated below. The proxy appointment may also be lodged electronically via the Securities Services e-Portal at <https://sshbs.net.my/>. The lodging of the form of proxy will not preclude any shareholder from attending and voting at the 41st AGM of the Company. If you have submitted your form of proxy prior to the 41st AGM of the Company and subsequently wish to revoke your proxy appointment(s), please email [info@sshbs.com.my](mailto:info@sshbs.com.my) or deposit the written notice of termination of proxy authority at the Company’s registered office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the 41st AGM of the Company or at any adjournment thereof. In such an event, you should advise your proxy(ies) accordingly.

**IMPORTANT DATES:**

Last date and time for lodging the form of proxy	: Tuesday, 16 June 2026 at 10:00 a.m.
Date and time of the 41st AGM	: Thursday, 18 June 2026 at 10:00 a.m.

This document is dated 28 April 2026

**PART A**

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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## DEFINITIONS

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In this statement to shareholders and the accompanying appendix, the following abbreviations shall have the following meanings unless otherwise stated:

"Act"	:	Companies Act 2016, including any amendment made from time to time and any re-enactment thereof
"AGM"	:	Annual general meeting
"Board" or "Board of Directors"	:	Board of directors of Prestar
"Bursa Malaysia Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Code"	:	Malaysian Code on Take-Overs and Mergers, 2016, including any amendment thereto that may be made from time to time
"Director(s)"	:	Director(s) of Prestar and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"EPS"	:	Earnings per share
"Listing Requirements"	:	Bursa Malaysia Securities Main Market Listing Requirements, including any amendments, modifications, and additions that may be made from time to time, and any practice notes issued in relation thereto
"Major Shareholder(s)"	:	A person who has an interest or interests in one (1) or more voting shares in the Company, and 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 purposes of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act
"Market Day"	:	A day on which the stock market of Bursa Malaysia Securities is open for trading in securities, which may include a Surprise Holiday
"NA"	:	Net assets
"Person Connected"	:	In relation to a Director or a Major Shareholder, it means such a person who falls under any one (1) of the categories as defined in Paragraph 1.01 of Chapter 1 of the Listing Requirements
"Prestar" or "the Company"	:	Prestar Resources Berhad [Registration No. 198401010527 (123066-A)]
"Prestar Group" or "the Group"	:	Prestar and its subsidiary companies, as defined in Section 4 of the Act, collectively
"Prestar Share(s)" or "Share(s)"	:	Ordinary share(s) in Prestar

- "Proposed Renewal of Share Buy-Back Authority" : Proposed renewal of authority for Prestar to purchase and/or hold up to 10% of the total number of issued Shares pursuant to Section 127 of the Act
- "RM" and "Sen" : Ringgit Malaysia and Sen, respectively
- "Substantial Shareholder(s)" : Shall have the meaning given in Section 136 of the Act
- "Surprise Holiday" : A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur, which has not been gazetted as a public holiday at the beginning of the calendar year

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporations.

Any reference in this statement to any enactment is a reference to that enactment, for the time being amended or re-enacted. All references to the time of the day in this statement are references to Malaysian time.

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## **PRESTAR RESOURCES BERHAD**

(Registration No. 198401010527 (123066-A))

(Incorporated in Malaysia)

### **STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

#### **1. INTRODUCTION**

On 27 February 2026, the Board announced the Company's intention to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority. The existing authority for share buy-back, which was approved by the shareholders at the AGM of the Company held on 18 June 2025, shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM of the Company, unless renewal is obtained from the shareholders at the said AGM of the Company.

The purpose of this statement is to provide you with the relevant information in relation to the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company.

#### **2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

##### **2.1 Details of the Proposed Renewal of Share Buy-Back Authority**

The Board of Directors seeks the approval of the shareholders for the renewal of the authority to purchase or hold, from time to time and at any time, up to ten per centum (10%) of the total number of issued Shares. In compliance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines, and requirements issued by the relevant authorities, Prestar is allowed to purchase its own shares on Bursa Malaysia Securities.

As at 31 March 2026, the total number of issued Shares was 360,589,156. As such, the maximum number of Prestar Shares that may be purchased and/or held by the Company will not be more than 36,058,915 Prestar Shares based on the total number of issued Shares as at 31 March 2026, the amount of which includes 4,939,931 treasury shares.

The authority from shareholders, if renewed, shall be effective upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority until:

- (a) the conclusion of the next AGM of the Company following the general meeting, at which such resolution was passed, at which time it will lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first ("**Proposed Authorised Period**").

## **2.2 Sources of funds**

The Proposed Renewal of Share Buy-Back Authority will allow the Board of Directors to exercise the power of the Company to purchase and/or hold its own shares at any time within the Proposed Authorised Period using the internal funds of the Company and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on the availability of internally generated funds, the repayment capabilities, the actual number of Prestar Shares to be purchased, and other relevant cost factors. Based on the audited financial statements of Prestar Group for the financial year ended 31 December 2025, the Group has a net cash and cash equivalent of RM72,079,315.

The maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company based on the latest audited and unaudited financial statements. Based on the latest audited financial statements of Prestar for the financial year ended 31 December 2025, the retained profits were RM29,626,012. In accordance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines, and requirements issued by the relevant authorities, the number of Shares to be purchased and the timing of the purchase will depend on the market conditions, amount of funds, and financial resources available to the Group.

## **2.3 Public shareholding spread**

As at 31 March 2026, the public shareholding spread of the Company was 44.66%. The public shareholding spread is expected to be reduced to 42.23%, assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the Prestar Shares so purchased are cancelled. The Company will not undertake any share buy-back if that will result in the Company being in breach of Paragraph 8.02(1) of the Listing Requirements which requires the Company to maintain a shareholding spread of at least 25% of the total number of listed Shares (excluding treasury shares) or such lower percentage of shareholding spread as may be allowed by Bursa Malaysia Securities in the hands of public shareholders.

## **2.4 Treatment of purchased Shares**

Section 127(4) of the Act allows the Company to cancel the purchased Shares or to retain the purchased Shares as treasury shares or a combination of both. Shares that are purchased by the Company shall be deemed to be cancelled immediately upon purchase unless they are held in the treasury.

If such purchased Shares are held as treasury shares, the Board may:

- (a) distribute the Shares as share dividends to shareholders;
- (b) resell the Shares or any of the Shares in accordance with the relevant rules of Bursa Malaysia Securities;
- (c) transfer the Shares, or any of the Shares, for the purposes of or under an employees' share scheme or such other purpose as allowed under the Act;
- (d) transfer the Shares, or any of the Shares, as purchase consideration; or
- (e) cancel the Shares or any of the Shares.

If such purchased Shares are held as treasury shares, the rights attached to them as to voting, dividends, and participation in other distributions are suspended. In addition, the treasury shares shall not be taken into account in calculating the number or percentage of Shares or of a class of shares in the Company for any purpose including, without limiting the generality of the

provisions in the Act or the Listing Requirements on substantial and major shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolutions at a meeting of the shareholders.

Where treasury shares are distributed as share dividends, the costs of the Shares on the original purchase shall be applied to the reduction of the funds otherwise available for distribution as dividends.

Where the Shares so purchased are cancelled or to cancel any treasury shares, the costs of the Shares shall be applied in reducing the profits otherwise available for distribution as dividends. The issued capital of the Company shall be diminished by the Shares so cancelled.

The Prestar Shares purchased and retained by Prestar as treasury shares can only be resold at a price that is:

- (i) not less than the weighted average market price for the Prestar Shares for the five (5) Market Days immediately before the resale or transfer; or
- (ii) at a discount of not more than 5% to the weighted average market price for the Prestar Shares for the five (5) Market Days immediately before the resale or transfer, provided that:
  - (a) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
  - (b) the resale or transfer price is not less than the cost of purchase of the Prestar Shares being resold or transferred.

In accordance with Paragraph 12.26 of the Listing Requirements, Prestar may purchase its own shares in odd lots i.e., any number of its own shares which is less than the number of Shares prescribed by Bursa Malaysia Securities as a board lot through direct business transaction or in any other manner as may be approved by Bursa Malaysia Securities in accordance with such requirements as may be prescribed or imposed by Bursa Malaysia Securities.

## **2.5 Rationale for the Proposed Renewal of Share Buy-Back Authority**

The Proposed Renewal of Share Buy-Back Authority is expected to potentially benefit the Company and its shareholders in the following manners:

- It will provide the Company with the option to return its surplus financial resources to its shareholders.
- The Company is expected to stabilise the supply and demand of the Shares in the open market, thereby supporting its fundamental values.
- If the purchased Shares are cancelled, it would enhance the EPS of the Company, and thereby, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company.
- As permitted under Section 127(4) of the Act, the Shares bought back may be held as treasury shares and resold on Bursa Malaysia Securities with potential gain without affecting the total number of issued Shares. Alternatively, the Shares so purchased can be distributed as share dividends to reward the shareholders of the Company or be utilised as purchase consideration by the Company in corporate transactions, such as the acquisition of lands/properties/assets, thereby reducing the financial outflow and/or preserving the working capital of the Company.

## 2.6 Potential advantages and disadvantages of the Proposed Renewal of Share Buy-Back Authority

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

- Allows the Company to take preventive measures against speculation, particularly when Prestar Shares are undervalued;
- It will reduce the effects of the volatile fluctuation of the prices of Shares in the share market as well as protect investors' confidence in Prestar; and
- Allows the Company flexibility in attaining its desired capital structure.

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

- It will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in the future; and
- As the Proposed Renewal of Share Buy-Back Authority can only be made out of retained profits of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

Nevertheless, the Board of Directors will be mindful of the interests of Prestar and its shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

## 2.7 Effects of the Proposed Renewal of Share Buy-Back Authority

On the assumption that the Proposed Renewal of Share Buy-Back Authority is implemented in full by Prestar, the effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, NA, working capital, and earnings of Prestar are set out below:

### 2.7.1 Share capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the share capital of Prestar will depend on whether the Shares purchased are cancelled or retained as treasury shares.

In the event that all the Prestar Shares purchased are to be cancelled, the effect of the Proposed Renewal of Share Buy-Back Authority on the total number of issued Shares would be as follows:

	No. of Prestar Shares	%
Total number of issued Shares as at 31 March 2026	(*) 360,589,156	100.00
Less: Cancellation of all purchased Shares	(#) (19,939,931)	5.53
Total number of issued Shares upon completion of the Proposed Renewal of Share Buy-Back Authority	340,649,225	94.47

Notes:

\* The total number of issued Shares includes the treasury shares held by the Company. As at 31 March 2026, the number of Prestar Shares held as treasury shares was 4,939,931. None of them is cancelled.

# The estimated maximum number of Prestar Shares that can be purchased in compliance with Paragraph 12.10(1) of the Listing Requirements and the Code. The number of Prestar Shares computed is based on retained profits of the Company as at 31 December 2025, net off existing costs of treasury shares held of RM1,881,685 and taking into account the five (5)-day weighted average market price of Prestar Shares for the period immediately before 31 March 2026 of RM0.30 per Prestar Share.

However, the Proposed Renewal of Share Buy-Back Authority will not have an effect on the total number of issued Shares if all the Prestar Shares purchased are to be retained as treasury shares, but the rights attached to them as to voting, dividends, and participation in other distributions and otherwise are suspended.

### **2.7.2 NA**

The Proposed Renewal of Share Buy-Back Authority is likely to reduce the consolidated NA per share of the Group if the purchase price exceeds the NA per share of the Group at the time of purchase, and conversely will increase the NA per share of the Group if the purchase price is less than the NA per share of the Group at the time of purchase.

If all the Prestar Shares purchased were cancelled, the Proposed Renewal of Share Buy-Back Authority would reduce the NA per share of the Group when the purchase price exceeds the NA per share of the Group at the relevant point in time, and vice versa.

For Shares so purchased that are kept as treasury shares, upon resale, the NA per share of the Group would increase, assuming that a gain has been realised or decrease if a loss is realised. If the treasury shares are distributed as share dividends, the NA of the Group would decrease by the cost of the treasury shares.

### **2.7.3 Working capital**

The Proposed Renewal of Share Buy-Back Authority is likely to reduce the funds available for working capital purposes of the Group, the quantum of which will depend on the purchase price of the Shares, the actual number of Shares purchased, and any associated costs incurred in the purchase.

### **2.7.4 Earnings**

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of the Group would depend on the number of Shares purchased and the purchase price of the Shares. The effective reduction in the total number of issued Shares pursuant to the Proposed Renewal of Share Buy-Back Authority may generally, all else being equal, have a positive impact on the EPS of the Group.

## **2.8 Implications of the Code**

Under the Code, a director and any person acting in concert with him/her or a relevant shareholder will be required to make a mandatory general offer for the remaining Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33% or if his/her/their existing shareholding is between 33% and 50% and exceeds by another 2% in any six (6) months period.

It is the intention of Prestar to implement the Proposed Renewal of Share Buy-Back Authority in a manner that will not result in any of the shareholders of Prestar having to undertake a mandatory offer pursuant to the Code.

## **2.9 Purchases, resales, transfers, or cancellations of treasury shares made in the preceding twelve (12) months**

As at 31 March 2026, the Company held a total of 4,939,931 treasury shares; none of the treasury shares held were resold, transferred, or cancelled in the preceding twelve (12) months up to 31 March 2026.

The details of the Shares purchased by the Company in the preceding twelve (12) months up to 31 March 2026 are as follows:-

Date of purchase	Total number of Prestar Shares purchased	Lowest purchase price (RM)	Highest purchase price (RM)	Average purchase price (RM)	Total purchase consideration (RM)
03/06/2025	90,100	0.3344	0.3344	0.3344	30,214.18
04/06/2025	300,000	0.3350	0.3350	0.3350	100,731.65
05/06/2025	200,000	0.3350	0.3350	0.3350	67,154.10
06/06/2025	50,000	0.3349	0.3349	0.3349	16,783.77
10/06/2025	89,800	0.3339	0.3339	0.3339	30,053.20
11/06/2025	247,300	0.3350	0.3350	0.3350	83,036.21
12/06/2025	170,000	0.3450	0.3450	0.3450	58,785.25
13/06/2025	270,000	0.3467	0.3467	0.3467	93,824.69
16/06/2025	150,000	0.3450	0.3450	0.3450	51,869.28
17/06/2025	259,900	0.3448	0.3448	0.3448	89,820.01
18/06/2025	50,000	0.3400	0.3400	0.3400	17,039.10
19/06/2025	200,000	0.3400	0.3400	0.3400	68,156.40
23/06/2025	98,400	0.3325	0.3325	0.3325	32,793.54
24/06/2025	6,000	0.3350	0.3350	0.3350	2,025.60
25/06/2025	191,700	0.3470	0.3470	0.3470	66,673.38
26/06/2025	100,000	0.3600	0.3600	0.3600	36,082.80
01/07/2025	6,600	0.3500	0.3500	0.3500	2,325.69
02/07/2025	30,000	0.3450	0.3450	0.3450	10,376.11
09/07/2025	12,000	0.3450	0.3450	0.3450	4,158.24
11/07/2025	20,000	0.3500	0.3500	0.3500	7,021.10
15/07/2025	115,800	0.3400	0.3400	0.3400	39,463.18
17/07/2025	25,100	0.3400	0.3400	0.3400	8,557.56
18/07/2025	46,500	0.3400	0.3400	0.3400	15,846.55
21/07/2025	6,800	0.3400	0.3400	0.3400	2,327.70
22/07/2025	5,800	0.3400	0.3400	0.3400	1,986.60
28/07/2025	100,000	0.3500	0.3500	0.3500	35,080.50
02/09/2025	577,000	0.3189	0.3189	0.3189	184,429.51
<b>Total</b>	<b>3,418,800</b>				<b>1,156,615.89</b>

## 2.10 Historical Share prices

The monthly highest and lowest prices of Prestar Shares, as traded on Bursa Malaysia Securities for the last twelve (12) months from April 2025 to March 2026, are as follows:

Month and Year	Highest RM	Lowest RM
<b>2025</b>		
April	0.385	0.330
May	0.375	0.305
June	0.360	0.320
July	0.360	0.335
August	0.345	0.315
September	0.335	0.310
October	0.350	0.315
November	0.330	0.280
December	0.320	0.295
<b>2026</b>		
January	0.310	0.290
February	0.310	0.290
March	0.320	0.285

The last transacted price of Prestar Shares on 31 March 2026, being the latest practicable date prior to the date of printing of this statement, is RM0.30.

## 2.11 Directors' and Substantial Shareholders' shareholdings

Based on the registers of directors' and substantial shareholders' shareholdings as at 31 March 2026 and assuming that the Company acquires the maximum number of the Shares authorised under the Proposed Renewal of Share Buy-Back Authority from shareholders other than the Directors and Substantial Shareholders of the Company and that all the Shares so purchased and are fully cancelled, the effect of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and Substantial Shareholders of the Company are as follows:

Director/ Substantial Shareholder	As at 31 March 2026				After the Proposed Renewal of Share Buy-Back Authority				
	Direct		Indirect		Direct		Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	
<b>Directors</b>									
Shamsudin @ Samad Bin Kassim	1,200,000	0.34	-	-	1,200,000	0.35	-	-	
Dato' Toh Yew Peng	20,000,198	5.62	92,726,029 <sup>(2)</sup>	26.07	20,000,198	5.87	92,726,029 <sup>(2)</sup>	27.22	
Toh Yew Seng	1,905,796	0.54	9,238,503 <sup>(3)</sup>	2.60	1,905,796	0.56	9,238,503 <sup>(3)</sup>	2.71	
Kenny Toh Jin Tat	2,668,000	0.75	-	-	2,668,000	0.78	-	-	
Toh Hui Yi	1,930,000	0.54	-	-	1,930,000	0.57	-	-	
Andy Toh Jin Hong	2,659,358	0.75	-	-	2,659,358	0.78	-	-	
Jason Toh Jin Hin	2,500,000	0.70	-	-	2,500,000	0.73	-	-	
Dato' Siew Mun Wai	185,950	0.05	-	-	185,950	0.05	-	-	
Dato' Quah Thain Khan	-	-	-	-	-	-	-	-	
Wang Eng Lon	-	-	-	-	-	-	-	-	
<b>Substantial Shareholders</b>									
Fabulous Essence Sdn. Bhd.	88,354,896	24.84	-	-	88,354,896	25.94	-	-	
Toh Yew Keat	6,751,284	1.90	88,354,896 <sup>(1)</sup>	24.84	6,751,284	1.98	88,354,896 <sup>(1)</sup>	25.94	
Dato' Toh Yew Peng	20,000,198	5.62	88,354,896 <sup>(1)</sup>	24.84	20,000,198	5.87	88,354,896 <sup>(1)</sup>	25.94	
Soh Tik Siew	18,114,936	5.09	-	-	18,114,936	5.32	-	-	

Notes:

- (1) Deemed interested in Fabulous Essence Sdn. Bhd. by virtue of Section 8(4) of the Act.
- (2) Deemed interested in Fabulous Essence Sdn. Bhd. by virtue of Section 8(4) of the Act and the shareholdings of his son in Prestar pursuant to Section 59(11) of the Act.
- (3) Deemed interested by virtue of the shareholdings of his sons in Prestar pursuant to Section 59(11) of the Act.

## 2.12 Directors' and Major Shareholders' interests

Save for the inadvertent increase in the percentage of shareholdings and/or voting rights of the shareholders as a consequence of the implementation of the Proposed Renewal of Share Buy-Back Authority, none of the Directors, Major Shareholders of Prestar and/or Persons Connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

## 3. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company. Accordingly, your Directors recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority, which will be tabled at the forthcoming AGM of the Company.

## 4. FURTHER INFORMATION

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

**PART B**

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE  
OR TRADING NATURE**

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## DEFINITIONS

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In this circular to shareholders and the accompanying appendix, the following abbreviations shall have the following meanings unless otherwise stated:

"Act"	:	Companies Act 2016, including any amendment made from time to time and any re-enactment thereof
"AGM"	:	Annual general meeting
"Board" or "Board of Directors"	:	Board of directors of Prestar
"Bursa Malaysia Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"DDS"	:	Dai Dong Steel Sdn. Bhd. [Registration No. 199401002168 (287846-W)], a wholly-owned subsidiary of Prestar
"Director(s)"	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007. For the purpose of the Proposed Renewal of Shareholders' Mandate, include any person who is or was, within the preceding six (6) months from the date on which the terms of the transactions were agreed upon, a director or a chief executive of Prestar, its subsidiary, or holding company
"EPS"	:	Earnings per share
"Listing Requirements"	:	Bursa Malaysia Securities Main Market Listing Requirements
"Major Shareholder(s)"	:	A person who has (which includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company) an interest or interests in one (1) or more voting shares in the Company and the aggregate number of those shares, is:  (c) 10% or more of the total number of voting shares in the Company; or  (d) 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 purposes of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act
"NA"	:	Net assets
"Person Connected"	:	In relation to a Director or a Major Shareholder, it means such a person who falls under any one (1) of the categories as defined in Paragraph 1.01 of Chapter 1 of the Listing Requirements
"Prestar" or "the Company"	:	Prestar Resources Berhad [Registration No. 198401010527 (123066-A)]

"Prestar Group" or "the Group"	: Prestar and its subsidiary companies, as defined in Section 4 of the Act, collectively
"Proposed Renewal of Shareholders' Mandate"	: Proposed renewal of shareholders' mandate as set out in Table I of Section 2.3.1 herein
"PESB"	: Prestar Engineering Sdn. Bhd. [Registration No. 199401021499 (307178-A)], a wholly-owned subsidiary of Prestar
"PGSB"	: Prestar Galvanising Sdn. Bhd. [Registration No. 199401029444 (315125-T)], a wholly-owned subsidiary of Prestar
"PMfg"	: Prestar Manufacturing Sdn. Bhd. [Registration No. 198801002984 (170341-A)], a wholly-owned subsidiary of Prestar
"PMktg"	: Prestar Marketing Sdn. Bhd. [Registration No. 198101010711 (76838-X)], a wholly-owned subsidiary of Prestar
"PPT"	: Prestar Precision Tube Sdn. Bhd. [Registration No. 200401004690 (643193-X)], a wholly-owned subsidiary of Prestar
"PSSSB"	: Prestar Storage System Sdn. Bhd. [Registration No. 200101002764 (538520-A)], a wholly-owned subsidiary of Prestar
"THB"	: Tashin Holdings Berhad [Registration No. 201701028709 (1242878-H)], a 34%-owned associate company of Prestar
"THB Group"	: THB and its subsidiary companies, as defined in Section 4 of the Act, collectively
"THSB"	: Tashin Hardware Sdn. Bhd. [Registration No. 200401004046 (642549-V)], a wholly-owned subsidiary of THB
"TSSB"	: Tashin Steel Sdn. Bhd. [Registration No. 199801014965 (471094-P)], a wholly-owned subsidiary of THB
"Recurrent Related Party Transaction(s)"	: Related party transaction which is recurrent, of a revenue or trading nature, which is necessary for the Group's day-to-day operations and is entered into by the Group in the ordinary course of business, which involves the interest, direct or indirect, of a Related Party
"Related Party(ies)"	: A Director, Major Shareholder, or Person Connected with such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements
"RM" and "Sen"	: Ringgit Malaysia and Sen, respectively

"Shareholders' Mandate" : Shareholders' mandate obtained on 18 June 2025 for Prestar Group to enter into Recurrent Related Party Transactions based on the terms set out in the circular to shareholders dated 28 April 2025

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporations.

Any reference in this circular to shareholders to any enactment is a reference to that enactment for the time being amended or re-enacted. All references to the time of the day in this circular to shareholders are references to Malaysian time.

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## **PRESTAR RESOURCES BERHAD**

(Registration No. 198401010527 (123066-A))

(Incorporated in Malaysia)

### **Registered Office:**

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

28 April 2026

### **Board of Directors:**

Shamsudin @ Samad Bin Kassim (*Independent Non-Executive Chairman*)

Dato' Toh Yew Peng (*Group Managing Director*)

Toh Yew Seng (*Group Executive Director*)

Kenny Toh Jin Tat (*Executive Director*)

Toh Hui Yi (*Executive Director*)

Andy Toh Jin Hong (*Executive Director*)

Jason Toh Jin Hin (*Executive Director*)

Dato' Siew Mun Wai (*Independent Non-Executive Director*)

Dato' Quah Thain Khan (*Independent Non-Executive Director*)

Wang Eng Lon (*Independent Non-Executive Director*)

To: The shareholders of Prestar

Dear Sir/Madam,

### **CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

#### **1. INTRODUCTION**

On 27 February 2026, the Board announced the Company's intention to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate. The existing authority for the Shareholders' Mandate, which was approved by the shareholders at the AGM of the Company held on 18 June 2025, shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming Forty-First ("41st") AGM of the Company, unless renewal is obtained from the shareholders of Prestar at the said AGM of the Company.

The purpose of this circular to shareholders is to provide you with the relevant information in relation to the Proposed Renewal of Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM of the Company.

You are advised to read and carefully consider the contents of this circular to shareholders together with the appendix contained herein before voting on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM of the Company.

## **2. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

### **2.1 Details of the Proposed Renewal of Shareholders' Mandate**

At the Company's AGM held on 18 June 2025, the Company obtained the Shareholders' Mandate. The Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM of the Company, which has been scheduled to be held on 18 June 2026, unless the approval is renewed.

Prestar is seeking approval from the shareholders for the Proposed Renewal of Shareholders' Mandate which will allow Prestar Group, in their normal course of business, to enter into the categories of Recurrent Related Party Transactions referred to in the ensuing sections provided that such transactions are made at arms' length basis and based on Prestar Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders for 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 Company's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Malaysia Securities. The draft circular to shareholders must be submitted to Bursa Malaysia Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate, the relevant Related Party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements; and
- (v) the Company immediately announces to Bursa Malaysia Securities when the actual value of a Recurrent Related Party Transactions entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transactions disclosed in the circular to shareholders by 10% or more, and must include the information as may be prescribed by Bursa Malaysia Securities in its announcement.

### **2.2 Principal activities**

The principal activities of the Company are renting out properties and investment holding. The principal activities of the subsidiaries mainly consist of manufacturing steel pipes and tubes and supplying and installing guardrails, material handling equipment, pallet racking systems, wheelbarrows, hand trucks, and other steel-related products.

The principal activities of the subsidiaries and associated companies of Prestar that are involved in the Recurrent Related Party Transactions are as follows:

Name	Effective equity interest (%)	Principal activities
<b>1) Subsidiary companies of Prestar</b>		
DDS	100	Importing and trading of steel materials and general hardware products.
PESB	100	Manufacturing, supply and install of guardrails and related products.
PGSB	100	General hot-dip galvanising of metal products and threaded items.
PMktg	100	Importing and distributing general hardware, tools and material handling equipment as well as being a local forklift dealer for rental and sales.
PPT	100	Manufacture and supply of commercial and precision steel pipes and tubes.
PSSSB	100	<ol style="list-style-type: none"> <li>1. Manufacture and installation of all kinds of structural steel works, storage and shelving systems.</li> <li>2. Manufacturing and exporting of material handling equipment such as wheelbarrows, hand trucks, pallet meshes, boltless shelving, etc.</li> </ol>
<b>2) Associated companies of Prestar</b>		
THB	34	Investment holding company.
TSSB	34	Manufacturing and selling of steel products.
THSB	34	Manufacturing and trading of steel materials and general hardware products.

Due to the diversity and size of the businesses of the Group, it is anticipated that the companies within the Group would, in the ordinary course of business, enter into Recurrent Related Party Transactions, which are detailed in Section 2.3.2. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In view of the time-sensitive, confidential and frequent nature of such Recurrent Related Party Transactions, the Board of Directors is seeking shareholders' approval for the Group to enter into Recurrent Related Party Transactions in the normal course of business within the classes of Related Parties as set out in Section 2.3.1, provided that such transactions are entered into at arm's length basis on the transaction price and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and which will not be to the detriment of the minority shareholders. The Recurrent Related Party Transactions will also be subject to the review procedures set out in Section 2.8.

The Proposed Renewal of Shareholders' Mandate is subject to annual renewal. The Proposed Renewal of Shareholders' Mandate, if approved, will take effect from the date of the passing of the ordinary resolution proposed at the forthcoming AGM of the Company and shall apply until:

- (a) the conclusion of the first AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse unless, by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company 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 a resolution passed by the shareholders of Prestar in a general meeting,

whichever is earlier.

The Proposed Renewal of Shareholders' Mandate shall apply in respect of the Recurrent Related Party Transactions entered as stipulated in the ensuing sections. Thereafter, if the Board of Directors decides that the Proposed Renewal of Shareholders' Mandate sought herein is desirable, shareholders' approval for such renewal will be sought at each subsequent AGM of the Company.

## 2.3 Classes and nature of Recurrent Related Party Transactions

### 2.3.1 Classes of Recurrent Related Party Transactions

Relevant details of the transactions with the Related Parties with whom the Recurrent Related Party Transactions are carried out are tabulated as follows:

**Table I - Proposed Renewal of Shareholders' Mandate**

The details of the Recurrent Related Party Transactions covered under the Proposed Renewal of Shareholders' Mandate are as follows:

Nature of transactions (*)	Names of companies	Related Parties	Interested Directors and/or interested Major Shareholders and/or Persons Connected	Shareholders' Mandate		Estimated aggregate value of transactions from the date of the 41st AGM up to the date of the next AGM <sup>(2)</sup> RM
				Estimated value as disclosed in the circular to shareholders dated 28/04/2025 RM	Actual value transacted since last AGM up to 31/03/2026 <sup>(1)</sup> RM	
<b>(A) Purchase of goods and services by Prestar Group</b>						
Purchase of hardware products	PMktg	Chiho Hardware Sdn. Bhd.	Toh Yew Keat, Dato' Toh Yew Peng, Toh Yew Kar, Toh Yew Seng, Toh Poh Khuan and Toh Yew Hoe	100,000	9,582	100,000
Purchase of hardware products and material handling equipment	PMktg	Y.K. Toh Marketing (S) Pte. Ltd.	Toh Yew Keong and Toh Yew Chin	4,500,000	743,081	4,500,000

				Shareholders' Mandate		
Nature of transactions (*)	Names of companies	Related Parties	Interested Directors and/or interested Major Shareholders and/or Persons Connected	Estimated value as disclosed in the circular to shareholders dated 28/04/2025 RM	Actual value transacted since last AGM up to 31/03/2026 <sup>(1)</sup> RM	Estimated aggregate value of transactions from the date of the 41st AGM up to the date of the next AGM <sup>(2)</sup> RM
Purchase of hardware products and material handling equipment	PMktg	Syarikat Kwong Nam Hing Sdn. Bhd.	Toh Yew Keat, Dato' Toh Yew Peng and Toh Yew Hoe	5,000	0 <sup>(4)</sup>	5,000
Purchase of steel coils, slit coils, and steel sheets	PPT, DDS, and PSSSB	TSSB and THSB	Fabulous Essence Sdn. Bhd., Toh Yew Keat, Dato' Toh Yew Peng and Toh Yew Seng	6,000,000	998,655	6,000,000
<b>(B) Sales of goods and services by Prestar Group</b>						
Sales of hardware products, material handling equipment, and racking systems	PMktg	Chiho Hardware Sdn. Bhd.	Toh Yew Keat, Dato' Toh Yew Peng, Toh Yew Kar, Toh Yew Seng, Toh Poh Khuan and Toh Yew Hoe	1,000,000	409,745	800,000
Sales of hardware products, material handling equipment, and racking systems	PMktg and PSSSB	Y.K. Toh Marketing (S) Pte. Ltd.	Toh Yew Keong and Toh Yew Chin	8,100,000	4,123,138	8,100,000
Sales of hardware products, material handling equipment, and racking systems	PMktg	Syarikat Kwong Nam Hing Sdn. Bhd.	Toh Yew Keat, Dato' Toh Yew Peng and Toh Yew Hoe	80,000	0 <sup>(4)</sup>	80,000
Sales of guardrails, factory consumables, material handling equipment, and steel products	DDS, PESB, PGSB, PMktg, and PSSSB	TSSB and THSB	Fabulous Essence Sdn. Bhd., Toh Yew Keat, Dato' Toh Yew Peng and Toh Yew Seng	1,000,000	4,447	1,000,000

Nature of transactions (*)	Names of companies	Related Parties	Interested Directors and/or interested Major Shareholders and/or Persons Connected	Shareholders' Mandate		Estimated aggregate value of transactions from the date of the 41st AGM up to the date of the next AGM <sup>(2)</sup> RM
				Estimated value as disclosed in the circular to shareholders dated 28/04/2025 RM	Actual value transacted since last AGM up to 31/03/2026 <sup>(1)</sup> RM	
<b>(C) Renting of office/warehouse space by Prestar Group</b>						
Rental expenses <sup>(3)</sup>	PMktg	Chiho Hardware Sdn. Bhd.	Toh Yew Keat, Dato' Toh Yew Peng, Toh Yew Kar, Toh Yew Seng, Toh Poh Khuan and Toh Yew Hoe	150,000	112,500	150,000
			Total purchase of goods	10,605,000	1,751,318	10,605,000
			Total sales of goods	10,180,000	4,537,330	9,980,000
			Total rental expenses	150,000	112,500	150,000

Notes:

(\*) Kindly refer to Section 2.3.2 for further details.

(1) The actual value transacted since the last AGM of the Company up to 31 March 2026, being the latest practicable date prior to the printing of this circular to shareholders.

(2) The figures shown are estimated values from the date of the 41st AGM of the Company to the next AGM of the Company, after taking into consideration the transactions that will be entered into in the foreseeable future. The estimated value may be subject to changes.

(3) Rentals are payable on a monthly basis.

(4) There was no transaction as the price was not competitive.

The interested Directors and/or interested Major Shareholders and the interested Persons Connected with them and their shareholdings in the Related Parties as at 31 March 2026 are as follows:

	Chiho Hardware Sdn. Bhd.			
	<--- Direct --->		<--- Indirect --->	
	No. of ordinary shares	%	No. of ordinary shares	%
Toh Yew Keat	762,400	16.57	<sup>(1)</sup> 1,025,950	22.30
Dato' Toh Yew Peng	715,000	15.54	<sup>(1)</sup> 1,025,950	22.30
Toh Yew Kar	572,000	12.43	<sup>(1)</sup> 1,025,950	22.30
Toh Yew Seng	524,500	11.40	<sup>(1)</sup> 1,025,950	22.30
Toh Poh Khuan	476,600	10.36	<sup>(1)</sup> 1,025,950	22.30
Toh Yew Hoe	524,500	11.40	<sup>(1)</sup> 1,025,950	22.30

	Y. K. Toh Marketing (S) Pte. Ltd.			
	<--- Direct --->		<--- Indirect --->	
	No. of ordinary shares	%	No. of ordinary shares	%
Toh Yew Keong	2,600,000	52.00	-	-
Toh Yew Chin	2,400,000	48.00	-	-

	<b>Syarikat Kwong Nam Hing Sdn. Bhd.</b>			
	<--- Direct --->		<---- Indirect ---->	
	No. of ordinary shares	%	No. of ordinary shares	%
Toh Yew Keat	144,122	4.43	-	-
Dato' Toh Yew Peng	75,572	2.32	-	-
Toh Yew Hoe	15,111	0.46	-	-

	<b>TSSB</b>			
	<---- Direct ---->		<---- Indirect ---->	
	No. of ordinary shares	%	No. of ordinary shares	%
Fabulous Essence Sdn. Bhd.	-	-	<sup>(2)</sup> 6,800,000	34.00
Toh Yew Keat	-	-	<sup>(2)</sup> 6,800,000	34.00
Dato' Toh Yew Peng	-	-	<sup>(2)</sup> 6,800,000	34.00

	<b>THSB</b>			
	<---- Direct ---->		<---- Indirect ---->	
	No. of ordinary shares	%	No. of ordinary shares	%
Fabulous Essence Sdn. Bhd.	-	-	<sup>(2)</sup> 850,000	34.00
Toh Yew Keat	-	-	<sup>(2)</sup> 850,000	34.00
Dato' Toh Yew Peng	-	-	<sup>(2)</sup> 850,000	34.00

Notes:

- (1) Deemed interested by virtue of their direct shareholding in Y. K. Toh (M) Sdn. Bhd.
- (2) Deemed interested by virtue of their direct and indirect shareholding in Prestar, who hold more than 20% shareholding in THB.

The interested Directors and/or interested Major Shareholders and the interested Persons Connected with them and their directorships in the Related Parties as at 31 March 2026 are as follows:

	Chiho Hardware Sdn. Bhd.	Y. K. Toh Marketing (S) Pte. Ltd.	Syarikat Kwong Nam Hing Sdn. Bhd.	TSSB and THSB
Dato' Toh Yew Peng			✓	✓
Toh Yew Kar				
Toh Yew Seng				✓
Toh Poh Khuan	✓			
Toh Yew Keong		✓		
Toh Yew Chin		✓		
Toh Yew Hoe	✓			

Note:

- (✓) Indicate directorships in the Related Parties.

The interested Directors and/or interested Major Shareholders of Prestar in the Proposed Renewal of Shareholders' Mandate are Dato' Toh Yew Peng, Toh Yew Seng, Kenny Toh Jin Tat, Toh Hui Yi, Andy Toh Jin Hong, Jason Toh Jin Hin, Toh Yew Keat, and Fabulous Essence Sdn. Bhd.

Details of their direct and indirect interests in Prestar as at 31 March 2026 are set out in Section 2.10.

### 2.3.2 Nature of Recurrent Related Party Transactions

All the Recurrent Related Party Transactions involved are in the ordinary course of business. However, the value of these transactions may be subject to changes in the next financial year.

#### (a) Purchase of goods

Chiho Hardware Sdn. Bhd. sells hardware products, such as bolt cutters, pliers, nippers, trowels, packing clips, screwdrivers, and off-clear tapes to PMktg.

Y.K. Toh Marketing (S) Pte. Ltd. sells hardware products and material handling equipment, such as hand tools, sockets, calipers, hoes, pallet trucks, forklifts, and related products to PMktg.

TSSB and THSB sell steel coils, slit coils, steel sheets, and general steel products to PPT, DDS, and PSSSB.

PMktg, PESB, DDS, PPT, and PSSSB buy hardware products and material handling equipment for their own consumption from Chiho Hardware Sdn. Bhd., Y.K. Toh Marketing (S) Pte. Ltd., Syarikat Kwong Nam Hing Sdn. Bhd., TSSB, and THSB.

The transactions with the Related Parties are based on Prestar Group's normal commercial terms and at an arm's length basis and on terms not more favourable to the Related Parties than those generally available to the public. The transactions with the Related Parties were only entered into after comparisons had been made between quotations obtained from third-party suppliers and the Related Parties, whereby the Related Parties' quotations were found to be the lowest.

#### (b) Sale of goods

Chiho Hardware Sdn. Bhd. buys hardware products and material handling equipment, such as tool boxes, steel shelving, aluminum step ladders, hand trucks, hedge shears with wooden handles, stainless steel hoses and flexible tubes, claw hammers, silicone sealant, choke chains, brass hinges, and brass barrel bolts from PMktg.

Y.K. Toh Marketing (S) Pte. Ltd. buys hardware products and material handling equipment, such as pallet trucks, pallet mesh, work trainers, roll containers, spray guns, crayons, hand trucks, manual stackers, and wall plugs from PMktg and hand trucks, wheelbarrows, industrial castors, pallet mesh, and wheels from PSSSB. Y.K. Toh Marketing (S) Pte. Ltd. also buys gondolas and racking systems for warehouse storage from PSSSB.

Syarikat Kwong Nam Hing Sdn. Bhd. buys hardware products and material handling equipment, such as manila ropes, safety shoes, galvanised iron, hand trucks, carpenter pencils, drill equipment, and wire brushes from PMktg. Syarikat Kwong Nam Hing Sdn. Bhd. also buys racking systems from PMktg.

PMktg and PSSSB sell hardware products and material handling equipment to Chiho Hardware Sdn. Bhd., Y.K. Toh Marketing (S) Pte. Ltd., and Syarikat Kwong Nam Hing Sdn. Bhd.

PSSSB sells gondolas and racking systems to Y.K. Toh Marketing (S) Pte. Ltd.

The transactions are entered into on an arm's length basis and on normal commercial terms. The terms are not more favourable to these Related Parties than those generally available to other customers of DDS, PESB, PMktg, PGSB, PSSSB, and PPT.

### (c) Rental expenses

PMktg rents a warehouse from Chiho Hardware Sdn. Bhd. at a rental rate determined through negotiation, taking into account prevailing market rates and demand at that time. The agreed rental terms are not more favourable to the Related Party than those generally available to the public.

Details of the tenancy agreement are as follows:

Date of tenancy agreement	Tenant	Property owner	Location/ address	Tenure of tenancy agreement	Amount of rental RM	Rent area (square feet)	Built-up area of the building (square feet)
01.09.2024	PMktg	Chiho Hardware Sdn. Bhd.	Lot 2020 Solok Perusahaan 3, Kawasan Perindustrian Prai Fasa 4, 13600 Perai, Penang	01.09.2024 to 31.08.2027 <sup>@</sup>	12,500.00 (payment on a monthly basis)	19,206	10,330

Note:

<sup>@</sup> There is an option to renew the tenancy agreement for two (2) years from the expiry date.

### 2.4 Outstanding Recurrent Related Party Transactions receivables

No amount is due and owing to the Group by its Related Parties pursuant to the Recurrent Related Party Transactions; the disclosure as required under Paragraphs 16A and 16B in the Annexure PN12-A of the Listing Requirements is not applicable.

### 2.5 Rationale for and benefit to Prestar of the Proposed Renewal of Shareholders' Mandate

The Recurrent Related Party Transactions entered or to be entered into by the Group with respect to which the Proposed Renewal of Shareholders' Mandate is sought are those which will be carried out in the ordinary course of business and are mainly for the support of the Group in its day-to-day operations. They are recurring transactions of a revenue or trading nature that are likely to occur with some degree of frequency and may arise at any time and from time to time.

These transactions may be constrained by the time-sensitive, frequent nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into the Recurrent Related Party Transactions. As such, the Board of Directors is seeking shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements for the Recurrent Related Party Transactions described in Section 2.3 above to allow the Group to enter into such Recurrent Related Party Transactions which will be made or made at an arm's length basis on the transaction price and on normal commercial 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 of the Company and which are not prejudicial to the interest of the shareholders.

Sales to Related Parties benefit the Prestar Group as they contribute to the Prestar Group's revenue and profitability.

The rental of the warehouse from the Related Party benefits Prestar Group due to its proximity to the current office.

Purchases from Related Parties benefit Prestar Group as they allow the Group to be more competitive in terms of product pricing and response times in the steel-related sector, and by creating an extensive network of marketing, distribution, and manufacturing operations for the Group. These upstream and downstream linkages will help to reduce inventory costs, increase availability and fulfil customer demands, improve asset allocation, minimise inventory lead time, and better utilise resources.

By obtaining the shareholders' approval on the Proposed Renewal of Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to make announcements to Bursa Malaysia Securities and to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. The Proposed Renewal of Shareholders' Mandate, if approved, would result in substantial savings of administrative time, inconvenience, costs, and expenses for the Company in that it would dispense with the need for the Company to convene shareholders' meetings to approve the Recurrent Related Party Transactions, which are of a recurring nature. It would also enable the Group to meet its corporate objectives and realise business opportunities, as and when they become available to the Group, in a more timely and effective way.

## **2.6 Effects of the Proposed Renewal of Shareholders' Mandate**

The Proposed Renewal of Shareholders' Mandate will not have any impact on the share capital, NA, or EPS of the Prestar Group.

## **2.7 Condition of the Proposed Renewal of Shareholders' Mandate**

The Proposed Renewal of Shareholders' Mandate is conditional upon the approval of the shareholders of Prestar to be obtained at the forthcoming AGM of the Company.

## **2.8 Disclosure and review procedures**

In order to ensure that such Recurrent Related Party Transactions are conducted at an arm's length basis and on the Group's normal commercial terms consistent with the Group's usual business practices and policies, which are generally not more favourable to the Related Parties than those extended to unrelated third parties and are not to the detriment of the minority shareholders, management will ensure that the transactions with the Related Parties will only be entered into after taking into account the pricing, level of service, quality of product and other related factors.

The Executive Directors will implement the following review procedures prior to the entering of any Recurrent Related Party Transactions, which are supplemented to the existing internal procedures for general transactions:

- (i) An updated list of Related Parties will be circulated to the management of the subsidiaries of Prestar to notify that all Recurrent Related Party Transactions are required to be undertaken at an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.
- (ii) The Board of Directors has been informed of the procedures and has tasked the External and Internal Auditors to review the procedures annually.

- (iii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products and/or quantities will be used as a comparison, wherever possible, for determining whether the price and terms offered by/to the Related Parties are fair and reasonable as compared with those offered by/to unrelated third parties. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with unrelated third parties, business practices and policies and on terms which are generally in line with industrial norms and is not detrimental to the Group and the minority shareholders. Other factors considered for evaluation include reliability in supply and delivery, and the quality of materials or goods and services.
- (iv) Prestar's subsidiaries will obtain quotations from third parties in order to compare quotations from Related Parties and will make purchases from the parties (whether they are third parties or Related Parties) that offer the lowest quotations. Although the Group also sources similar products and services from third parties, the Board of Directors is of the view that these close business relationships with the Related Parties allow the Group to be more competitive in terms of product pricing and response time in the steel-related sector and create an extensive network of marketing, distribution, and manufacturing operations for the Group. These upstream and downstream linkages will help to reduce inventory costs, increase availability and fulfil customer demands, improve asset allocation, minimise inventory lead time, and better utilise resources.
- (v) There is no specific threshold for approval of Recurrent Related Party Transactions. All Recurrent Related Party Transactions are reviewed and authorised by an Executive Director, provided always that such personnel have no interest in the transactions and the said transactions have been approved pursuant to the shareholders' mandate obtained at an AGM for Recurrent Related Party Transactions.

The Audit Committee has tasked the External Auditors and Internal Auditors to review and ascertain whether the guidelines and procedures established to monitor the Recurrent Related Party Transactions have been complied with at least once a year.

Approval for the shareholders' mandate will be sought for renewal at each subsequent AGM of the Company following a review by the Audit Committee and Board of Directors of its continued application to the Recurrent Related Party Transactions.

In addition, where any Director has an interest (direct or indirect) in any related party transactions, such Director (or his/her alternate, where applicable) shall officially declare such interest in accordance with the Group's Conflict of Interest Policy and abstain from voting on the matter and deliberating at Board meetings in respect of related party transactions in which he/she is interested.

In accordance with Section 3.1.5 of Practice Note No. 12 of the Listing Requirements, disclosure has been made in the Annual Report 2025 of the Company of the actual breakdown of the aggregate value of the Recurrent Related Party Transactions undertaken pursuant to the Shareholders' Mandate during the financial year ended 31 December 2025. Disclosure will also be made in the annual reports for subsequent financial years during which such mandates remain in force.

## 2.9 Statement by the Audit Committee

The Audit Committee is of the view that the review procedures and representations from the Executive Directors are generally sufficient to ensure that the Recurrent Related Party Transactions are not more favourable to the Related Parties than those generally available to the public and hence, will normally not be detrimental to the minority shareholders or disadvantageous to the Group.

In addition, the Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track, and identify the Recurrent Related Party Transactions in a timely and orderly manner, and the frequency of review of these procedures and processes is carried out annually as part of the External Audit and Internal Audit coverage scopes.

## 2.10 Interests of Directors, Major Shareholders, and/or Persons Connected with them

Dato' Toh Yew Peng, Toh Yew Seng, Kenny Toh Jin Tat, Toh Hui Yi, Andy Toh Jin Hong, Jason Toh Jin Hin, Toh Yew Keat, and Fabulous Essence Sdn. Bhd., being Major Shareholders and/or Directors of Prestar, are deemed interested in the Proposed Renewal of Shareholders' Mandate.

Accordingly, the interested Directors have and will continue to abstain from the Board's deliberations and voting pertaining to the Proposed Renewal of Shareholders' Mandate. In addition, the interested Directors, interested Major Shareholders, and interested Persons Connected to them will also abstain from voting in respect of their direct and indirect shareholdings in Prestar on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM of the Company. The interested Directors, interested Major Shareholders, and interested Persons Connected to the interested Major Shareholders and/or interested Directors will also ensure that the Persons Connected with them abstain from voting on the ordinary resolution, deliberating, or approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM of the Company.

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

Details of the direct and/or indirect interests of the interested Directors and/or interested Major Shareholders, and/or interested Persons Connected to them in Prestar as at 31 March 2026 are set out as follows:

Interested Directors and/or interested Major Shareholders and/or interested Persons Connected	Direct <sup>@</sup>		Indirect <sup>@</sup>	
	No. of Shares	% #	No. of Shares	% #
Dato' Toh Yew Peng <sup>D, M</sup>	20,000,198	5.62	92,726,029 <sup>(b)</sup>	26.07
Toh Yew Seng <sup>D</sup>	1,905,796	0.54	9,238,503 <sup>(c)</sup>	2.60
Kenny Toh Jin Tat <sup>D</sup>	2,668,000	0.75	-	-
Toh Hui Yi <sup>D</sup>	1,930,000	0.54	-	-
Andy Toh Jin Hong <sup>D</sup>	2,659,358	0.75	-	-
Jason Toh Jin Hin <sup>D</sup>	2,500,000	0.70	-	-
Toh Yew Keat <sup>M</sup>	6,751,284	1.90	88,354,896 <sup>(a)</sup>	24.84
Fabulous Essence Sdn. Bhd. <sup>M</sup>	88,354,896	24.84	-	-
Toh Poh Khuan <sup>P</sup>	8,662,254	2.44	-	-
Toh Yew Kar <sup>P</sup>	7,016,488	1.97	-	-
Toh Yew Keong <sup>P</sup>	4,507,133	1.27	-	-

Interested Directors and/or interested Major Shareholders and/or interested Persons Connected	Direct <sup>@</sup>		Indirect <sup>@</sup>	
	No. of Shares	% #	No. of Shares	% #
Toh Yew Chin <sup>P</sup>	4,531,423	1.27	-	-
Toh Yew Hoe <sup>P</sup>	3,807,306	1.07	-	-

Note:

*D Interested Director*

*M Interested Major Shareholder*

*P Interested Persons Connected*

*@ Extracted from the register of directors' shareholdings and/or register of substantial shareholders and/or record of depositors accordingly.*

*# The % of shareholdings in the Company is calculated based on the total number of issued shares in the Company, net of treasury shares.*

*(a) Deemed interested in Fabulous Essence Sdn. Bhd. by virtue of Section 8(4) of the Act.*

*(b) Deemed interested in Fabulous Essence Sdn. Bhd. by virtue of Section 8(4) of the Act and the shareholding of his son in Prestar pursuant to Section 59(11) of the Act.*

*(c) Deemed interested by virtue of the shareholdings of his sons in Prestar pursuant to Section 59(11) of the Act.*

### 3. DIRECTORS' RECOMMENDATION

The Board (save and except for Dato' Toh Yew Peng, Toh Yew Seng, Kenny Toh Jin Tat, Toh Hui Yi, Andy Toh Jin Hong and Jason Toh Jin Hin, who are deemed interested in the Proposed Renewal of Shareholders' Mandate and have abstained and will continue to abstain from expressing an opinion on the Proposed Renewal of Shareholders' Mandate) having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interests of the shareholders and Prestar Group.

Accordingly, the Directors (save and except for Dato' Toh Yew Peng, Toh Yew Seng, Kenny Toh Jin Tat, Toh Hui Yi, Andy Toh Jin Hong and Jason Toh Jin Hin, who are deemed interested in the Proposed Renewal of Shareholders' Mandate and have abstained and will continue to abstain from making recommendations on the Proposed Renewal of Shareholders' Mandate), recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM of the Company.

### 4. AGM

The ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate is set out as special business in the notice of AGM contained in the Annual Report 2025 of the Company. The 41st AGM of the Company is to be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 18 June 2026 at 10:00 a.m.

If you are unable to attend and vote in person at the 41st AGM of the Company, you are requested to complete and deposit the form of proxy at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof. The proxy appointment may also be lodged electronically via the Securities Services e-Portal at <https://sshbsb.net.my/>. The lodging of the form of proxy will not preclude any shareholder from attending and voting at the 41st AGM of the Company. If you have submitted your form of proxy prior to the 41st AGM of the Company and subsequently wish to revoke your proxy appointment(s), please email [info@sshbsb.com.my](mailto:info@sshbsb.com.my) or deposit the written notice of termination of proxy authority at the Company's registered office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies)

before the time stipulated for holding the 41st AGM of the Company or at any adjournment thereof. In such an event, you should advise your proxy(ies) accordingly.

**5. 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  
**PRESTAR RESOURCES BERHAD**

**SHAMSUDIN @ SAMAD BIN KASSIM**  
Independent Non-Executive Chairman

**FURTHER INFORMATION**

**1. RESPONSIBILITY STATEMENT**

The statement and circular to shareholders have been seen and approved by the Board of Directors and they collectively and individually accept full responsibility for the accuracy of the information given in the statement and circular to shareholders in so far as it relates to the Prestar Group and confirm that, after having made 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 the statement and circular to shareholders false or misleading.

**2. MATERIAL LITIGATION**

As at the date of the statement and circular to shareholders, neither Prestar nor its subsidiaries is engaged in any material litigation, either as a plaintiff or defendant, claims or arbitration pending or threatened against Prestar and/or its subsidiaries, or an appropriate negative statement which has a material effect on the financial position of the Group.

**3. MATERIAL CONTRACTS**

There are no other contracts that are or may be material (not being contracts entered into in the ordinary course of business) that have been entered into by Prestar or its subsidiary companies within the past two (2) years immediately preceding the date of the statement and circular to shareholders.

**4. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of Prestar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours on any working day from the date of the statement and circular to shareholders up to and including the date of the forthcoming 41st AGM of the Company:

- (i) Constitution of the Company; and
- (ii) Audited financial statements of Prestar Group for the past two (2) financial years ended 31 December 2024 and 31 December 2025.