

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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Shareholders should rely on their own evaluation to assess the merits and risks of the Proposals as set out herein.



CITRA NUSA HOLDINGS BERHAD
Registration No. 198901004452 (181758-A)
(Incorporated in Malaysia)

PART A

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

PART B

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

(COLLECTIVELY KNOWN AS “THE PROPOSALS”)

The resolutions in respect of the above Proposals will be tabled as Special Business at the Thirty-Fourth Annual General Meeting (“34th AGM”) of the Company. The 34th AGM of the Company will be held virtually through video conferencing and online remote voting at the Broadcast Venue, Diamond Hall, First Floor, Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan. The Notice of the 34th AGM of the Company together with the Form of Proxy, Administrative Guide and this Circular/Statement are available online at the Company’s website <https://www.citranusaholdings.com>. Please follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely.

As a shareholder, in the event you wish to appoint a proxy, please complete, sign and return the Form of Proxy in accordance with the instruction printed thereon. The completed Form of Proxy must be deposited at the registered office of the Company not later than twenty-four (24) hours before the time set for holding the meeting. The lodgement of the Form of Proxy will not preclude you from participating and voting in person at the meeting should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 24 May 2023 at 11.00 a.m.
Date and time of the AGM : Thursday, 25 May 2023 at 11.00 a.m.

This Circular/Statement is dated 28 April 2023

DEFINITIONS

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

- “Act” : Companies Act, 2016 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Board” : Board of Directors of CNH
- “Bursa Securities” : Bursa Malaysia Securities Berhad (200301033577(635998-W))
- “CNH” or “Company” : Citra Nusa Holdings Berhad (19890100452 (181758-A))
- “CNI Corp” : CNI Corporation Sdn Bhd (198501014613 (147068-K))
- “CNIE” : CNI Enterprise (M) Sdn Bhd (198701002468 (161139-M))
- “CNH Group” or “Group” : CNH and its subsidiary companies as defined in Section 4 of the Act
- “CNH Shares” or “Shares” : Ordinary shares in CNH
- “Director(s)” : Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and for the purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive officer of CNH or its subsidiary company or holding company, in accordance with the definition in Chapter 10 of the Main Market Listing Requirements
- “EM” : Exclusive Mark (M) Sdn Bhd (199101001957 (212268-T))
- “EPS” : Earnings per share
- “LPD” : 3 April 2023, being the *latest practicable date* prior to the printing of this Circular/Statement
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities, including any amendments thereto 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 or more voting shares in the Company and the number or the aggregate number of those shares, is -
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the number of voting shares in the Company where such person is the largest shareholder of the Company.

DEFINITIONS *(cont'd)*

- “Major Shareholder(s)”
(cont'd)
- : For the purpose of this definition, “interest in shares” shall have the same meaning given in Section 8 of the Act. For the purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company (as defined above) or any other company which is its subsidiary company or holding company, in accordance with the definition in Chapter 10 of the Main Market Listing Requirements
- “Person(s) Connected”
- : Such person, in relation to a Director or Major Shareholder, who falls under any one of the following categories:
- (a) a family member of the Director or Major Shareholder (“family” shall include spouse; parent; child including adopted child and stepchild; brother; sister; sister; spouse of child, brother or sister);
 - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;
 - (c) a partner of the Director or Major Shareholder, or a partner of a person connected with that Director or Major Shareholder;
 - (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 Director or Major Shareholder;
 - (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 Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the Director, Major Shareholder or o persons connected with him 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 Director or Major Shareholder.
- “Proposals”
- : Collectively, Proposed Shareholders’ Mandate and Proposed Renewal of Share Buy-Back Authority

DEFINITIONS *(cont'd)*

- “Proposed Renewal of Share Buy-Back Authority” : Proposed renewal of existing authority for the Company to purchase its own shares obtained on 25 May 2022 from Shareholders of the Company
- “Proposed Shareholders’ Mandate” : Proposed renewal of shareholders’ mandate for existing Recurrent Related Party Transactions for the CNH Group in the ordinary course of business of the CNH Group
- “Q-Pack” : Q-Pack (M) Sdn Bhd (199201022779 (254283-U))
- “Recurrent Related Party Transaction(s)” or “RRPT” : Transactions entered into or proposed to be entered into by the Group which involve the interest, direct or indirect, of the Related Parties and which are necessary for the day-to-day operations of the CNH Group and are in the ordinary course of business of the CNH Group as specified in Section 2.6 Part A of this Circular
- “Related Party(ies)” : A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
- “Rules” : Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 as amended from time to time and any re-enactment thereof
- “RM” and “sen” : Ringgit Malaysia and Sen respectively
- “SC” : Securities Commission Malaysia
- “Substantial Shareholder” : 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 included in the Company as defined under Section 136 of the Act
- “Transacting Party” : A party with which the Company or any of its subsidiary company has entered or may or intend to enter into a Recurrent Related Party Transaction under the Proposed Shareholders’ Mandate
- “Treasury Shares” : The Shares purchased by the Company which are or will be retained in treasury and shall have the meaning given under Section 127(4)(b) of the Act

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

Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time or date in this Circular/Statement is a reference to Malaysia time or date, unless otherwise stated. Any discrepancy in the tables between the amounts listed, actual figures and the totals in this Circular/Statement are due to rounding.

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PART A

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

CITRA NUSA HOLDINGS BERHAD
Registration No. 198901004452 (181758-A)
(Incorporated in Malaysia)

Registered Office:
Wisma CNI, No. 2
Jalan Perunding U1/17
Hicom-Glenmarie Industrial Park
Seksyen U1
40150 Shah Alam
Selangor Darul Ehsan

28 April 2023

Board of Directors:

Dato' Koh Peng Chor (*Non-Independent Non-Executive Chairman*)
Koh How Loon (*Group Chief Executive Officer*)
Chew Boon Swee (*Executive Director*)
Lim Lean Eng (*Independent Non-Executive Director*)
Carolyn Anne Kam Foong Kheng (*Independent Non-Executive Director*)

To: The Shareholders of CNH

Dear Sir/Madam,

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

1. INTRODUCTION

Pursuant to Paragraph 10.09 of the Listing Requirements, the Company had procured the shareholders' mandate at its last AGM held on 25 May 2022, for the Company and its subsidiaries, in their normal course of business, to enter into those transactions which are recurrent and of a revenue or trading nature which are necessary for the Group's day-to-day operations as set out in Section 2.6 below, with the Group's Related Parties. The shareholders' mandate will be in force until the conclusion of the forthcoming AGM of the Company, unless the mandate is renewed.

The Board wishes to seek the shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming AGM of the Company. The Company had on 10 April 2023, made the announcement to Bursa Securities pertaining to the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution thereon to be tabled at the forthcoming Thirty-Fourth (34th) AGM of the Company. An extract of the Notice of the 34th AGM is enclosed in this Circular for your ease of reference.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 34TH AGM.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Details of the Proposed Shareholders' Mandate

Paragraph 10.08 of the Listing Requirements stipulates the obligations of a listed issuer to comply in relation to related party transactions. However, pursuant to Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements, the Company may seek a mandate from its shareholders for RRPT subject to, *inter alia*, 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 exceeds the applicable prescribed threshold as follows:
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (b) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (iii) the Company's circular to shareholders is issued for the shareholders' mandate and shall include the information as set out in Annexure PN12-A of Practice Note 12 of the Listing Requirements;
- (iv) in a meeting to obtain a mandate from the shareholders:
 - (a) a Related Party with any interest, direct or indirect ("Interested Related Party") must not vote on the resolution in respect of the RRPT;
 - (b) an interested Related Party who is a Director or Major Shareholder, must ensure that the Persons Connected to him/her abstain from voting on the resolution in respect of the RRPT; and
 - (c) where the Interested Related Party is a Person Connected with a Director or Major Shareholder, such person must not vote on the resolution in respect of the RRPT.
- (v) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply during the validity period of the shareholders' mandate.

2.2 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved at the forthcoming AGM, shall take effect immediately upon the passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming 30th AGM at which time it will lapse, unless the authority is renewed by a resolution passed at the said next AGM; or
- (ii) the expiration of the period, within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

Thereafter, the approval of shareholders will be sought for the subsequent renewals of the Proposed Shareholders' Mandate at each subsequent AGM.

2.3 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the Company's Annual Report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the Recurrent Related Party Transactions made pursuant to the Proposed Shareholders' Mandate for the financial year under review, amongst others, based on the following information:

- (i) types of the Recurrent Related Party Transactions made; and
- (ii) names of the Related Parties involved in each type of the Recurrent Related Party Transaction made and their relationship with the Company.

The Board is seeking the shareholders' approval for the Proposed Shareholders' Mandate in respect of the Recurrent Related Party Transactions to be entered into by the Group from the date of the forthcoming AGM to the next AGM. These RRPTs are conducted in the ordinary course of business with the Related Parties and are on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Details of the RRPTs under the Proposed Shareholders' Mandate are set out in Section 2.6 of this Circular.

2.4 Principal Activities of CNH Group

The principal activities of the Company are investment holding and provision of management services. The Company's subsidiaries are principally involved in sale and distribution of health care and consumer products, manufacturing, trading and packaging of all kinds of foodstuffs and beverages, household and personal care products.

The subsidiary companies in the Group to which the Proposed Shareholders' Mandate applies are as follows:

Name of Company	Effective interest of CNH	Principal activities
CNIE	100%	Sale and distribution of health care and consumer products
EM	100%	Manufacturing, trading and packaging of all kinds of foodstuffs and beverages
Q-Pack	100%	Manufacturing, trading and packaging of household and personal care products
CNI Corp	25.8%	Investment holding and provision of management services and commission agent

2.5 Classes of Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

- (i) Directors and/or Major Shareholders; and
- (ii) Persons Connected to the Directors and/or Major Shareholders.

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2.6 Details of the Recurrent Related Party Transactions

(a) The Recurrent Related Party Transactions which will be covered in the Proposed Shareholders’ Mandate are identified below:							Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 April 2022	Actual value from 25 May 2022 (date of the existing mandate was obtained) to LPD⁴	
Transacting Party	company within the Group	Nature of transactions	Interested Related Parties	Nature of interest in Transacting Party	% shareholdings in Transacting Party		Estimated aggregate value during the validity period of mandate³ (RM’000)	“Estimated Value” (RM’000)	“Actual Value” (RM’000)
					Direct	Indirect			
CNI Corp	CNIE	Provision of management services to CNIE	Dato’ Koh Peng Chor	Director	2.04	25.80 ¹	500	500	265
			Koh How Loon	Director	-	25.80 ¹			
	CNIE	Purchase of health care and consumer products from CNIE	Chew Boon Swee	Director	0.23	-	500	1,000	198
	EM	Purchase of beverages and supplements from EM					1,100	2,000	798

(a) Proposed Shareholders' Mandate (continued)							Estimated aggregate value as disclosed in the Circular to Shareholders dated 29 April 2022	Actual value from 25 May 2022 (date of the existing mandate was obtained) to LPD⁴	
Transacting Party	company within the Group	Nature of transactions	Interested Related Parties	Nature of interest in Transacting Party	% shareholdings in Transacting Party		*Estimated aggregate value during the validity period of mandate³ (RM'000)	“Estimated Value” (RM'000)	“Actual Value” (RM'000)
					Direct	Indirect			
CNI Venture Sdn Bhd	EM	Provision of research, development and testing services to EM	Dato' Koh Peng Chor	-	-	100.00 ²	250	250	165
			Koh How Loon	-	-	100.00 ²			
			Chew Boon Swee	Director	-	-			
CNI IPHC	CNIE	Payment of trademark fee by CNIE	Dato' Koh Peng Chor	-	21.46	-	350	350	245
			Chew Boon Swee	-	3.75	-			

Notes:

- 1 Deemed interested pursuant to Section 8 of the Act by virtue of his shareholdings in CNH, which holds 25.80% of the Transacting Party
- 2 Deemed interested pursuant to Section 8 of the Act by virtue of his indirect shareholdings in CNI Corp, which holds 100% of the Transacting Party
- 3 Due to the nature of the transactions, the actual value of the transactions may vary and are subject to change from the Estimated Aggregate Value disclosed above. The estimated value is based on the assumption that the next AGM of CNH will be held by June 2024. The estimated value is subject to change if the next AGM is held earlier or later than the expected date of the AGM.
- 4 The Actual Value has not exceeded the Estimated Aggregated Value of the existing shareholders' mandate by 10% or more.

2.7 Amount Due and Owing by Related Parties

Breakdown of the principal sum and interest for the total amount due and owing to CNH Group by the Related Parties under the Recurrent Related Party Transactions which exceeded the credit term for the following periods as at the financial year ended 31 December 2022:

Transacting Party	company within the Group	Nature of transactions	Interested Related Parties	Exceeded Credit Term for a period of								
				1 year or less		more than 1 to 3 years		more than 3 to 5 years		more than 5 years		
				Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)	Principal (RM)	Interest (RM)	
CNI Corp	EM	Purchase of beverages and supplements from EM	Dato' Koh Peng Chor Koh How Loon Chew Boon Swee	633,591	-	-	-	-	-	-	-	-

There were no late payment charges imposed by the CNH Group on the above outstanding amount as it was trade in nature. The Management has and will continuously meet and discuss with the debtor for early settlement of the outstanding amount. The Board is of the opinion that there will be no recoverability issues as the overdue amount is closely monitored by the Management and the Management is optimistic that the amount is recoverable.

Furthermore, there have been collections from the Transacting Party during the financial year ended 31 December 2022 and to the period up to LPD. The total collection from 1 January 2023 to LPD was RM300,921.

2.8 Review Procedures for the Recurrent Related Party Transactions

The Group has established the following procedures and guidelines to ensure that the Recurrent Related Party Transactions are undertaken on an arm's length basis and on normal commercial terms that are not more favourable to the Related Parties than those normally available to the public and are not to the detriment of the minority shareholders:

- (i) a list of companies connected to the Related Parties will be circulated within the Group and all contracting parties will be notified that all Recurrent Related Party Transactions are required to be undertaken on an arm's length basis and on normal commercial terms;
- (ii) the transaction prices and terms are determined based on the prevailing market rates which are determined by market forces, demand and supply, quality of the product and other relevant factors, and where appropriate, at least 2 quotations will be obtained from unrelated Fourth parties to ascertain the appropriate transaction prices;
- (iii) the Audit Committee will review at each Audit Committee meeting, the transactions that the management has identified as Recurrent Related Party Transactions and that the Recurrent Related Party Transactions are entered into on arm's length basis, based on commercial terms and are not more favourable to the Related Party than those generally available to the public and are not prejudicial to the minority shareholders;
- (iv) the Audit Committee will review conflict of interest situations that may arise within the CNH Group as a result of the Recurrent Related Party Transactions to ensure that the appropriate procedures have been followed and it would not be prejudicial to the minority shareholders;
- (v) the Audit Committee has the overall responsibility to determine the review procedures and shall continue to review the adequacy and appropriateness of the procedures as and when required;
- (vi) where any Director has an interest (direct or indirect) in any Recurrent Related Party Transactions, such Director shall abstain from deliberation and voting on the Recurrent Related Party Transactions. Where any member of the Audit Committee is interested in any transaction, that member will abstain from deliberation and voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such Recurrent Related Party Transactions; and
- (vii) the Audit Committee will ensure that disclosure shall be made in the annual report of CNH of the aggregate value of transactions conducted during the relevant financial year based on the types of Recurrent Related Party Transactions and the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationship with the CNH Group.

At least two (2) other contemporaneous transactions with unrelated Fourth parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated Fourth parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated Fourth parties cannot be obtained, the transaction price will be determined by the Group based on that offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the Recurrent Related Party Transaction is not detrimental to the Group.

The RRPT will be undertaken based on the prevailing rates/prices of the products/services (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk purchases) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations.

2.9 Statement by the Audit Committee

The Audit Committee of the Company has reviewed the procedures set out in Section 2.8 above and is of the view that the said procedures are sufficient to ensure that the Recurrent Related Party Transactions are conducted at arm's length basis, 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. Any member of the Audit Committee who is interested in any Recurrent Related Party Transaction shall not be involved in the review of the Recurrent Related Party Transaction.

The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. The Audit Committee reviews these procedures and processes on an annual basis.

2.10 Guidelines on Threshold of Authority

There are no specific thresholds for approval of the Recurrent Related Party Transactions within the Group. However, all Recurrent Related Party Transactions are subject to the approval of appropriate level of authority as determined by senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary.

In compliance with Paragraph 10.09(1)(a) of the Listing Requirements, CNH Group shall immediately announce a Recurrent Related Party Transaction(s) where:

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

whichever is the higher

3.0 RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the CNH Group to carry out the Recurrent Related Party Transactions necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) to seek prior approval of shareholders for such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administration efficiency and allow manpower resources and time to be channelled towards attaining other corporate objectives.

The Recurrent Related Party Transactions carried out within the CNH Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the CNH Group benefits from the close working relationship with the Transacting Parties and the prompt and reliable services from them. These Transacting Parties also possess relevant experience and expertise in the fields which are required by the CNH Group in carrying out some of its day-to-day operations.

4.0 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will have no material effect on the share capital, substantial shareholders' shareholdings, net assets per share, gearing, or EPS of the Company.

5.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

Dato' Koh Peng Chor and Koh How Loon, being the interested Directors and interested Major Shareholders and Chew Boon Swee, being the interested Director in the Recurrent Related Party Transactions, have abstained and will continue to abstain from board deliberations and voting on the resolution pertaining to the Proposed Shareholders' Mandate.

The interested Directors, interested Major Shareholders and/or Persons Connected to them will abstain from voting in respect of his/her direct and indirect shareholdings in the Proposed Shareholders' Mandate at the forthcoming AGM.

In addition, the interested Directors and the interested Major Shareholders have undertaken to ensure that Persons Connected to them will abstain from voting in respect of their shareholdings, deliberating or approving the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed in this Circular, none of the other Directors and/or Major Shareholders and/or Persons Connected to the Directors and/or Major Shareholders of CNH has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

The following table illustrates the direct and indirect interest of the interested Major Shareholders, interested Directors of CNH and Persons Connected to them on LPD.

	Shareholding as at LPD [#]			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors</u>				
Dato' Koh Peng Chor	5,028,680	0.70	373,983,483 ⁽¹⁾	52.00
Koh How Loon	1,679,180	0.23	370,671,643 ⁽²⁾	51.54
Chew Boon Swee	1,128,614	0.16	6,534,120 ⁽³⁾	0.91

	Shareholding as at LPD [#]			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Major Shareholders</u>				
Dato' Koh Peng Chor	5,028,680	0.70	373,983,483 ⁽¹⁾	52.00
Koh How Loon	1,679,180	0.23	370,671,643 ⁽²⁾	51.54
Marvellous Heights Sdn Bhd	363,526,123	50.55	-	-
PC Marketing Sdn Bhd	7,145,520	0.99	363,526,123 ⁽⁴⁾	50.55
Datin Chuah Tek Lan	1,167,200	0.16	377,844,963 ⁽¹⁾	52.54
<u>Persons Connected to Interested Directors and/or Major Shareholders</u>				
Koh Wee Sze	1,244,640	0.17	-	-
Koh Cairynne	900,000	0.13	-	-
Moy Mee Leng	6,534,120	0.91	-	-

Notes:

- (1) Deemed interested pursuant to Section 8 of the Act, by virtue of his/her shareholdings in Marvellous Heights Sdn Bhd and PC Marketing Sdn Bhd and disclosure made pursuant to Section 59(11)(c) of the Act on the interests held by his/her spouse and children
 - (2) Deemed interested pursuant to Section 8 of the Act, by virtue of his shareholdings in Marvellous Heights Sdn Bhd and PC Marketing Sdn Bhd
 - (3) Disclosure made pursuant to Section 59(11)(c) of the Act on the interests held by his/her spouse and/or child
 - (4) Deemed interested pursuant to Section 8 of the Act, by virtue of its shareholdings in Marvellous Heights Sdn Bhd
- # Calculated based on 719,200,000 Shares excluding 800,000 Shares already purchased and retained as Treasury Shares as at LPD

6.0 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of CNH at the forthcoming 34th AGM.

7.0 DIRECTORS' RECOMMENDATION

The Directors (with the exception of the Interested Directors who have abstained from making any opinions in respect of the Proposed Shareholders' Mandate), having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company.

Accordingly, the Directors (with the exception of the Interested Directors who have abstained from making any recommendations in respect of the Proposed Shareholders' Mandate), recommend that the shareholders of CNH vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8.0 THIRTY-FOURTH AGM

The 34th AGM of the Company, the extract of the Notice of the 34th AGM which is enclosed in this Circular will be a virtual meeting with the broadcast venue at Diamond Hall, First Floor, Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 25 May 2023 at 11.00 a.m. for the purpose of considering and, if thought fit, approving inter alia, the ordinary resolution on the Proposed Shareholders' Mandate, as Special Business.

If you are unable to participate at the AGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the registered office of the Company at Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, not less than 24 hours before the time fixed for the forthcoming AGM. The completion and lodgement of the Form of Proxy will not preclude you from participating and voting at the AGM should you subsequently wish to do so.

9.0 FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board of
CITRA NUSA HOLDINGS BERHAD

LIM LEAN ENG
Independent Non-Executive Director

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PART B

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

CITRA NUSA HOLDINGS BERHAD
Company Registration No. 198901004452 (181758-A)
(Incorporated in Malaysia)

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

1.0 INTRODUCTION

At the 33rd AGM of the Company held on 25 May 2022, the Board obtained the shareholders' approval for the authority to purchase its own shares of up to a maximum of ten per cent (10%) of the total number of issued shares of the Company. This authority which took effect upon passing of the ordinary resolution, will expire at the conclusion of the forthcoming 34th AGM of the Company unless it is renewed.

The Company had on 10 April 2023 announced to Bursa Securities that it proposes to seek the approval of its shareholders on the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company which will be held on 25 May 2023.

The purpose of this Statement is to provide you with details of the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the ordinary resolution thereon to be tabled at the forthcoming AGM of the Company. An extract of the Notice of the 34th AGM is enclosed in this Statement for your ease of reference.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek approval from the shareholders of the Company for the renewal of authority to purchase and/or hold its own shares of up to a maximum of 10% of the total number of issued shares of the Company at any point in time subject to compliance with Section 127 of the Act, the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

The issued share capital of the Company as at LPD is RM72,000,000 comprising 720,000,000 Shares. The maximum number of Shares which may be purchased by the Company shall not exceed 72,000,000 Shares. The purchase of own shares will be carried out on Bursa Securities through an appointed stockbroker.

The CNH Shares purchased by the Company may be dealt with by the Directors in accordance with Section 127 of the Ac in the following manner:

- (i) to cancel the CNH Shares so purchased; or
- (ii) to retain the CNH Shares so purchased as Treasury Shares for:
 - (a) distribution as dividends to the shareholders of the Company;
 - (b) re-sell on Bursa Securities in accordance with the relevant rules of the stock exchange;
 - (c) transfer for the purposes of or under an employees' share scheme;
 - (d) transfer as purchase consideration;
 - (e) cancellation; or

- (f) sell, transfer or otherwise use for such other purposes as the Minister may by order prescribe; or
- (iii) to retain part of the CNH Shares so purchased as treasury shares and cancel the remainder.

The holder of the Treasury Shares shall not be conferred the right to attend or vote at meetings and the right to receive dividends or other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding up of the Company. The Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

If the Company decides to cancel the shares purchased, it is required to make an immediate announcement on the day the cancellation is made providing the number of shares cancelled, the date of cancellation and the outstanding issued share capital of the Company after the cancellation. In the event the Company retains the shares purchased as Treasury Shares, the said shares may be dealt with in accordance with Section 127(7) of the Act.

The approval from the shareholders for the Proposed Renewal of Share Buy-Back Authority shall be effective upon the passing of the ordinary resolution proposed at the forthcoming AGM of CNH and shall continue to be in force until:

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

whichever occurs first.

Pursuant to the Listing Requirements, the Company may only purchase its own shares at a price which is not more than 15% above the weighted average market price of CNH Shares for the past 5 market days immediately before the purchase(s). Under Paragraph 12.18 of the Listing Requirements, the Company may only resell the purchased shares held as Treasury Shares or transfer Treasury Shares pursuant to Section 127(7) of the Act at:

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

3.0 RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will enable the Company to realize its financial resources not immediately required for use, to purchase its own Shares. The Proposed Renewal of Share Buy-Back Authority may enhance the EPS and reduce the liquidity level of the CNH Shares in Bursa Securities, which generally will have a positive impact on the market price of the CNH Shares.

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

- (a) allows the Company to take preventive measures against speculation particularly when its Shares are undervalued which would in turn stabilise the market price of CNH Shares and hence, enhance investors' confidence;
- (b) allows the Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and the size of equity; and
- (c) as the CNH Shares bought back by the Company will be cancelled, the shareholders of the Company are likely to enjoy an increase in the value of their investment in the Company as the net EPS of the Company will increase.

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

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

The Proposed Renewal of Share Buy-Back Authority, if exercised, will reduce the financial resources of the Company, but since the amount is not substantial, it will not affect the furtherance of the Company's business or payment of dividends. Nevertheless, the Board will be mindful of the interest of the Company and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent cancellation of the CNH Shares purchased.

4.0 RETAINED PROFITS AND FUNDING

The Board proposes to allocate a maximum amount of not exceeding the Company's retained profits for the Proposed Renewal of Share Buy-Back Authority. Based on the Audited Financial Statements for the financial year ended 31 December 2022, the Company's audited retained profits amounted to RM5,987,847.

The Proposed Renewal of Share Buy-Back Authority is expected to be mainly financed by internally generated funds of the Group coupled with minimum bank borrowings. In the event borrowings are used to finance the Proposed Renewal of Share Buy-Back Authority, the Board will ensure that the Company has equivalent retained profits to repay the borrowings and that the repayment will not have a material effect on the cash flows of the Company. In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Proposed Renewal of Share Buy-Back Authority.

Depending on the quantum and the purchase price, the Proposed Renewal of Share Buy-Back Authority may reduce the working capital of the CNH Group.

5.0 SHAREHOLDINGS OF DIRECTORS, MAJOR SHAREHOLDERS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

The proforma effects of the Proposed Renewal of Share Buy-Back Authority on the direct and indirect interests of the Directors, Major Shareholders, Substantial Shareholders and any Person Connected with the Directors and/or Major or Substantial Shareholders of CNH on LPD are illustrated below:

	Shareholding as at LPD [#]				Shareholding 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	%
<u>Directors and Major Shareholders</u>								
Dato' Koh Peng Chor	5,028,680	0.70	373,983,483 ⁽²⁾	52.00	5,028,680	0.78	373,983,483 ⁽²⁾	57.71
Koh How Loon	1,679,180	0.23	370,671,643 ⁽³⁾	51.54	1,679,180	0.26	370,671,643 ⁽³⁾	57.20
<u>Directors</u>								
Chew Boon Swee	1,128,614	0.16	6,534,120 ⁽⁴⁾	0.91	1,128,614	0.17	6,534,120 ⁽⁴⁾	1.01
Lim Lean Eng	-	-	62,520 ⁽⁴⁾	0.01	-	-	62,520 ⁽⁴⁾	0.01
Carolyn Anne Kam Foong Kheng	-	-	-	-	-	-	-	-
<u>Major Shareholders</u>								
Marvellous Heights Sdn Bhd	363,526,123	50.55	-	-	363,526,123	56.10	-	-
PC Marketing Sdn Bhd	7,145,520	0.99	363,526,123 ⁽¹⁾	50.55	7,145,520	1.10	363,526,123 ⁽¹⁾	56.10
Datin Chuah Tek Lan	1,167,200	0.16	377,844,963 ⁽²⁾	52.54	1,167,200	0.18	377,844,963 ⁽²⁾	58.31
<u>Persons Connected with Directors, Major or Substantial Shareholders</u>								
Koh Wee Sze	1,244,640	0.17	-	-	1,244,640	0.19	-	-
Koh Cairynne	900,000	0.13	-	-	900,000	0.14	-	-
Moy Mee Leng	6,534,120	0.91	-	-	6,534,120	1.01	-	-
Lim Bee Yoeng	62,520	0.01	-	-	62,520	0.01	-	-

Notes:

- (1) Deemed interested pursuant to Section 8 of the Act, by virtue of its shareholdings in Marvellous Heights Sdn Bhd
- (2) Deemed interested pursuant to Section 8 of the Act, by virtue of his/her shareholdings in Marvellous Heights Sdn Bhd and PC Marketing Sdn Bhd and disclosure made pursuant to Section 59(11)(c) of the Act on the interests held by his/her spouse and children

- (3) *Deemed interested pursuant to Section 8 of the Act, by virtue of his shareholdings in Marvellous Heights Sdn Bhd and PC Marketing Sdn Bhd*
- (4) *Disclosure made pursuant to Section 59(11)(c) of the Act on the interests held by his/her spouse or parent and/or child*
- * *Negligible*
- # *Calculated based on 719,2000,000 Shares, excluding 800,000 Shares already purchased and retained as Treasury Shares as at LPD*
- ^ *Assuming that 72,000,000 Shares (being the maximum number of Shares of no more than 10% of the number of issued shares of the Company as at LPD) are bought back and subsequently cancelled or retained as Treasury Shares, and there is no change in Shares held by Directors, Substantial Shareholders and Persons Connected to them*

Save for the resulting increase in percentage shareholdings as a consequence of the share buy-back, none of the Directors, Major Shareholders, Substantial Shareholders and Persons Connected with them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority or the resale of Treasury Shares, if any.

6.0 DETAILS OF PURCHASE OF SHARES AND RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING 12 MONTHS

Pursuant to the existing authority for share buy-back obtained, the Company has not purchased and/or cancelled any shares for the previous twelve (12) months preceding the LPD.

As at the LPD, the Company holds a total of 800,000 Treasury Shares. There was no subsequent resale, transfer or cancellation of Treasury Shares made in the preceding twelve (12) months and up to the LPD.

7.0 HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of CNH Shares as traded on the Bursa Securities for the past twelve (12) months from April 2022 to March 2023, and the last transacted price on the LPD are set out below:

	High RM	Low RM
2022		
April	0.080	0.070
May	0.095	0.070
June	0.095	0.065
July	0.075	0.060
August	0.070	0.060
September	0.065	0.050
October	0.070	0.050
November	0.070	0.055
December	0.075	0.060
2023		
January	0.065	0.055
February	0.070	0.055
March	0.060	0.055
Last transacted market on the LPD		0.055

(Source: <https://finance.yahoo.com>)

8.0 PUBLIC SHAREHOLDINGS SPREAD

The Board is mindful of the requirement that the Proposed Renewal of Share Buy-Back Authority must not result in the number of CNH Shares which are in the hands of the public falling below 25% of the total listed shares of CNH. As at LPD, the public shareholdings spread of the Company was 40.44% of its total number of issued shares, excluding Treasury Shares. The proforma effects of the Proposed Renewal of Share Buy-Back Authority on the public shareholdings spread of the Company assuming the Proposed Renewal of Share Buy-Back Authority is carried out in full and there is no change in Shares held by Directors, Substantial Shareholders and Persons Connected to them are as follows:

	Public shareholdings	
	No. of Shares	%
As at LPD ⁽¹⁾	290,838,492	40.44
<u>After the Proposed Renewal of Share Buy-Back Authority:</u> Scenario ⁽²⁾	219,638,495	33.89

Notes:

- (1) Taking into consideration the 800,000 Shares in the Company's Share Buy-Back Account retained as Treasury Shares as at LPD
- (1) Assuming that 71,200,000 Shares (being the maximum number of Shares that could be purchased i.e. 72,000,000 Shares excluding 800,000 Treasury Shares in the Company's Share Buy-Back Account as at LPD) are bought back and subsequently retained as Treasury Shares

9.0 IMPLICATION RELATING TO THE RULES

Pursuant to the Rules, a person or a group of persons acting in concert will be required to make a mandatory general offer if his/their stake(s) in the Company is/are increased to beyond 33% of its total number of issued shares or if his/their existing shareholding(s) is/are more 33% but less than 50% and it exceeds by another 2% in any six (6) months' period.

In the event that the share buy-back exercise results in the shareholdings of any of the above parties being affected, the said person or group of persons acting in concert will be obliged to make a mandatory general offer for the remaining CNH Shares not held by him/them. However, an exemption from a mandatory offer obligation may be granted by SC under the Rules, subject to the affected person and the parties acting in concert complying with certain conditions, if the obligation is triggered as a result of action outside their direct participation.

As it is not intended for the share buy-back exercise to trigger the obligation to undertake a mandatory general offer by any of its Substantial Shareholders and/or parties acting in concert with them, the Company is mindful that only such number of shares are purchased, retained as Treasury Shares, cancelled or distributed such that the Rules will not be triggered. However, in the event that an obligation to undertake a mandatory offer should arise with respect to any parties from the share buy-back exercise, the relevant parties shall make necessary application to SC for an exemption from undertaking a mandatory offer under the Rules before a mandatory offer is triggered.

10.0 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, net assets and earnings of the CNH Group, assuming purchase of own shares up to the maximum 10% of the total number of issued shares of CNH, are set out below:

10.1 Share Capital

In the event the Proposed Renewal of Share Buy-Back Authority is implemented in full and all Shares purchased are subsequently cancelled, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the issued and paid-up share capital of CNH as at LPD are as follows:

	No. of Shares	RM
Existing total number of issued shares as at LPD	720,000,000	72,000,000
Shares purchased amounting to 10% of total number of issued shares pursuant to the Proposed Renewal of Share Buy-Back Authority and cancelled	72,000,000	7,200,000
Total number of issued shares after the Proposed Renewal of Share Buy-Back Authority	648,000,000	64,800,000

However, in the event that all CNH Shares purchased are retained as Treasury Shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued and paid-up share capital of CNH.

10.2 Net Assets

The Proposed Renewal of Share Buy-Back Authority may increase or decrease the net assets per share of the CNH Group depending on the purchase price of the shares bought back in comparison to the net assets per share of the CNH Group at the time that the shares are purchased.

In the event the shares which are retained as Treasury Shares and resold, the net assets of the CNH Group will increase or decrease depending on whether a gain or a loss is realised upon the resale. The quantum of the increase or decrease in net assets will depend on the actual disposal price and the number of shares purchased, retained as Treasury Shares, which are resold.

10.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority will reduce the funds available for working capital purposes of the Company, the quantum of which depends on the purchase price(s) of the CNH Shares, the actual number of purchased shares and any associated costs incurred in making the purchase.

10.4 Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the EPS of the CNH Group will depend on, inter-alia, the actual number of shares bought back and prices paid and the effective cost of funding to the CNH Group, or any loss in interest income to CNH.

In the event the shares which are retained as Treasury Shares are resold, the extent of the effect on earnings of the CNH Group will depend on the actual selling prices, the number of Treasury Shares resold and the effective gain or interest savings arising therefrom.

11.0 APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of CNH at the forthcoming 34th AGM.

12.0 DIRECTORS' RECOMMENDATION

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

13.0 THIRTY-FOURTH AGM

The 34th AGM of the Company, the extract of the Notice of the 34th AGM which is enclosed in this Circular will be a virtual meeting with the broadcast venue at Diamond Hall, First Floor, Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 25 May 2023 at 11.00 a.m. for the purpose of considering and, if thought fit, approving inter alia, the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority, as Special Business.

If you are unable to participate at the AGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the registered office of the Company at Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, not less than 24 hours before the time fixed for the forthcoming AGM. The completion and lodgement of the Form of Proxy will not preclude you from participating and voting at the AGM should you subsequently wish to do so.

14.0 FURTHER INFORMATION

Shareholders are advised to refer to Note 16 – Treasury Shares of the Audited Financial Statements for the financial year ended 31 December 2022 in the Annual Report 2022 which is available at the Company's website at <https://www.citranusaholdings.com> under the 'AGM' section for further information.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION

The Group has not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors are not aware of any material proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position and business operations of the Group as at the LPD.

3. MATERIAL CONTRACTS

The Directors of CNH confirm that no material contract, not being contracts entered into in the ordinary course of business, has been entered into by CNH and/or its subsidiary companies within the past two (2) years preceding the date of this Circular.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of CNH at Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, during normal business hours (except public holidays) from the date of this Circular to the date of the forthcoming AGM:

- (i) Constitution of CNH; and
- (ii) Audited consolidated financial statements of CNH for the past two (2) financial years ended 31 December 2021 and 31 December 2022.

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CITRA NUSA HOLDINGS BERHAD
Company Registration No. 198901004452 (181758-A)
(Incorporated in Malaysia)

EXTRACT OF NOTICE OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the Companies Act, 2016 (“Act”), the Constitution of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant government and/or regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.6 Part A of the Circular to Shareholders dated 28 April 2023, which are entered into in the ordinary course of business which are necessary for the day-to-day operations of the Company and/or its subsidiary companies on normal commercial terms which are not more favourable to the related parties than those generally available to the public, undertaken on arm’s length basis, and are not detrimental to the minority shareholders of the Company (Mandate);

THAT the Mandate is subject to annual renewal and 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 an ordinary resolution passed at the next AGM the Mandate is renewed;
- (b) the expiration of the period within which the next AGM 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
- (c) the Mandate is revoked or varied by ordinary resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

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

**ORDINARY RESOLUTION 8
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT, subject to the provisions of the Companies Act, 2016, the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“Proposed Renewal of Share Buy-Back Authority”) as may be determined by the Directors of the Company from time to time through Bursa Securities, as the Directors may deem fit in the interests of the Company, provided that:

- (a) the aggregate number of shares to be purchased does not exceed 10% of the total number of issued shares for the time being of the Company;
- (b) the maximum funds to be allocated by the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable); and
- (c) the Directors of the Company be and are hereby authorise to retain the shares so purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to distribute the treasury shares as share dividends to shareholders or to resell the treasury shares;

THAT the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:

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

whichever occur first;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the Proposed Renewal of Share Buy-Back Authority with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

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