

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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

Bursa Securities has not perused this Circular/Statement prior to its issuance as it is prescribed as an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.



BLD PLANTATION BHD.

[Registration No.: 200101026441 (562199-A)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to

**PART A
PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**PART B
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS
OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF
THE COMPANY**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of form of proxy	:	Monday, 5 September 2022 at 11.00 a.m.
Date and time of annual general meeting	:	Wednesday, 7 September 2022 at 11.00 a.m.
Place of annual general meeting	:	KTS Garden Jalan Datuk Abang Abdul Rahim 93450 Kuching, Sarawak

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“AGM”	Annual General Meeting
“BLD”	Bintulu Lumber Development Sdn. Bhd. [Registration No.: 197501003325 (25223-M)]
“BLDP” or “the Company”	BLD Plantation Bhd. [Registration No.: 200101026441 (562199-A)]
“BLDR”	BLD Resources Sdn. Bhd. [Registration No.: 200201012369 (580032-X)]
“Board”	The Board of Directors of BLDP
“Bursa Securities”	Bursa Malaysia Securities Berhad
“BLDP Shares” or “the Shares”	Ordinary shares in BLDP
“Companies Act”	The Malaysian Companies Act 2016, as amended from time to time and any enactment thereof
“CPO”	Crude palm oil
“Directors”	The directors for the time being of BLDP, and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and include any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director or chief executive of BLDP, its subsidiary or holding company.
“EBSB”	Easibright Sdn. Bhd. [Registration No.: 201301037419 (1067248-V)]
“EPS”	Earnings per share
“GM”	Grand Mutual Sdn. Bhd. [Registration No.: 199601000424 (372769-V)]
“Group” or “BLDP Group”	BLDP and its subsidiaries
“Kirana”	Kirana Palm Oil Refinery Sdn. Bhd. [Registration No.: 199501026711 (355916-T)]
“Listing Requirements”	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any enactment thereof
“LPD”	12 July 2022, being the latest practicable date prior to the printing of this Circular
“Major Shareholder(s)”	A person who has an interest or interests in one (1) or more voting shares in BLDP and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in BLDP; or (b) 5% or more of the total number of voting shares in BLDP where such person is the largest shareholder of BLDP

Includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a major shareholder of BLDP or any other corporation which is its subsidiary or holding company

For the purpose of this definition, “interest in shares” shall have the same meaning given in Section 8 of the Companies Act

“Mandated Related Parties”	Parties which have related party transactions with Directors, Major Shareholders and Persons Connected with Directors and Major Shareholders of the Group
“Net Assets”	Net assets attributable to the ordinary equity holders of BLDP
“Niamas”	Niamas Istimewa Sdn. Bhd. [Registration No.: 200001025106 (527714-P)]
“Person(s) Connected”	This shall have the same meaning as in Paragraph 1.01 of the Listing Requirements
“PK”	Palm kernel
“Proposed Shareholder Mandate”	Proposed Shareholder Mandate for both the existing and new RRPT
“Proposed Share Buy-back”	Proposed purchase by the Company of its own shares of up to a maximum of ten per centum (10%) of the Company’s existing number of shares
“Proposed Renewal of Share Buy-back Authority”	Proposed renewal of the existing authority granted to the Company to purchase its own shares up to a maximum of ten per centum (10%) of the Company’s existing number of shares
“Purchased Shares”	BLDP Shares purchased pursuant to the Proposed Share Buy-back
“Rela”	Rela Aman Sdn. Bhd. [Registration No.: 199501037137 (366339-V)]
“Related Party(ies)”	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder of the Group. For the purpose of this definition, “Director”, “Major Shareholder” and their Persons Connected shall have the same meanings as defined herein
“Related Party Transaction”	A transaction entered into by BLDP or its subsidiaries which involves the interest, direct or indirect, of a Related Party
“RM”	Ringgit Malaysia
“RRPT”	A Related Party Transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of BLDP Group and which has been made or will be made by BLDP Group at least once in three (3) years in the ordinary course of business of BLDP Group
“Shares”	Ordinary shares in the capital of BLDP
“Shareholder Mandate”	Shareholder mandate pursuant to Paragraph 10.09 of the Listing Requirements
“Treasury Shares”	Purchased Shares which are or will be retained in treasury by BLDP and shall have the meaning given in Section 127(4)(b) of the Companies Act
“WAMP”	Weighted average market price

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

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act and used in this Circular shall have the meaning assigned to it under the Companies Act.

Any reference to a time of day shall be a reference to Malaysian time.

CONTENTS

PART A

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

	Page
1. INTRODUCTION	1
2. BACKGROUND INFORMATION OF PROVISIONS IN THE LISTING REQUIREMENTS	1-2
3. FEATURES OF THE PROPOSED SHAREHOLDER MANDATE	2-20
4. EFFECTS OF THE PROPOSED SHAREHOLDER MANDATE	20
5. RATIONALE AND BENEFIT OF THE PROPOSED SHAREHOLDER MANDATE ...	20
6. CONDITIONS OF THE PROPOSED SHAREHOLDER MANDATE	20
7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS	20-21
8. RECOMMENDATION BY DIRECTORS	22
9. ANNUAL GENERAL MEETING	22
10. ACTION TO BE TAKEN BY SHAREHOLDERS	22
11. FURTHER INFORMATION	22
APPENDIX A	23

CONTENTS

PART B

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

	Page
1. INTRODUCTION.....	25
2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.....	25-27
3. REASON AND RATIONALE FOR THE PROPOSED SHARE BUY-BACK	27
4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK	27
5. EFFECTS OF THE PROPOSED SHARE BUY-BACK	27-28
6. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	28-29
7. PUBLIC SHAREHOLDING SPREAD	30
8. IMPLICATIONS OF THE CODE	30
9. HISTORICAL SHARE PRICES	30
10. PURCHASES, REALES OR CANCELLATION MADE IN THE PRECEDING 12 MONTHS	30
11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM.....	30
12. APPROVAL REQUIRED.....	30
13. DIRECTORS' STATEMENT AND RECOMMENDATION.....	30
14. FURTHER INFORMATION.....	31
APPENDIX B.....	32

PART A

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

BLD PLANTATION BHD.
[Registration No.: 200101026441 (562199-A)]
(Incorporated in Malaysia)

Registered Office:

Level 6, Crown Towers
88, Jalan Pending
93450 Kuching, Sarawak

28 July 2022

Board of Directors:

Dato Henry Lau Lee Kong	- Executive Chairman
Haji Wan Abdillah bin Wan Hamid	- Executive Director
Datu Haji Sarudu Bin Haji Hoklai	- Independent Non-Executive Director
Datuk Haji Hamden bin Haji Ahmad	- Independent Non-Executive Director
Adeline Lau Kor See	- Non-Independent Non-Executive Director

TO: THE SHAREHOLDERS OF BLD PLANTATION BHD.

Dear Sir/Madam

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

1. INTRODUCTION

At the Company's AGM held on 29 December 2021, your Board obtained Shareholder Mandate for BLDP Group to enter into RRPT with the Mandated Related Parties. The existing Shareholder Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, which has been scheduled for 7 September 2022, unless it is renewed.

Subsequently, on 13 July 2022, the Company announced through Bursa Securities that the Board proposes to seek Shareholder Mandate from the shareholders for both the existing and new RRPT.

The purpose of this Circular is to provide shareholders with details, effects, rationale and other relevant information pertaining to this proposal and to seek shareholders' approval for the resolutions, which are to be tabled as ordinary resolutions at the forthcoming AGM scheduled to be held on 7 September 2022.

Shareholders of BLDP are advised to read and consider carefully the contents of this Circular before voting on the resolution pertaining to this proposal at the forthcoming AGM scheduled to be held on 7 September 2022.

2. BACKGROUND INFORMATION OF PROVISIONS IN THE LISTING REQUIREMENTS

Paragraph 10.09(2) of the Listing Requirements states that with regard to related party transactions which are recurrent, of a revenue or trading nature and which are necessary for day-to-day operations, the Company may seek a mandate from its shareholders, subject to the following:

- (a) 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;
- (b) the Shareholder Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

- (c) the Company's Circular to shareholders for the Shareholder Mandate includes the information as may be prescribed by Bursa Securities. The draft Circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain Shareholder Mandate, the relevant related party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements; and
- (e) the Company must immediately announce to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by ten percent (10%) or more and the Company must include the information as may be prescribed by Bursa Securities in its announcement.

3. FEATURES OF THE PROPOSED SHAREHOLDER MANDATE

(a) Principal activities of the Group

The principal activities of BLDP are that of investment holding and provision of management and security services.

BLD, BLDR, EBSB, GM, Kirana, Niamas and Rela are subsidiaries of BLDP, with the principal activities outlined below:

	Name of subsidiary	%	Principal activities
(i)	BLD	100	Oil palm plantation, palm oil milling and sales of related products
(ii)	Kirana	100	Palm oil refinery, kernel crushing plant and sales of related products
(iii)	GM - <i>subsidiary of BLD</i>	100	Oil palm plantation
(iv)	EBSB - <i>subsidiary of BLD</i>	100	General contractor
(v)	Rela - <i>subsidiary of BLD</i>	80	Letting of property
(vi)	BLDR - <i>subsidiary of BLD</i>	100	Dormant (intended for oil palm plantation)
(vii)	Niamas - <i>subsidiary of BLD</i>	69.99997	Oil palm plantation

(b) RRPT

In accordance to the Listing Requirements, BLDP needs to seek Shareholder Mandate on RRPT.

These RRPTs are all incurred in the Group's normal course of business and the names of the Mandated Related Parties, details of the RRPT, the names of the Directors, Major Shareholders and Persons Connected with them who are interested in the RRPT are outlined on pages 3 to 18 of this Circular.

The RRPTs are categorised into three (3) groups i.e. Category A, Category B and Category C, details as outlined on pages 3 to 17 of this Circular as they will be tabled as three (3) separate resolutions at the forthcoming AGM.

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
3.	Ultra Building Maintenance Sdn. Bhd.	<ul style="list-style-type: none"> Providing maintenance services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X X X X	√ √ √ √ √ √	15	1	15
4.	Kaduna Cleaning Services Sdn. Bhd.	<ul style="list-style-type: none"> Providing cleaning services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X X X X	√ √ √ √ √ √	120	46	120
5.	KTS Igan Bridge Sdn. Bhd.	<ul style="list-style-type: none"> Sale of sand and related charges to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	X X X X X X	√ √ √ √ √ √	12,000	3,442	12,000

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
6.	Syarikat Orosan Enterprise Sdn. Bhd.	<ul style="list-style-type: none"> Providing IT services to the Group Providing administrative, security, engineering and legal advisory services to the Group Providing environmental related services and consultancy services to the Group Providing AVLS monitoring and other related services to the Group Providing handling services to the Group Providing survey, training, coordinating and financing services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X √ √	√ √ √ √ √	1,500	418	1,000
7.	KTS Forest Management Sdn. Bhd.	<ul style="list-style-type: none"> Providing survey services to the Group Providing coordinating services and related charges to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹ Lau Kor Ping ¹¹	√ X X X X	√ √ √ √ √			
8.	Bright Wood Sdn. Bhd.	<ul style="list-style-type: none"> Sale of machineries and other consumable goods to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ Gerald Chang Lik Yang ¹⁷ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹ Lau Kor Ping ¹¹	√ X X X X √	√ √ √ √ √ X	2,000	249	1,000

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
9.	KTS Agriculture Development Sdn. Bhd.	<ul style="list-style-type: none"> Sales of oil palm fruits and oil palm related products to the Group Sale of oil palm related products from the Group Sale of seedling from the Group Rental of Lot No. 559, Block 0, Kabang Land District for constructing palm oil mill <p>Note The lease rental is for a period of three (3) years and does not involve lump sum payment.</p> <ul style="list-style-type: none"> Supply of utility from the Group Contract works 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Adeline Lau Kor See¹⁰</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	<ul style="list-style-type: none"> √ X X √ X √ 	<ul style="list-style-type: none"> √ √ √ √ √ X 	50,000	20,753	50,000
10.	Sarawak Construction (1963) Sdn. Bhd.	<ul style="list-style-type: none"> Providing civil, structural maintenance services and incidental charges to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹ Lau Kor Ee Amelia¹⁵</p>	<ul style="list-style-type: none"> √ √ X X X 	<ul style="list-style-type: none"> √ √ √ √ √ 			

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
11.	Talent Active Sdn. Bhd.	<ul style="list-style-type: none"> Providing handling services for recruitment of foreign workers Providing training services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ Adeline Lau Kor See ¹⁰ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	X X X √ X √	√ √ √ √ √ X	} 300	0	300
12.	Merak Murni Sdn. Bhd.	<ul style="list-style-type: none"> Rental of Lot No. 12, Block 20, Teraja Land District (formerly known as Lot No. 201, Block 0, Teraja Land District) for cultivation of oil palm <p>Note The lease rental is for a period of five (5) years and does not involve lump sum payment.</p>	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X X X	√ √ √ √ √			
13.	SBFM Industries Sdn. Bhd.	<ul style="list-style-type: none"> Sale of trading goods to the Group Sale of palm oil products from the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd. ⁹ Lau Kor Ping ¹¹	√ X X √ X	√ √ √ √ √	} 4,000	2,544	4,500
				X √	√ X			

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
14.	K.T.S. Sdn. Bhd.	<ul style="list-style-type: none"> Sale of timber products to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹ Lau Kor Ping ¹¹	√ X X √ X	√ √ √ √ √	50	0	50
15.	KTS Komputer Total System Sdn. Bhd.	<ul style="list-style-type: none"> Sale of equipments and spare parts to the Group Providing repair, maintenance and IT services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X √ X	√ √ √ √ √	50	0	50
16.	Power Brite Machines Sdn. Bhd.	<ul style="list-style-type: none"> Sale of vehicles/trucks/machineries, spare parts and providing related services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X √ X	√ √ √ √ √	1,000	43	1,000

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
17.	Kunciraya Sdn. Bhd.	<ul style="list-style-type: none"> Providing transportation and related services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X √ X X	√ √ √ √ √ √	25,000	8,289	25,000
18.	Kinetic Food Trading Sdn. Bhd.	<ul style="list-style-type: none"> Sale of palm oil products from the Group Sale of trading goods to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ Adeline Lau Kor See ¹⁰ <i>Interested Person Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd. ⁹ Lau Kor Ping ¹¹	√ X X √ X √ X √	√ √ √ √ √ X √ X	100	31	100
19.	Sebangun Quarry Sdn. Bhd.	<ul style="list-style-type: none"> Contract works Sale of stone to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X X X X	√ √ √ √ √ √	1,000	2,185	3,000
20.	Wawasan Sedar Sdn. Bhd.	<ul style="list-style-type: none"> Sale of CPO, PK and oil palm related products to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ Adeline Lau Kor See ¹⁰ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	X √ X √ X √ X	√ √ √ √ √ X √	240,000	136,912	240,000

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected#	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions^ (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
21.	Gayanis Sdn. Bhd.	<ul style="list-style-type: none"> Sale of CPO, PK and oil palm related products to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Adeline Lau Kor See¹⁰</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	X √ X √ X √	√ √ √ √ √ X	240,000	121,598	240,000
22.	Teleng Trading Sdn. Bhd.	<ul style="list-style-type: none"> Provision of contract works to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ X X √ √	√ √ √ √ √	90,000	9,409	50,000
23.	Multi Tower Sdn. Bhd.	<ul style="list-style-type: none"> Providing vehicle parking and related services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ √ X √ √	√ √ √ √ √	30	5	30
24.	K.T.S. Holdings Sdn. Bhd.	<ul style="list-style-type: none"> Rental of quarters at KTS Village, Unit 4B, Min Chu Garden, 93200 Kuching, Sarawak to the Group <p>Note The lease rental is for a period of one (1) year and does not involve lump sum payments.</p>	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ √ X √ √	√ √ √ √ √	0	1	50

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
25.	Tahora Plantation Sdn. Bhd.	<ul style="list-style-type: none"> Provision of contract works to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Adeline Lau Kor See¹⁰</p> <p><i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ X X X X √	√ √ √ √ √ X	90,000	3,140	90,000
26.	Tanjung Manis Bulkers Sdn. Bhd.	<ul style="list-style-type: none"> Rental of bulking storage tanks at Lot 642, Jalan Rajang Sekumang, Block 12, Buan Land District, 96150 Tanjung Manis, Mukah, Sarawak and providing ancillary services to the Group <p>Note The rental is for a period of less than three (3) years and does not involve lump sum payments.</p> <ul style="list-style-type: none"> Sale of spare parts from the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ X X X X	√ √ √ √ √	12,000	2,029	12,000
27.	Glory Arts Sdn. Bhd.	<ul style="list-style-type: none"> Sale of consumable goods, stationeries, other office supplies and sundry goods to the Group. 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Person Connected and Major Shareholders:</i> Commercial Agencies Sdn. Bhd.¹²</p>	√ √ √	X X X	200	8	200

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
28.	KSOE Infotech Sdn. Bhd.	<ul style="list-style-type: none"> Providing AVLS monitoring and other related services to the Group Providing IT services to the Group Providing administrative, security, engineering and legal advisory services to the Group Providing environmental related services and consultancy services to the Group Providing handling services to the Group Providing survey, training, coordinating and financing services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ X X X X X	√ √ √ √ √ √	} 1,000	206	1,000
29.	Gree Malaysia Sdn. Bhd.	<ul style="list-style-type: none"> Sale of air-conditioner to the Group Providing installation, maintenance services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Kevin Lau Kor Jie¹⁶</p>	√ X X √ X X √	√ √ √ √ √ √ X			
30.	KTS Timber Industries Sdn. Bhd.	<ul style="list-style-type: none"> Providing engineering, training, coordinating, administrative, consultancy services and related changes to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Lau Lee Huong¹³ John Lau Hui Siew¹⁴</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹</p>	√ √ X X √ √ √ X	√ √ √ √ √ X X	950	0	950

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
31.	GPP Agriculture Sdn. Bhd.	<ul style="list-style-type: none"> • Providing community development coordination and other related services to the Group • Providing environmental consultancy services to the Group • Providing biodiversity monitoring services to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd. ⁹	X X X X X X	√ √ √ √ √ √	} 900	} 26	} 900
32.	Vista Foodland Sdn. Bhd.	<ul style="list-style-type: none"> • Sales of oil palm fruits and oil palm related products to the Group • Sale of oil palm related products from the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ <i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ X X X X X	√ √ √ √ √ √	} 100	} 0	} 100

This part of the page has been intentionally left blank.

(ii) Category B

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
1.	Rimba Istimewa Sdn. Bhd.	<ul style="list-style-type: none"> Providing repair and maintenance services to the Group Contract work Sales of machinery, equipment and accessories to the Group Renting of land at Lot 3, Block 24, Sawai Land District to the Group <p>Note The lease rental is for a period of three (3) years and does not involve lump sum payment</p>	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Haji Wan Abdillah bin Wan Hamid⁶ Haji Wan Mohd. Shebli bin Wan Hamid⁵</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Syarikat Payang Sdn. Bhd.⁸</p>	<ul style="list-style-type: none"> √ √ X √ X √ X 	<ul style="list-style-type: none"> √ √ √ √ √ √ √ 	1,000	0	1,000
2.	Kai Ming Press Sdn. Bhd.	<ul style="list-style-type: none"> Providing printing services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Haji Wan Abdillah bin Wan Hamid⁶ Haji Wan Mohd. Shebli bin Wan Hamid⁵</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Syarikat Payang Sdn. Bhd.⁸</p>	<ul style="list-style-type: none"> √ √ X √ √ √ X 	<ul style="list-style-type: none"> √ √ √ √ √ √ √ 	500	56	500
3.	See Hua Daily News Sendirian Berhad	<ul style="list-style-type: none"> Providing printing services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Haji Wan Abdillah bin Wan Hamid⁶ Haji Wan Mohd. Shebli bin Wan Hamid⁵</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Syarikat Payang Sdn. Bhd.⁸</p>	<ul style="list-style-type: none"> √ √ X √ √ √ X 	<ul style="list-style-type: none"> √ √ √ √ √ √ √ 	10	0	10

(ii) Category B (cont'd)

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
4.	GT Plywood Industries Sdn. Bhd.	<ul style="list-style-type: none"> Providing maintenance and transport services to the Group Providing recruitment services to the Group Sale of machineries and consumable goods to the Group Renting of quarters at Lot 2389, Kemena Industrial Estate, Off Bintulu-Sibu Road, 97008 Bintulu, Sarawak to the Group <p>Note The lease rental is for a period of one (1) year and does not involve lump sum payment</p> <ul style="list-style-type: none"> Provision of utility to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Haji Wan Abdillah bin Wan Hamid⁶ Haji Wan Mohd. Shebli bin Wan Hamid⁵</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Syarikat Payang Sdn. Bhd.⁸</p>	<ul style="list-style-type: none"> √ X X √ X X √ X X 	<ul style="list-style-type: none"> √ √ √ √ √ √ √ √ √ 	2,000	1,343	2,500
5.	See Hua Marketing Sdn. Bhd.	<ul style="list-style-type: none"> Rental of Ground and 1st Floor, Wisma Rela Aman, Lot 1301, Block 9, MCLD, Miri Waterfront, 98008 Miri from the Group for office purposes <p>Note The lease rental is for a period of three (3) years and does not involve lump sum Payments</p> <ul style="list-style-type: none"> Providing periodicals and advertising services to the Group 	<p><i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong¹ Lau Swee Nguong @ Lau Sui Guang⁴ Robert Lau Hui Yew⁷ Temenggong Dato Lau Lee Ming² Lau Lee Kiong³ Haji Wan Abdillah bin Wan Hamid⁶ Haji Wan Mohd. Shebli bin Wan Hamid⁵</p> <p><i>Interested Persons Connected and Major Shareholders:</i> K.T.S. Holdings Sdn. Bhd.⁹ Syarikat Payang Sdn. Bhd.⁸</p>	<ul style="list-style-type: none"> X X X X X X X X X 	<ul style="list-style-type: none"> √ √ √ √ √ √ √ √ √ 	500	19	500

This part of the page has been intentionally left blank.

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
6.	Syarikat Sebangun Sdn. Bhd.	<ul style="list-style-type: none"> Sale of sand and fuel to the Group 	<i>Interested Directors and Major Shareholders:</i> Dato Henry Lau Lee Kong ¹ Lau Swee Nguong @ Lau Sui Guang ⁴ Robert Lau Hui Yew ⁷ Temenggong Dato Lau Lee Ming ² Lau Lee Kiong ³ Haji Wan Mohd. Shebli bin Wan Hamid ⁵ <i>Interested Person Connected and Major Shareholder:</i> K.T.S. Holdings Sdn. Bhd. ⁹	√ √ X X X √ X	√ √ √ √ √ X √	7,000	1,650	7,000

This part of the page has been intentionally left blank.

(iii) Category C

No.	Name of Mandated Related Parties	Nature of Transactions	Names of Interested Directors/Interested Major Shareholders of BLDP Group and Interested Persons Connected [#]	Manner of relationship with the Mandated Related Parties		Existing Shareholder Mandate		Estimated Value of Transactions [^] (RM'000)
				Director	Shareholder	Estimated Value as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 (RM'000)	Actual Value Transacted* (RM'000)	
1.	Vista Securco Sdn. Bhd.	<ul style="list-style-type: none"> Providing security services to the Group 	<i>Interested Directors and Major Shareholders:</i> Haji Wan Abdillah bin Wan Hamid ⁶ Haji Wan Mohd. Shebli bin Wan Hamid ⁵	√ √	√ √	50	0	50
2.	Syarikat Payang Sdn. Bhd.	<ul style="list-style-type: none"> Rental of Manager Mess Block at Lot 3384, Block 32 Kemena Land District, Bintulu, Sarawak and supply of utility and security services to the Group <p>Note The lease rental is for a period of three (3) years and does not involve lump sum Payment</p>	<i>Interested Directors and Major Shareholders:</i> Haji Wan Abdillah bin Wan Hamid ⁶ Haji Wan Mohd. Shebli bin Wan Hamid ⁵	√ √	√ √	100	34	100

For notes no. 1 to 17, please refer to section 3(e) of this Circular.

* Actual value transacted from 29 December 2021 to 29 June 2022, being the latest practicable date before printing of this Circular.

[^] Estimated value of transactions from 7 September 2022 to the date of next AGM. It is subject to change.

This part of the page has been intentionally left blank

3. (c) **Deviation between the actual value of the RRPTs transacted pursuant to the existing Shareholder Mandate and the estimated value of the RRPTs as disclosed in the preceding year's Circular to Shareholders dated 1 December 2021 ('Previous Circular')**

The actual value of the RRPTs transacted pursuant to the existing Shareholder Mandate obtained on 29 December 2021 to 29 June 2022 (being the latest practicable date prior to printing of this Circular) does not exceed the estimated value of the respective RRPTs as disclosed in the Previous Circular, by ten percent (10%) or more.

(d) **Amount due and owing by related parties pursuant to RRPT**

There is no outstanding amount due under the RRPT which exceeded the credit term as at the end of the financial year ended 31 March 2022.

(e) **The Related Parties**

Name	Relationship in the Group
1. Dato Henry Lau Lee Kong	Director of BLDP, BLD, EBSB, GM, Niamas, BLDR, Kirana and Rela Interested Major Shareholder of BLDP Brother to Temenggong Dato Lau Lee Ming ² , Lau Lee Kiong ³ and Lau Lee Huong ¹³
2. Temenggong Dato Lau Lee Ming	Director of BLD, GM and Kirana Interested Major Shareholder of BLDP Brother to Dato Henry Lau Lee Kong ¹ , Lau Lee Kiong ³ and Lau Lee Huong ¹³
3. Lau Lee Kiong	Director of BLD Interested Major Shareholder of BLDP Brother to Dato Henry Lau Lee Kong ¹ , Temenggong Dato Lau Lee Ming ² and Lau Lee Huong ¹³
4. Lau Swee Nguong @ Lau Sui Guang	Director of BLD Interested Major Shareholder of BLDP Father to Robert Lau Hui Yew ⁷ and John Lau Hui Siew ¹⁴
5. Haji Wan Mohd. Shebli bin Wan Hamid	Director of BLD Interested Major Shareholder of BLDP Brother to Haji Wan Abdillah bin Wan Hamid ⁶
6. Haji Wan Abdillah bin Wan Hamid	Director of BLDP, BLD, BLDR, EBSB, Kirana, GM, Niamas and Rela Interested Major Shareholder of BLDP Brother to Haji Wan Mohd. Shebli bin Wan Hamid ⁵
7. Robert Lau Hui Yew	Interested Major Shareholder of BLDP Son to Lau Swee Nguong @ Lau Sui Guang ⁴ Brother to John Lau Hui Siew ¹⁴
8. Syarikat Payang Sdn. Bhd.	Interested Major Shareholder of BLDP
9. K.T.S. Holdings Sdn. Bhd.	Interested Major Shareholder of BLDP
10. Adeline Lau Kor See	Director of BLDP, GM, Niamas and Kirana Daughter to Dato Henry Lau Lee Kong ¹
11. Lau Kor Ping	Daughter to Temenggong Dato Lau Lee Ming ²
12. Commercial Agencies Sdn. Bhd	Person connected with Dato Henry Lau Lee Kong ¹ , Temenggong Dato Lau Lee Ming ² and Lau Lee Kiong ³
13. Lau Lee Huong	Sister to Dato Henry Lau Lee Kong ¹ , Temenggong Dato Lau Lee Ming ² and Lau Lee Kiong ³
14. John Lau Hui Siew	Son to Lau Swee Nguong @ Lau Sui Guang ⁴ Brother to Robert Lau Hui Yew ⁷
15. Lau Kor Ee Amelia	Daughter to Dato Henry Lau Lee Kong ¹
16. Kevin Lau Kor Jie	Son to Temenggong Dato Lau Lee Ming ²
17. Gerald Chang Lik Yang	Son-in-law to Dato Henry Lau Lee Kong ¹ Spouse to Lau Kor Ee Amelia ¹⁵ Director of BLD and Niamas

Note:

The Lau surnames i.e. Dato Henry Lau Lee Kong and Lau Swee Nguong @ Lau Sui Guang have no relationship with each other under definition of Section 197 of the Companies Act.

(f) Review methods or procedures for RRPT

The Board has in place an internal control system, which includes review methods or procedures to ensure that transactions with Mandated Related Parties are undertaken on normal commercial terms not prejudicial to the interests of the minority shareholders. These procedures are in place to ensure that each major Mandated Related Party transaction is approved and reviewed by the Directors or authorised personnel, based on the prices and terms not more favourable to the Mandated Related Parties than those generally available to the public, on arms length basis and are not detrimental to the interest of the minority shareholders, giving due consideration to all circumstances of each transaction.

These procedures include the following:

- (i) Surveys will be undertaken to gather information to compare the prices, fees or charges quoted by third parties and Mandated Related Parties for the purpose of determining the competitive market price, fee or charges of materials, goods and services. It is a policy of the Group to purchase materials, goods or services from related parties when the prices, fees or charges are competitive with prices, fees or charges obtained from third parties. Other factors such as availability of raw material or resources, reliability of supply, delivery, services and quality of material or goods will also be taken into consideration for evaluation purposes.
- (ii) Market prices will be used to determine the transaction price for sales to Mandated Related Parties.
- (iii) Market value will be used to determine the rental sum in respect of renting of premises.
- (iv) On a periodic basis, the methods and procedures pertaining to Mandated Related Party transactions will be reviewed by management of the Group and the Audit Committee to ensure that the prices and terms of the transactions are not more favourable to the Mandated Related Parties than those generally available to the public, and are not detrimental to the interest of the minority shareholders.
- (v) The annual internal audit plan shall incorporate a review of all related party transactions to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to. Should any discrepancies arise relating to the methods and procedures, proper steps would be taken to rectify them accordingly.
- (vi) The Audit Committee shall, amongst others, review these internal audit plan and reports on RRPT and any conflict of interests situation that may arise within the Group, including any transaction, procedure or course of conduct that raises questions of management integrity.
- (vii) At least two (2) other contemporaneous transactions and/or quotations from unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the prices and terms offered to/by the Mandated Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price shall be determined basing on the normal margin for similar or comparable products to ensure that the RRPT is not detrimental to the Group.

(g) Threshold of Authority

There are no specific thresholds for approval of RRPTs within the BLDP Group. However, all RRPTs are subject to the approval of the appropriate levels of authority as determined by the senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Companies Act, where necessary. Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and decision making.

(h) Statement by Audit Committee

The Audit Committee of BLDP comprises the following members:

Name of Members	Designation
(i) Datu Haji Sarudu bin Haji Hoklai	Chairman (Independent Non-Executive Director)
(ii) Datuk Haji Hamden bin Haji Ahmad	Member (Independent Non-Executive Director)
(iii) Adeline Lau Kor See	Member (Non-Independent Non-Executive Director)

The Audit Committee of BLDP has seen and reviewed the methods and/or procedures stated in Section 3(f) on page 19 of this Circular and is of the view that the existing procedures, processes and guidelines are adequate and sufficient to monitor, track and identify RRPT in a timely and orderly manner. The Audit Committee also viewed that the method and/or procedures as stated in Section 3(f) on page 19 of this Circular are sufficient to ensure that the RRPT 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 BLDP.

The Audit Committee will review these processes, procedures and guidelines annually or as and when needs arise to ensure all RRPT will be carried out on normal commercial terms which are not prejudicial to the interests of shareholders and on terms not more favourable to the related party than those generally available to the public and are not detrimental to the interest of the minority shareholders of BLDP.

4. EFFECTS OF THE PROPOSED SHAREHOLDER MANDATE

The Proposed Shareholder Mandate will not have any effect on the Net Assets per share, earnings per share, gearing of the Group, and share capital and substantial shareholders' shareholdings of BLDP.

5. RATIONALE AND BENEFIT OF THE PROPOSED SHAREHOLDER MANDATE

The rationale for the Group to enter into RRPT is to take advantage of efficiencies in business dealings, in particular competitive prices, shorter delivery time and reliability in source of materials, goods and services. These Mandated Related Parties have long-standing business relationships with BLDP Group and the quality of the materials, goods, products and services have proven to meet the stringent requirements imposed by the Group.

The benefits derived from RRPT pertaining to rental of premises would be the attractive location and reasonable rates of rental charged by the Mandated Related Parties, which are not more unfavourable than the market rates.

These would ultimately benefit the Group and the shareholders by enhancing profitability and returns on shareholders' funds.

6. CONDITIONS OF THE PROPOSED SHAREHOLDER MANDATE

The Proposed Shareholder Mandate is conditional upon approval being obtained from the shareholders of BLDP at the forthcoming AGM.

The Proposed Shareholder Mandate will take effect immediately upon passing of the ordinary resolutions in relation thereto at the forthcoming AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of BLDP at which the Proposed Shareholder Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (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 Companies Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act]; or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

A disclosure of a breakdown of the aggregate value of the RRPT conducted pursuant to the Proposed Shareholder Mandate during the financial year shall be made in the annual report where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1)(a) of the Listing Requirements, amongst others, based on the following information:

- the type of the RRPT made; and
- the names of the related parties involved in each type of the RRPT made and their relationship with BLDP.

7. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS

The Directors and Major Shareholders named below, are interested in the Proposed Shareholder Mandate as they are also directors and/or shareholders of the Mandated Related Parties as identified in Section 3(b) of this Circular.

These interested Directors, namely Dato Henry Lau Lee Kong, Haji Wan Abdillah bin Wan Hamid and Adeline Lau Kor See have abstained, and will continue to abstain from all Board deliberations and voting in the Board resolutions pertaining to the Proposed Shareholder Mandate.

These interested Directors, interested Directors of subsidiaries, namely Temenggong Dato Lau Lee Ming, Lau Lee Kiong, Lau Swee Nguong @ Lau Sui Guang, Haji Wan Mohd. Shebli bin Wan Hamid and Adeline Lau Kor See together with the interested Major Shareholders, as named below, and Persons Connected with them will also abstain from voting on the resolutions, in respect of their direct and/or indirect shareholdings, deliberating and approving the Proposed Shareholder Mandate at the AGM. In addition, they have undertaken to ensure that their Persons Connected will also abstain from voting, in respect of their direct and/or indirect shareholdings, on the resolutions deliberating and approving the Proposed Shareholder Mandate at the AGM.

Based on the Record of Depositors as at 12 July 2022, the direct and indirect interests of these interested Directors, interested Directors of subsidiaries, interested Major Shareholders and Persons Connected with them in the Company are outlined below:

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<i>Interested Directors and/or Interested Major Shareholders of BLDP:</i>				
Dato Henry Lau Lee Kong	-	-	37,269,576 ^(a)	39.86
Haji Wan Abdillah bin Wan Hamid	104,821	0.11	16,398,807 ^(b)	17.54
Robert Lau Hui Yew	100,000	0.11	34,108,634 ^(c)	36.48
Temenggong Dato Lau Lee Ming	10,000	0.01	35,923,529 ^(d)	38.42
Lau Lee Kiong	-	-	35,933,529 ^(e)	38.43
Adeline Lau Kor See	-	-	1,346,047 ^(h)	1.44
<i>Interested Directors of subsidiaries and Interested Major Shareholders of BLDP:</i>				
Lau Swee Nguong @ Lau Sui Guang	100,000	0.11	34,108,634 ^(f)	36.48
Haji Wan Mohd. Shebli bin Wan Hamid	-	-	16,398,807 ^(b)	17.54
<i>Interested Persons Connected and Major Shareholders of BLDP:</i>				
K.T.S. Holdings Sdn. Bhd.	10,496	0.01	33,412,330 ^(g)	35.74
Syarikat Payang Sdn. Bhd.	15,137,470	16.19	-	-
Commercial Agencies Sdn. Bhd.	2,500,703	2.67	-	-
<i>Person Connected and Major Shareholder of BLDP:</i>				
BLD Holdings Sdn. Bhd.	33,412,330	35.74	-	-
<i>Person Connected with Interested Directors and/or Interested Major Shareholders of BLDP:</i>				
Lau Kor Ping	-	-	-	-
Lau Lee Huong	-	-	-	-
John Lau Hui Siew	-	-	-	-
Lau Kor Ee Amelia	-	-	-	-
Kevin Lau Kor Jie	-	-	-	-
Gerald Chang Lik Yang	-	-	-	-

(a) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd., Commercial Agencies Sdn. Bhd. and Teras Intergrasi Sdn. Bhd.

(b) Deemed interested by virtue of their family's interests in Syarikat Payang Sdn. Bhd. and Hamimas Enterprise Sdn. Bhd.

(c) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Vasty Development Sdn. Bhd., and the interest of Lau Swee Nguong @ Lau Sui Guang in the Company.

(d) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Commercial Agencies Sdn. Bhd.

(e) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Commercial Agencies Sdn. Bhd., and the interests of Temenggong Dato Lau Lee Ming in the Company.

(f) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Vasty Development Sdn. Bhd., and the interest of Robert Lau Hui Yew in the Company.

(g) Deemed interested by virtue of its shareholding in BLD Holdings Sdn. Bhd.

(h) Deemed interested by virtue of her family's interests in Teras Intergrasi Sdn. Bhd.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Person Connected with them have any interest, direct or indirect, in the Proposed Shareholder Mandate.

8. RECOMMENDATION BY DIRECTORS

The Board, saved for Dato Henry Lau Lee Kong, Haji Wan Abdillah bin Wan Hamid and Adeline Lau Kor See being the interested Directors in the Proposed Shareholder Mandate, having considered all aspects of the Proposed Shareholder Mandate, is of the opinion that the Proposed Shareholder Mandate is in the best interest of the Company and recommend that shareholders vote in favour of the ordinary resolutions at the forthcoming AGM.

9. ANNUAL GENERAL MEETING

The AGM will be held at KTS Garden, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak on Wednesday, 7 September 2022 at 11.00 a.m. and any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice of AGM.

10. ACTION TO BE TAKEN BY SHAREHOLDERS

If a shareholder is unable to attend the AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of BLDP at Level 6, Crown Towers, 88, Jalan Pending, 93450 Kuching, Sarawak not later than 11.00 a.m. on Monday, 5 September 2022. The completion and return of the form of proxy by a shareholder will not preclude him from attending and voting at the AGM in person, if he so wishes.

11. FURTHER INFORMATION

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

Yours faithfully

FOR AND ON BEHALF OF THE BOARD

DATU HAJI SARUDU BIN HAJI HOKLAI

Independent Non-Executive Director

FURTHER INFORMATION

1. Responsibility Statement

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

2. Material Contracts

There was no material contract (not being contract entered into in the ordinary course of business) that have been entered into by BLDP Group during the two (2) years immediately preceding the date of this Circular.

3. Material Litigation

Neither the Company nor its subsidiaries are engaged in any litigations, claims or arbitration, either as plaintiff or defendant which has a material effect on the financial position of the Company or its subsidiaries, and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceeding which might materially and adversely affect the position or business of the Company or its subsidiaries.

4. Documents for Inspection

Copies of the following documents are available for inspection at the registered office of the Company at Level 6, Crown Towers, 88, Jalan Pending, 93450 Kuching, Sarawak following the publication of this Circular from Mondays to Fridays (except public holidays) during business hours up to and including the date of the AGM:

- (i) the Company's Constitution of BLDP; and
- (ii) the Audited Financial Statements of BLDP and Group for the two (2) financial years ended 31 March 2021 and 31 March 2022 and the unaudited consolidated financial statements for the 1st quarter ended 30 June 2022.

PART B

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS
OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF
THE COMPANY**

BLD PLANTATION BHD.
[Registration No.: 200101026441 (562199-A)]
(Incorporated in Malaysia)

Registered Office:

Level 6, Crown Towers
88, Jalan Pending
93450 Kuching, Sarawak

28 July 2022

Board of Directors:

Dato Henry Lau Lee Kong	- Executive Chairman
Haji Wan Abdillah bin Wan Hamid	- Executive Director
Datu Haji Sarudu Bin Haji Hoklai	- Independent Non-Executive Director
Datuk Haji Hamden bin Haji Ahmad	- Independent Non-Executive Director
Adeline Lau Kor See	- Non-Independent Non-Executive Director

TO: THE SHAREHOLDERS OF BLD PLANTATION BHD.

Dear Sir/Madam

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

1. INTRODUCTION

At the Company's AGM held on 29 December 2021, your Board had obtained its shareholders' approval for authority to purchase up to 10% of the total number of its issued Shares. The existing mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, unless the mandate is renewed by the shareholders at the forthcoming AGM.

On 25 July 2022, the Board had announced that BLD Plantation Bhd. ("BLDP") intends to seek shareholders' approval for the proposed renewal of authority for BLDP to purchase up to 10% of the total number of its issued Shares.

The purpose of this Statement is to provide shareholders with the relevant information on the Proposed Renewal of Share Buy-back Authority and sets out the Board's recommendation thereon. BLDP will be seeking shareholders' approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-back Authority to be tabled at the AGM to be convened at KTS Garden, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak on Wednesday, 7 September 2022 at 11.00 a.m.

Shareholders are advised to read and consider the contents of this statement carefully before voting on the resolution pertaining to the Proposed Renewal of Share Buy-back Authority at the AGM.

2. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is proposing to seek the approval of its shareholders for the renewal of the authority for BLDP to purchase up to 10% of the total number of the issued Shares for the time being quoted on Bursa Securities through stockbroker(s) appointed by BLDP, subject to Section 127 of the Companies Act, paragraph 12 of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

Under the Proposed Renewal of Share Buy-back Authority, the maximum number of shares which may be purchased by the Company will be ten per centum (10%) of the issued and paid-up ordinary share capital of the Company of 9,350,000 shares, subject always to the maximum amounts of funds which will be backed by an equivalent amount of retained earnings.

The details of the Proposed Renewal of Share Buy-back Authority are as follows:

2.1 Funding

Pursuant to the Companies Act, the Directors shall ensure that the Proposed Share Buyback shall be made wholly out of retained earnings only. The funding of the Proposed Share Buy-back will be from internally generated funds and/or external borrowings. As of 31 March 2022, the audited retained earnings of the Company was approximately RM23,486,000.00.

2.2 Purchase Price

Pursuant to paragraph 12.17 of the Listing Requirements, BLDP may only purchase the Shares on Bursa Securities at a price which is not more than 15% above the 5-Market Day WAMP of the Shares immediately before the date of any purchase(s).

2.3 Treatment of Purchased Shares

In accordance with Section 127 of the Companies Act, the Company would be able to deal with any BLDP Shares so purchased by the Company in the following manner:

- (i) to cancel the Purchased Shares; or
- (ii) to retain the Purchased Shares as Treasury Shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; or
- (iii) to retain part of the Purchased Shares as Treasury Shares and cancel the remainder; or
- (iv) to deal in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

The decision whether to retain the Purchased Shares as Treasury Shares, or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time.

If such Purchased Shares were held as Treasury Shares, the rights attaching to them in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares would not be taken into account in calculating the number or percentage of Shares or a class of Shares in the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at shareholders meetings.

An immediate announcement will be made to Bursa Securities in relation to the intention of the Directors to either resell the Purchased Shares or cancel them.

2.4 Resale Price

Pursuant to paragraph 12.18 of the Listing Requirements, BLDP may only resell Treasury Shares on Bursa Securities at:

- (i) a price which is not less than the WAMP of BLDP Shares for the five (5) Market Days immediately before the resale; or
- (ii) at a discounted price of not more than five per centum (5%) to the WAMP of BLDP Shares for the five (5) Market Days immediately before the resale provided that:
 - i. the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - ii. the resale price is not less than the cost of purchase of the Shares being resold.

2.5 Effective period

The Proposed Renewal of Share Buy-back Authority, if approved by the shareholders of BLDP at the forthcoming AGM, will be effective immediately from the passing of the ordinary resolution for the Proposed Share Buyback and shall continue to be in force until:

- (i) the conclusion of the annual general meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either conditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by shareholders in a general meeting, whichever occurs first.

3. REASON AND RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Share Buyback will allow the Company to utilise its surplus financial resources to purchase its own shares on the Bursa Securities as a preventive measure against speculation particularly when its Shares are undervalued and in turn reduce the effect of volatile fluctuation of the prices of BLDP Shares in the stock market. It also enables the Company to attain its desired capital structure.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Share Buy-back will enable the Company to utilise its financial resources to purchase its own shares at prices which the Board views as favourable. This may enhance the return on equity and is expected to improve shareholder value by the increase in the Company's EPS in the event of the cancellation of the Purchased Shares. It is also expected to have a positive effect on the market price of the Company's shares.

If the Shares so purchased are kept as Treasury Shares, BLDP may stand to realise a potential gain when the Purchased Shares are subsequently resold on Bursa Securities at prices higher than the purchase prices.

Nonetheless, the Share Buyback will reduce the financial resources of BLDP and may result in BLDP foregoing any good investment opportunities which may emerge in future, and also decrease in distribution of dividend.

The Proposed Share Buy-back is not expected to have any potential material disadvantages to the Company and its shareholders as it will be implemented only after in depth consideration of the financial resources of BLDP which need to be balanced against investment opportunities and other proposals that can enhance the value to its shareholders.

The Board will be mindful of the interests of BLDP and its shareholders in exercising any decision to carry out the Proposed Share Buy-back.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

On the assumption that the Proposed Share Buy-back is carried out in full, the effects on the total number of issued shares, Net Tangible Assets, working capital, cash flow and earnings of BLDP are as set out below:-

5.1 Share Capital

The Share Buy-back will result in the issued and paid-up ordinary share capital of BLDP as at the LPD to be reduced by 9,350,000 ordinary shares from 93,500,000 to 84,150,000 ordinary shares, assuming that ten per centum (10%) of the Company's existing number of Shares so purchased are fully cancelled.

	No. of shares
Existing issued and paid up ordinary share capital as at the LPD	93,500,000
No. of shares to be cancelled pursuant to the Share Buyback	9,350,000
Upon completion of the Share Buyback	<u>84,150,000</u>

5.2 Net Tangible Assets (“NTA”), Working Capital and Cash Flow

The Proposed Share Buy-back is likely to reduce the NTA per share of the Company and the Group if the purchase price exceeds the NTA per share of the Group at the time of purchase and will reduce the working capital and cash flow of the Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase prices of the Shares.

For shares so purchased which are kept as Treasury Shares, upon its resale at a higher selling price than initial purchase price, the NTA of the Group and the working capital of the Company will increase assuming that a gain has been realised. Similarly, the quantum of the increase in NTA will depend on the actual selling price of the Treasury Shares and the number of Treasury Shares resold. The cash flow of the Company and the Group will be reduced and the extent of the cash flow reduction will depend on the number of Shares purchased and the purchase prices of the Shares.

5.3 Earnings

The extent of the effects of the Proposed Share Buy-back on the EPS of the Group will depend on the purchase prices of the Shares purchased and the effective cost of funding and/or interest income forgone in connection with funding the Shares purchased.

In the event that the Shares purchased are being retained as Treasury Shares and subsequently resold on the open market, the EPS of the Group may also increase if the Company realises a gain from the resale, and vice versa. The effects on the earnings of the Group will depend on the actual selling price, the number of Treasury Shares resold and the effective gain or loss arising from the resale.

5.4 Dividends

The Proposed Share Buyback is not expected to have a material impact on the recommendation of the Board for future dividends, if any, to Shareholders. If the Shares so purchased are retained as Treasury Shares, the Board will have the option of distributing the Treasury Shares as share dividends to Shareholders. The dividend to be declared or recommended, if any, in respect of the financial year will be determined by the Board after taking into consideration the financial performance, cash flow position and financing requirements of the Group.

6. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Assuming that Shares purchased pursuant to the Proposed Share Buyback are from the open market, the Proposed Share Buy-back is carried out in full and the Shares bought back are cancelled, the proforma effects of the Proposed Share Buy-back on the shareholdings of the directors and substantial shareholders as at the LPD will be as follows:-

This part of the page has been intentionally left blank

Name	As at the LPD				After the Proposed Share Buyback			
	Direct Interest		Indirect Interest		Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors</u>								
Dato Henry Lau Lee Kong	-	-	37,269,576 ^(a)	39.86	-	-	37,269,576 ^(a)	44.29
Haji Wan Abdillah bin Wan Hamid	104,821	0.11	16,398,807 ^(b)	17.54	104,821	0.12	16,398,807 ^(b)	19.49
Datu Haji Sarudu bin Haji Hoklai	-	-	-	-	-	-	-	-
Datuk Haji Hamden bin Haji Ahmad	-	-	-	-	-	-	-	-
Adeline Lau Kor See	-	-	1,346,047 ^(c)	1.44	-	-	1,346,047 ^(c)	1.60
<u>Substantial Shareholders</u>								
BLD Holdings Sdn. Bhd.	33,412,330	35.74	-	-	33,412,330	39.71	-	-
Syarikat Payang Sdn. Bhd.	15,137,470	16.19	-	-	15,137,470	17.99	-	-
K.T.S. Holdings Sdn. Bhd.	10,496	0.01	33,412,330 ^(d)	35.74	10,496	0.01	33,412,330 ^(d)	39.71
Syarikat Maslahat Sdn. Bhd.	-	-	15,137,470 ^(e)	16.19	-	-	15,137,470 ^(e)	17.99
Dato Henry Lau Lee Kong	-	-	37,269,576 ^(a)	39.86	-	-	37,269,576 ^(a)	44.29
Haji Wan Abdillah bin Wan Hamid	104,821	0.11	16,398,807 ^(b)	17.54	104,821	0.12	16,398,807 ^(b)	19.49
Robert Lau Hui Yew	100,000	0.11	34,108,634 ^(f)	36.48	100,000	0.12	34,108,634 ^(f)	40.53
Lau Swee Nguong @ Lau Sui Guang	100,000	0.11	34,108,634 ^(g)	36.48	100,000	0.12	34,108,634 ^(g)	40.53
Haji Wan Mohd. Shebli bin Wan Hamid	-	-	16,398,807 ^(b)	17.54	-	-	16,398,807 ^(b)	19.49
Temenggong Dato Lau Lee Ming	10,000	0.01	35,923,529 ^(h)	38.42	10,000	0.01	35,923,529 ^(h)	42.69
Lau Lee Kiong	-	-	35,933,529 ⁽ⁱ⁾	38.43	-	-	35,933,529 ⁽ⁱ⁾	42.70
Law Kiu Kiong	3,182,800	3.40	2,578,203 ^(j)	2.76	3,182,800	3.78	2,578,203 ^(j)	3.06

(a) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd., Commercial Agencies Sdn. Bhd. and Teras Intergrasi Sdn. Bhd.

(b) Deemed interested by virtue of their family's interests in Syarikat Payang Sdn. Bhd. and Hamimas Enterprise Sdn. Bhd.

(c) Deemed interested by virtue of her family's interests in Teras Intergrasi Sdn. Bhd.

(d) Deemed interested by virtue of its shareholding in BLD Holdings Sdn. Bhd.

(e) Deemed interested by virtue of its shareholding in Syarikat Payang Sdn. Bhd.

(f) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Vasty Development Sdn. Bhd., and the interest of Lau Swee Nguong @ Lau Sui Guang in the Company.

(g) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Vasty Development Sdn. Bhd., and the interest of Robert Lau Hui Yew in the Company.

(h) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Commercial Agencies Sdn. Bhd.

(i) Deemed interested by virtue of his family's interests in BLD Holdings Sdn. Bhd., K.T.S. Holdings Sdn. Bhd. and Commercial Agencies Sdn. Bhd., and the interests of Temenggong Dato Lau Lee Ming in the Company.

(j) Deemed interested by virtue of his interests in Law Kiong Holdings Sdn. Bhd.

7. PUBLIC SHAREHOLDING SPREAD

As at the LPD, the public shareholding spread of the Company was 35.42%. The Directors will ensure that the Company complies with the public shareholding spread requirement of at least 25% is maintained.

8. IMPLICATIONS OF THE CODE

Based on the Company's Register of Substantial Shareholders as at the LPD, it is unlikely that the provisions on mandatory takeovers under the Code on Take-Overs and Mergers 2010 (as may be amended from time to time and any re-enactment thereof) will be triggered by any shareholder of BLDP solely by reason of the Proposed Share Buy-back being carried out in full.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest traded process of the Shares on Bursa Securities for the past 12 months from July 2021 to June 2022 are as follows:

	High RM	Low RM
2021		
July	9.48	9.00
August	9.30	9.30
September	9.28	8.99
October	9.15	8.88
November	9.25	9.23
December	9.25	8.61
2022		
January	9.10	9.00
February	9.35	9.01
March	9.75	9.00
April	10.00	8.98
May	9.55	9.52
June	9.55	8.23

Last transacted market price of the Shares as at the LPD was RM9.01.

10. PURCHASES, REALES OR CANCELLATION MADE IN THE PRECEDING 12 MONTHS

BLDP does not hold any Treasury Shares and has not made any purchase of its own Shares, resale or cancellation of Treasury Shares in the preceding 12 months.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company resulted from the Proposed Share Buy-back, none of the Directors and/or major shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Share Buy-back, and subsequently the resale of treasury shares in the future, if any.

12. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-back Authority is subject to your approval at BLDP's forthcoming AGM.

13. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered the rationale for the Proposed Share Buy-back, the Board wish to advise that the Proposed Renewal of Share Buy-back Authority is in the best interest of the Company and accordingly, recommends that you vote in favour of the ordinary resolution for Proposed Renewal of Share Buy-back Authority to be tabled at the forthcoming AGM of the Company.

14. FURTHER INFORMATION

You are advised to refer to the attached **Appendix B** for further information.

Yours faithfully
FOR AND ON BEHALF OF THE BOARD

DATO HENRY LAU LEE KONG
Executive Chairman

This part of the page has been intentionally left blank

FURTHER INFORMATION

1. Responsibility Statement

This Statement/ Circular has been seen and approved by the Directors of BLDP and they collectively and individually accept full responsibility for the accuracy of the information given 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 information, data or statement herein misleading.

2. Documents for inspection

Copies of the following are available for inspection at the registered office of the Company at Level 6, Crown Towers, 88, Jalan Pending, 93450 Kuching, Sarawak following the publication of this Circular from Mondays to Fridays (except public holidays) during business hours up to and including the date of the AGM:

- (i) the Company's Constitution; and
- (ii) the Audited Financial Statements of BLDP and Group for the two (2) financial years ended 31 March 2021 and 31 March 2022 and the latest unaudited consolidated financial statements for the 1st quarter ended 30 June 2022.