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OLYMPIA INDUSTRIES BERHAD

[198001009242 (63026-U)]

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

The above Proposal will be tabled as Special Business at the 45th Annual General Meeting (“45th AGM”) to be held at Ballroom 1 & 2, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on Tuesday, 9 June 2026 at 10:30 a.m. This Circular together with Annual Report 2025, Notice of the 45th AGM, Form of Proxy and Administrative Guide for the 45th AGM are available on the Company’s website at www.oib.com.my.

The Form of Proxy should be lodged with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less 48 hours before the time fixed for holding the 45th AGM or at any adjournment thereof. You may also submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. The lodging of Form of Proxy will not preclude you from attending and voting at the 45th AGM should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy : Sunday, 7 June 2026 at 10.30 a.m.
Date and time of the 45th AGM : Tuesday, 9 June 2026 at 10.30 a.m.

This Circular is dated 30 April 2026

DEFINITIONS

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

- | | | |
|---------------------------------|---|---|
| “Act” | - | Companies Act, 2016, as amended from time to time and any re-enactment thereof |
| “AGM” | - | Annual General Meeting |
| “Board” or “Board of Directors” | - | Board of Directors of Olympia |
| “Bursa Securities” | - | Bursa Malaysia Securities Berhad [200301033577 (635998-W)] |
| “CMSA” | - | Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof |
| “Director” | - | Shall have the meaning given in section 2(1) of the CMSA and 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 Chief Executive Officer of Olympia (or any other company which is its subsidiary or holding company) |
| “DESB” | - | Duta Equities Sdn Bhd [198901006763 (184066-T)] |
| “DMRR” | - | Dairy Maid Resort & Recreation Sdn Bhd [198401006683 (119198-T)] |
| “DutaLand” | - | DutaLand Berhad [196701000326 (7296-V)] |
| “DutaLand Group” | - | DutaLand and its subsidiaries, collectively |
| “KHD” | - | Kenny Height Developments Sdn Bhd [196801000168 (7799-A)] |
| “Listing Requirements” | - | Main Market Listing Requirements of Bursa Securities including any amendments made from time to time |
| “Major Shareholder” | - | A person who (which 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) has an interest or interests in one or more voting shares in the Company or any other company which is its subsidiary or holding company and the total number of that share, or aggregate number of those shares is:-

(a) 10% or more of the total number of voting shares in the Company; or
(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of definition, “interest in shares” has the meaning given in section 8 of the Act. |
| “Olympia” or “the Company” | - | Olympia Industries Berhad [198001009242 (63026-U)] |
| “Olympia Group” or “the Group” | - | Olympia and its subsidiaries, collectively |

“Person Connected”	<ul style="list-style-type: none"> - A person connected in relation to any person (“said Person”) means such person who falls under any one of the following categories: <ul style="list-style-type: none"> (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
“Proposed Renewal of Shareholders’ Mandate”	<ul style="list-style-type: none"> - Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the Group
“Related Party(ies)”	<ul style="list-style-type: none"> - Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s)
“Related Party Transaction(s)” or “RPT(s)”	<ul style="list-style-type: none"> - Transaction(s) entered into by the Olympia Group which involves the interest, direct or indirect, of Related Party(ies)
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	<ul style="list-style-type: none"> - Related Party Transaction(s) which is/are recurrent, of a revenue or trading nature and necessary for day-to-day operations of Olympia Group
“RM and sen”	<ul style="list-style-type: none"> - Ringgit Malaysia and sen respectively
“Sri Aman”	<ul style="list-style-type: none"> - Sri Aman Development Sdn Bhd [198501004439(136878-U)]

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OLYMPIA INDUSTRIES BERHAD

[198001009242 (63026-U)]
(Incorporated in Malaysia)

Registered Office

Level 23, Menara Olympia
No. 8, Jalan Raja Chulan
50200 Kuala Lumpur

30 April 2026

Board of Directors

Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar (*Chairman, Non-Independent Non-Executive Director*)
Tan Sri Dato' Yap Yong Seong (*Group Managing Director*)
Dato' Sri Yap Wee Keat (*Executive Director*)
Ng Ju Siong (*Non-Independent Non-Executive Director*)
Wong Siew Si (*Independent Non-Executive Director*)
Dato' Mohd Zahir bin Zahur Hussain (*Independent Non-Executive Director*)

To: **The Shareholders of Olympia Industries Berhad**

Dear Sir/Madam,

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

1. INTRODUCTION

On 23 April 2026, the Company had announced its intention to seek shareholders' approval at the forthcoming 45th Annual General Meeting ("45th AGM") for the Proposed Renewal of Shareholders' Mandate.

The existing shareholders' mandate for RRPTs shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 45th AGM unless renewal is obtained.

The purpose of this Circular is to set out the details of the Proposed Renewal of Shareholders' Mandate and to seek shareholders' approval for the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the 45th AGM of the Company.

2. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Details of the Proposed Renewal of Shareholders' Mandate

Pursuant to Paragraph 10.09 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries, subject to the following:-

- i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where; -
 - (i) the consideration, value of the assets, capital outlay or costs of the recurrent related party transaction is RM1 million or more; or
 - (ii) the percentage ratio of the such recurrent related party transaction is 1% or more,whichever is the higher;
- iii) the issuance of a circular to shareholders for the shareholders' mandate shall include information as may be prescribed by Bursa Securities;
- iv) in a meeting to obtain a shareholders' mandate, the interested related parties must not vote and must ensure that persons connected with them will also abstain from voting on the resolution in respect of the related party transactions; and
- v) the listed issuer immediately announces to Bursa Securities when the actual value of the recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Olympia shareholders had, at the 44th AGM of the Company held on 28 May 2025 approved the renewal of the mandate for the recurrent related party transactions. The said mandate will expire at the conclusion of the forthcoming 45th AGM of the Company to be held on 9 June 2026.

Olympia and/or its subsidiaries, in their ordinary course of business, will enter into related party transactions that are recurrent and of a revenue or trading nature, which are necessary for the Group's day-to-day operations.

In view of the frequent nature of such transactions and pursuant to Paragraph 10.09 and Practice Note ("PN") 12 of the Listing Requirements, Olympia now proposes to seek shareholders' approval for the renewal of the shareholders' mandate for RRPTs. The Proposed Renewal of Shareholders' Mandate shall apply in respect of the RRPTs to be entered into from the passing of the ordinary resolution at the forthcoming 45th AGM of the Company or at any adjournment thereof until:-

- i) the conclusion of the next AGM of the Company following the general meeting at which this mandate is 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 the date it 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 shareholders of the Company in general meeting,

whichever is earlier.

Thereafter, approval from shareholders for the Proposed Renewal of Shareholders' Mandate will be sought at each subsequent AGM or extraordinary general meeting held immediately after the conclusion of the AGM of the Company.

Disclosures will be made in the annual report of the Company in accordance with Section 3.1.5 of PN12 of the Listing Requirements which requires a breakdown of the aggregate value of the RRPTs made during the financial year pursuant to the Proposed Renewal of Shareholders' Mandate, amongst others, based on the following information:

- (a) type of the RRPT made; and
- (b) names of the Related Parties involved in each type of the RRPT and their relationship with the Company.

2.2 Principal Activities of Olympia Group

The principal activity of Olympia is investment holding. It also engages in the business of provision of management services to its subsidiaries. Its subsidiaries are principally engaged in property investment/development and gaming.

2.3 Details, Class and Nature of RRPT

2.3.1 The recurrent related party transactions of a revenue or trading nature between the Olympia Group and the classes of related parties and nature of transactions are as follows:-

Item No.	Olympia and/or its subsidiaries transacting with the related party	Related Party	Nature of Transactions	Relationship	Interested Directors, Interested Major Shareholders and Persons Connected	Previous Estimated Value as disclosed in the circular to shareholders dated 30 April 2025 (RM'000)	* Actual Value from 28 May 2025 (44 th AGM) to latest practicable date (RM'000)	@ Estimated Value from this AGM to next AGM (RM'000)
1	DMRR ¹	DutaLand Group	Letting of office premises ⁵ inclusive of parking space at basement parking in Menara Olympia by DMRR to DutaLand Group and rental is payable on a monthly basis	DMRR is a wholly-owned subsidiary of Olympia TSDYYS is a Director and major shareholder of DutaLand and Olympia DSYWK who is a Director of Olympia, is also a major shareholder of DutaLand and Olympia DYWC who is a Director of DutaLand, is also a major shareholder of DutaLand and Olympia DESB is a major shareholder of Olympia	<u>Interested Directors</u> ^{2&3} Tan Sri Dato' Yap Yong Seong ("TSDYYS") Dato' Sri Yap Wee Keat ("DSYWK") <u>Interested Major Shareholders</u> ^{2,3 & 4} DESB, TSDYYS DSYWK Datuk Yap Wee Chun ("DYWC")	1,300	729	1,400

Item No.	Olympia and/or its subsidiaries transacting with the related party	Related Party	Nature of Transactions	Relationship	Interested Directors, Interested Major Shareholders and Persons Connected	Previous Estimated Value as disclosed in the circular to shareholders dated 30 April 2025 (RM'000)	* Actual Value from 28 May 2025 (44 th AGM) to latest practicable date (RM'000)	@ Estimated Value from this AGM to next AGM (RM'000)
2	DMRR ¹	Sri Aman	Letting of office premises ⁵ in Menara Olympia by DMRR to Sri Aman and rental is payable on a monthly basis	DMRR is a wholly-owned subsidiary of Olympia TSDYYS is a major shareholder of Olympia and has 75% indirect interest in Sri Aman	<u>Interested Director</u> ⁶ TSDYYS <u>Interested Major Shareholder</u> ⁶ TSDYYS	200	94	200
					TOTAL:	1,500	823	1,600

* Actual value transaction from 28 May 2025 up to 8 April 2026, being the latest practicable date.

@ Estimated value is based on the actual transacted value for the financial year ended 31 December 2025 and the projected transactions of the Group. The actual value of transactions may vary from the estimated values disclosed above.

Notes:

¹ The principal activities of DMRR are property investment and letting of properties.

² TSDYYS and DSYWK are Directors and interested major shareholders of Olympia by virtue of their direct and indirect interest through DESB which own 57.02% equity interest in Olympia as set out in Section 5 of this Circular. TSDYYS has direct interest of 9,000,120 shares or 100% interest in DESB.

³ TSDYYS and DYWC are Directors and interested major shareholders of DutaLand by virtue of their direct and indirect interest through KHD and Olympia which own 65.11% and 0.01% equity interest respectively in DutaLand. DSYWK is also a major shareholder of DutaLand.

⁴ DSYWK and DYWC are the sons of TSDYYS.

⁵ The rental of office premises which is payable on a monthly basis at Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur are as follows:-

<u>Company</u>	<u>Office Premises</u>	<u>Spaces (in square feet)</u>
DutaLand Group	- Level 1	730.80 sq. ft.
	- Level 23	7,090.50 sq. ft.
	- Level 24	6,908.04 sq. ft.
Sri Aman	- Level 24	2,278.00 sq. ft.

⁶ TSDYYS has 75% indirect equity interest comprising 750,000 shares held by his son, Yap Wee Sean in Sri Aman.

2.4 Amount Due and Owing under RRPT

There is no amount due and owing by the Related Parties arising from RRPT which has exceeded the credit term for the financial year ended 31 December 2025.

2.5 Rationale and Benefits for the Proposed Renewal of Shareholders' Mandate

The rationale for and benefits of the Proposed Renewal of Shareholders' Mandate to the Olympia Group are as follows:-

- (a) The RRPTs to be entered into by the Olympia Group are all in the ordinary course of business and the recurring transactions are likely to occur with some degree of frequency and may arise at any time and from time to time and may be impractical to seek shareholders' approval for each RRPT.
- (b) The granting of the Proposed Renewal of Shareholders' Mandate will benefit and bring about synergies within the Olympia Group in achieving efficiencies and business objectives of the Group as well as meeting customers' demand as these transactions are normal operations carried out in an expeditious manner and on normal commercial terms to meet the business and operational needs of all parties concerned.
- (c) The granting of the Proposed Renewal of Shareholders' Mandate will substantially reduce the expenses associated with convening general meetings on ad-hoc basis, avoid undue inconvenience to shareholders, improve administrative efficiency and allow human resources and time to be channelled towards attaining corporate objectives of the Olympia Group.
- (d) The benefits of transacting with related parties will increase the contribution of earnings to the Olympia Group.

2.6 Review Procedures and Guidelines for RRPT

The Olympia Group has established procedures and guidelines to ensure that RRPTs are undertaken at arm's length and on normal commercial terms and on transaction prices that are not more favourable to the Related Party than those normally available to the public and are not to the detriment of the minority shareholders.

The review procedures that were implemented to monitor the RRPTs include the following:

- (a) All companies within the Olympia Group are duly informed and made well aware of the Related Party/ies and existing transactions. They must ensure that such RRPTs are made on arms-length basis and on terms not more favourable to the Related Party/ies than those generally available to the public and not to the detriment of the minority shareholders. In addition, prompt notifications and movements involving the RRPT are required from the respective business units to monitor regularly the cumulative value of RRPT against mandated amount.
- (b) RRPT which forms part of the internal audit plan is submitted to the Audit Committee for review. The Audit Committee will review these transactions to determine whether established guidelines and procedures have been adhered to and if there is a need for further review or to improve the procedures. Members of the Board who are directly or indirectly interested in any RRPT shall have declared their interests in the RRPT and abstain from deliberations and voting in respect of such RRPT.
- (c) The transaction prices and terms shall be determined based on current prevailing market prices applicable to similar commercial transactions with unrelated third parties. At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Party/ies 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 quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee and the Board will rely on the Group's usual business practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the Olympia Group.

The guidelines involve the following principles:

- i) The letting/rental of properties must be at prevailing market rates for similar properties located in the same vicinity and shall be on normal commercial terms.
- ii) The requirement for Internal Audit to review all RRPTs and Related Party Transactions and to submit to the Audit Committee the status update and progress on a yearly basis.

In addition, the Audit Committee with the assistance of Internal Audit department will carry out review of the procedures and guidelines to ensure that the Proposed Renewal of Shareholders' Mandate are applied and that the transactions are at normal arm's length on commercial terms that are not detrimental to the minority shareholders.

There is no specific threshold for approval of RRPTs within the Group. However, all RRPTs are subject to the review and approval of the Audit Committee and the Board. Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter.

2.7 Statement by Audit Committee

The Audit Committee has reviewed the procedures mentioned in Section 2.6 above and is of the view that the said procedures are sufficient to ensure that RRPTs are fair and reasonable, made at arm's length and on terms that 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.

The Olympia Group has in place adequate procedures and processes to monitor, track and identify recurrent related party transactions in a timely and orderly manner and shall review these procedures and processes on a yearly basis.

3. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming 45th AGM of the Company.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on the share capital, the shareholding of substantial shareholders of the Company, earnings and net assets per share of the Group.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED

The direct and indirect interest of Directors in Olympia as at 8 April 2026 are as follows:

Directors	Direct Interest		Indirect Interest	
	No.	%	No.	%
Y.A.M. Tunku Naquiyiddin ibni Almarhum Tuanku Jaafar	20,000	0.001	-	-
Tan Sri Dato' Yap Yong Seong	55,668	0.005	583,523,969	57.02
Dato' Sri Yap Wee Keat	44,500	0.004	583,523,969	57.02
Ng Ju Siong	-	-	-	-
Wong Siew Si	-	-	-	-
Dato' Mohd Zahir bin Zahur Hussain	-	-	-	-

The direct and indirect interest of interested Directors, interested Major Shareholders and persons connected in Olympia as at 8 April 2026 are as follows :-

Interested Directors, Major Shareholders And Person Connected	Direct Interest		Indirect Interest	
	No.	%	No.	%
Tan Sri Dato' Yap Yong Seong ("TSDYYS") ^{aa ^}	55,668	0.005	583,523,969*	57.02
Dato' Sri Yap Wee Keat ("DSYWK") ^{bb ^}	44,500	0.004	583,523,969*	57.02
Datuk Yap Wee Chun ("DYWC") ^{cc ^}	-	-	583,523,969*	57.02

Interested Major Shareholders And Person Connected	Direct Interest		Indirect Interest	
	No.	%	No.	%
Duta Equities Sdn Bhd ("DESB")	583,523,969	57.02	-	-

* Deemed interest through shares held by DESB

^{aa} Holds a direct interest of 9,000,120 ordinary shares or 100% interest in DESB

^{bb} Deemed interested in Olympia through his father, TSDYYS's 100% interest in DESB

^{cc} Deemed interested in Olympia through his father, TSDYYS's 100% interest in DESB

[^] TSDYYS and DYWC are Directors and interested major shareholders of DutaLand by virtue of their direct and indirect interest through KHD and Olympia which own 65.11% and 0.01% equity interest respectively. DSYWK is also a major shareholder of DutaLand

Tan Sri Dato' Yap Yong Seong and Dato' Sri Yap Wee Keat being the interested Directors have abstained and will continue to abstain from Board deliberations and voting and will also abstain from voting on Ordinary Resolution 7 pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 45th AGM.

The interested Major Shareholders and Person Connected as mentioned hereinabove will abstain from voting on Ordinary Resolution 7 pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 45th AGM.

The interested Directors and interested Major Shareholders will ensure that Person Connected with them as in Section 2.3.1 of this Circular will also abstain from voting on Ordinary Resolution 7.

Save as disclosed above, none of the other Directors and/or Major Shareholders of the Company or Person Connected to them, has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

6. DIRECTORS' RECOMMENDATION

The Board of Directors (except for Tan Sri Dato' Yap Yong Seong and Dato' Sri Yap Wee Keat) is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and accordingly recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 45th AGM.

7. 45TH ANNUAL GENERAL MEETING

The 45th AGM of the Company, the notice of which is set out in the Annual Report 2025, will be held at Ballroom 1 & 2, Level 2, InterContinental Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur Tuesday, 9 June 2026 at 10:30 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing, amongst others, Ordinary Resolution 7 pertaining to the Proposed Renewal of Shareholders' Mandate under Special Business in the notice of the 45th AGM of the Company.

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 instructions printed thereon. The completed Form of Proxy must be lodged with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less 48 hours before the time fixed for holding the 45th AGM or at any adjournment thereof. You may also submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. The lodging of Form of Proxy will not preclude you from attending and voting at the 45th AGM should you subsequently decide to do so.

8. FURTHER INFORMATION

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

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Yours faithfully,
For and on behalf of the Board of
OLYMPIA INDUSTRIES BERHAD

Wong Siew Si
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of the Company who 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

Save as disclosed below, neither the Company nor any of its subsidiary companies has entered into any material contracts outside the ordinary course of business within the two (2) years preceding the date of this Circular:-

- 1) Moneylender's Agreement (Secured Loan) dated 13 December 2024 between Sea Resorts Development Sdn Bhd ("SRDSB") and the Company for the acceptance of an additional loan of RM5.0 million granted by SRDSB.
- 2) Heads of Agreement dated 24 November 2025 ("HOA") between Sierra Aspects Sdn Bhd ("SASB"), a wholly-owned subsidiary of the Company and Pertubuhan Peladang Negeri Perak ("PPNP") to incorporate a company ("JV Company") to upgrade a palm oil mill called Beruas Palm Oil Mill with a capacity of 30 metric tonne per hour located at Lot 10706, Mukim Beruas, 32700 Manjung Perak ("Land"), to 60 metric tonne per hour and expand its operation, subject to the terms and conditions of the HOA.
- 3) Termination Agreement dated 14 April 2026 between Olympia Properties Sdn Bhd, a wholly-owned subsidiary of the Company, KH Estates Sdn Bhd ("KHE") and KH Land Sdn Bhd to terminate the Consortium Agreement dated 14 February 2003 and the Development Agreement dated 10 August 2007 subject to the terms and conditions as stipulated in the Termination Agreement. KHL is wholly-owned by KHE, which in turn is wholly-owned by DutaLand Berhad.

3. MATERIAL LITIGATIONS

- 1) On 13 December 2006, Rinota Construction Sdn Bhd ("Petitioner") filed an action against Mascon Rinota Sdn Bhd ("MRSB"), Mascon Sdn Bhd ("MSB"), Olympia Industries Berhad ("OIB") and others (collectively, "Respondents") at the Kuala Lumpur High Court ("KLHC") by virtue of an alleged oppression under Section 181 of the then Companies Act 1965 ("Original Petition"). The Petitioner sought damages of approximately RM8.0 million. On 21 October 2007, the Petitioner filed an application to amend the Original Petition by adding Mascon Construction Sdn Bhd ("MCSB"), a subsidiary of DutaLand, as another respondent and such application was subsequently allowed by KLHC. MSB, a subsidiary of OIB, was wound up on 25 March 2008. On 29 August 2012, KLHC ruled in favour of the Petitioner with an order for MCSB and others to buy out the Petitioner's shareholding in MRSB which is a subsidiary of MSB. On 27 September 2012, MCSB and the others appealed against this decision, which appeal was allowed by the Court of Appeal with costs of RM100,000.00. The Petitioner filed an application for leave to appeal to the Federal Court which was granted on 21 June 2016.

The appeal proper was heard on 22 May 2017 and dismissed with cost of RM100,000. The Federal Court reinstated the order of the High Court which ordered that all the respondents purchase the shares owned by the Petitioner in MRSB and that a certified public accountant be appointed to inspect the accounts of MRSB and file a report to the High Court of the results of the inspection to determine the value of the shares, together with payment of RM100,000 being costs to the Petitioner for the hearing in the Federal Court and the Court of Appeal. The High Court had fixed the case for further case management before the judge on 3 May 2018 for the appointment of the certified public accountant. The Court had allowed the Petitioner's application for extension to re-appoint BDO Governance Advisory Sdn Bhd ("BDO") as the Court appointer auditor. Pursuant to the court order dated 26 June 2018, BDO had 6 months from 26 June 2018 to prepare the accountant's report.

FURTHER INFORMATION (continued)

On 17 January 2019, the High Court was informed by the Petitioner that they would file a notice to appoint a new Auditor as the earlier Auditor failed to complete the accounts within the given time frame. The High Court had directed for the Petitioner to file the notice on or before 31 January 2019. On 31 January 2019, the Petitioner informed the High Court that they have appointed a new Auditor, Ferrier Hodgson MH Sdn Bhd (“FHMH”), and the High Court had fixed the matter for decision on 22 April 2019. On 23 July 2019, the High Court dismissed the order sought by the Petitioner to appoint FHMH to prepare an accountant’s report to advise the High Court on the fair price of the shares. On 6 August 2019, the Petitioner filed an appeal against the High Court’s decision to dismiss the order sought by the Petitioner.

On 17 August 2020, the Petitioner informed the High Court that FHMH has been appointed pursuant to the COA Order dated 7 July 2020 to prepare an accountant’s report to advise the High Court on the fair buy-out price of the Petitioner’s shares in Mascon Rinota Sdn Bhd. The Petitioner is required to produce the said report within 4 months from the COA Order dated 7 July 2020 i.e. by 7 November 2020. The Learned Judge directed both parties to submit their accountant’s reports by 30 September 2020 and has fixed case management on 1 October 2020.

On 1 October 2020, parties informed the High Court that they have nominated their respective Auditor. Meanwhile, parties jointly applied for an extension of time to file and exchange their accountant’s reports given that parties were in the midst of retrieving the requisite documents to enable their Auditor to finalise their Accountant’s reports. The High Court took note of the same and fixed the matter for further case management on 30 November 2020 for parties to update the High Court on the status of the parties’ accountant reports. However, due to the extension of the Conditional Movement Control Order till 9 December 2020, the High Court rescheduled the matter for case management to 9 February 2021.

On 11 November 2020, the FC Leave Application was called up for case management. In light of the extension of the Conditional Movement Control Order till 9 December 2020, parties have agreed to proceed with FC Leave Application by way of an online hearing on 25 November 2020. On 25 November 2020, the Federal Court allowed the Respondents’ Notice of Motion for leave to appeal (“FC Leave Order”).

On 8 December 2020, the Petitioner filed a motion to discharge the FC Leave Order. At the hearing of the motion on 8 February 2021, the Federal Court allowed the Petitioner’s Motion to Discharge the FC Leave Order with costs of RM 40,000.00.

At the Case Management before the High Court on 9 February 2021, the Court directed both parties to file and exchange their respective accountant’s reports on or before 10 May 2021 and respective rebuttal reports on or before 10 June 2021.

The Respondents’ Notice of Application was filed on 10 May 2021, to replace Bridge Corporate Management with KPMG Corporate Advisory Sdn Bhd (“KPMG”) in order for the Valuation Report to be prepared and finalised expeditiously, and allowed by the Court on 19 July 2021. KPMG was appointed as the Respondents’ accountants and given 4 months from 19 July 2021 to prepare its Valuation Report. The Court fixed 3 December 2021 (re-fixed 13 December 2021) for case management for parties to update the Court on the status of the Valuation Report.

On 13 December 2021, the Respondents’ Valuation Report was filed and parties exchanged their respective Valuation Reports on the same day. The Court fixed 21 January 2022 for case management for parties to update the Court on the time required for the preparation of the parties’ respective Rebuttal Reports.

On 21 January 2022, the Court directed the parties’ respective Rebuttal Reports to be filed by 1 April 2022. The hearing is fixed on 21 April 2022. On 21 April 2022, the Court allowed the Respondent’s Application for Extension of Time to file the Rebuttable Report by 29 April 2022 and fixed for case management on 19 May 2022. The Court had on 19 May 2022, further fixed case management to 17 June 2022.

FURTHER INFORMATION (continued)

On 17 June 2022, the Court fixed the matter to be heard on 5 September 2022. During the Hearing on 5 September 2022, the Court allowed Respondents' Application for Leave to Cross-Examine Experts and fixed for case management on 7 October 2022.

During the case management on 7 October 2022, the Court fixed the matter for further case management on 7 November 2022. On 7 November 2022, the court fixed for cross-examination of the experts on 8 June 2023 and 9 June 2023 but the said dates were vacated due to the unavailability of the Court and fixed further hearing dates on 28 and 29 February 2024.

On 28 February 2024, the Court informed parties that it needed to read the expert reports first before proceeding with the cross-examination of the experts. Hence, the initial hearing dates of 28 and 29 February 2024 were vacated and refixed on 12 to 16, 19 to 23 August 2024.

The hearing proceeded and concluded on 15 January 2025. Parties have submitted orally before the Judge on 10 March 2025 and the Judge fixed the matter for decision on 9 April 2025.

On 9 April 2025, the Judge informed parties that he was not ready to deliver the decision and would be unable to do so in light of his retirement at the end of April 2025. Accordingly, arrangements have been made for all recordings of the proceedings to be provided to the new Judge to enable the new Judge to review the same and deliver decision. The matter is now fixed for case management before the new Judge on 16 May 2025.

On 24 October 2025, the learned High Court Judge ordered that MSB, OIB, 5th Respondent, 6th Respondent and MCSB to buy out the Petitioner's 40% shareholding in MRSB on the following terms ("Assessment Order"):

- (a) the 40% shares are valued at RM5,539,683.00 being the market value of the shares as at 29 August 2012;
- (b) a share enhancement of 5% per annum from 29 August 2012 until the date of judgment (24 October 2025) amounts to approximately RM3,645,567.00 bringing the total value of the 40% shares to about RM9,185,250 as at the date of judgment;
- (c) the buyout to be completed within two (2) months from the date of judgment;
- (d) post-judgment interest at 5% per annum from the date of judgment until full satisfaction; and
- (e) costs of RM100,000 to the Petitioner.

On 24 November 2025, OIB was informed by its solicitors that upon instruction, they have filed an appeal against the entirety of the High Court's decision delivered on 24 October 2025 ("Appeal").

On 4 December 2025, OIB, 5th Respondent, 6th Respondent and MCSB filed an application in the High Court for stay of execution of the Assessment Order pending disposal of the Appeal in the Court of Appeal. However, on 5 December 2025, the learned High Court Judge dismissed the said stay application with no order as to cost.

OIB, 5th Respondent, 6th Respondent and MCSB filed an application in the Court of Appeal for a stay of execution of the Assessment Order which was granted by the Court of Appeal on 19 December 2025 subject to the judgment sum as assessed pursuant to the Assessment Order be deposited into an interest-bearing client's account held by the Petitioner's solicitors, Messrs Azman Davidson & Co, as stakeholder pending the outcome of the appeal and costs in the cause. On 5 January 2026, OIB, 5th Respondent, 6th Respondent and MCSB have deposited the sum of RM9,182,024.57 to Messrs Azman Davidson & Co as stakeholder.

The Appeal is now fixed for hearing on 10 September 2026.

The Board upon advice of the solicitors is of the view that there is a reasonably good chance of success in reducing the judgment sum at the Appeal.

FURTHER INFORMATION (continued)

- 2) On 14 November 2018, thirty-seven owners of units in K Residence (“Plaintiffs”) commenced proceedings against KL Landmark Sdn Bhd (“KLL”), a wholly owned subsidiary of the Company, and three others (“collectively Defendants”), where the Plaintiffs are claiming, among others, unquantified damages for alleged loss and damage from diminution in value of their units due to various purported transgressions by the Defendants. On 23 December 2019, the High Court struck out the suit, and awarded costs to the Defendants. The Plaintiffs have filed an appeal against the High Court decision to the Court of Appeal. During the case management on 28 July 2021, the Plaintiffs informed the Court that they have yet to obtain the Grounds of Judgment from the High Court despite numerous attempts. The Court has fixed for the next case management on 13 October 2021 to update the Court on the status of the Grounds of Judgment. On 13 October 2021, the Court has further fixed case management on 7 December 2021 and Hearing on 14 December 2021. The Court of Appeal has allowed the Plaintiffs’ appeal application with costs at the appeal hearing on 14 December 2021. The Defendants have filed a Notice of Motion for leave to appeal to the Federal Court on 14 January 2022 and is fixed to be heard on 18 April 2022. The Hearing on 18 April 2022 has been vacated and the Court has fixed Case Management on 22 April 2022 to fix for a Hearing date. On 22 April 2022, the Court has fixed the next case management on 22 June 2022 pending Grounds of Judgment.

On 22 June 2022, the Court fixed a Hearing on 12 October 2022. The Hearing fixed on 12 October has been vacated and fixed the Motion to be heard on 5 October 2022. During the Hearing on 5 October 2022, the Court granted the leave to appeal against the decision of the Court of Appeal dated 14 December 2022 in respect of the Further Revised Questions of Law and costs to be paid in the cause of the appeal proper. The Federal Court has fixed the appeal proper to be heard on 8 February 2023. The Hearing fixed on 8 February 2023 has been vacated and during the case management on 30 January 2023, the Court fixed the Hearing on 22 May 2023. During the hearing on 22 May 2023, the 3 panel judges of the Federal Court declined to respond to the questions raised and reached a unanimous decision concurring with the Court of Appeal. They acknowledged that there are issues to be addressed and the case is not unsustainable. Consequently, a cost of RM50,000.00 was awarded to the Respondent/Plaintiff

The Defendants on 3 June 2022 filed an application for stay for the High Court proceedings pending Hearing of the Leave application to Federal Court. On 11 August 2022, the High Court dismissed the stay applications with costs of RM 2,000.00 to be paid to the Plaintiffs and directed the parties to file expert reports and rebuttable reports, if any by 23 September 2022. Further case management fixed on 3 October 2022 and the trial begin on 13, 17 to 21 October 2022. During the case management on 13 October 2022, the High Court formally vacated the trial dates given that the Federal Court granted the Defendants’ Leave Application on 5 October 2022.

As the Federal Court had dismissed the Defendants’ appeal, the High Court trial proceeded on 16 to 19 October 2023. The matter is now fixed for continued trial on 4 to 6, 9 to 13 December 2024.

The trial concluded on 20 February 2025. The Court directed parties to file submissions on or before 23 April 2025 and reply submissions on or before 14 May 2025. The matter is now fixed for oral clarification or hearing on 26 May 2025.

On 22 July 2025, the Court dismissed the Plaintiffs’ claim and awarded costs of RM150,000 to KLL and RM150,000 to the 2nd to 4th Defendants.

On 7 August 2025, 33 out of 37 Plaintiffs filed an appeal to the Court of Appeal against the High Court decision dated 22 July 2025. The Appeal is fixed for hearing on 12 November 2026.

The Board upon advice of the solicitors is of the view that there is a reasonably good chance of success in the Appeal.

- 3) On 9 May 2019, Badan Pengurusan Bersama Avenue K dan K Residence (“JMB”) commenced proceedings against KL Landmark Sdn Bhd (“KLL”), a wholly-owned subsidiary of the Company, and seven others (collectively “Defendants”) in the Kuala Lumpur High Court Civil Suit No. WA-22NCvC-310-05/2019 (Suit 310) where JMB is claiming, among others, a declaration that all contra payments made by KLL through various “contra adjustments” for the maintenance charges of RM3,048,913-61 payable by KLL to JMB are null and void and must be refunded by KLL to JMB. Suit 310 is now

FURTHER INFORMATION (continued)

consolidated with the suit referred to in paragraph 4 below. On 23 July 2021, KLL has filed an application to amend the Amended Statement of Defence re-dated 5 August 2021 in Suit 310 (Amendment Application). The Amendment Application is fixed for case management on 26 August 2021 for further directions. The Court has adjourned the case management to 22 September 2021 and fixed a Hearing on 18 October 2021. On 18 October 2021, the High Court allowed the Amendment Application with costs in the cause. As of to date, all amended pleadings have been filed and there is no pending interlocutory application which requires the determination of the High Court.

- 4) a) On 6 November 2020, KL Landmark Sdn Bhd (“KLL”), a wholly-owned subsidiary of the Company and seven others (collectively “Plaintiffs”) commenced proceedings against Badan Pengurusan Bersama Avenue K dan K Residence (“JMB”) and seven individuals who are the past and present JMB committee members as well as City Properties Sdn Bhd (collectively “Defendants”) in the Kuala Lumpur High Court Civil Suit No. WA-22NCvC-724-11/2020 (“Suit 724”) where KLL is claiming, among others, a declaration that JMB’s reversals of the contra adjustments as between the Plaintiffs as parcel owners, KLL who undertook the development of K Residence and City Properties Sdn Bhd are illegal and void. On 18 February 2021, JMB and seven individual Defendants have filed an application to consolidate Suit 724 with Suit 310 (“Consolidation Application”). On 8 April 2021, the High Court allowed the Consolidation Application with costs in the cause. On 27 April 2021, the High Court has fixed the consolidated suits for trial on 8 to 12 August 2022 and fixed 16 June 2022 for final case management. During the case management on 16 June 2022, no changes have been made to the trial dates. On 9 August 2022, the trial of the matter has been vacated and new trial dates are fixed on 3, 14 and 15 November 2022.

On 3 November 2022, the trial on the consolidated suits has commenced and it was fixed for continued trial on 15 November 2022. On 15 November 2022, the High Court adjourned the trial pending the filing of written submissions on a preliminary issue and has fixed further trial dates on 14 December 2022, 3, 5 and 6 January 2023 and 20, 21 and 24 February 2023.

On 7 November 2022, KLL filed a motion in the Court of Appeal to stay all proceedings in the consolidated suits pending the disposal of KLL’s Appeal (Motion for Stay). On 4 January 2023, the Court of Appeal allowed the Motion for Stay.

On 5 January 2023, the High Court fixed the consolidated suits for case management on 16 February 2023 to update the status of KLL’s Appeal and vacated the trial dates fixed on 4 to 6 January 2023 and 20, 21 and 24 February 2023. On 16 February 2023, the Court fixed the next case management on 10 July 2023.

On 31 January 2023, the Court of Appeal has fixed KLL’s Appeal for case management on 23 June 2023 and hearing on 7 July 2023. On 7 July 2023, KLL’s solicitors informed the court that it wished to withdraw the appeal but one of the panel judges, Wong Kian Kheong JCA was unable to hear the matter due to potential conflict of interest that may arise during the parties’ submissions on cost. The matter was then rescheduled to 15 August 2023 and on 15 August 2023, KLL informed the Court of Appeal Judge of its intention to withdraw. The Court of Appeal struck out the appeal with costs of RM1,000 subject to allocator fee.

The High Court (“HC”) has fixed the matter for trial on 23 and 24 May, 20 and 21 June, 3 July and 27 August 2024.

On 23 May 2024, the solicitors for KLL informed the court that it had on 10 May 2024 obtained a separate court order on the following:

- (a) a declaration that the 1st AGM held on 15 September 2018 shall be null and void, of no effect and/or set aside;
- (b) a declaration that all motions, and/or resolutions passed at the 1st AGM shall be null and void, of no effect and/or set aside;
- (c) a declaration that the 2nd AGM which was held on 23 November 2019 shall be null and void, of no effect and/or set aside;
- (d) a declaration that all motions, and/or resolutions passed at the 2nd AGM shall be null and void, of no effect and/or set aside;

FURTHER INFORMATION (continued)

- (e) the 3rd AGM that was held on 9 March 2024 shall be null and void, of no effect and/or set aside;
- (f) the 3rd AGM shall be reconvened within 60 days from the date of the order; and
- (g) that KLL and other Plaintiffs are entitled to cast their votes at the reconvened 3rd AGM.

In view of the above court order on 10 May 2024, KLL's solicitors have sought an adjournment on the trial pending the convening of the 3rd AGM. The HC Judge vacated the trial dates on 23 and 24 May 2024 and ordered the trial to be continued on 20 June 2024 failing which the HC Judge will strike out the case.

On 20 June 2024, trial did not proceed. The Judge noted that there is an ongoing Appeal in the Court of Appeal regarding Suit 510 ("Rights to Vote") and that the case has been in his court since 2018. The Plaintiff's solicitor expressed a desire to proceed with the trial, but KLL's counsel requested that the trial be postponed until at least 27 August 2024, converting the trial dates to case management instead. The Judge agreed, and the trial dates on 21 June and 3 July were vacated. 27 August 2024 is fixed for case management.

The court fixed the matter for further case management on 15 November 2024 for parties to update on the appeal in Suit 510 and the related stay application and on 15 November 2024, the matter was fixed for further case management on 23 January 2025 for the same reason.

The trial concluded on 31 October 2025.

On 3 December 2025, the High Court gave the following judgment ("Judgment dated 3.12.2025") in respect of Suit 310 and Suit 724:

- (a) with regard to Suit 310-
 - (i) a declaration that the KLL, 4th and 5th Defendants flouted the law, the management of the project as required under the law and failed to comply with the various provisions of the law for the proper management of the project;
 - (ii) a declaration that all agreements and decisions made by the KLL, 4th and 5th Defendants before the formation of Joint Management Body ("JMB") are null and void and hereby set aside. This includes the charges imposed and payment for services provided by the 5th Defendant and the contra adjustment;
 - (iii) a declaration that KLL is directed to refund all monies paid under contra adjustment to the management fund of the JMB;
 - (iv) a declaration that KLL is also directed to pay all the charges for the unsold parcels before the formation of the JMB. The amount of these unsold units are the same charges collected from the other parcel owners before the formation of the JMB;
 - (v) a declaration that all sums held by KLL from the collection of charges before the formation of the JMB to be deposited in the JMB account forthwith;
 - (vi) a declaration that the cost of holding the Annual General Meeting ("AGM") of the JMB on 15 September 2018 should be borne by KLL as provided under the law;
 - (vii) a declaration that the 5th Defendant is disallowed to collect the charges for the services rendered to the residence before the formation of the JMB. Whatever sum has been collected for the services provided before the formation of the JMB is to be refunded to the account of the JMB;

FURTHER INFORMATION (continued)

- (viii) a declaration that all payment of charges after the formation of JMB is to be decided by the JMB in an AGM to be held immediately. These charges include the payment, charges for the services rendered by the 5th Defendant for the period before the formation of the JMB. The 5th Defendant is directed to pay all the charges for the common areas as well as the provisional blocks, excluding the LRT stations;
- (ix) a declaration that the ownership of Level 5 and Level 6 which is claimed by the 5th Defendant is to be determined according to the certificate of the share units and the ownership documents to be produced by the 5th Defendant;
- (x) a declaration that the charges for the common area as determined by the certificate of share units to be attributed to all the parcel owners of the entire project excluding the area under the LRT station. The charges are to be decided by the JMB at its AGM;
- (xi) KLL, 4th and 5th Defendants to pay RM200,000 to the Plaintiff for costs of proceedings; and
- (xii) The Plaintiff to pay RM50,000 to the 8th Defendant for costs of proceedings; and
- (b) With regard to Suit 724-
 - (i) The Plaintiff's application to declare the reversal of the contra adjustment by the JMB is dismissed. The Court ruled that the contra adjustment is null and void;
 - (ii) The Plaintiff's claim on the validity of the AGM held has been determined in another suit which the Court has already decided. That decision remains; and
 - (iii) No order as to costs.

On 24 December 2025, KLL's solicitors have filed an appeal against Judgment dated 3 December 2025 for Suit 310 and Suit 724. In relation to the appeal against the Judgment dated 3 December 2025 for Suit 310 ("Appeal 2706") a case management has been fixed on 6 May 2026. In relation to the appeal against the Judgment dated 3 December 2025 for Suit 724 ("Appeal 2703"), a case management has been fixed on 25 April 2026.

The Board upon advice of the solicitors is of the view that there is a reasonably good chance of success in both appeals.

(b) Originating Summons on Previous AGMs

KL High Court: KL Landmark, & others vs JMB: WA- 24NCVC-510-02/2024

(i) At High Court

On 7 February 2024, the KLL together with other Plaintiffs filed an originating summons (OS) seeking several declarations: that the 1st AGM held on 15 September 2018 and the 2nd AGM held on 23 November 2019 and all motions passed be declared null and void, and that the KLL together with other Plaintiffs are entitled to vote at the upcoming 3rd AGM on 9 March 2024. They also requested an order preventing the Chairman of the 3rd AGM from prohibiting their votes. Alternatively, if the OS cannot be heard before the 3rd AGM, they sought an order to invalidate the AGM if held without their participation.

On 10 May 2024, the High Court ruled that the 1st, 2nd, and 3rd AGMs, along with all motions and resolutions passed, are null and void ("High Court Order"). The 3rd AGM must be re-convened within 60 days from the date of the order.

FURTHER INFORMATION (continued)

On 17 May 2024, JMB filed notice of appeal against the High Court Order. On 21 May 2024, JMB filed a stay application to stay the High Court Order and the hearing of stay application is fixed on 23 September 2024. On 23 September 2024, the stay application was withdrawn without liberty to file afresh and no order as to cost.

(ii) At Court of Appeal

On 4 July 2024, the Court of Appeal Panel Judges decided that the status quo ought to be maintained. Since there is an oral application for stay under s.44 of the Courts of Judicature Act 1964, the order for stay is granted thus adjourning the reconvening of 3rd AGM.

7 October 2024 is fixed for hearing of the stay application and hearing of the Appeal proper.

On 17 October 2024, the Court of Appeal directed parties to do further research on similar legislation in other jurisdiction to be filed by 4 November 2024 and the matter is fixed for decision on 22 January 2025.

On 22 January 2025, the Court of Appeal allowed the appeal and the High Court Order is set aside. The Court of Appeal further direct the OS to be converted into a writ and be disposed by the same judge hearing the Suits.

On 20 February 2025, the Plaintiffs filed a Notice of Motion for leave to Appeal to the Federal Court against the decision of the Court of Appeal's decision dated 22 January 2025.

On 29 July 2025, the Federal Court unanimously dismissed the Notice of Motion for leave to Appeal with costs of RM30,000 (subject to the allocatur fee) to be paid by the Plaintiffs to the Defendant on the ground that the leave questions do not fulfil the threshold in Section 96(a) of the Courts of Judicature Act 1964.

(c) Writ No.: WA-22NCvC-101-02/2025
KL Landmark & 7 others vs JMB

(i) High Court

Following from the Court of Appeal order dated 22 January 2025 above, the Originating Summons No.: WA-24NCvC-510-02/2024 was converted to Writ No.: WA-22NCvC-101-02/2025.

On 30 May 2025, the learned High Court Judge granted an Interim Injunction Order allowing the Plaintiffs in Suit 101 to vote at the annual general meeting pending disposal of the suit ("Interim Injunction Order"). The Defendant filed an application to stay the Interim Injunction Order pending appeal but was dismissed by the court on 14 August 2025. The Defendant's appeal against the Interim Injunction Order is fixed for hearing on 15 April 2026.

On 22 September 2025, the learned High Court Judge gave the following declarations/orders:

- (a) A declaration be granted that the 1st Annual General Meeting ("1st AGM") of the Defendant, which was held on 15 September 2018, shall be null and void, of no effect, and/or set aside;
- (b) A declaration be granted that all motions and/or resolutions passed at the 1st AGM shall be null and void, of no effect, and/or set aside

FURTHER INFORMATION (continued)

- (c) A declaration be granted that the 2nd Annual General Meeting (“2nd AGM”) of the Defendant, which was held on 23 November 2019, shall be null and void, of no effect, and/or set aside;
- (d) A declaration be granted that all motions and/or resolutions passed at the 2nd AGM shall be null and void, of no effect, and/or set aside;
- (e) A declaration be granted that the Plaintiffs were entitled to attend and vote at the 3rd Annual General Meeting (“3rd AGM”) of the Defendant, which was held on 9 March 2024;
- (f) A declaration be granted that the duly elected Chairman of the 3rd AGM should not have prohibited and/or prevented the Plaintiffs from casting their votes and should have accepted the votes of the Plaintiffs in any motion or resolution proposed in the 3rd AGM;
- (g) An order be granted that any General Meeting held without the participation of the Plaintiffs shall be null and void, of no effect, and/or set-aside;
- (h) Costs of RM50,000.00 shall be paid by the Defendant to the Plaintiffs; and
- (i) An order be granted that the Plaintiffs be given liberty to apply to carry out and effect the Order of this Honourable Court.

On 29 September 2025, the Plaintiffs filed a notice of application for the following consequential orders:

- (a) Defendant be compelled to convene an Annual General Meeting within 30 days from the date of the subsequent order; and
- (b) Plaintiffs be allowed to participate and vote in the upcoming Annual General Meeting of the Defendant and the Defendant an/or the duly elected Chairman in the upcoming AGM shall accept the votes of the Plaintiffs in any motion or resolution proposed in the upcoming Annual General Meeting of the Defendant.

The Defendant filed an appeal to the Court of Appeal against the High Court Order dated 22 September 2025 (“Appeal 1916”) and filed an application for stay of execution of the said High Court Order pending appeal.

On 14 October 2025, the learned High Court Judge allowed the Plaintiffs’ application for consequential order and dismissed the Defendant’s application for stay of execution with cost of RM1,500.00 to the Plaintiff. Subsequently, the Defendant filed an appeal to the Court of Appeal against the High Court decision of allowing the consequential orders (“Appeal 1917”) and an application to stay the execution of consequential orders.

(ii) Court of Appeal

On 6 November 2025, the Court of Appeal allowed the Defendant’s application for stay of execution with no order as to cost.

The Defendant filed a motion to consolidate Appeal 1916 with Appeal 1917. The Defendant also filed a motion for extension of time to file the Record of Appeal for Appeal 1917. Both motions are fixed for hearing on 10 December 2026.

On 15 April 2026, the Court of Appeal dismissed the Defendant’s appeal against the Interim Injunction Order and granted cost of RM10,000 to the Plaintiffs.

(iii) Federal Court

KLL & 6 others filed a motion for leave to appeal to the Federal Court to appeal against the Court of Appeal’s Order on 6 November 2025, granting stay of the 4th AGM. The Motion for Leave to Appeal is fixed for hearing on 10 March 2026.

The Board upon advice of the solicitors is of the view that there is a reasonably good chance of success in the appeals.

FURTHER INFORMATION (continued)

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours from Mondays to Fridays (except public holidays) at the registered office of the Company at Level 23, Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur, from the date of this Circular up to and including the date of the 45th AGM: -

- (i) the Constitution of the Company;
- (ii) the Audited financial statements of the Company for the financial years ended 31 December 2024 and 31 December 2025;
- (iii) the material and the relevant cause papers in respect of material litigations referred to in Section 3 above.

**FULL TEXT OF ORDINARY RESOLUTION 7
EXTRACTED FROM THE NOTICE OF 45TH AGM DATED 30 APRIL 2026**

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

“THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (“Olympia Group”) to enter into and give effect to the categories of recurrent related party transactions with the related parties as specified in Section 2.3.1 of the Circular to Shareholders dated 30 April 2026, which are necessary for the Olympia Group’s day-to-day operations in the ordinary course of business made on an arm’s length basis and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as “the Mandate”) and the Mandate shall continue to be in force until:

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

whichever is earlier.

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

