

**THIS STATEMENT TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Pursuant to the provisions of Guidance Note 22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") on the perusal of draft circulars and other documents, Bursa Securities has not perused the Share Buy-Back Statement prior to its issuance, as is prescribed as Exempt Circular.

Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressing disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.



(Incorporated in Malaysia)

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES**

The above proposal will be tabled at the Thirteenth Annual General Meeting ("**AGM**") of the Company.

Notice of the AGM to be held at Ballroom 2, LG Level – Main Wing, Hotel Equatorial Penang, 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Tuesday, 22 May 2018 at 11.30 a.m. together with the Form of Proxy are enclosed in the Annual Report 2017 of the Company which is despatched together with this Statement. The Form of Proxy should be lodged at the registered office of the Company at 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, not later than 48 hours before the time fixed for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 20 May 2018 at 11.30 a.m.

Date and time for the AGM : Tuesday, 22 May 2018, at 11.30 a.m.

This Statement is dated 30 April 2018

## DEFINITIONS

In this Statement, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

Act	: The Companies Act 2016 as amended from time to time, and any re-enactment thereof
AGM	: Annual General Meeting
Annual Report 2017	: Annual Report of JHM for the financial year ended 31 December 2017
Board	: Board of Directors of JHM
Bursa Securities	: Bursa Malaysia Securities Berhad
Code	: Malaysia Code on Take-over and Mergers 2010 (as amended from time to time)
Director(s)	: Shall have the meaning given in Section 2(1) of the Capital Markets And Services Act 2007.
EPS	: Earnings per share
JHM or the Company	: JHM Consolidation Berhad (686148-A)
JHM Group or the Group	: JHM and its subsidiary companies
Listing Requirements	: The Ace Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	: 10 April 2018, being the latest practicable date prior to the printing of this Statement.
Market Day	: A day which Bursa Malaysia Berhad is open for trading in securities
NA	: Net Assets
Proposed Share Buy-Back Authority or Proposal	: The proposed authority for JHM to purchase its own ordinary shares of up to 10% of the total number of issued shares
Purchased Shares	: Shares purchased pursuant to the Proposed Share Buy-Back Authority
RM and sen	: Ringgit Malaysia and sen respectively
Share(s)	: Ordinary share(s) in JHM

All references to "our Company" or "JHM" in this Statement are to JHM Consolidation Berhad, and references to "our Group" or "JHM Group" are to our Company and our subsidiaries. References to "we", "us", "our" and "ourselves" are to our Company and, where the context requires otherwise, our subsidiaries.

All references to "you" in this Statement are to the shareholders of our Company.

Words denoting the singular number shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference in this Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to time of day and date of this Statement is a reference to Malaysian time and date, unless otherwise stated.

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(Incorporated in Malaysia)

**Registered Office:**

51-13-A Menara BHL Bank  
Jalan Sultan Ahmad Shah  
10050 Georgetown, Penang  
Malaysia

Date: 30 April 2018

**Board of Directors**

Dato' Tan King Seng (*Executive Chairman/Managing Director*)  
Cheah Choon Ghee (*Executive Director*)  
Khor Thean Lee (*Executive Director*)  
Koh Yew Wah (*Executive Director*)  
Loh Chye Teik (*Senior Independent Non-Executive Director*)  
Dato' Dr. Loh Hock Hun (*Independent Non-Executive Director*)  
Wong Chi Yeng (*Independent Non-Executive Director*)  
Lai Fah Hin (*Independent Non-Executive Director*)

**To: The Shareholders of JHM Consolidation Berhad**

Dear Sir/Madam,

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

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**1. INTRODUCTION**

The Board had on 12 April 2018, announced the Company's intention to seek shareholders' approval for the Proposed Share Buy-Back Authority at the forthcoming AGM.

The purpose of this Statement is to provide you with the details of the Proposal and to seek your approval on the ordinary resolution to be tabled at the forthcoming AGM in relation to the Proposed Share Buy-Back Authority. The Notice of AGM and the Form of Proxy are set out in the Company's Annual Report 2017.

**2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

2.1 The Company proposes to seek approval from our shareholders the authority for the purchase of up to 10% of our total number of issued ordinary shares on Bursa Securities via stockbroker(s) to be appointed by the Board, at any time during the authorised period. The authority from the shareholders for the Proposed Share Buy-Back Authority will be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back Authority at the forthcoming AGM until:

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

whichever occurs first.

- 2.2 As at LPD, the total number of issued shares of the Company is 557,600,000 Shares. Hence, the maximum number of Shares which may be purchased by the Company is up to 55,760,000 Shares.
- 2.3 Pursuant to Rule 12.10 of the Listing Requirements, the Proposed Share Buy-Back Authority must be made wholly out of the retained profits account of the Company. The maximum amount of funds to be allocated for the Proposed Share Buy-Back Authority shall not exceed the retained profits of the Company.

Based on our audited Financial Statements for the financial year ended 31 December 2017, the retained profits of the Company stood at RM3.71 million.

- 2.4 Pursuant to the Listing Requirements, the purchase price of Shares cannot be more than 15% above the weighted average market price of our Shares for the 5 Market Days immediately preceding the date of the purchase. In the case of a resale or transfer of the treasury shares on Bursa Securities, the Company may only resell or transfer any treasury shares at a price, which is:
- (i) not less than the weighted average market price of Shares for 5 Market Days immediately prior to the date of the resale or transfer; or
  - (ii) a discounted price of not more than 5% to the weighted average market price for Shares for 5 Market Days immediately prior to the date of the resale or transfer, provided that:
    - (a) the resale or transfer takes place not earlier than 30 days from the date of the purchase; and
    - (b) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.
- 2.5 The Directors may deal with Shares so purchased in accordance with the Act in the following manner :-
- (i) cancel the Shares so purchased;
  - (ii) retain the Shares so purchased as treasury shares; or
  - (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder.

Where Shares so purchased are held as treasury shares, the Directors may deal with the treasury shares in the following manner:

- (a) distribute the shares as dividends to shareholders, such dividends to be known as "share dividends";
- (b) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the shares, or any of the shares for the purpose of or under an employees' share scheme;
- (d) transfer the shares, or any of the shares as purchase consideration;
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

Appropriate announcement(s) and/or notice(s) will be made to Bursa Securities and the relevant authorities in respect of the Board's decision on the treatment of the Purchased Shares in compliance with the Listing Requirements and the Act. The Board may decide to cancel the Purchased Shares if the cancellation of the said Shares is expected to enhance the EPS of the Group and thereby in the long term, have a positive impact on the market price of the Shares. If the Board decides to retain the Purchased Shares as treasury shares, it may distribute the treasury shares as share dividends to the Company's shareholders and/or resell the Purchased Shares in accordance with the Listing Requirements and utilise the proceeds for any feasible investment opportunity arising in future as working capital.

- 2.6 The Proposed Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase its Shares at any time within the abovementioned period using the internal funds of the Company and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on, amongst others, the availability of internally generated funds, the actual number of Shares to be purchased and other relevant factors.

The actual number of Shares to be purchased and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits account and the financial resources available to the Company. In the event the Company purchases its own Shares using external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment would have no material effect on the cash flow of the Company.

### **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposal has the potential of benefiting JHM and its shareholders in the following manner:

- (a) JHM will have the avenue of stabilising the supply and demand of its Shares in the open market and thereby supporting the fundamental values of Shares, in particular to ensure, where possible, that the market share price is fair reflection of the value of the Company;
- (b) JHM may also utilise the treasury shares as future dividend payout to the Company's shareholders and/or resell the Shares in the open market to profit from future price appreciation of Shares; and
- (c) The Proposal is expected to enhance the value for shareholders from the resultant reduction in the number of Shares in the open market, all things remaining equal. The Proposal also signals the focus of the Board and management of JHM on returns to shareholders.

### **4. POTENTIAL ADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

The potential advantages of the Proposal to the Company and its shareholders are as follows:

- (a) The EPS of the JHM Group would be enhanced (all things being equal);
- (b) The Company may be able to reduce any unwarranted volatility of the Shares and assist to stabilise the supply, demand and price of the Shares in the open market, thereby supporting the fundamental value of the Shares;
- (c) If the Shares so purchased are retained as treasury shares, it will provide the Board an option to sell the treasury shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the treasury shares can be distributed as share dividends to shareholders;
- (d) Provides the Company with the flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity; and
- (e) Allows the Company to take preventive measures against speculations particularly when the Shares are undervalued which would in turn, stabilise the market price of the Shares and hence, enhance investors' confidence.

### **5. POTENTIAL DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK AUTHORITY**

The Proposed Share Buy-Back Authority will temporarily reduce the financial resources of the Company. This may result in the Company foregoing other investment opportunities that may emerge in the future or, at least, deprive the Company of interest income that can be derived from funds to be utilised for the Proposed Share Buy-Back Authority.

It may also reduce the amount of resources available for distribution in the form of dividends to the shareholders as funds are utilised to purchase its own Shares. However, the financial resources of the Company may recover and increase upon the re-selling of the Purchased Shares held as treasury shares.

Notwithstanding the above, the Board is of the view that the Proposed Share Buy-Back Authority is not expected to have any material disadvantage to the shareholders as well as the Company as it will be implemented only after careful consideration of the financial resources of the Group and the resultant impact on the shareholders and the Company.

## 6. EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

The effects of the Proposed Share Buy-Back Authority are as follows:

### 6.1 Number of Issued Shares

The Proposal will have no effect on the total number of issued shares of JHM if all of the Shares purchased are held as treasury shares. The Proposal will reduce the total number of issued Shares of the Company as follows if all of the Shares purchased are subsequently cancelled:

	No. of Shares
Total number of issued Shares as at LPD	557,600,000
Less: Maximum number of Shares that may be purchased	(55,760,000)
Total number of issued Shares after the Proposal	501,840,000

However, while the Shares are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution or otherwise, are suspended and the treasury Shares shall not be taken into account in calculating the number or percentage of the Company's Shares or of a class of the Company's Shares for any purposes including substantial shareholding, take-overs, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

### 6.2 NA

The consolidated NA of the Company may increase or decrease depending on the number of Shares purchased under the Proposed Share Buy-Back Authority, the purchase prices of its Shares, the effective cost of funding and the treatment of its Shares purchased under the Proposed Share Buy-Back Authority.

The Proposed Share Buy-Back Authority will reduce the consolidated NA per Share when the purchase price exceeds the consolidated NA per Share at the time of purchase. On the contrary, the consolidated NA per Share will increase when the purchase price is less than the consolidated NA per Share at the time of purchase.

If the Shares purchased under the Proposed Share Buy-Back Authority are held as treasury shares and subsequently resold on Bursa Securities, the consolidated NA per Share would increase if the Company realises a gain from the resale or vice versa. If the treasury shares are distributed as share dividends, it will decrease the Group's NA by the cost of the treasury shares.

### 6.3 Working Capital

Although the Proposal will reduce the working capital of the JHM Group to the extent of the amount of funds utilised for the purchase of the Company's Shares, it is not expected to have a material effect on the working capital of the JHM Group.

The cash flow of the Company and of the JHM 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.

### 6.4 Earnings

The effect of the Proposed Share Buy-Back Authority on the consolidated EPS of the Company will depend on the purchase prices paid for its Shares, the effective funding cost to the Group to finance the purchases of its Shares or any loss in interest income to the Group, if internally generated funds are utilised to finance the purchase of its Shares. Further, the purchase of Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

Assuming that any Purchased Shares are retained as treasury shares and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

### 6.5 Dividends

Assuming the Proposal is implemented in full, it may reduce the amount of distributable reserves available for payment of dividend as the funds to be allocated for the purchase of the Shares are utilised from the Company's retained earnings account.

## 6.6 Directors and Substantial Shareholders' shareholdings

The direct and indirect shareholdings of the Directors and Substantial Shareholders of the Company as at LPD are set out as follows:

	As at the LPD				After the Proposed Share Buy-Back Authority <sup>(iv)</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b><u>Directors</u></b>								
Dato' Tan King Seng	192,101,516	34.451	14,224,380 <sup>(i)</sup>	2.551	192,101,516	38.279	14,224,380 <sup>(i)</sup>	2.834
Cheah Choon Ghee	5,830,000	1.046	82,976,652 <sup>(ii)</sup>	14.881	5,830,000	1.162	82,976,652 <sup>(ii)</sup>	16.534
Khor Thean Lee	500,800	0.090	-	-	500,800	0.100	-	-
Koh Yew Wah	500,000	0.090	-	-	500,000	0.100	-	-
Loh Chye Teik	-	-	-	-	-	-	-	-
Wong Chi Yeng	-	-	-	-	-	-	-	-
Dato' Dr. Loh Hock Hun	-	-	-	-	-	-	-	-
Lai Fah Hin	13,000	0.002	4,000 <sup>(iii)</sup>	0.001	13,000	0.003	4,000 <sup>(iii)</sup>	0.001
<b><u>Substantial Shareholders</u></b>								
Dato' Tan King Seng	192,101,516	34.451	14,224,380 <sup>(i)</sup>	2.551	192,101,516	38.279	14,224,380 <sup>(i)</sup>	2.834
Noble Matters Sdn Bhd	82,976,652	14.881	-	-	82,976,652	16.534	-	-
Cheah Choon Ghee	5,830,000	1.046	82,976,652 <sup>(ii)</sup>	14.881	5,830,000	1.162	82,976,652 <sup>(ii)</sup>	16.534
Ong Hock Seong	12,542,600	2.249	82,976,652 <sup>(ii)</sup>	14.881	12,542,600	2.499	82,976,652 <sup>(ii)</sup>	16.534

Notes:

- (i) Deemed interested by virtue of his shareholdings of not less than 20% in First Share Sdn. Bhd. pursuant to Section 8 of the Act.
- (ii) Deemed interested by virtue of his shareholdings of not less than 20% in Noble Matters Sdn. Bhd. pursuant to Section 8 of the Act.
- (iii) Other interest held through spouse pursuant to Section 59(1)(c) of the Act.
- (iv) Assuming the Proposed Share Buy Back implemented in full.

Save for the proportionate increase in the percentage shareholdings including, amongst others, the voting rights as shareholders in the Company, none of our Directors, substantial shareholders and persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back Authority.

## 7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Shares transacted for the 12 months from April 2017 to March 2018 are as follows:

	<b>High RM</b>	<b>Low RM</b>
<u>2017</u>		
April	1.113	0.782
May	1.295	1.045
June	1.405	1.163
July	1.525	1.210
August	1.710	1.435
September	1.620	1.400
October	1.590	1.480
November	1.630	1.445
December	1.575	1.450
<u>2018</u>		
January	1.700	1.485
February	1.630	1.480
March	1.560	0.975

The last transacted market price of the Shares as at LPD RM1.060

## 8. PUBLIC SHAREHOLDING SPREAD

The Proposed Share Buy-Back Authority will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the requirement of 25% public shareholding spread under Rule 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of our Company based on the total issued Shares of 557,600,000 Shares was 41.50%. Our Board will ensure that the Company complies with the minimum public spread in implementing the Proposed Share Buy-Back Authority.

## 9. IMPLICATION OF THE CODE

It is not intended for the Proposed Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer pursuant to the Code for any of its substantial shareholders and/or parties acting in concert with them. However, in the event an obligation to undertake a mandatory offer is to arise with respect to any parties resulting from the Proposed Share Buy-Back Authority, the relevant parties shall make the necessary application to the Securities Commission for a waiver to undertake a mandatory offer prior to such obligation being triggered.

## 10. PURCHASE, RESALE, TRANSFER AND CANCELLATION OF PURCHASED SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase, resale, transfer or cancellation of its own Shares in the twelve (12) months preceding the date of this Statement. As at LPD, no treasury shares were held by the Company.

## 11. APPROVALS REQUIRED

The Proposed Share Buy-Back Authority is subject to the approval of the shareholders of the Company at the forthcoming AGM.

## **12. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

Save for the proportionate increase in the percentage shareholdings of the Directors and Substantial Shareholders in the Company as a result of the Proposed Share Buy-Back Authority, none of the Directors or Substantial Shareholders and/or persons connected to them, has any interest, direct or indirect, in the Proposed Share Buy-Back Authority or the resale of the treasury shares, if any.

## **13. DIRECTORS' STATEMENT AND RECOMMENDATION**

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

## **14. AGM**

The notice convening the AGM to vote on the resolution and the Form of Proxy are set out in the Annual Report 2017 accompanying this Statement. The AGM will be held at Ballroom 2, LG Level – Main Wing, Hotel Equatorial Penang, 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Tuesday, 22 May 2018 at 11.30 a.m, for the purpose of considering and if thought fit, approving, inter alia, with or without modifications, the resolution on the Proposed Share Buy-Back Authority as Special Business.

If you are unable to attend and vote in person at the AGM, you should complete, sign and return the Form of Proxy enclosed with the Annual Report 2017 in accordance with the instructions printed therein as soon as possible so as to arrive at the registered office of the Company at 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, not later than 48 hours before the time appointed for holding of the AGM. The lodgement of the Form of Proxy will not preclude you from attending and voting in person should you wish to do so.

## **15. ADDITIONAL INFORMATION**

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

Yours faithfully  
For and on behalf of the Board of Directors of  
**JHM CONSOLIDATION BERHAD**

**DATO' TAN KING SENG**  
Managing Director

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## **APPENDIX I**

### **ADDITIONAL INFORMATION**

#### **1.0 RESPONSIBILITY STATEMENT**

The Board has seen and approved this Statement to shareholders and they collectively and individually accept full responsibility for the accuracy of the information contained in this Statement to shareholders. They confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts which, if omitted, would make any statement in this Statement to shareholders misleading.

#### **2.0 MATERIAL CONTRACTS**

As at the LPD, save as disclosed below, neither JHM nor its subsidiaries has entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, during the past two (2) years preceding the date of this Statement:

JHM had on 28 September 2017 entered into the Share Sale Agreement with Ong Hock Seong, Chan Huai Leng and Tan Land Ghee (collectively the "Vendors") to acquire 5,000,000 ordinary shares in Mace Instrumentation Sdn Bhd ("MISB"), representing one hundred percentum (100%) of the total issued shares in MISB from the Vendors for a purchase consideration of RM48,000,000. The said purchase consideration of RM48,000,000 was satisfied by the issuance and allotment of 32,000,000 new ordinary shares of the Company ("JHM Share") at an issue price of RM1.50 per JHM Share to the Vendors ("Acquisition of MISB").

The Acquisition of MISB was completed on 9 April 2018.

#### **3.0 MATERIAL LITIGATION**

As at the LPD, to the best knowledge of the Board, neither JHM nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the JHM or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the JHM Group.

#### **4.0 DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, following the publication of this Statement from Monday to Friday (except Public Holidays) during business hours up to and including the date of the AGM:-

- (a) The Company's Constitution (the Memorandum and Articles of Association of the Company as adopted before the commencement of the Companies Act 2016);
- (b) The audited financial statements of JHM for the past two (2) financial years ended 31 December 2016 and 2017 as well as the latest unaudited quarterly results for the period ended 31 December 2017; and
- (c) The material contracts referred to in Section 2 above.

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