

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the contents of this Statement/Circular prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of the Statement/Circular, 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 the Statement/Circular.



MUHIBBAH ENGINEERING (M) BHD

[Registration No. 197201001137 (12737-K)]
(Incorporated in Malaysia)

PART A

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

PART B

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

(Collectively known as “The Proposals”)

The resolutions for the above proposals will be tabled at the Fifty-First (“**51st**”) Annual General Meeting (“**AGM**”) of the Company will be conducted on a fully virtual meeting entirely through live streaming and online remote participation and voting from an online meeting platform on Wednesday, 12 June 2024 at 2.00 p.m. using the Remote Participation and Voting (“**RPV**”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) via TIIH Online website at <https://tiih.online>. The Notice of the 51st AGM, Proxy Form, Administrative Notes and this Statement/Circular are available online at the Company’s Website (www.muhibbah.com) or Bursa Securities’ website at <https://www.bursamalaysia.com>.

The Proxy Form must be completed and lodged with the Share Registrar’s office, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The instrument appointing a proxy may also be submitted to Tricor electronically via TIIH Online website at <https://tiih.online> not later than forty-eight (48) hours before the time fixed for the 51st AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Monday, 10 June 2024 at 2.00 p.m.

Date and time of the 51st AGM : Wednesday, 12 June 2024 at 2.00 p.m.

This Statement/Circular is dated 26 April 2024

DEFINITIONS

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

Act	:	The Companies Act 2016 as amended from time to time including any re-enactment thereof
AGM	:	Annual General Meeting of the Company
Board	:	Board of Directors of MEB
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Code	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time including any re-enactment thereof
CMSA	:	The prevailing Capital Markets and Services Act 2007, as amended from time to time including any re-enactment thereof
Director(s)	:	Shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the respective RRPT were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
EPS	:	Earnings per share
FES	:	FES Equipment Services Sdn Bhd [Registration No. 200001000934 (503539-A)], a wholly-owned subsidiary of FFB
FFCA	:	Favelle Favco Cranes Pty. Limited, wholly-owned subsidiary of FFB
FFB	:	Favelle Favco Berhad [Registration No. 199201017739 (249243-W)], a 64.44% owned listed subsidiary of MEB
FFB Group	:	FFB and its subsidiary companies collectively
FFCM	:	Favelle Favco Cranes (M) Sdn Bhd [Registration No. 199501021870 (351073-T)], a wholly-owned subsidiary of FFB
FFCU	:	Favelle Favco Cranes (USA), Inc, a wholly-owned subsidiary of FFB
FO	:	Favco Offshores Sdn Bhd [Registration No. 199501010501 (339702-T)], an associated company of FFB
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, including any amendments, modifications and additions thereto

DEFINITIONS (cont'd)

LPD	:	29 March 2024, being the latest practical date prior to the printing of this Circular
Major Shareholder(s)	:	<p>A person who is or was within the preceding six (6) months of the date on which the terms of the respective RRPT were agreed upon, has an interest or interests in one (1) or more voting shares in MEB and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-</p> <p>(i) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in MEB; or</p> <p>(ii) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in MEB where such person is the largest shareholder of the Company</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act and for the purpose of the Proposed Shareholders’ Mandate, include a major shareholder of MEB or any corporation which is MEB’s subsidiary or holding company</p>
Market Day	:	Any day when Bursa Securities is open for trading of securities
MEB or Company	:	Muhibbah Engineering (M) Bhd [Registration No. 197201001137 (12737-K)]
MEB Group or Group	:	MEB and its subsidiary collectively regarding the RRPT mandate in this Circular
NA	:	Net assets
Option(s)	:	The right of the grantee to subscribe for new MEB Share(s) pursuant to the SIS in accordance with the terms and conditions of the SIS bye-laws
Proposed Authorised Period	:	<p>The period where authority is granted by the shareholders of the Company for the Proposed Share Buy-Back which is effective upon the passing of the ordinary resolution in the forthcoming AGM and may continue to be in force until:</p> <p>(a) the conclusion of the next AGM of the Company; or</p> <p>(b) the expiration of the period within which the next AGM after that date is required by law to be held; or</p> <p>(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,</p> <p>whichever occurs first</p>
Proposed Shareholders’ Mandate	:	Proposed renewal of Existing Shareholders’ Mandate for recurrent related party transactions of a revenue or trading nature as set out in Part B of Section 2.1.2
Purchased Shares	:	Shares purchased pursuant to the Proposed Share Buy-Back

DEFINITIONS (cont'd)

Recurrent Related Party Transactions or RRPT	:	Related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of a listed issuer or its subsidiaries
Related Party(ies)	:	Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s). For the purpose of this definition, the terms “director”, “major shareholder” and “person connected” shall 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 major shareholder of the Group
RM and sen	:	Ringgit Malaysia and sen respectively
Shares or MEB Shares	:	Ordinary shares in MEB
SIS	:	Muhibbah Engineering (M) Bhd Share Issuance Scheme 2022/2027 implemented on 27 July 2022
Treasury Shares	:	The Purchased Shares which are retained by the Company and shall have the meaning given under Section 127 of the Act
Currency		
RM and sen	:	Ringgit Malaysia and sen respectively

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 and vice versa. Reference to persons shall include corporation.

Any reference in this Circular/Statement to any enactment is a reference to that enactment for the time being amended or re-enacted. Any reference to a time of day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise stated.

[The rest of this page has been intentionally left blank]

CONTENTS

PART A**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY FOR SHARE BUY-BACK**

	Page
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHARE BUY-BACK	1
3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK	2
4. FUNDING FOR THE PROPOSED SHARE BUY-BACK	2
5. ADVANTAGES AND DISADVANTAGES	2
6. EFFECTS OF THE PROPOSED SHARE BUY-BACK	3
7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS	4
8. PUBLIC SHAREHOLDING SPREAD	7
9. IMPLICATION RELATING TO THE CODE	7
10. PURCHASES OF SHARES OR RESALE OR CANCELLATION OF TREASURY SHARES IN THE LAST FINANCIAL YEAR	7
11. HISTORICAL SHARE PRICE	7
12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	8
13. DIRECTORS' RECOMMENDATION	8

[The rest of this page has been intentionally left blank]

CONTENTS (cont'd)

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

	Page
1. INTRODUCTION	9
2. PROPOSED SHAREHOLDERS' MANDATE	10
3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE	16
4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	17
5. AMOUNT DUE FROM THE RELATED PARTIES	17
6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM	18
7. CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE	19
8. DIRECTORS' RECOMMENDATION	20
9. AGM	20

APPENDICES

APPENDIX I - DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB	21
APPENDIX II - FURTHER INFORMATION	27

[The rest of this page has been intentionally left blank]

PART A

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

[The rest of this page has been intentionally left blank]



MUHIBBAH ENGINEERING (M) BHD
[Registration No. 197201001137 (12737-K)]
(Incorporated in Malaysia)

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

1. INTRODUCTION

The Company had announced on 17 April 2024 that it will be seeking shareholders' approval at its 51st AGM to be held on 12 June 2024 for the proposed renewal of authority for the purchase by MEB of its own shares of up to ten percent (10%) of the total number of issued Shares at the point of purchase ("Proposed Share Buy-Back").

This Statement serves to provide you with the relevant information on the Proposed Share Buy-Back, to set out your Board's recommendation thereon and to seek your approval for the ordinary resolution in respect of the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

The Notice of the 51st AGM, Proxy Form, Administrative Notes and this Statement/Circular are available online at the Company's Website (www.muhibbah.com) or Bursa Securities' website at <https://www.bursamalaysia.com>. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely at the AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

At the Fiftieth Annual General Meeting of the Company held on 26 June 2023, the shareholders had approved the renewal of authority for the Company to buy-back up to ten percent (10%) of its total number of issued shares at the point of purchase.

The maximum number of shares that may be bought-back of up to ten percent (10%) of the total number of issued shares of the Company would include all shares which have been previously bought-back and cancelled or retained as Treasury Shares. All the MEB Shares purchased during the past financial years have been retained as Treasury Shares. As at LPD, the total number of MEB Shares retained as Treasury Shares was 1,783,000.

The renewal of the authority for the purchase by the Company of its own shares will be effective immediately upon the passing of the ordinary resolution on the Proposed Share Buy-Back at its 51st AGM to be held on 12 June 2024 until:

- (a) the conclusion of the next AGM of the Company; or
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
- whichever is the earliest.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if implemented, may potentially benefit the Company and its shareholders as follows:

- (a) Utilise its surplus financial resources to purchase MEB Shares at prices which the Board views as favourable.
- (b) The Purchased Shares can be retained as Treasury Shares and resold on Bursa Securities at a higher price with the intention of realising potential capital gain without affecting the total number of issued share capital of the Company and/or be distributed as share dividend as a reward to its shareholders.
- (c) All things being equal, the Proposed Share Buy-Back, irrespective of whether the Purchased Shares are held as Treasury Shares or cancelled, will result in a lower number of MEB Shares being taken into account for the purpose of computing the EPS of MEB Shares. The purchase of MEB Shares by MEB will improve the EPS of MEB, which in turn is expected to have a positive impact on the share price of MEB Shares. Thereby, enabling long-term and genuine investor to enjoy potential corresponding increase in the value of investments in the Company.

4. FUNDING FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will allow the Board to purchase MEB Shares at any time within the Proposed Authorised Period. The Board proposes to allocate an amount of funds not exceeding the retained profits of the Company for the purchase of its own Shares pursuant to the Proposed Share Buy-Back. The retained profits of the Company based on its latest audited financial statements for the financial year ended 31 December 2023 was approximately RM153 million.

The amount of funds allocated for the purchase of its own Shares pursuant to the Proposed Share Buy-Back shall be financed from internally generated funds and/or external borrowings, the proportion of which will only be determined later depending on the available internally generated funds, actual number of Shares to be purchased and other relevant cost factors. In the event the Proposed Share Buy-Back is to be partly financed by external borrowings, the Board will ensure that the Company has sufficient funds to repay external borrowings and service the interests and that the repayment will not have any material effect on the cash flow of the MEB Group.

5. ADVANTAGES AND DISADVANTAGES

In addition to the potential advantages mentioned in Section 3 above, the Proposed Share Buy-Back, if exercised, may also potentially benefit the Company as follows:

- (a) The EPS of MEB Shares and the return on equity of MEB, assuming all other things being equal, would be enhanced resulting from the smaller issued share capital of the Company. This is expected to have a positive impact on the market price of MEB Shares which will benefit the shareholders of MEB; and
- (b) Allow MEB the flexibility in achieving the desired capital structure, in terms of its debt and equity composition and the size of its equity.

The potential disadvantages of the Proposed Share Buy-Back, if exercised, are as follows:

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

Nevertheless, the Board is mindful of the interests of the Company and its shareholders in undertaking the Proposed Share Buy-Back. The Proposed Share Buy-Back will be exercised only after careful consideration of the financial resources of the MEB Group, and of the resultant impact on the Company and its shareholders.

6. EFFECTS OF THE PROPOSED SHARE BUY-BACK

Assuming that the Company purchases Shares representing ten percent (10%) of its total number of issued share capital as at LPD, the effects of the Proposed Share Buy-Back on the share capital, NA, working capital, earnings and dividends are set out as follows:-

6.1 Share Capital

The Proposed Share Buy-Back will result in the reduction of the total issued share capital of the Company if the Purchase Shares are cancelled. The proforma effects of the Proposed Share Buy-Back on the total issued share capital of MEB as at LPD assuming the Purchase Shares are cancelled, is illustrated below:

Scenario 1 : Assuming the Proposed Share Buy-Back is carried out in full and none of the outstanding Options are exercised into new MEB Shares during the implementation of the proposed Share Buy-Back

Scenario 2 : Assuming the Proposed Share Buy-Back is carried out in full and all outstanding Options are exercised into new MEB Shares within the Proposed Authorised Period

	Scenario 1 No. of Shares	Scenario 2 No. of Shares
As at LPD*	728,203,818	728,203,818
Assuming all the outstanding Options are fully exercised within the Proposed Authorised Period	-	10,121,000#
Enlarged share capital	728,203,818	738,324,818
Maximum number of Shares which may be purchased pursuant to the Proposed Share Buy-Back	(72,820,382)	(73,832,482)
Resulting issued share capital upon cancellation of maximum number of Shares which may be purchased under the Proposed Share Buy-Back	655,383,436	664,492,336

The Proposed Authorised Period is applicable for only the outstanding 10,121,000 Options as at LPD which are assumed exercised into Shares with effect from 4 October 2024 to the date of next AGM.

* The above illustration is based on the assumption that a total of 1,783,000 Treasury Shares held on LPD are not cancelled.

The Proposed Share Buy-Back will not have any effect on the share capital of the Company if the Purchased Shares are retained as Treasury Shares.

6.2 NA

Depending on the purchase price and number of Shares purchased, the Proposed Share Buy-Back will reduce the consolidated NA per Share at the time of purchase if the purchase price exceeds the consolidated NA per Share and conversely will increase the consolidated NA per Share at the time of purchase if the purchase price is less than the consolidated NA per Share.

Should the Purchased Shares be resold, the consolidated NA per Share will increase if the Company realises a gain from the resale, and vice versa.

6.3 Working Capital

The implementation of the Proposed Share Buy-Back is likely to reduce the working capital of the Group, the quantum being dependent on the number of MEB Shares being purchased, the purchase price(s) and the amount of financial resources to be utilised for the purchase of MEB Shares.

For the Purchased Shares retained as Treasury Shares, upon its resale, the working capital of the Company will increase. Again, the quantum of the increase in the working capital will depend on the actual selling price of the Treasury Shares resold, the effective gain or interest saving arising and the gain or loss from the disposal.

6.4 Earnings

The effects of the Proposed Share Buy-Back on the consolidated earnings of MEB would depend on the purchase price and number of Shares purchased as well as the effective funding cost to the Company in implementing the Proposed Share Buy-Back. The reduction in the number of Shares applied in the computation of the consolidated EPS pursuant to the Proposed Share Buy-Back may generally, all else being equal, have a positive impact on the consolidated EPS for the financial year when the Proposed Share Buy-Back is implemented. Should the Purchased Shares be resold, the extent of the impact to the earnings of MEB Group will depend on the actual selling price, the number of Treasury Shares resold, the effective funding cost and the gain or loss on the disposal, if any.

6.5 Dividends

The Proposed Share Buy-Back may reduce the amount of distributable reserves available for payment of dividend in the immediate future.

Having considered the economy, business and cash flow position of the Group, the Board does not recommend any dividend in respect of the financial year ended 31 December 2023, at the forthcoming AGM. Barring any unforeseen circumstances, the Board does not expect the Proposed Share Buy-Back to materially affect the dividend policy of the Company.

7. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

In the event that all the Purchased Shares are cancelled and on the assumption that the Proposed Share Buy-Back is exercised in full and that the Company will purchase the Shares from shareholders other than the directors and substantial shareholders, the proforma effects of the Proposed Share Buy-Back on the shareholdings of the directors, substantial shareholders of MEB and persons connected as at LPD, are set out as follows:

Scenario 1 : Assuming none of the outstanding Options are exercised into new MEB Shares

	As at LPD				After Proposed Share Buy-Back			
	Direct No. of Shares	%**	Indirect No. of Shares	%**	Direct No. of Shares	%	Indirect No. of Shares	%
Substantial Shareholders								
Mac Ngan Boon @ Mac Yin Boon	123,638,124 ^(a)	17.02	-	-	123,638,124 ^(a)	18.87	-	-
Directors								
Dato' Mohamad Kamarudin Bin Hassan	-	-	-	-	-	-	-	-
Mac Ngan Boon @ Mac Yin Boon	123,638,124 ^(a)	17.02	29,943,750 ^(b)	4.12	123,638,124 ^(a)	18.87	29,943,750 ^(b)	4.57
Mac Chung Jin	9,990,000 ^(a)	1.38	75,000 ^(b)	0.01	9,990,000 ^(a)	1.52	75,000 ^(b)	0.01
Lee Poh Kwee	10,212,308 ^(a)	1.41	975,000 ^(b)	0.13	10,212,308 ^(a)	1.56	975,000 ^(b)	0.15
Sobri Bin Abu	-	-	-	-	-	-	-	-
Mazlan bin Abdul Hamid	500,000	0.07	-	-	500,000	0.08	-	-
Dato' Sri Khazali Bin Haji Ahmad	-	-	-	-	-	-	-	-
Dato' Khodijah Binti Abdullah	-	-	-	-	-	-	-	-
Persons connected with Director and/or Substantial Shareholder								
Chew Keng Siew	15,326,250 ^(a)	2.11	-	-	15,326,250 ^(a)	2.34	-	-
Mac Chung Lynn	6,060,000 ^(a)	0.83	-	-	6,060,000 ^(a)	0.92	-	-
Mac Chung Hui	8,557,500 ^(a)	1.18	-	-	8,557,500 ^(a)	1.31	-	-
Yeong Mei Kuin	75,000	0.01	-	-	75,000	0.01	-	-
Teo Chang Seng	975,000 ^(a)	0.13	-	-	975,000 ^(a)	0.15	-	-

Notes:

(a) Certain Shares are held in trust through nominee companies.

(b) Deemed interested by virtue of the Shares held by his/her spouse and/or children pursuant to Section 59(11)(c) of the Act.

** Excluding a total of 1,783,000 Treasury Shares held on LPD pursuant to Section 127 of the Act.

Scenario 2 : Assuming all outstanding and exercisable Options are fully exercised into new MEB Shares within the Proposed Authorised Period

	As at LPD				(I) Assuming all exercisable Options are fully exercised				After (I) and Proposed Share Buy-Back			
	Direct No. of Shares	%**	Indirect No. of Shares	%**	Direct No. of Shares	%**	Indirect No. of Shares	%**	Direct No. of Shares	%	Indirect No. of Shares	%
Substantial Shareholders												
Mac Ngan Boon @ Mac Yin Boon	123,638,124 ^(a)	17.02	-	-	125,738,124 ^{(a)#}	17.07	-	-	125,738,124 ^{(a)#}	18.92	-	-
Directors												
Dato' Mohamad Kamarudin Bin Hassan	-	-	-	-	-	-	-	-	-	-	-	-
Mac Ngan Boon @ Mac Yin Boon	123,638,124 ^(a)	17.02	29,943,750 ^(b)	4.12	125,738,124 ^{(a)#}	17.07	29,943,750 ^(b)	4.07	125,738,124 ^{(a)#}	18.92	29,943,750 ^(b)	4.51
Mac Chung Jin	9,990,000 ^(a)	1.38	75,000 ^(b)	0.01	11,490,000 ^{(a)#}	1.56	75,000 ^(b)	0.01	10,740,000 ^{(a)#}	1.73	75,000 ^(b)	0.01
Lee Poh Kwee	10,212,308 ^(a)	1.41	975,000 ^(b)	0.13	11,712,308 ^{(a)#}	1.59	975,000 ^(b)	0.13	10,962,308 ^{(a)#}	1.76	975,000 ^(b)	0.15
Sobri Bin Abu	-	-	-	-	-	-	-	-	-	-	-	-
Mazlan bin Abdul Hamid	500,000	0.07	-	-	500,000	0.07	-	-	500,000	0.08	-	-
Dato' Sri Khazali Bin Haji Ahmad	-	-	-	-	-	-	-	-	-	-	-	-
Dato' Khodijah Binti Abdullah	-	-	-	-	-	-	-	-	-	-	-	-
Persons connected with Director and/or Substantial Shareholder												
Chew Keng Siew	15,326,250 ^(a)	2.11	-	-	15,326,250 ^(a)	2.08	-	-	15,326,250 ^(a)	2.31	-	-
Mac Chung Lynn	6,060,000 ^(a)	1.18	-	-	6,060,000 ^(a)	0.82	-	-	6,060,000 ^(a)	0.91	-	-
Mac Chung Hui	8,557,500 ^(a)	0.83	-	-	8,557,500 ^(a)	1.16	-	-	8,557,500 ^(a)	1.29	-	-
Yeong Mei Kuin	75,000	0.01	-	-	75,000	0.01	-	-	75,000	0.01	-	-
Teo Chang Seng	975,000 ^(a)	0.13	-	-	975,000 ^(a)	0.13	-	-	975,000 ^(a)	0.15	-	-

- Notes:
- (a) Certain Shares are held in trust through nominee companies.
- (b) Deemed interested by virtue of the Shares held by his/her spouse and/or children pursuant to Section 59(11)(c) of the Act.
- ** Excluding a total of 1,783,000 Treasury Shares held on LPD pursuant to Section 127 of the Act.
- # Assuming the remaining Options granted to Mac Ngan Boon @ Mac Yin Boon, Mac Chung Jin and Lee Poh Kwee to subscribe for 2,100,000, 1,500,000 and 1,500,000 new Shares, respectively are fully exercised into Shares during the Proposed Authorised Period.

8. PUBLIC SHAREHOLDING SPREAD

As at LPD, approximately 521,261,137 Shares representing 71.76% of the total number of issued share capital of the Company were held by 7,871 public shareholders. The Board will endeavour to ensure that the Proposed Share Buy-Back will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed company must not purchase its own shares on Bursa Securities if the purchase(s) will result in the listed company being in breach of Paragraph 8.02(1) of the Listing Requirements. Paragraph 8.02(1) of the Listing Requirements states that a listed issuer must ensure at least 25% of its total listed shares are in the hands of the public shareholders holding.

The Board undertakes that any proposed purchase of the MEB Shares would only be conducted in accordance with laws prevailing at the time of the purchase including compliance with the twenty-five percent (25%) public shareholding spread as required by the Listing Requirements.

9. IMPLICATION RELATING TO THE CODE

There is no implication relating to the Code by MEB arising from the Proposed Share Buy-Back.

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

10. PURCHASES OF SHARES OR RESALE OR CANCELLATION OF TREASURY SHARES IN THE LAST FINANCIAL YEAR

During the financial year ended 31 December 2023, the Company has not purchased any MEB Shares from the open market. There was also no resale or cancellation of treasury shares during the same period.

11. HISTORICAL SHARE PRICE

The monthly highest and lowest prices of MEB shares traded on Bursa Securities for the past twelve (12) months from March 2023 to LPD are as follows: -

Month/Year	High (RM)	Low (RM)
2023		
March	0.745	0.615
April	0.810	0.665
May	0.710	0.605
June	0.670	0.590
July	0.700	0.580
August	0.780	0.635
September	0.770	0.670
October	0.750	0.670
November	0.800	0.685
December	0.820	0.720
2024		
January	0.860	0.760
February	0.810	0.750

(Source: www.investing.com)

The last transacted price of MEB on LDP was RM0.905.

12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in their capacity as shareholders as a consequence of the Proposed Share Buy-Back, none of the Directors or substantial shareholders of the Company or persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back, or in the resale of the Treasury Shares, if any.

13. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back and after careful deliberation, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company and its shareholders. Accordingly, they recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

Yours faithfully
For and on behalf of the Board of Directors of
MUHIBBAH ENGINEERING (M) BHD

DATO' MOHAMAD KAMARUDIN BIN HASSAN
Chairman, Senior Independent Non-Executive Director

[The rest of this page has been intentionally left blank]

PART B

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

[The rest of this page has been intentionally left blank]



MUHIBBAH ENGINEERING (M) BHD
[Registration No. 197201001137 (12737-K)]
(Incorporated in Malaysia)

Registered Office:

Lot 579 & 586, 2nd Mile
Jalan Batu Tiga Lama
41300 Klang
Selangor Darul Ehsan

26 April 2024

Board of Directors:

Dato' Mohamad Kamarudin Bin Hassan (*Chairman, Senior Independent Non-Executive Director*)
Mac Ngan Boon @ Mac Yin Boon (*Group Managing Director*)
Sobri Bin Abu (*Independent Non-Executive Director*)
Mac Chung Jin (*Executive Director/Deputy Chief Executive Officer*)
Lee Poh Kwee (*Group Finance Director*)
Mazlan Bin Abdul Hamid (*Non-Independent Non-Executive Director*)
Dato' Sri Khazali Bin Haji Ahmad (*Independent Non-Executive Director*)
Dato' Khodijah Binti Abdullah (*Independent Non-Executive Director*)

To: Shareholders of MUHIBBAH ENGINEERING (M) BHD

Dear Sir/ Madam,

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

1. INTRODUCTION

At the Fiftieth (50th) Annual General Meeting held on 26 June 2023, the shareholders of the Company approved, inter alia, the mandates for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions.

Accordingly, the Board had on 17 April 2024 announced MEB's intention to seek its shareholders' approval for the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide you with the details on the Proposed Shareholders' Mandate as set out in the Notice of the AGM, and to seek your approval for the resolutions to be tabled at the forthcoming AGM. The Notice of the 51st AGM, Proxy Form, Administrative Notes and this Statement/Circular are available online at the Company's Website (www.muhibbah.com) or Bursa Securities' website at <https://www.bursamalaysia.com>. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely at the AGM.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Details of the Proposed Shareholders' Mandate

Under Paragraph 10.09 of the Listing Requirements allows the Company to seek shareholders' mandate in respect of RRPT 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 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 Transactions is equal to or exceeds RM1,000,000.00; or
 - (ii) the percentage ratio of such Recurrent Related Party Transactions is equal to or exceeds 1%,whichever is the higher;
- (c) the issuance of a circular to shareholders by the listed issuer containing information as specified in the Listing Requirements;
- (d) in a meeting to obtain the shareholders' mandate, the interested director(s), interested major shareholder(s) and interested person(s) connected with the director(s) or major shareholders; and where it involves the interest of an interested person connected with the director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) to immediately announce to Bursa Securities when the actual value of the RRPT entered into, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more.

Where the Company has obtained shareholders' mandate in respect of Recurrent Related Party Transactions, the provisions under Paragraph 10.08 of the Listing Requirements shall not apply during the validity period of the shareholders' mandate.

The shareholders of the Company approved the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature with certain Related Parties at the Fiftieth ("50th") AGM of the Company held on 26 June 2023, the details of which were set out in the Statement/Circular dated 27 April 2023.

The Existing Shareholders' Mandate will require shareholders' approval for renewal when it expires at the conclusion of the forthcoming 51st AGM to be held on 12 June 2024.

The Company proposes to seek its shareholders' approval for Proposed Shareholders' Mandate to enable the Company and/or its subsidiaries to continue entering into Recurrent Related Party Transactions with the classes of Related Parties as set out in Section 2.1.2 below. Any authority conferred by the Proposed Shareholders' Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the Fiftieth AGM at which the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in general meeting,

whichever is the earliest.

Thereafter, approval from the shareholders for subsequent renewals will be sought at each subsequent AGM of the Company.

2.1.1 Principal Activities of MEB

MEB is principally engaged in investment holding, civil, marine and structural engineering contract works which include the construction of bridges, heavy concrete foundations, factory complexes, marine ports and similar construction works. The details of MEB's subsidiaries and associated companies as well as their principal activities as at LPD are provided in Appendix I.

2.1.2 Classes and Nature of RRPT

(i) Classes of Related Party

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

Name of Related Party	Relationship
Mac Ngan Boon @ Mac Yin Boon	Mac Ngan Boon @ Mac Yin Boon is a Director and shareholder in both MEB and FFB. He owns approximately 17.02% and 4.64% direct equity interest in MEB and FFB respectively and the persons connected to him own approximately 4.12% and 66.83% equity interest in MEB and FFB respectively, as at LPD. He is also a Director of certain subsidiaries of both MEB and FFB. In addition, he is the father of Mac Chung Jin and Mac Chung Hui.
Mac Chung Jin	Mac Chung Jin is a Director and shareholder in MEB. He owns approximately 1.38% and 0.29% direct equity interest in MEB and FFB respectively and the persons connected to him own approximately 0.01% equity interest in MEB, as at LPD. He is also a Director of certain subsidiaries of MEB. In addition, he is the son of Mac Ngan Boon @ Mac Yin Boon and brother of Mac Chung Hui.
Mac Chung Hui	Mac Chung Hui is a Director of FFB and a shareholder in both MEB and FFB. He owns approximately 1.18% and 1.64% direct equity interest in MEB and FFB respectively, as at LPD. He is also a Director of certain subsidiaries of FFB. In addition, he is the son of Mac Ngan Boon @ Mac Yin Boon and brother of Mac Chung Jin.
Mazlan Bin Abdul Hamid	Mazlan Bin Abdul Hamid is a Director and shareholder in MEB, FFB and FO. He holds approximately 0.07%, 1.05% and 70% equity interest in MEB, FFB and FO respectively, as at LPD.

(3) **Nature of RRPT**

The details of the Related Parties and RRPT in relation to the Proposed Renewal of the Existing Shareholders' Mandate, are as follows: -

Transacting Parties	Related Party	Nature of RRPT	<i>Estimated value of transactions from the date of the 50th AGM to 12 June 2024</i> RM'000	<i>Actual transaction value from 26 June 2023 up to LPD</i> RM'000	<i>Estimated value of transactions from the date of the 51st AGM to next AGM ⁽¹⁾</i> RM'000
MEB Group and FFB Group ⁽⁵⁾	Mac Ngan Boon @ Mac Yin Boon, Mac Chung Jin, Mac Chung Hui and Mazlan Bin Abdul Hamid	⁽²⁾ Sales of cranes and parts and rental of cranes, plant and equipment and barges by MEB Group to FFB Group; and subcontracting work awarded by FFB Group to MEB Group	50,000	10,059	50,000
		⁽³⁾ Rental of land held under PN 109083 Lot No. 104626, Mukim & District of Klang, State of Selangor measuring in area approximately 36,000 square metres by MEB Group to FFB Group.	3,000	1,110	3,000
		⁽³⁾ Rental of plant and equipment and scaffolding service by FFB Group to MEB Group.	2,000	35	2,000
		Shared services expenses/charges by MEB Group to FFB Group which include amongst others legal, human resource, corporate finance, banking, investor relations, tax, information technology and internal audit by MEB Group to FFB Group.	3,000	1,400	3,000
		⁽³⁾ Rental of office premise, workshop and land located at Hakmilik No. 6322, Lot 129073, Telok Gong, Mukim and District of Klang, State of Selangor by MEB Group to FFB Group, measuring 221,967 sq. ft.	2,000	490	2,000

(3) Nature of RRPT (cont'd)

The details of the Related Parties and RRPT in relation to the Proposed Renewal of the Existing Shareholders' Mandate, are as follows (cont'd): -

Transacting Parties	Related Party	Nature of RRPT	Estimated value of transactions from the date of the 50th AGM to 12 June 2024 RM'000	Actual transaction value from 26 June 2023 up to LPD RM'000	Estimated value of transactions from the date of the 51st AGM to next AGM ⁽¹⁾ RM'000
MEB Group and FFB Group ⁽⁵⁾	Mac Ngan Boon @ Mac Yin Boon, Mac Chung Jin, Mac Chung Hui and Mazlan Bin Abdul Hamid	⁽³⁾⁽⁶⁾ Rental of office space, factory, cabin and overhead cranes under Lot 586, 2nd Mile, Jalan Batu Tiga Lama by MEB Group to FFB Group, measuring 19,000 sq. ft.	2,000	362	2,000
MEB Group and FFB Group ⁽⁵⁾	MEB, Mac Ngan Boon @ Mac Yin Boon, Mac Chung Hui and Mazlan Bin Abdul Hamid	⁽⁴⁾ Purchase of goods and services, rental of cranes, plant and equipment by MEB Group from FFB Group; and subcontracting work awarded by MEB Group to FFB Group.	50,000	10,179	50,000

Notes:

- ⁽¹⁾ The figures represent the estimated value of transactions that will be undertaken during the period from the date of the forthcoming AGM, to 30 June 2025, being the tentative date of the next AGM. The estimated values of these transactions may vary and are subject to change.
- ⁽²⁾ The nature of transaction is to meet immediate needs where FFB does not have the stocks of specific cranes, plant and equipment, barges or spare parts for operational use or re-rent for short period. Whereas, the nature of subcontracting work awarded by FFB Group to MEB Group includes fabrication, painting of crane's structure, project management and property management and etc. Out of RM50,000,000 estimated value of the transaction, up to RM45,000,000 is for the subcontracting work.
- ⁽³⁾ Tenancies are for terms not exceeding three (3) years with rentals payable on monthly basis.
- ⁽⁴⁾ The transaction to be entered into by MEB Group and FFB Group in the ordinary course of business. Whereas, the nature of subcontracting work awarded by MEB Group to FFB Group includes fabricate plug, sleeve, casing, exhaust stack, inlet transition, platform, ladder, handrail, assembly, insulation, painting, etc. Out of RM50,000,000 estimated value of the transaction, RM30,000,000 is for the subcontracting work. In addition, the nature of purchases of goods and services by MEB Group from FFB Group includes cranes parts and services, etc.
- ⁽⁵⁾ MEB Group in this Section 2.1.2 (ii) refers to either MEB and/or its subsidiary companies as disclosed in Pages 25, 26 and 27 of Appendix 1 (B) and/or those subsidiaries yet to be incorporated or acquired by MEB Group. FFB Group in this Section 2.1.2 (ii) refers to either FFB and/or its subsidiary companies as disclosed in Pages 23 and 24 of Appendix 1 (A) and/or those subsidiaries yet to be incorporated or acquired by FFB Group.
- ⁽⁶⁾ There might be another new tenancy to be entered by FFB Group with MEB Group for additional space rented located at Lot 586, 2nd Mile, Jalan Batu Tiga Lama in third quarter of financial year ending 31 December 2024 for an approximately 7,000 sq. ft.

2.1.3 Guidelines and Review Procedures for RRPT

The Audit Committee will be tasked with the review and approval of the RRPT to ensure that the relevant companies undertake such transactions on an arm's length basis and on normal commercial terms and to supervise the existing internal control procedures of the Group.

The following guidelines will apply to the review and approval of RRPT to ensure that the RRPT are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and the RRPT are not detrimental to the minority shareholders of MEB.

- (i) Any tender, quotation or contract received from or proposed to be entered into with Related Parties will not be approved unless:
 - (a) the pricing for services, products and materials and/or equipment to be provided or supplied and/or received or purchased is determined in accordance with the Group's usual business practices and policies, as mentioned in Section 2.1.3(c) and (d) below and consistent with the usual margins of the Group with unrelated third parties;
 - (b) the terms are not more favourable to the Related Parties than those extended to unrelated third parties and available to the public and the RRPT are not detrimental to the minority shareholders of MEB;
 - (c) in respect of the provision and/or supply services and/or products and/or purchase of equipment, machinery and/or products after taking into account factors such as pricing, quality, delivery schedules and, where applicable, preferential rates, rebates or discounts accorded for bulk purchases, the terms offered are fair, reasonable and on the MEB Group's commercial rates; and
 - (d) at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services/equipment and/or quantities will be used as comparison, (wherever practical and/or possible), to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated 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 party cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products/services, or if the product/services is a proprietary item), the transaction price will be determined by the Group in accordance with prevailing commercial rates/terms, business practices and policies or otherwise in accordance with applicable industry norms or market knowledge to ensure that the RRPT is not detrimental to the Group. Besides pricing, MEB Group also has a policy that priority and/or selection of vendors and/or suppliers are not based on pricing alone but also on other intrinsic qualities such as quality and nature of goods or services, reliability, lead time and all other relevant business circumstances and considerations to ensure that the RRPT is not detrimental to MEB Group.

- (ii) The Company has in place an internal authority limit governing business transactions including RRPT. Such internal authority limit would include approval thresholds, which vary depending on inter alia, the type of transactions and based on grounds of practicality of the business and/or operations viewpoint unique to the Group. Generally, a transaction shall first be reviewed and/or agreed by the relevant personnel in charge and/or the Head of Business Units/Department prior to the approval of either the senior management and/or Executive Directors and/or the Managing Director in accordance with the internal authority limit procedure (where applicable). Subsequently, the Audit Committee will review the management's reports on RRPT at the quarterly meetings of the Audit Committee.
- (iii) The Audit Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources or advisers.
- (iv) In addition to the guidelines set out above, the Audit Committee will also undertake the following:
 - (a) review from time to time the RRPT being undertaken by the MEB Group;
 - (b) carry out an annual review to ascertain that the established guidelines and procedures for RRPT have been complied with; and
 - (c) consider from time to time whether the established guidelines and procedures for RRPT have become inappropriate and/or unable to ensure that the transactions will be on normal commercial terms, and/or will prejudice the interest of shareholders generally.
- (v) The Company will also maintain a record of RRPT carried out pursuant to the Proposed Shareholders' Mandate. The Company's internal audit plan will incorporate a review of the records in respect of the transactions entered into during the year.
- (vi) Further, where any Director or person connected to the Director have an interest (direct or indirect) in any RRPT, such Director shall abstain from all deliberations and voting on any matter relating to any decision to be taken by the Board in respect of the RRPT at the relevant Board meetings. Where any member of the Audit Committee is interested in any RRPT, that member shall abstain from all deliberations and voting on any matter relating to any decision to be taken by the Audit Committee in respect of the RRPT at the relevant Audit Committee meetings.

2.1.4 Statement by Audit Committee

The Audit Committee has considered and reviewed the procedures mentioned in Section 2.1.3 above and is of the opinion that

- (i) the said procedures are sufficient to ensure that the RRPT as well as the annual review by the Audit Committee in relation thereto, are carried out on normal commercial terms which are not prejudicial to the interests of shareholders of MEB, and the terms are not more favourable to the Related Parties than those generally available to the public and such transactions are not detrimental to the interests of the minority shareholders of MEB; and
- (ii) the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and the frequency of review of these procedures and processes which is carried out on quarterly basis.

The Company will seek shareholders' approval for the renewal of the Existing Shareholders' Mandate and new shareholders' mandate (if any) for the RRPT at each subsequent AGM.

Save and except as disclosed in Section 2.1.2, none of the members of the Audit Committee has any interest in any of the RRPT.

As at the date of the circular, the current composition of the Audit Committee is as follows:

Sobri Bin Abu <i>(Independent Non-Executive Director)</i>	Chairman
Dato' Khodijah Binti Abdullah <i>(Independent Non-Executive Director)</i>	Member
Dato' Sri Khazali Bin Haji Ahmad <i>(Independent Non-Executive Director)</i>	Member

The Audit Committee shall periodically review the RRPT and also review the established guidelines and procedures to ascertain their compliance.

2.1.5 Benefits to the Group from the RRPT

The RRPT entered into by MEB Group are intended to meet business needs at the best possible terms. The MEB Group should be able to generate sales revenue from its customers which includes its Related Party. Transacting with its Related Party also enhances the ability to explore other business opportunities which will be beneficial to the MEB Group. Further, the close working relationship with the Related Party in the RRPT will ensure timely delivery and provision of services, commitment and reliability of quality services for the MEB Group, to enable the smooth operation of the day-to-day business of the MEB Group.

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The RRPT to be entered into by the Group with respect to which the Proposed Shareholders' Mandate is sought, are those transactions which will be carried out in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and which may arise at any time and from time to time. These RRPT may be constrained by the time-sensitive and frequent nature of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPT.

As such, the Board is seeking a shareholders' mandate pursuant to Part E, Paragraph 10.09 of the Listing Requirements for the RRPT described in Section 2.1.2 above to allow the Group to enter into such RRPT, which will be made on an arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

[The rest of this page has been intentionally left blank]

By obtaining the mandate for the Proposed Shareholders' Mandate, the necessity to announce and convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. The Proposed Shareholders' Mandate, if approved, would result in substantial savings of administrative time, inconvenience, costs and expenses for the Company where it would dispense the need for the Company to convene separate shareholders' meetings to approve the RRPT which are of a recurring nature, thus improving the administrative efficacy considerably and allow resources to be channelled towards meeting its other corporate objectives and pursuing business opportunities.

The RRPT entered into by the MEB Group are intended to meet business needs at the best possible terms. The MEB Group should be able to generate sales revenue from its customers which includes its Related Party. Transacting with its Related Party also enhances the ability to explore other business opportunities which will be beneficial to the MEB Group. Further, the close working relationship with Related Party in the RRPT will ensure timely delivery and provision of services, commitment and reliability of quality services for the MEB Group, to enable the smooth operation of the day-to-day business of the MEB Group.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the share capital and shareholding structure of the Company, consolidated NA and earnings of the MEB Group.

5. AMOUNT DUE FROM THE RELATED PARTIES

The breakdown of the principal sum (without interest) for the total outstanding amount due to the Company from the Related Transacting Parties pursuant to Related Party Transactions which exceeded the credit terms for the following period as at the financial year ended 31 December 2023 are as follow: -

Related Party	Total Outstanding RRPT Receivables as at 31 December 2023	Outstanding Amount				Outstanding Amount Recovered as at LPD
		1 year or less	More than 1 year to 3 years	More than 3 years to 5 years	More than 5 years	
		Principal Sum	Principal Sum	Principal Sum	Principal Sum	
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
FFCM	4,709	4,709	-	-	-	2,391
FES	82	82	-	-	-	82
FFCA	-	-	-	-	-	-
FFCU	-	-	-	-	-	-
Total	4,791	4,791	-	-	-	2,473

It is not MEB Group's practice to charge any interest nor impose any late payment charges on the outstanding sums for recurrent related party transactions of trade in nature. The outstanding balances are to be cleared progressively. The Group is mindful of the implication of delay in payments. The Management has and will continuously discuss with the debtors for early settlement of the outstanding amounts and reminders will be sent to the Related Parties regarding the balance outstanding.

The Board is of the opinion that these outstanding sums are recoverable by the respective Related Parties in due course.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDER AND PERSONS CONNECTED TO THEM

Save as disclosed below, none of the other directors, major shareholder and/or person connected to the directors and major shareholder have any interest, direct or indirect, in the Proposed Shareholders' Mandate:

6.1. Interested Directors

Mac Ngan Boon @ Mac Yin Boon, Mac Chung Jin and Mazlan bin Abdul Hamid are deemed interested in the Proposed Shareholders' Mandate ("Interested Directors"). Their shareholdings in MEB as at LPD are as follows:

Name	Direct		Indirect	
	No of shares held	%*	No of shares held	%*
Mac Ngan Boon @ Mac Yin Boon	123,638,124	17.02	29,943,750 ^(a)	4.12
Mac Chung Jin ^(b)	9,990,000	1.38	75,000 ^(a)	0.01
Mazlan Bin Abdul Hamid	500,000	0.07	-	-

(a) Deemed interested by virtue of the Shares held by his spouse and/or children pursuant to Section 59(11)(c) of the Act.

(b) Mac Chung Jin is a director of MEB and the son of Mac Ngan Boon @ Mac Yin Boon.

* Excluding a total of 1,783,000 Treasury Shares held as at LPD pursuant to Section 127 of the Act.

6.2 Major Shareholder

Mac Ngan Boon @ Mac Yin Boon is deemed interested in the Proposed Shareholders' Mandate ("Interested Major Shareholder"). Mac Ngan Boon @ Mac Yin Boon's shareholdings in MEB as at LPD is as follows:

Name	Direct		Indirect	
	No of shares held	%*	No of shares held	%*
Mac Ngan Boon @ Mac Yin Boon	123,638,124	17.02	-	-

* Excluding a total of 1,783,000 Treasury Shares held as at LPD pursuant to Section 127 of the Act.

[The rest of this page has been intentionally left blank]

6.3 Persons connected with the Interested Directors and Interested Major Shareholder

Persons connected with Interested Directors and Interested Major Shareholder for the Proposed Shareholders' Mandate as at LPD are as follows:

Name	Direct		Indirect	
	No of shares held	%*	No of shares held	%*
Persons connected with Interested Directors and/or Major Shareholder				
Chew Keng Siew ^(a)	15,326,250	2.11	-	-
Mac Chung Hui ^(b)	8,557,500	1.18	-	-
Mac Chung Lynn ^(c)	6,060,000	0.83	-	-
Yeong Mei Kuin ^(d)	75,000	0.01	-	-

(a) Chew Keng Siew is the spouse of Mac Ngan Boon @ Mac Yin Boon.

(b) Mac Chung Hui is the son of Mac Ngan Boon @ Mac Yin Boon and brother of Mac Chung Jin.

(c) Mac Chung Lynn is the daughter of Mac Ngan Boon @ Mac Yin Boon and sister of Mac Chung Jin.

(d) Yeong Mei Kuin is the spouse of Mac Chung Jin.

* Excluding a total of 1,783,000 Treasury Shares held as at LPD pursuant to Section 127 of the Act.

The Interested Directors namely Mac Ngan Boon @ Mac Yin Boon, Mac Chung Jin and Mazlan bin Abdul Hamid have abstained and will continue to abstain from Board deliberations and voting at the Board meeting, and voting in respect of their direct and/or indirect shareholdings in MEB on the Proposed Shareholders' Mandate at the forthcoming AGM.

The Interested Major Shareholder namely Mac Ngan Boon @ Mac Yin Boon will abstain from voting on the Proposed Shareholders' Mandate in respect of his direct and/or indirect shareholdings in MEB at the forthcoming AGM.

In addition, the Interested Directors and Interested Major Shareholder have also undertaken to ensure that persons connected with them will abstain from voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in MEB at the forthcoming AGM.

7. CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of MEB at the forthcoming AGM to be convened.

8. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects for the Proposed Shareholders' Mandate and after careful deliberation, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the MEB Group. Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

9. AGM

The 51st AGM of MEB will be conducted on a fully virtual meeting entirely through live streaming and online remote participation and voting from an online meeting platform on Wednesday, 12 June 2024 at 2.00 p.m. using the RPV facilities provided by Tricor via TIIH Online website at <https://tiih.online> for the purpose of considering, and if thought fit, passing, inter alia, the ordinary resolutions on the Proposed Share Buy-Back and Proposed Shareholders' Mandate as set out in the Notice of AGM. The Notice of the 51st AGM, Proxy Form, Administrative Notes and this Statement/Circular are available online at the Company's Website (www.muhibbah.com) or Bursa Securities' website at <https://www.bursamalaysia.com>. Please refer to the Administrative Notes for the procedures to register, participate and vote remotely at the AGM.

If you are unable to attend and vote in person at the 51st AGM and wish to appoint a proxy to attend and vote in your stead, you are requested to complete, sign and deposit the Proxy Form in accordance with the instructions contained therein as soon as and in any event so as to arrive at the Share Registrar's office, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or submitted to Tricor electronically via TIIH Online website at <https://tiih.online> at least forty-eight (48) hours before the time fixed for the 51st AGM or adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 51st AGM should you subsequently wish to do so.

Yours faithfully
For and on behalf of the Board of Directors of
MUHIBBAH ENGINEERING (M) BHD

DATO' MOHAMAD KAMARUDIN BIN HASSAN
Chairman, Senior Independent Non-Executive Director

[The rest of this page has been intentionally left blank]

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB

A. FFB AND SUBSIDIARY COMPANIES OF FFB

Name	Principal activities	Effective ownership interest (%)
Favelle Favco Berhad	Investment holding	64.5
<i>Subsidiary companies of Favelle Favco Berhad:</i>		
Favelle Favco Cranes (M) Sdn Bhd	Manufacturing of cranes	64.5
Favelle Favco Cranes Pte Ltd	Trading of cranes, spare parts and services	64.5
Favelle Favco Cranes (USA), Inc.	Manufacturing of cranes	64.5
Favelle Favco Cranes Pty Limited	Manufacturing of cranes	64.5
<u>Held by Favelle Favco Cranes Pty Ltd</u>		
FF Management Pty Limited	Management services	64.5
Milperra Blasting and Coating Pty Limited	Dormant	64.5
Krøll Cranes A/S	Manufacturing of cranes	64.5
FES Equipment Services Sdn Bhd	Hiring and repairing of cranes	64.5
Favelle Favco Winches Pte Ltd	Design, fabrication, trading, service and rental of winches, hydraulic systems and material handling equipment	64.5
Shanghai Favco Engineering Machinery Manufacturing Co. Ltd	Manufacturing of cranes	51.6

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB (cont'd)

A. FFB AND SUBSIDIARY COMPANIES OF FFB (cont'd)

Name	Principal activities	Effective ownership interest (%)
Exact Automation Sdn Bhd	Providing integrated industrial automation solutions on the design, engineering, testing, project management and maintenance of plant instrumentation	45.2
<i>Subsidiary companies of Favelle Favco Berhad (Cont'd):</i>		
Exact Analytical Sdn Bhd	Trading, providing engineering services on the installation, commissioning and maintenance of environmental and process analysers	45.2
Sedia Teguh Sdn Bhd	Trading and maintenance of specialised equipment used in the oil and gas industry	45.2
Strata Niaga Sdn Bhd	Trading and engineering in oil & gas and power industry	45.2
Strata Niaga (B) Sdn Bhd	Trading and engineering in oil & gas and power industry	23.0

[The rest of this page has been intentionally left blank]

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB (cont'd)

B. OTHER SUBSIDIARY COMPANIES OF MEB

Name	Principal activities	Effective ownership interest (%)
Muhibbah Marine Engineering Sdn Bhd	Shipbuilding, renting of ship, providing ship repair services, trading and marine supplies and provision of other engineering work	100.0
<u>Held by Muhibbah Marine Engineering Sdn Bhd</u>		
Juara Lagi Sdn Bhd	Vessel chartering services	100.0
Elelink Sdn Bhd	Investment holding	100.0
<u>Held by Elelink Sdn Bhd</u>		
ITS Konsortium Sdn Bhd	Investment holding	100.0
Muhibbah O&G Sdn Bhd	Oil, gas, petrochemical engineering and related works	100.0
Muhibbah Engineering (Singapore) Pte. Ltd	Civil and structural engineering contract works	100.0
MEB Construction Sdn Bhd	Civil and structural engineering contract works	100.0
Muhibbah Steel Industries Sdn Bhd	Structural steel fabrication and related works	100.0
Muhibbah Airline Support Industries Sdn Bhd	Manufacturing and services for airline support equipment	100.0
Muhibbah Masteron Cambodia JV Limited	Investment holding and civil and structural engineering contract works	70.0
Ann Bee (M) Sdn Bhd	Rental of properties and related services	100.0
Muhibbah Maritime Hub Sdn Bhd	Mixed development project for industrial, commercial and housing	100.0
Aspect Saga Sdn Bhd	Investment holding	100.0

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB (cont'd)

B. OTHER SUBSIDIARY COMPANIES OF MEB (cont'd)

Name	Principal activities	Effective ownership interest (%)
<u>Held by Aspect Saga Sdn Bhd</u> IDS Cahaya Sdn Bhd	Investment holding	100.0
<u>Held by IDS Cahaya Sdn Bhd</u> IDS Cahaya Ltd	Offshore leasing business	100.0
IDS Darussalam Sdn Bhd	Dormant	100.0
IDS Offshore Sdn Bhd	Dormant	100.0
Muhibbah Steel Kuantan Sdn Bhd	Manufacturing of containers and refrigerator containers	100.0
Khas Jejaka Sdn Bhd	Investment holding	100.0
<u>Held by Khas Jejaka Sdn Bhd</u> Inno Marine Services Sdn Bhd	Marine leasing activities	100.0
Muhibbah International Labuan Ltd	Offshore leasing and international trade business	100.0
Muhibbah Offshore Services Ltd	Offshore leasing business	95.0
Muhibbah Engineering (Cambodia) Co. Ltd	Property development and trading in real estates	60.0
Muhibbah Prospect Sdn. Bhd.	Civil, marine and structural engineering contract works	100.0
Citech Energy Recovery System Malaysia Sdn Bhd	Manufacturing of waste heat recovery units for the oil and gas industry	100.0
<u>Held by Citech Energy Recovery System Malaysia Sdn Bhd</u> Citech Energy Recovery Solutions UK (Ltd)	Trading of waste heat recovery units, spare parts and other services.	100.0

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB (cont'd)

B. OTHER SUBSIDIARY COMPANIES OF MEB (cont'd)

Name	Principal activities	Effective ownership interest (%)
CB International Engineering Sdn Bhd	Rental of investment properties and related services and provision of vessel chartering services	100.0
Muhibbah Construction Pty Limited	Dormant	100.0
Muhibbah Engineering Middle East LLC	Civil and structural engineering contract works	90.0
Karisma Duta Sdn Bhd	Dormant	100.0
<i>Held by Karisma Duta Sdn Bhd</i>		
Karisma Project Management Inc	Under members' voluntary liquidation	100.0
Muhibbah Oil & Gas Sdn Bhd	Dormant	100.0
Muhibbah Defense Engineering Sdn Bhd	Dormant	100.0
Sun Vibrant Sdn Bhd	Dormant	100.0
Muhibbah Marine Kuantan Sdn Bhd	Dormant	100.0
Muhibbah Engineering (Philippines) Corporation	Under members' voluntary liquidation	100.0
Muhibbah Myanmar Company Ltd	Dormant	100.0
Muhibbah Airport Management Sdn Bhd	Dormant	100.0
Muhibbah Airport Services (Labuan) Ltd	Investment holding	70.0
Muhibbah Engineering Laos Co., Ltd	Dormant	70.0

APPENDIX I – DETAILS OF SUBSIDIARIES AND ASSOCIATED COMPANIES OF MEB (cont'd)

C. ASSOCIATED COMPANIES OF MEB

Name	Principal activities	Effective ownership interest (%)
Roadcare (M) Sdn Bhd	Operation and maintenance of roadways and bridges	21.0
<i>Associated company of Muhibbah Masteron Cambodia JV Limited</i>		
Societe Concessionaire de l' Aeroport	Operator and concessionaire of airports in Cambodia	21.0
<i>Associated company of Muhibbah Airport Services (Labuan) Ltd</i>		
Cambodia Airport Management Services Ltd	Provision of airport management services	21.0
Freyssinet PSC (M) Sdn Bhd	Civil engineering and construction works	50.0
PLH Company Limited	Project Development	49.0
Wabag Muhibbah JV Sdn Bhd	Engineering, procurement, construction and commissioning of effluent treatment plant	30.0
M&G Sutera 8 Sdn. Bhd.	Ship management services	40.0
<i>Associated company of Favelle Favco Berhad</i>		
Favco Offshores Sdn Bhd	Manufacture, supply, servicing and renting of cranes	19.4
Favelle Favco Machinery and Equipment L.L.C	Trading and rental of construction equipment	31.6
Favco Heavy Industry (Changsu) Co., Ltd.	Supply, renting and servicing of lifting equipment and spare parts	32.3

APPENDIX II – FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

As at the 29 March 2024 (“LPD”), being the latest practical date prior to the printing of this Circular, MEB Group has not entered into any material contracts (not being contracts entered into the ordinary course of business) entered into by MEB and/or its subsidiary companies within the past two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, our Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board confirms that there is no proceedings pending or threatened against our Group, nor is there any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of our Group:-

A(i) MEB v Ketua Pengarah Hasil Dalam Negeri (“KPHDN”)

On 29 January 2020, MEB filed a judicial review application at the Kuala Lumpur High Court (“KLHC”) for an order to quash the notices of assessment for the years of assessment 2015 and 2016 for an additional tax liability amounting to RM11,993,408.46 and the notification of non-chargeability for year of assessment 2017 raised by KPHDN (“**Judicial Review Application**”). The KPHDN had disallowed the deduction for the project cost incurred and accrued by MEB at respective year end and had unilaterally added back those accrued costs to the total estimated projects profit increasing the overall profit margin of the projects. This application was dismissed on 27 July 2020 by the KLHC.

MEB then appealed to the Court of Appeal and the appeal was allowed and a stay until the exhaustion of the substantive judicial review proceeding was granted by the court on 19 July 2021.

Subsequently, KPHDN then appealed to the Federal Court and pursuant to the substantive hearing at the Federal Court on 1 December 2022, the Federal Court had unanimously affirmed the Court of Appeal’s decision in respect of granting leave and to proceed with the substantive judicial review hearing at the High Court with a stay order in favour of MEB.

However, on 1 April 2024, the KLHC dismissed MEB application and directed such case to be heard at the Special Commissioners of Income Tax (“SCIT”). This is not in line with the previous unanimous decisions of both the Federal Court and Court of Appeal that this matter to proceed to the substantive stage of the judicial review proceedings at the KLHC instead of the SCIT.

Therefore, our legal counsel is of the view that MEB has the merits to appeal to the Court of Appeal against this KLHC’s decision.

APPENDIX II – FURTHER INFORMATION (cont'd)

A(ii) Muhibbah Marine Engineering Sdn Bhd ("MMESB") v KPHDN

On 29 January 2020, MMESB, a wholly-owned subsidiary of MEB, filed a judicial review application at the KLHC for an order to quash the notices of assessment for the years of assessment 2015 and 2016 for an additional tax liability amounting to RM10,979,764.96 raised by KPHDN due to the disallowance of the group tax relief. On 16 December 2020, MMESB's leave application was dismissed by the KLHC ("**High Court Decision**").

MMESB then filed for a stay and appealed against the High Court Decision ("**Appeal**") at the Court of Appeal. On 15 June 2023, the Court of Appeal allowed MMESB's appeal and granted the leave for the matter to proceed for the substantive judicial review hearing at the KLHC with a stay order until the disposal of the matter at the KLHC.

On 1 April 2024, the KLHC dismissed MMESB application and directed for the matter to be heard at the SCIT which is not in line with the decision of the Court of Appeal.

Therefore, our legal counsel is of the view that MMESB has the merits to appeal to the Court of Appeal against this KLHC's decision.

B(i) MEB v TTCL Malaysia Sdn Bhd ("TTML")

On 11 September 2019, MEB commenced arbitration proceedings against TTML in Kuala Lumpur for the total amount of approximately RM157.3 million (excluding interest) for amongst others, breach and wrongful termination of a contract dated 26 June 2015 to construct and complete the civil, concrete and building works for offsite areas for a project known as the Rapid Steam Cracker Complex Project in Pengerang, Johor ("**TTML Contract**").

TTML raised a counterclaim of approximately RM28 million for alleged overpayments, back-charges and loss and expenses due to MEB's alleged breaches under the TTML Contract.

MEB had on 9 November 2021 filed an amended reply to defence and defence to the counterclaim. Evidential hearing commenced in February 2023 and will continue in May 2024. The solicitors are of the view that there are documents and arguments to support MEB's claim against TTML.

B(ii) MEB v TTCL Public Company Limited ("TTCL")

Arising from the claim under item B(i) above, on 14 September 2020, MEB filed an action against TTML's parent company, TTCL in South Bangkok Civil Court to, amongst others, enforce the parent company guarantee ("**PCG**") dated 28 July 2015 issued in favour of MEB. The total claim amount is approximately RM172 million (including interest as at the date of filing of action on 14 September 2020).

The Thai Court dismissed TTCL's petition to strike out MEB's action and fixed the matter for pre-trial conference on 26 June 2023. On 26 June 2023, the Thai Court issued an order to temporarily dismiss MEB's action and further ordered that once the arbitral award under item B(i) above is rendered, MEB may submit a petition for reinstatement of proceedings within 60 days from the date of arbitral award.

APPENDIX II – FURTHER INFORMATION (cont'd)

C(i) Syrian Civil Aviation Authority ("SCAA") v MEB

In 2016, SCAA had filed a suit against MEB for approximately European Dollar ("EURO") 33 million at the Administrative Jurisdiction Court of Syria ("AJC") alleging, amongst others, breach of a contract agreement dated 22 January 2008 between MEB and SCAA ("**SCAA Contract**"). MEB filed its Statement of Defence and Counter-Claim against the suit. In October 2022, the Council of State Administrative Court ("**CSAC**") of Syria awarded SCAA the sum of Euro 3.172 million to be paid by Muhibbah ("**Award**").

MEB filed an application to annul the Award ("**Annulment Application**") which application was dismissed by the Supreme Administrative Court ("**SAC**") on 12 April 2023.

On 24 April 2023, MEB filed a petition for review of the Annulment Application ("**Petition for Review**") in CSAC. On 11 October 2023, the Petition for Review was dismissed by CSAC and MEB appealed to SAC. SAC dismissed MEB's appeal on 28 February 2024.

C(ii) MEB v Government of Syrian Arab Republic (represented by the Ministry of Transport, Syrian Arab Republic – The Syrian Civil Aviation Authority) ("SCAA")

On 19 September 2019, MEB issued a request for arbitration pursuant to Dubai International Arbitration Centre ("**DIAC**") Rules of Arbitration against SCAA in accordance with the terms of the contract. The dispute arises from the same subject matter as stated in item C(i) above. Under the request for arbitration, MEB is seeking for, amongst others, wrongful termination and payment for the sum of approximately RM128 million (EURO 36 million) from SCAA. Parties filed their respective pleadings as directed by Tribunal and the hearing took place in May 2023. On 20 February 2024, DIAC issued an award in favour of MEB as follows:-

- i. EURO 8,320,377.21;
- ii. Interest on EURO8,320,377.21 at the rate of 3%, from the date of the award until payment is made in full; and
- iii. AED 365,811.75 for costs

On 26 March 2024, SCAA filed application in Dubai Court of Appeal to nullify the said award and MEB is resisting the said application.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of MEB following the date of this Circular from Monday to Friday (except Public Holidays) during business hours up to the time set for convening the 51st AGM: -

- (i) the Constitution of MEB;
- (ii) the audited consolidated financial statements of MEB for the past two (2) financial years ended 31 December 2022 and 31 December 2023; and
- (iii) writ of summon / claim referred to in item 3 above.