

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular prior to its issuance as they are prescribed as an exempt documents pursuant to Practice Note 18 of the Bursa Securities Main Market Listing Requirements.

Bursa Securities takes no responsibility for the contents of this 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 this Circular.



**JHM CONSOLIDATION BERHAD**  
[Company No.: 200501009101 (686148-A)]  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

The above proposal will be tabled as Special Business at the Twenty-First Annual General Meeting ("**21<sup>st</sup> AGM**") of JHM Consolidation Berhad ("**JHM**" or "**the Company**") to be held at Marjorie 2, Level 11, Iconic Marjorie Hotel, No. 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Penang, Malaysia on Tuesday, 26 May 2026 at 2.30 p.m. or at any adjournment thereof. The Notice of 21<sup>st</sup> AGM together with the Form of Proxy are enclosed in the Annual Report of the Company for the financial year ended 31 December 2025.

A member entitled to attend, participate, speak and vote at the 21<sup>st</sup> AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote on his/her behalf. In such event, the Form of Proxy must be lodged at our Registered Office at Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the stipulated time appointed for holding the 21<sup>st</sup> AGM or at any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting at the 21<sup>st</sup> AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Sunday, 24 May 2026 at 2.30 p.m.

Date and time of the 21<sup>st</sup> AGM : Tuesday, 26 May 2026 at 2.30 p.m.

This Circular is dated 27 April 2026

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## DEFINITIONS

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In this Statement and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

“20 <sup>th</sup> AGM”	:	Twentieth Annual General Meeting of the Company
“21 <sup>st</sup> AGM”	:	Twenty-First Annual General Meeting of the Company
“2025 Annual Report”	:	Annual Report of JHM issued for the financial year ended 31 December 2025
“Act”	:	Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force
“AGM”	:	Annual General Meeting
“Audit Committee”	:	The Audit Committee and Risk Management Committee of JHM
“Board”	:	The Board of Directors of JHM
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“Circular”	:	Circular to Shareholders in relation to the Proposal
“Code”	:	The Malaysian Code on Take-overs and Mergers 2016 (as amended from time to time and includes any re-enactment thereof)
“Constitution”	:	Constitution of JHM
“Director(s)”	:	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of JHM or any other company which is a subsidiary of JHM or a holding Company of JHM
“EPS”	:	Earnings Per Share
“JHM” or “Company”	:	JHM Consolidation Berhad [200501009101 (686148-A)]
“JHM Group” or “Group”	:	JHM and its subsidiary companies
“JHM Dekai”	:	JHM Dekai Auto Lighting Sdn. Bhd. [202101027032 (1427332-A)]
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
“LPD”	:	1 April 2026, being the latest practicable date prior to the printing of this Circular
“Main Market”	:	Main Market of Bursa Securities

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**DEFINITIONS (Cont'd)**

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- “Major Shareholder(s)” : Means a person who has an interest or interests in one or more voting shares in a company and the number or the aggregate number of those shares, is:
- (a) 10% or more of the total number of all the voting shares in the Company; or
  - (b) 5% or more of the total number of all the voting shares in Company where such person is the largest shareholder of the Company,
- and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company
- For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act
- “NA” : Net assets attributable to ordinary equity holders of JHM
- “Proposed Renewal of Shareholders’ Mandate” or “Proposal” : Proposed renewal of existing shareholders’ mandate for JHM Group to enter into RRPTs of a revenue or trading nature
- “Related Party(ies)” : Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s)
- “RRPT(s)” : A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
- “RM” and “sen” : Ringgit Malaysia and sen, respectively
- “Share(s)” : Ordinary share(s) in JHM
- “Shareholders” : Shareholders of JHM
- “Substantial Shareholder(s)” : A person who has an interest or interests in one or more voting Shares in the Company and the number or the aggregate number of those Shares is not less than 5% of the total number of all the voting Shares in the Company as defined under Section 136 of the Act

All references to “our Company” or “JHM” in this Circular 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 Circular 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.

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**DEFINITIONS (Cont'd)**

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Any reference in this Circular 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 Circular is a reference to Malaysian time and date, unless otherwise stated.

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[Company No.: 200501009101 (686148-A)]  
(Incorporated in Malaysia)

**Registered Office**  
Suite 16.06, MWE Plaza  
No. 8, Lebuhr Farquhar  
10200 George Town  
Pulau Pinang

Date: 27 April 2026

**Board of Directors:**

Lim Chun Thang (*Independent Non-Executive Chairman*)  
Dato' Seri Tan King Seng (*Executive Director/ Group Chief Executive Officer*)  
Cheah Choon Ghee (*Executive Director*)  
Low Soo Kim (*Executive Director*)  
Wong Chi Yeng (*Independent Non-Executive Director*)  
Lai Fah Hin (*Independent Non-Executive Director*)  
Khor Cheng Kwang (*Independent Non-Executive Director*)

**To : The Shareholders**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

At the 20<sup>th</sup> AGM of the Company held on 28 May 2025, the Company sought and obtained from its shareholders the general mandate for JHM Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for JHM Group's day to day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 21<sup>st</sup> AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 20 April 2026, the Board of JHM had announced that the Company has proposed to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 21<sup>st</sup> AGM.

The purpose of this Circular is to provide you with the relevant information of the Proposed Renewal of Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 21<sup>st</sup> AGM. The Notice convening the 21<sup>st</sup> AGM of JHM and the Form of Proxy are enclosed in the 2025 Annual Report of the Company.

**SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING 21<sup>ST</sup> AGM.**

## 2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

### 2.1 The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs 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 the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued and paid-up capital of RM60.0 million and above:
  - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
  - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher.
- (c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular relating to shareholders' mandate for new RRPT must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

### 2.2 Principal Activities of JHM Group

The principal activities of JHM consist of investment holding, while its subsidiary companies are involved in manufacturing and assembling of electronic components, design and manufacturing of precision miniature engineering metal parts, precision mechanical parts, die casting and assembling and dealing of testing measuring equipment. The details of JHM's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

<b>Name of Company</b>	<b>Effective Equity Interest (%)</b>	<b>Principal activities</b>
<b><u>Subsidiaries:</u></b>		
Morrissey Technology Sdn. Bhd.	100	Design and manufacture of precision miniature engineering metal parts and components.
Morrissey Assembly Solution Sdn. Bhd.	100	Manufacturing and assembling of electronic components.

JH Morrissey Sdn. Bhd.	100	International procurement office and research and development center.
Morrissey Integrated Dynamics Sdn. Bhd.	100	Manufacturing precision mechanical parts, die casting, moulding of precision plastic lens and modular assembly.
Mace Instrumentation Sdn. Bhd.	100	Manufacturing, assembling and dealing of testing measuring equipment
Mace Hermetic Components Sdn. Bhd.	100	Design and manufacture of mechanical parts (lenses and etc), electronic components and electrical products (cameras, connectors and etc) and products assembly for optical instruments, process control equipment, lighting and other industrial equipment.
Morrissey Aerosystems Sdn. Bhd.	80	Manufacturing of machined metal parts, secondary processes, sub-assemblies and assembly of LED lighting for aerospace industry. Currently, the company has not commenced operations.
JHM Dekai Auto Lighting Sdn. Bhd.	52	Manufacture and module assembly for electronics and electrical components

Due to the diversity of JHM Group, it is anticipated that JHM Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate for the JHM Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length and on transaction prices and normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. Such mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 2.5 below.

### **2.3 Validity Period of the Proposed Renewal of Shareholders' Mandate**

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 21<sup>st</sup> AGM and shall continue to be in force until :

- (a) the conclusion of the next AGM of JHM following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the date 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 resolution passed by the shareholders in general meeting, whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of mandate for JHM Group to enter into RRPTs of revenue or trading nature.

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#### 2.4 Classes of Related Parties and Nature of RRPTs for the Proposed Renewal of Shareholders' Mandate

The details of the nature and estimated annual value of the RRPT in respect of which the Company is seeking for Proposed Renewal of Shareholders Mandate is as follows:

Related Party & Its Principal Activities	JHM Group - Transacting Party	Nature of Transaction with JHM Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 29 April 2025* (RM'000)	Actual value transacted (from date of AGM on 28 May 2025 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming 21 <sup>st</sup> AGM to the next AGM * (RM'000)	Nature of relationship between JHM Group and the Related Party
Jiangsu Dekai Auto Parts Co. Ltd. - Design and manufacturing of automotive components	JHM Dekai	Purchase of tooling, assembly component / part, sub-assembly part by JHM Dekai from Jiangsu Dekai Auto Parts Co. Ltd.	60,000	17,500	100,000	<ul style="list-style-type: none"> <li>JHM Dekai is 52% owned by JHM and 48% owned by Jiangxi Dekai Auto Lighting Co., Ltd., respectively.</li> <li>Jiangxi Dekai Auto Lighting Co., Ltd. is wholly owned by Jiangsu Dekai Auto Parts Co. Ltd.</li> <li>Jiangsu Dekai Auto Parts Co. Ltd. is owned by Mr. Dai, Shiwei (50%), Mr. Cheng, Xiaobing (25%), and Mr. Lin, Xilong (25%), respectively. Accordingly, by virtue of their shareholdings in Jiangsu Dekai Auto Parts Co. Ltd., Mr. Dai, Shiwei, Mr. Cheng, Xiaobing and Mr. Lin, Xilong are deemed major shareholders of JHM Dekai.</li> </ul>

Notes:

- \* The estimated values are calculated based on the historical data and best estimates by the Management. Accordingly, the actual value of the transaction may be varied from the estimated value disclosed above and subject to changes.
- ^ The Related Party(ies) includes any individual who, in the event of changes to the shareholder structure of Jiangsu Dekai Auto Parts Co. Ltd., holds not less than 20% of its shareholding.
- ~ Mr. Dai, Shiwei, Mr. Cheng, Xiaobing, Mr. Lin, Xilong, Jiangsu Dekai Auto Parts Co. Ltd and Jiangxi Dekai Auto Lighting Co., Ltd do not have any interest in JHM.

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## 2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

JHM Group has established various methods and procedures to ensure the RRPTs are undertaken on arms' length and on normal commercial terms, which are consistent with JHM Group's usual business practices and policies, on transaction prices and terms which are not more favourable to the Related Parties than those extended to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows:

- (i) The Related Parties, interested Directors and persons connected will be advised that they are subject to the shareholders mandate and will also be advised of the review and disclosure procedures;
- (ii) The transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;
- (iii) The Management of the JHM Group is cognisant that all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the terms of the transactions for the products or services will be in accordance with the usual business practice of JHM Group and at rates not more favourable to the Related Parties than those generally available to the public and is not detrimental to the Group;
- (iv) Where RRPT is one with a value equal to or in excess of RM1.0 million or 1% of the applicable percentage ratio as stated in the Listing Requirements (whichever is lower), it will be reviewed by the Audit Committee and recommended to be approved by the Board of Directors who has no interest in the transaction. Where the RRPT is one with a value below RM1.0 million or 1% of the applicable percentage ratio as stated in the Listing Requirements (whichever is lower), it will be reviewed and approved by any one (1) of the Executive Director or the Board who has no interest in the transaction;
- (v) If a member of the Board or of the Audit Committee has an interest, as the case may be, he/she shall declare their interest in transaction and abstain from any decision making by the Board or Audit Committee in respect of the said transactions;
- (vi) The Audit Committee shall amongst others, review any RRPT and conflict of interest situation that may arise within the Group including any transaction procedures or course of conduct that raises questions of management integrity;
- (vii) Records will be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders' mandate;
- (viii) The Audit Committee shall review on a quarterly basis any related party transaction that may arise within the Company or the Group to ensure that such transactions will be carried out at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and on terms not detrimental to the minority shareholders;

- (ix) The Audit Committee will consider, from time to time, whether the established guidelines and procedures for RRPTs have become inappropriate and/or it is unable to ensure that the transactions will be on normal commercial terms and/or will prejudice the interests of shareholders generally. Notwithstanding the above, the guidelines and procedures for RRPTs will be reviewed by the Audit Committee at least once in a financial year; and
- (x) The Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and Audit Committee has an interest in the transaction to be reviewed by the Board and Audit Committee, as the case may be, he will abstain from any decision making by the Board or Audit Committee in respect of the said transaction.

## **2.6 Amount Due and Owing under Recurrent Related Party Transactions**

As of the financial year ended 31 December 2025, there was no amount due and owing to JHM Group by its related parties arising from the RRPTs that exceeded the credit term.

## **2.7 Statement by Audit Committee**

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 2.5 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has seen and reviewed the procedures set out in Section 2.5 above and is of the view that JHM has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner.

The Audit Committee is of the opinion that review procedures are sufficient to ensure that the RRPTs will be carried out at arms' length and in accordance with JHM Group's normal commercial terms and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of JHM. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit Committee.

## **2.8 Disclosure of Recurrent Related Party Transactions**

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

- (a) the type of the RRPTs made; and
- (b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with JHM Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Renewal of Shareholders' Mandate had been obtained.

### 3. RATIONALE AND BENEFITS FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

#### (i) Rationale for the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate will enable the JHM Group to carry out RRPTs necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

#### (ii) Benefits of the Proposed Renewal of Shareholders' Mandate

The benefits of transacting with Related Parties are as follows:

- a) Enhanced Coordination  
Working with Jiangsu Dekai Auto Parts Co. Ltd. that directly supports Original Equipment Manufacturers ("OEMs") can improve the speed and quality of communication. Their expertise in design, engineering, and assembly allows for more effective problem-solving, rapid adjustments, and better overall project management.
- b) Tailored Solutions  
Jiangsu Dekai Auto Parts Co. Ltd. can provide customized solutions, given their deep involvement in the product development cycle (from design to mass production). This enables a more adaptive response to specific needs, such as new product features or design modifications.
- c) Long-Term Partnership  
The ability to offer high-quality, innovative products strengthens JHM Dekai's position as a strategic partner for Proton, which could lead to long-term contracts, further business opportunities, and deeper integration into Proton's supply chain.

### 4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any material effect on the share capital of the Company as well as the consolidated NA, gearing, EPS and the shareholdings of the Substantial Shareholders of JHM.

### 5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

As at LPD, the direct and indirect interests of the Directors and/or Major Shareholders and/or person connected to Director and/or Major Shareholder in the Proposed Renewal of Shareholders' Mandate and the Related Party(ies)' direct and indirect shareholdings in JHM are as follows:

Interested Major Shareholders of Subsidiary	Direct		Indirect	
	No. of shares	%	No. of shares	%
Jiangxi Dekai Auto Lighting Co., Ltd.	-	-	-	-
Jiangsu Dekai Auto Parts Co. Ltd.	-	-	-	-
Dai, Shiwei	-	-	-	-
Cheng, Xiaobing	-	-	-	-
Lin, Xilong	-	-	-	-

JHM Dekai is 52% owned by JHM and 48% owned by Jiangxi Dekai Auto Lighting Co., Ltd., respectively. Jiangxi Dekai Auto Lighting Co., Ltd. is wholly owned by Jiangsu Dekai Auto Parts Co. Ltd.. And Jiangsu Dekai Auto Parts Co. Ltd. is owned by Mr. Dai, Shiwei (50%), Mr. Cheng, Xiaobing (25%) and Mr. Lin, Xilong (25%), respectively. Accordingly, by virtue of their shareholdings in Jiangsu Dekai Auto Parts Co. Ltd., Mr. Dai, Shiwei, Mr. Cheng, Xiaobing, and Mr. Lin, Xilong are deemed major shareholders of JHM Dekai.

Jiangxi Dekai Auto Lighting Co., Ltd, Jiangsu Dekai Auto Parts Co. Ltd, Mr. Dai, Shiwei, Mr. Cheng, Xiaobing and Mr. Lin, Xilong are not persons connected to any Directors and/or major shareholders of JHM.

Mr. Dai, Shiwei, Mr. Cheng, Xiaobing, and Mr. Lin, Xilong are not directors of JHM Dekai.

Accordingly, Mr. Dai, Shiwei, Mr. Cheng, Xiaobing, and Mr. Lin, Xilong (“**Interested Parties**”) will abstain from voting in respect of his direct and/or indirect shareholdings (if any) in JHM at the forthcoming AGM on the resolution pertaining to the Proposed Renewal of Shareholders’ Mandate.

The persons connected to Interested Parties, namely Jiangxi Dekai Auto Lighting Co., Ltd. and Jiangsu Dekai Auto Parts Co. Ltd. should also abstain from voting in respect of their direct and/or indirect shareholdings (if any) in JHM at the forthcoming AGM on the resolution pertaining to the Proposed Renewal of Shareholders’ Mandate.

The above Interested Parties have undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Renewal of Shareholders’ Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders or persons connected with the Directors or Major Shareholders have any interest, directly or indirectly in the Proposed Renewal of Shareholders’ Mandate.

## **6. APPROVALS REQUIRED**

The Proposed Renewal of Shareholders’ Mandate is conditional upon the approval of the Shareholders of the Company being obtained at the forthcoming AGM to be convened.

## **7. DIRECTORS’ STATEMENT AND RECOMMENDATION**

The Board having considered all aspects of the Proposed Renewal of Shareholders’ Mandate and after careful deliberation, are of the opinion that the Proposed Renewal of Shareholders’ Mandate is in the best interest of the Company. Accordingly, the Board recommended that the Shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders’ Mandate to be tabled at the forthcoming AGM.

## **8. 21<sup>st</sup> AGM**

The ordinary resolution in respect of the Proposed Renewal of Shareholders’ Mandate as set out in the Notice of 21<sup>st</sup> AGM contained in the 2025 Annual Report, will be tabled at the 21<sup>st</sup> AGM to be held at Marjorie 2, Level 11, Iconic Marjorie Hotel, No. 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Penang, Malaysia on Tuesday, 26 May 2026 at 2.30 p.m..

If you are unable to attend and vote in person at the 21<sup>st</sup> AGM, please complete, sign and send the enclosed Form of Proxy in accordance with the instructions therein as soon as possible in any event so as to arrive at our Registered Office at Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang not later than forty-eight (48) hours before the time fixed for holding the 21<sup>st</sup> AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting at the 21<sup>st</sup> AGM should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are advised to refer to Appendix I contained in this Circular for further information.

Yours faithfully

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

**DATO' SERI TAN KING SENG**

Executive Director / Group Chief Executive Officer

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## APPENDIX I – FURTHER INFORMATION

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### 1. DIRECTORS' RESPONSIBILITY STATEMENT

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

### 2. MATERIAL CONTRACTS

Save as disclosed below, JHM and its subsidiaries have not entered into any material contracts, not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular:

- a) On 6 September 2024, JHM entered into a Sale and Purchase Agreement with Megaready Industries Sdn. Bhd. for the acquisition of an industrial property held under HS(D) 120719 PT 96588, Bandar Sungai Petani, Daerah Kuala Muda, Kedah, measuring approximately 12,140.6 square meters, for a total cash consideration of Ringgit Malaysia Twenty Million Nine Hundred Thousand (RM20,900,000.00) only (“**Acquisition**”).

The Acquisition was completed on 14 March 2025.

### 3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, JHM Group is not engaged in any material litigation, claims and/or arbitration either as plaintiff or defendant, which may have a material effect on the financial position or business of the Group and the Board is not aware of any proceeding which is pending or threatened against JHM Group, or of any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Group.

### 4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the Shareholders of JHM at the Registered Office of JHM at Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming 21<sup>st</sup> AGM:

- (a) The Company's Constitution; and
- (b) The audited financial statements of JHM for the past two (2) financial years ended 31 December 2024 and 2025;
- (c) The latest unaudited quarterly results for the period ended 31 December 2025; and
- (d) The material contracts referred to in Section 2 of this Appendix I.

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